September 28, 2026

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: Summary of proceedings of the 36th Annual General Meeting (AGM) held on Monday, September 28, 2026

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a summary of the proceedings of the **36th Annual General Meeting (AGM) of the Company held on Monday, September 28, 2026** at 12:00 noon (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,

For VIP Clothing Limited

Rahul Dwaraka Soni
Digitally signed by Rahul Dwaraka Soni
Date: 2026.09.28 17:58:09 +05'30'

Rahul Soni
Company Secretary & Compliance Officer
Membership No.: A61305

Encl: A/a

PROCEEDINGS OF THE 36TH ANNUAL GENERAL MEETING ('AGM') OF THE COMPANY:

Date, time and mode of the Meeting

The 36th Annual General Meeting (AGM) of VIP Clothing Limited was held on **Monday, September 28, 2026** at **12:00 noon (IST)** through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The AGM commenced at 12:00 noon (IST).

Brief details of the proceedings of the Meeting

Mr. Rahul Soni, Company Secretary and Compliance Officer, welcomed the Members to the Meeting and briefed them on the arrangements for participation in the Meeting.

The requisite quorum under Section 103 of the Companies Act, 2013 was present.

Thereafter, the Company Secretary welcomed the Directors, Auditors, other panellists and Members to the AGM. He introduced the Directors, including the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, who attended the Meeting through VC from various locations, including the registered office of the Company.

He informed the Members that Mr. Manish Kankani, Partner of DMKH & Co., Statutory Auditors of the Company, was present at the Meeting.

CS Ketan Ravindra Shirwadkar, Proprietor of **M/s. KRS AND CO**., Practising Company Secretaries, the Secretarial Auditor of the Company, was also present at the Meeting.

CS Ketan Ravindra Shirwadkar (Membership No. F13938 and COP No. 15386), Proprietor of **M/s. KRS AND CO.,** Practising Company Secretaries, was also present in his capacity as the Scrutinizer for scrutinising the remote e-voting and e-voting at the AGM.

He further informed the Members that, as the AGM was being held through VC / OAVM without their physical attendance, the facility for appointment of proxies was not available.

He informed the Members that the documents required to be made available for inspection were available electronically for inspection during the AGM.

A total of 93 Members, including authorised representatives of bodies corporate, attended the AGM through VC / OAVM.

Six Directors, including four Independent Directors, were present at the Meeting.

Thereafter, the Company Secretary requested the Chairman to address the Members present at the AGM.

The key points of the Chairman's address are summarised below:

The Chairman welcomed the Members to the 36th Annual General Meeting of VIP Clothing Limited and addressed them on the Company's financial performance, operational developments, strategic priorities and future outlook. He reflected on the Company's longstanding presence in the Indian innerwear market and its portfolio of brands, including VIP, Frenchie, Feelings, Leader, Brat and Rivolta. He emphasised the Company's responsibility to preserve consumer trust, improve product quality, strengthen its brands and create sustainable value for shareholders.

The Chairman highlighted the improvement in the Company's financial performance during FY 2025-26. Revenue from operations increased by 7.15% to ₹253.83 crore, compared with ₹236.89 crore in the previous financial year. EBITDA increased by 32.9% to ₹23.93 crore from ₹18.01 crore, while profit after tax stood at ₹9.81 crore, marking the Company's return to profitability. He attributed the improvement to greater operating discipline, sharper cost controls, an improved product mix and continued efforts to strengthen the business. He emphasised that the Company's priority was to make these improvements sustainable and consistent over the longer term.

The Chairman discussed evolving consumer preferences and the opportunities arising from increasing demand for comfort, quality, design, fashion and performance. He outlined the Company's focus on developing a distinct positioning for each of its brands and strengthening its presence across innerwear, women's innerwear, children's wear and athleisure categories. He also highlighted the importance of product innovation and responding to the expectations of younger and digitally engaged consumers.

On distribution, the Chairman outlined the Company's efforts to strengthen its presence across general trade, wholesale, modern trade, e-commerce, quick commerce, institutional business, exclusive brand outlets and international markets. He highlighted the growth potential in Tier-II and Tier-III cities and smaller towns, while emphasising the need to improve outlet productivity, product availability and inventory management. He further discussed the increasing use of technology and data to support timely decisions relating to sales, product performance, inventory, margins and deployment of capital.

The Chairman also addressed the uncertainties arising from geopolitical developments, trade tensions, changes in tariffs, currency fluctuations, raw material price movements and disruptions to global logistics. He emphasised the importance of resilient sourcing arrangements, operational preparedness and financial discipline in responding to these challenges. He reiterated that the Company would focus on factors within its control, including costs, productivity, brand development, distribution and execution, while evaluating emerging opportunities.

The Chairman reaffirmed the Company's focus on profitable growth, cash generation, efficient use of capital and long-term value creation. He highlighted the importance of developing a performance-oriented organisation with clear accountability and employee ownership. He also reiterated the Company's commitment to transparency, integrity and responsible corporate governance.

With regard to the forthcoming festive season, the Chairman informed the Members that the Company had undertaken preparations across its distribution network, product launches and festive collections to address anticipated consumer demand. He expressed optimism regarding the opportunity presented by the festive period and emphasised the Company's focus on converting seasonal demand into sustained business momentum.

The Chairman updated the Members on the Company's fundraising initiative through a preferential issue of convertible warrants. He stated that shareholders had approved the issue of up to 2,12,00,000 warrants at an issue price of ₹22.50 per warrant at the Extraordinary General Meeting held on June 11, 2026, with each warrant convertible into one fully paid-up equity share of face value ₹2. Following receipt of in-principle approvals from NSE and BSE on August 28, 2026 and subscription monies from investors, the Company allotted 84,75,000 warrants on September 12, 2026. He informed the Members that the related corporate actions and compliance formalities were in progress.

In conclusion, the Chairman reiterated the Company's commitment to building stronger brands, expanding its market reach, improving productivity and operational efficiency, and creating sustainable shareholder value. On behalf of the Board of Directors, he expressed gratitude to the shareholders, customers, distributors, retailers, suppliers, bankers, business partners and employees for their continued trust and support.

Thereafter, Mr. Kapil Pathare, Deputy Managing Director of the Company, was invited to address the Members and provide an overview of the Company's trade, marketing and business activities during the year.

Mr. Kapil Pathare addressed the Members and made a presentation on the Company's trade, marketing, business activities and operational initiatives during FY 2025-26. He described the year as a period of consolidation and transformation, with emphasis on strengthening business fundamentals, market relationships, employee engagement and technology to support the next phase of growth.

Mr. Pathare highlighted the Company's efforts to strengthen its domestic presence while selectively expanding its international business. He outlined the Company's distribution network across general trade, modern trade, e-commerce and exclusive brand outlets, serving consumers in smaller towns as well as metropolitan markets. He emphasised that international expansion would complement the Company's domestic business, which remained a key area of focus.

He apprised the Members of the Company's initiatives to strengthen engagement with retailers and industry stakeholders. These included the Delhi Retailer Meet, "Roshni Connect", which brought together 80 retailers and facilitated direct interaction, exchange of market insights and a better understanding of retailer requirements. He also highlighted the Company's participation in INTIMASIA, where its VIP, Frenchie and Leader brands were showcased. The participation provided opportunities to enhance brand visibility, develop business relationships and obtain feedback to guide product and brand decisions.

Mr. Pathare further discussed the Company's relationships with organised retail partners, including Lulu, Smart Bazaar, DMart and National Mart, and its continued presence in institutional channels, including the Canteen Stores Department and the Central Police Canteen. He highlighted the role of these relationships in extending market access and emphasised the sustained efforts of the sales and merchandising teams in maintaining product visibility and availability.

On digital channels, he outlined the Company's presence across leading e-commerce marketplaces and quick-commerce platforms as part of its strategy to reach consumers through multiple channels. He also informed the Members of the packaging revamp undertaken for VIP, Frenchie and Leader during the year. The initiative focused on improving product presentation, strengthening shelf visibility and reinforcing the distinct identity of each brand.

Mr. Pathare then highlighted initiatives relating to employee wellbeing, engagement and workplace culture. Annual blood check-up camps conducted at the Head Office, Thingalur Factory and Kolkata Warehouse supported approximately 200 employees. He also referred to employee celebrations and recognition initiatives, including the 55^{th} Founder's Day and the Company's Conclave. He acknowledged the contribution of the late Mrs. Meher Castelino, whose association with the organisation was remembered at the Conclave held in April 2025. He further informed the Members that training on the Prevention of Sexual Harassment had been conducted to promote awareness and foster a safe and respectful workplace.

With regard to technology, Mr. Pathare explained the Company's efforts to strengthen its digital and operational systems. He outlined the use of Vinculum for centralised order management, warehouse operations, inventory visibility and fulfilment tracking. He also highlighted the use of MAssist to support field sales activities, route planning, retailer information and secondary sales order capture, together with dashboards and analytical insights. Power BI was being used to improve business reporting and performance visibility and support informed decision-making.

He apprised the Members of the proposed implementation of Corporate Munim ERP during FY 2026-27. The platform was intended to integrate key functions, including finance, sales, procurement, inventory, manufacturing, quality and projects, with the objective of strengthening coordination, operational visibility and decision-making.

Looking ahead, Mr. Pathare outlined four key priorities: strengthening manufacturing and supply chain reliability; developing employee capabilities and accountability; advancing technology, internal controls and digital integration; and building brands and market presence across domestic, digital and selected international channels. He emphasised that these priorities would support disciplined and sustainable growth.

In conclusion, Mr. Pathare thanked the Members, employees, retail and institutional partners and other stakeholders for their continued support. Upon conclusion of his presentation, he handed over the proceedings to Dr. Sunil Pathare, Chairman and Managing Director, to conduct the remaining business of the Meeting.

Thereafter, with the permission of the Members, the Notice convening the 36th AGM and the reports circulated to the Members were taken as read.

The Members were informed that the Statutory Auditor's Report did not contain any qualifications, observations, comments or other remarks having a material adverse effect on the functioning of the Company.

The Members were further informed that the Secretarial Audit Report contained one observation, which, together with the management's response thereto, had been duly disclosed in the Board's Report.

Thereafter, the Chairman took up the following agenda items, as set out in the Notice of the AGM:

Sr. No.	Agenda Item	Type of Resolution
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution
2.	To appoint a Director in place of Mr. Kapil J. Pathare (DIN: 01089517), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.	Ordinary Resolution

After taking up all the agenda items, the Chairman invited the registered speaker shareholders to ask questions and offer their views and comments.

The views and comments of the Members were acknowledged, and the questions raised by them were addressed by Dr. Sunil Pathare, Chairman and Managing Director of the Company.

Thereafter, the Company Secretary informed the Members that, pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting on the resolutions set out in the Notice of the AGM.

He further informed the Members that those who had not cast their votes through remote e-voting could cast their votes electronically at the AGM.

The Company Secretary informed the Members that the voting results would be declared upon receipt of the Scrutinizer's Report and submitted to BSE Limited and National Stock Exchange of India Limited within two working days of the conclusion of the AGM. The consolidated voting results for each resolution, together with the Scrutinizer's Report, would also be made available on the Company's website, www.vipclothing.in, and on the website of MUFG Intime India Private Limited, the agency providing the e-voting facility.

The Company Secretary, on behalf of the Company and its management, proposed a vote of thanks to the Members, the Board of Directors, the Registrar and Transfer Agent and other invitees for their participation, valuable contributions and continued support, and declared the Meeting concluded.

The AGM concluded at 1:55 p.m. (IST).

NOTE: THIS DOCUMENT IS A SUMMARY OF THE PROCEEDINGS AND DOES NOT CONSTITUTE THE MINUTES OF THE 36TH AGM HELD ON SEPTEMBER 28, 2026.

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,

For VIP Clothing Limited

Sunil Jaykumar Pathare

Digitally signed by Sunil Jaykumar Pathare
Date: 2026.09.28 17:58:50 +05'30'

Dr. Sunil Pathare
Chairman and Managing Director
DIN: 00192182