

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L18101MH1991PLC059804

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCM1549A

(ii) (a) Name of the company

VIP CLOTHING LIMITED

(b) Registered office address

C-6 ROAD NO 22MIDC MAROL ANDHERI EAST NA
MUMBAI
Maharashtra
400093
India

(c) *e-mail ID of the company

rahul.soni@viporg.com

(d) *Telephone number with STD code

02240209000

(e) Website

www.vipclothing.in

(iii) Date of Incorporation

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	150,000,000	90,129,519	90,129,519	90,129,519
Total amount of equity shares (in Rupees)	300,000,000	180,259,038	180,259,038	180,259,038

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	150,000,000	90,129,519	90,129,519	90,129,519
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	300,000,000	180,259,038	180,259,038	180,259,038

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,500,000	0	0	0
Total amount of preference shares (in rupees)	450,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
REDEEMABLE PREFERENCE SHARES				
Number of preference shares	4,500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	450,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	758,096	81,838,423	82596519	165,193,038	165,193,038	

Increase during the year	0	7,541,319	7541319	15,066,000	15,066,000	320,901,500
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	7,533,000	7533000	15,066,000	15,066,000	320,901,500
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	8,319	8319	0	0	0
Physical converted to demat						
Decrease during the year	8,319	0	8319	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	8,319	0	8319	0	0	
Physical converted to demat						
At the end of the year	749,777	89,379,742	90129519	180,259,038	180,259,038	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE450G01024

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐

Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,368,869,000

(ii) Net worth of the Company

1,845,590,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	41,853,538	46.44	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	102,000	0.11	0	
10.	Others	0	0	0	
	Total	41,955,538	46.55	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	37,478,136	41.58	0	
	(ii) Non-resident Indian (NRI)	2,096,374	2.33	0	
	(iii) Foreign national (other than NRI)	424,725	0.47	0	
2.	Government				
	(i) Central Government	1,000	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	875	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,164,378	4.62	0	
10.	Others IEPF, Trust, Clearing Member +	4,008,493	4.45	0	
	Total	48,173,981	53.45	0	0

Total number of shareholders (other than promoters)

31,899

**Total number of shareholders (Promoters+Public/
Other than promoters)**

31,906

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	33,182	31,899
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	35.57	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	2	4	2	4	35.57	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MR. SUNIL J. PATHAF 	00192182	Managing Director	16,992,008	
MR. KAPIL J. PATHAR 	01089517	Whole-time director	15,065,548	
MR. KISHOR SOMNAT 	00164401	Director	0	
MS. VANDANA KUMAR 	06839882	Director	0	
MR. VILAS CHANDRA 	10509707	Director	0	
MR. UDAY LAXMAN A 	02219286	Director	0	
MR. DEVENDRA VYAS 	AEAPV8277Q	CFO	150,000	
MR. RAHUL SONI	CJRPS1574F	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MR. UDAY LAXMAN 	02219286	Director	22/03/2025	Appointment
MRS. MEHER CAST 	07121874	Director	23/03/2025	Cessation
MRS. ARCHANA MI 	BCKPP4900P	Company Secretary	21/06/2024	Cessation
MR. RAHUL SONI	CJRPS1574F	Company Secretary	14/08/2024	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA ORDINARY GENERAL MEETING	05/08/2024	34,405	42	48.9
ANNUAL GENERAL MEETING	27/09/2024	33,457	77	43.84

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2024	6	6	100
2	12/07/2024	6	6	100
3	14/08/2024	6	6	100
4	08/11/2024	6	6	100
5	21/11/2024	6	6	100
6	12/02/2025	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	24/05/2024	4	4	100
2	AUDIT COMMITTEE	12/07/2024	4	4	100
3	AUDIT COMMITTEE	14/08/2024	4	4	100
4	AUDIT COMMITTEE	08/11/2024	4	4	100
5	AUDIT COMMITTEE	21/11/2024	4	4	100
6	AUDIT COMMITTEE	12/02/2025	4	4	100
7	STAKEHOLDER MEETING	24/05/2024	4	4	100
8	STAKEHOLDER MEETING	14/08/2024	4	4	100
9	STAKEHOLDER MEETING	08/11/2024	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	STAKEHOLDER	12/02/2025	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	MR. SUNIL J.	6	6	100	3	3	100	
2	MR. KAPIL J.	6	6	100	2	2	100	
3	MR. KISHOR	6	6	100	4	4	100	
4	MS. VANDAN.	6	6	100	4	4	100	
5	MR. VILAS CH	6	6	100	4	4	100	
6	MR. UDAY LA	0	0	0	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. SUNIL PATHAK	CHAIRMAN AND MANAGING DIRECTOR	9,801,675	0	0	0	9,801,675
2	MR. KAPIL PATHAK	WHOLE TIME DIRECTOR	8,604,424	0	0	0	8,604,424
	Total		18,406,099	0	0	0	18,406,099

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. DEVENDRA V	CHIEF FINANCIAL OFFICER	7,600,200	0	0	0	7,600,200
2	MRS. ARCHANA M	COMPANY SECRETARY	273,126	0	0	0	273,126
3	MR. RAHUL SONI	COMPANY SECRETARY	763,971	0	0	0	763,971

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		8,637,297	0	0	0	8,637,297

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MRS. MEHER CAS	Independent Dir	0	0	0	240,000	240,000
2	MR. KISHOR SOMI	Independent Dir	0	0	0	240,000	240,000
3	MS. VANDANA KULI	Independent Dir	0	0	0	240,000	240,000
4	MR. VILAS CHAND	Independent Dir	0	0	0	240,000	240,000
	Total		0	0	0	960,000	960,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ketan Shirwadkar

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

15386

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

5

dated

23/05/2025

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00192182

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

61305

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments****Remove attachment**

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Attendance FY 2024-25

Meetings	Dates	SUNIL PATHARE	KAPIL PATHARE	KISHOR NAVANDAR	VANDANA BHARDWAJ	VILAS GUPTÉ	MEHER CASTELINO	UDAY AJGAONKAR
AUDIT COMMITTEE	24-05-2024	1	Not Member	1	Not Member	1	1	Not Member
	12-07-2024	1		1		1	1	
	14-08-2024	1		1		1	1	
	08-11-2024	1		1		1	1	
	21-11-2024	1		1		1	1	
	12-02-2025	1		1		1	1	
STAKEHOLDERS RELATIONSHIP COMMITTEE	24-05-2024	Not Member	1	Not Member	1	1	1	Not Member
	14-08-2024		1		1	1	1	
	08-11-2024		1		1	1	1	
	12-02-2025		1		1	1	1	
NOMINATION & REMUNERATION COMMITTEE	24-05-2024	Not Member	Not Member	1	1	1	1	Not Member
	14-08-2024			1	1	1	1	
	12-02-2025			1	1	1	1	
SECURITIES ALLOTMENT COMMITTEE	24-07-2024	1	1	Not Member	Not Member	Not Member	1	Not Member
	30-09-2024	1	1				1	
RISK MANAGEMENT COMMITTEE	12-02-2025	1	1	1	1	1	1	Not Member
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	12-07-2024	1	Not Member	1	1	Not Member	1	Not Member
Total	17	4	3	4	4	4	6	0