



May 18, 2026

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code: 532613	National Stock Exchange of India Limited 5 th Floor, Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai-400051 Symbol: VIPCLOTHING
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Dear Sir/Madam,

Subject: Outcome of Board Meeting held today i.e Monday May 18, 2026.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby inform you that the Board of Directors of our Company at their meeting held today i.e. Monday May 18, 2026, has, subject to approval of the shareholders of the Company and such other regulatory /statutory approvals, as may be required, approved the following:

1. Issuance of 2,12,00,000 Warrants convertible into equivalent number of equity shares of the Company ('Warrants') to Promoters and Non-Promoters on Preferential basis at an issue price of Rs. 22.50/- (Rupees Twenty-Two and Fifty Paise Only), (including a premium of Rs. 20.50/- (Rupees Twenty and Fifty Paise Only) per Warrants aggregating to Rs. 47,70,00,000/- (Rupees Forty-Seven Crore and Seventy lakh only).

The requisite disclosure, pursuant to Para A of Schedule III of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, are enclosed as **Annexure A**.

2. Approved Notice of Extraordinary General Meeting ("EGM") dated May 18, 2026, for seeking shareholders' approval in respect of the aforesaid preferential issue.
3. The Board has also approved convening an EGM of the shareholders of the Company on Thursday, June 11, 2026, through video conferencing or other audio-visual means, to seek necessary approval of the shareholders of the Company, in respect of the above.
4. Approved the appointment of M/s. KRS & Co., Practicing Company Secretaries (Firm Registration No. S2017MH469000 and Peer Review No. 3967/2023), Thane, Maharashtra, represented by CS. Ketan Ravindra Shirwadkar, Proprietor (Membership No. A37829 and COP No. 15386) Practicing Company Secretary to act as the Scrutinizer for remote e-voting process at the Extra Ordinary General Meeting of the Company to be held on June 11, 2026 in a fair and transparent manner.
5. Approved the constitution of Committee to the preferential issue:

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; Website: www.vipclothing.in



Constitution of Preferential Issue Committee to finalize/approve all the relevant documents, and exercise the powers of the Board for the purpose of carrying out the functions of the Board relating to proposed Preferential issue of the Warrants as may be deemed necessary. The said committee shall also be empowered to undertake allotment of equity shares pursuant to conversion of warrants, making necessary applications to Stock Exchanges, etc. Committee shall comprise of the following:

Sr. No.	Composition	Designation	Category
1.	Mr. Sunil Pathare	Chairman and Managing Director	Chairman
2.	Mr. Kapil Pathare	Deputy Managing Director	Member
3.	Mr. Uday Ajgaonkar	Independent Director	Member

We wish to inform you that the Board Meeting commenced today at 4:30 P.M. and concluded at 6:00 P.M.

Kindly take the same on record.

Thanking You,
For **VIP CLOTHING LIMITED**

Mr. Rahul Soni
Company Secretary and Compliance Officer
Membership No.: A61305
Encl.: As Above

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Annexure-A

Disclosure pursuant to Para A of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026

1. Issue of Convertible Equity Warrants on Preferential basis

Sr. No.	Particulars	Disclosures		
a)	Type of securities proposed to be issued	Warrants convertible into Equity Shares of face value Rs. 2/- per share.		
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue of Convertible Warrants in accordance with the SEBI (ICDR) Regulation 2018 read with the relevant provisions of Companies Act, 2013 and rules made thereunder.		
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Issue of upto 2,12,00,000 Warrants at a price of Rs. 22.50/- per Warrant for an aggregate consideration of Rs. 47,70,00,000/-		
d)	Issue Price	Rs.22.50/- per share (including premium of Rs. 20.50/- per share)		
e)	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):			
1.	Name of Investors and their corresponding subscription of No. of Warrants Shares	Name of Proposed Allottee	No. of Shares to be allotted upon conversion of warrant	Category
		Sunil Jaykumar Pathare	45,00,000	Promoter
		Kapil Jaykumar Pathare	45,00,000	Promoter
		Kanishk Sunil Pathare	39,00,000	Promoter Group
		Avyukta Kapil Pathare	39,00,000	Promoter Group
		Dhruv Agarwal	1,50,000	Non-Promoter
		Rathore Gauravsingh Vijaysingh	3,50,000	Non-Promoter
		Ashok Kishanchand Bhatia	3,00,000	Non-Promoter
		Manta Ashok Bhatia	1,00,000	Non-Promoter

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		Ruchita Suresh Bhatia	50,000	Non-Promoter
		Sonia Vyas	1,50,000	Non-Promoter
		Johar Hasan. Zojwalla	4,00,000	Non-Promoter
		Mukesh Gobindram Kimtani	9,50,000	Non-Promoter
		Trikaya Capital Partners Limited	9,00,000	Non-Promoter
		Shokin Packaging Pvt Ltd	9,00,000	Non-Promoter
		Dipesh Umesh Kedia	50,000	Non-Promoter
		Rama Harshad Kela	1,00,000	Non-Promoter
		Total	2,12,00,000	
		<i>*Assuming full subscription and full conversion of warrants into equity shares</i>		
2.	No. of Investors	16(Sixteen)		
3.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Not Applicable		
4.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	<p>(a) Each Warrant would be convertible into, or exchangeable, at an option of Proposed Allottee(s) of warrants within a maximum period of 18 months from the date of allotment of Warrants into equivalent number of fully paid-up equity share of the Company.</p> <p>(b) An amount equivalent to at least 25% of the warrant issue price shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottee(s) of warrants on the exercise of option of conversion of the warrant(s), such Conversion shall take place in in one or more tranches.</p> <p>(c) In case of Warrants which are allotted but are not converted into equity shares then such Warrants shall lapse and the 25% consideration paid on such Warrants shall be forfeited by the Company.</p>		

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