



**June 12, 2026**

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 Consolidated Scrutinizer Report for the Extra Ordinary General Meeting**

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 Thursday, June 11, 2026 at 12:00 Noon (IST).

Requested you to kindly take the same on your record.

Thanking you.

**For VIP Clothing Limited**

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**Mr. Rahul Soni**  
Company Secretary and Compliance Officer  
Membership No.: A-61305

Encl: A/a.

**VIP Clothing Limited**

CIN: L18101MH1991PLC059804

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

Phone: 022 - 40209000/1/2/3/4/5

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

**SCRUTINIZER'S REPORT**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies  
(Management and Administration) Rules, 2014)

To,

The Chairman,

**VIP CLOTHING LIMITED,**

C-6 Road No 22, MIDC Marol, Andheri East,

Mumbai, Maharashtra, India, 400093.

Dear Sir,

**Sub:- Consolidated Scrutinizer's Report on voting through Remote E-voting and E-voting during the course of Extra-Ordinary General Meeting held on Thursday 11<sup>th</sup> June, 2026 at 12:00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM") in terms of the provisions of Companies Act, 2013 read with the Rules and circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued thereunder.**

- A. I, Mr. Ketan Ravindra Shirwadkar, Company Secretary (Mem No. F13938 and COP No. 15386) and Proprietor of KRS AND CO, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated **18<sup>th</sup> May, 2026**, to conduct the following:-

To Scrutinize the Remote E-voting process and the E-voting facility offered to the shareholders of the Company during the course of Extra-Ordinary General Meeting (hereinafter referred as EGM) held on **Thursday, 11<sup>th</sup> June 2026** at 12:00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM"), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (SS-2) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolution mentioned in the notice of Extra-Ordinary General Meeting of the Company.

- B. The EGM was held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to provisions of the Companies Act, 2013 & Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



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read with MCA Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs ("MCA") and Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 7th October, 2023 and 3th October, 2024 (collectively referred to as "SEBI Circulars"), issued by Securities and Exchange Board of India, where in physical attendance of Members was not required and facility to appoint proxy to attend and cast vote for Members was not available at the EGM.

- C. I have also attended the EGM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") as per the specific Login ID for Scrutinizer provided by Company.
- D. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder, MCA Circulars, SEBI Circulars, and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to EGM by Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") and the Remote E-voting prior to and E-voting during the EGM on the resolution contained in the notice of the EGM. My responsibility as a scrutinizer for the voting process is to ensure that the Remote E-voting prior to and E-voting during the EGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the total votes cast "in favour" or "against" including invalid votes (if any) on resolution contained in the said notice, based on the reports generated from Remote E-voting and E-voting system at the time of EGM as per the facility provided by MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*) the agency engaged by the Company to provide Remote E-voting facility prior to the EGM and E-voting facility during the EGM.
- E. Pursuant to the MCA and SEBI Circulars, the Notice dated **18<sup>th</sup> May 2026** convening the Extraordinary General Meeting of the Company held on **Thursday, 11<sup>th</sup> June 2026** along with explanatory statement setting out material facts under Section 102 of the Act was sent to the Members of the Company through electronic mode only on **Wednesday 20<sup>th</sup> May 2026** whose email addresses was registered with the Company/Depositories.
- F. The Notice calling the EGM and corrigendum thereto had been uploaded on the website of the Company at the link: <https://www.vipclothing.in/investor.html#parentHorizontalTab8>. The Notice of the EGM and corrigendum thereto can also be accessed from the websites of the Stock Exchanges, 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 the website of MUFG Intime India Private Limited (the agency engaged by the Company to provide Remote E-voting facility) at <https://instavote.linkintime.co.in/>
- G. The voting rights were reckoned as on **Thursday, 4<sup>th</sup> June 2026**, being the Cut-off date for the purpose of deciding the entitlements of members eligible for voting on the Resolutions.



- H. The Company had availed Remote E-voting facility offered by MUFG Intime India Private Limited (formerly Link Intime India Private Limited) (hereinafter referred to as the "Service Provider" or "MUFG Intime") for the purpose of Remote E-voting by the members of the Company prior to the EGM from **Monday, 8<sup>th</sup> June 2026 (from 10.00 a.m. IST) and ended on Wednesday, 10<sup>th</sup> June (till 5.00 p.m. IST)**. The E-voting facility was also offered during the course of the EGM for the members who had not voted on the resolutions through Remote E-voting facility. The MUFG Intime platform was blocked thereafter.
- I. After the closure of E-voting at the EGM, the votes cast under the Remote E-voting prior to the EGM and E-voting during EGM were thereafter unblocked and downloaded from the e-voting website of MUFG Intime India Private Limited in the presence of two witnesses (Names and signature given below) who are not in employment of the Company.
- J. The e-voting data / results downloaded from the Remote E-voting and E-voting website of MUFG Intime were scrutinized and reviewed, the votes were counted and the results were prepared.
- K. I am herewith enclosing my consolidated report containing inter alia, list of equity shareholders who have casted their vote through Remote E-voting prior to and E-voting at the EGM as under:

**CONSOLIDATED RESULTS - VIP CLOTHING LIMITED**

**Item No. 1: SPECIAL RESOLUTION** – To issue warrants (convertible into equity shares of the Company) on preferential basis to Promoter and Non-Promoters Category:

VOTING METHOD	TOTAL NUMBER OF SHARES VOTED	TOTAL VALID VOTES	VOTES IN THE FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES
			NO. OF MEMBERS VOTED	NO. OF SHARES	% OF TOTAL VALID VOTES CAST	NO. OF MEMBERS VOTED	NO. OF SHARES	% OF TOTAL VALID VOTES CAST	
REMOTE E-VOTING	46158982	46158982	123	46158981	99.9993%	1	1	0.00%	0
E-VOTING AT THE EGM	300	300	8	80	0.0002%	1	220	0.0005%	0
<b>TOTAL</b>	<b>46159282</b>	<b>46159282</b>	<b>131</b>	<b>46159061</b>	<b>99.9995%</b>	<b>2</b>	<b>221</b>	<b>0.0005%</b>	<b>0</b>

- L. From the above report, I state that all the resolution stand passed under the Remote E-voting and E-voting process for the EGM with requisite / special majority.
- M. The electronic data and all other relevant records relating to Remote E-voting and E-voting in the EGM are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.



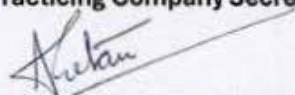
**N. Restriction on Use**

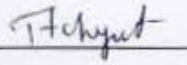
This report has been issued at the request of the Company for (i) submission to Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited (ii) placing on website of the Company and (iii) website of MUFG Intime India Private Limited. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.




Date: 12/06/2026  
Place: Thane  
Peer Review No. 3967/2023  
ICSI UDIN: F013938H000616650  
FRN: S2017MH469000

For KRS AND CO.  
Practicing Company Secretaries

  
Mr. Ketan Ravindra Shirwadkar  
Proprietor  
Mem No. F13938  
COP No. 15386

Signature:   
Witness 1  
Name: Mr. Achyut Dubey

Signature:   
Witness 2  
Name: Sagar Joguguddi

Counter signed by

Mr. Sunil Pathare  
Chairman

<b>General information about company</b>	
Scrip code	562313
NSE Symbol	VIPCLOTHNG
MSEI Symbol	NOTLISTED
ISIN	INE450G01024
Name of the company	VIP CLOTHING LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	11-06-2026
Start time of the meeting	12:00 PM
End time of the meeting	01:00 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Ketan Ravindra Shirwadkar
Firms Name	KRS AND CO
Qualification	CS
Membership Number	F13938
Date of Board Meeting in which appointed	18-05-2026
Date of Issuance of Report to the company	12-06-2026

<b>Voting results</b>	
Record date	04-06-2026
Total number of shareholders on record date	32373
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	71
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To issue warrants (convertible into equity shares of the Company) on preferential basis to Promoter and Non-Promoters Category				
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	41955538	41955538	100	41955538	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		41955538	41955538	100	41955538	0	100
Public- Institutions	E-Voting	176876	1	0.0006	1	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		176876	1	0.0006	1	0	100
Public- Non Institutions	E-Voting	47997105	4203443	8.7577	4203442	1	100	0
	Poll		300	0.0006	80	220	26.6667	73.3333
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		47997105	4203743	8.7583	4203522	221	99.9947
Total		90129519	46159282	51.2144	46159061	221	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

