



**August 07, 2024**

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: - Submission of Scrutinizer Report - Consolidated**

Pursuant to the requirement of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith the Consolidated Scrutinizer Report for the Extra Ordinary General Meeting (EGM) of VIP Clothing Limited held on Monday, 05<sup>th</sup> August, 2024 at 04.30 p.m.

Requested you to kindly take the same on your record.

Thanking you.

**For VIP Clothing Limited**

**SUNIL PATHARE**  
**Managing Director**  
**DIN.: 00192182**

Encl: A/a.

**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)

## VIP Clothing Limited

Resolution Required :Special		1 - Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis.						
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	40955538	39255538	95.8492	39255538	0	100.0000	0.0000
	Poll		1700000	4.1508	1700000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40955538</b>	<b>100.0000</b>	<b>40955538</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	270105	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	41370876	1447480	3.4988	1447220	260	99.9820	0.0180
	Poll		9	0.0000	9	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1447489</b>	<b>3.4988</b>	<b>1447229</b>	<b>260</b>	<b>99.9820</b>	<b>0.0180</b>
<b>Total</b>		<b>82596519</b>	<b>42403027</b>	<b>51.3375</b>	<b>42402767</b>	<b>260</b>	<b>99.9994</b>	<b>0.0006</b>

## VIP Clothing Limited

Resolution Required :Special		2 - Issue of Convertible Equity Warrants on preferential to Non-Promoter persons/entities. Special Resolution						
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	40955538	39255538	95.8492	39255538	0	100.0000	0.0000
	Poll		1700000	4.1508	1700000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40955538</b>	<b>100.0000</b>	<b>40955538</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	270105	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	41370876	1447480	3.4988	1447220	260	99.9820	0.0180
	Poll		9	0.0000	9	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1447489</b>	<b>3.4988</b>	<b>1447229</b>	<b>260</b>	<b>99.9820</b>	<b>0.0180</b>
<b>Total</b>		<b>82596519</b>	<b>42403027</b>	<b>51.3375</b>	<b>42402767</b>	<b>260</b>	<b>99.9994</b>	<b>0.0006</b>

**Office:** 26, Orchid Plaza, Behind SBI., R. T. Road, Dahisar (East), Mumbai – 400068;  
**Tel:** 022-28978414 / 28483441; **Email:** rsmp.pcs@gmail.com

SCRUTINIZER'S REPORT

Name of the Company	VIP Clothing Limited
Meeting	Extra-Ordinary General Meeting
Date and Time	05 <sup>th</sup> August, 2024
Mode	Video Conferencing ('VC') /Other Audio-Visual Means ('OAVM')

**1. Appointment as Scrutinizer**

We were appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through Video Conferencing at the Extraordinary General Meeting of VIP Clothing Limited (hereinafter referred to as "the Company") held on Monday, August 05, 2024 at 04:30 p.m. through Video Conferencing or other audio-Visual Means.

**2. Dispatch of Notice Convening the Meeting**

The Company had informed that on the basis of the Register of Members and the list of Beneficiary Owners on Monday, July 29, 2024 made available to by the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Company completed dispatch of notice & Extraordinary Report in the following manner:

By email	To members who have registered their e-mail ids with Depository/the RTA on Saturday, July 13, 2024
By Physical mode	Not Applicable pursuant to the MCA General



	Circular No. 14/2020 dated April 08, 2020
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### 3. Cut Off Date

Voting rights were reckoned as of Monday, July 29, 2024, being the Cut-off date for the purpose of deciding the entitlements of members for remote e-voting and voting at the meeting through Video Conferencing.

### 4. Remote E-Voting

#### 4.1 Agency

The Company had appointed Link Intime India Pvt. Ltd. as the agency for providing an e-voting platform.

#### 4.2 Remote E-voting

Remote e-voting was open from Friday, August 02, 2024 (10:00 a.m.) to Sunday, August 04, 2024 (5:00 p.m.), and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Special Resolutions, on the e-voting platform provided by Link Intime India Pvt. Ltd.

### 5.. Voting at EGM

- 5.1. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rule, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, after the closure of period of e-voting, the Scrutinizer was provided access to particulars of members such as - their names folio, number of shares held, but not the manner in which they have voted.



- 5.2 Accordingly, Link Intime India Pvt. Ltd., the e-voting agency provided us with the name, DP ID/folio numbers and shareholding of the members who had cast their votes through remote evoting.
- 5.3 The Company has authorized Link Intime India Pvt. Ltd. to provide the necessary support for remote evoting as well as for voting at the meeting and Link Intime India Pvt. Ltd. provided the same.

6. **Counting Process**

- 6.1 On completion of e-voting, the e-voting agency provided me with a list of members who cast votes through e-voting
- 6.2 I unblocked the remote e-voting results on the Link Intime India Pvt. Ltd. platform and downloaded the e-voting details with the list of members who had cast their votes, with their holding details and details of the vote on each of the resolutions.
- 6.3 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorized representatives/ proxies lodged with the Company.

7. **Result**

- 7.1 We observed that
- 7.1.1 105 members attended the meeting through video conferencing and 7 Members has cast his votes through e-voting at the meeting.
- 7.1.2 98 Members had cast their votes through remote e-voting
- 7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice, is annexed herewith and marked as **ANNEXURE – I**.
- 7.3 Based on the aforesaid results, I report that 2 (Two) Special Resolutions as contained in Item No. 1 and Item No.2 respectively of the Notice have been passed with requisite majority.



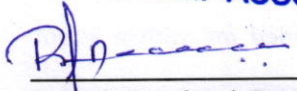
7.5. The electronic data and all other relevant records shall also be duly handed over to the Company for keeping in safe records, after the announcement of the result by the Company

For RS & MP ASSOCIATES, Company Secretaries,

Unique code No.: P2017MH061400,

PR: 1773/2022

**M/S. RS & MP ASSOCIATES**



Rakesh Sanghani, Partner

Scrutinizer

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

UDIN: F007647F000912287

Date: August 06, 2024

Place: Mumbai

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Counter signed by the Chairman of EGM  
VIP Clothing Limited

Encl: Annexure – I



**CONSOLIDATED RESULTS - VIP CLOTHING LIMITED****ITEM NO.1 :****SPECIAL RESOLUTION** - To consider and approve Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis:

VOTING METHOD	TOTAL NUMBER OF SHARES	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
			NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	4,07,03,018	4,07,03,018	98	4,07,02,758	99.999%	1	260	0.0006%	-	-
INSTA-VOTING AT THE EGM	17,00,009	17,00,009	7	17,00,009	100.000%	-	-	0.0000%	-	-
<b>TOTAL</b>	<b>4,24,03,027</b>	<b>4,24,03,027</b>	<b>105</b>	<b>4,24,02,767</b>	<b>99.9994%</b>	<b>1</b>	<b>260</b>	<b>0.0006%</b>	<b>-</b>	<b>-</b>

**ITEM NO.2:****SPECIAL RESOLUTION** - To consider and approve Issue of Convertible Equity Warrants on preferential basis to Promoters and certain identified Non-Promoter persons/entities.

VOTING METHOD	TOTAL NUMBER OF SHARES	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
			NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	4,07,03,018	4,07,03,018	98	4,07,02,758	99.999%	1	260	0.0006%	-	-
INSTA-VOTING AT THE AGM	17,00,009	17,00,009	7	17,00,009	100.000%	-	-	0.0000%	-	-
<b>TOTAL</b>	<b>4,24,03,027</b>	<b>4,24,03,027</b>	<b>105</b>	<b>4,24,02,767</b>	<b>99.9994%</b>	<b>1</b>	<b>260</b>	<b>0.0006%</b>	<b>-</b>	<b>-</b>

UDIN: FO07647F000912287



11.