

RS & MP Associates

Secretaries



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

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,
The Board of Directors
VIP Clothing Ltd,
C-6, Street No 22, MIDC,
Andheri (East), Mumbai,
Maharashtra, 400093.

Dear Sir,

Practicing Company Secretary's Certificate on the compliance with the requirements of Regulation 163(2) contained in Chapter V (Preferential Issue) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended for the proposed preferential issue of Equity Shares by VIP Clothing Ltd.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we, RS & MP Associates, Practicing Company Secretaries, having verified the relevant records of **VIP Clothing Ltd** having CIN: **L18101MH1991PLC059804** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018, as amended and verify that:

1. In terms of Chapter V (Preferential issue) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, **VIP Clothing Ltd** has issued extra ordinary general meeting notice dated August 5, 2024, herein referred to as the Notice to the members of the Company seeking consent of the members to approve the proposed preferential issue up to 93,06,000 (Ninety-Three Lakh Six Thousand) Equity Shares having face value of Rs. 2/- (Rupee Two) each at a price of Rs.45/- (including premium of Rs.43/-) per share and 1,23,03,000 (One Crore Twenty Three Lakhs Three Thousand) Equity Warrants on cash consideration basis convertible into equity shares of face value Rs.2/- each of the Company at price of Rs.45/- (including premium of Rs.43/-) per share determined under SEBI (ICDR) Regulation, 2018, as amended on preferential basis to persons as mentioned in Annexure I to this certificate.



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2. The proposed preferential issue is being made in compliance with SEBI Chapter V (Preferential Issue) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Management's Responsibility:

The compliance with the aforesaid and relevant SEBI (ICDR) Regulations, as amended and the Act for the preferential issue of equity shares and preparation of the Notice convening Extra-Ordinary General Meeting, including its content is the responsibility of the management of the Company.

This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to me for my examination are correct and complete.

The management is also responsible for providing all relevant information to SEBI and/or stock exchange(s).

Unique code No.: P2017MH061400,
PR: 1773/2022

M/S. RS & MP ASSOCIATES



Rakesh Sanghani, Partner

FCS: 7647 C.P. No.: 6302

UDIN: F007647F000737233

Date: July 12, 2024



Annexure I

Sr. No.	Name of the proposed Allottee	Category	Holding of prior to proposed Preferential issue	No of Equity shares / Equity shares upon conversion of warrants to be allotted	Holding of post to proposed Preferential issue
1	Vijay Singla	Non-Promoter	0	10,00,000	0.96%
2	Areeza India Strategy Partners	Non-Promoter	0	5,00,000	0.48%
3	Eastend infrastructure Private Limited	Non-Promoter	0	5,00,000	0.48%
4	Amit Raj Family Trust	Non-Promoter	0	5,00,000	0.48%
5	B Karunakar Reddy	Non-Promoter	0	5,00,000	0.48%
6	Kamlesh Gupta	Non-Promoter	0	5,00,000	0.48%
7	Prajal Bhandari	Non-Promoter	0	4,72,000	0.45%
8	APR Holding and Investments LLP	Non-Promoter	0	4,00,000	0.38%
9	Superstar Investment Pvt Ltd	Non-Promoter	0	2,50,000	0.24%
10	Samir Shah	Non-Promoter	0	2,25,000	0.22%
11	Ganga Devi Loya	Non-Promoter	0	2,22,000	0.21%
12	Crown Securities Pvt Ltd	Non-Promoter	0	2,00,000	0.19%
13	O. Subbi Rami Reddy	Non-Promoter	0	2,00,000	0.19%
14	Vardhman Jain	Non-	0	2,00,000	0.19%



		Promoter			
15	Sanivarapu Reddy	Non-Promoter	0	2,00,000	0.19%
16	P P Ind Pvt Ltd	Non-Promoter	0	2,00,000	0.19%
17	Paras Arora	Non-Promoter	0	1,65,000	0.16%
18	Namitha Lanka	Non-Promoter	0	1,50,000	0.14%
19	Haresh Somalal Vyas	Non-Promoter	0	1,25,000	0.12%
20	Nandkishore Partani HUF	Non-Promoter	0	1,12,000	0.11%
21	Shyam Tapadia	Non-Promoter	0	1,01,000	0.10%
22	Priyanshi Shah	Non-Promoter	0	1,00,000	0.10%
23	Bluecheck Advisors LLP	Non-Promoter	0	1,00,000	0.10%
24	Jay Agarwal	Non-Promoter	0	1,00,000	0.10%
25	Monisha Gurbani	Non-Promoter	0	1,00,000	0.10%
26	A Krishna Sai Kumar	Non-Promoter	0	1,00,000	0.10%
27	Manoj Kumar Girnani	Non-Promoter	0	1,00,000	0.10%
28	Arpit Khandelwal	Non-Promoter	0	1,00,000	0.10%
29	Ashish Indravadan Sheth	Non-Promoter	0	1,00,000	0.10%
30	Ashish I Sheth HUF	Non-Promoter	0	1,00,000	0.10%
31	Brijesh Jasmukh Bhai Savani	Non-Promoter	0	1,00,000	0.10%
32	Pabari Vinodkumar Vrajlal	Non-Promoter	0	1,00,000	0.10%
33	Pratik Jayeshbhai Maniyar	Non-Promoter	0	1,00,000	0.10%
34	Sheth Jigna Ashish Kumar	Non-Promoter	0	1,00,000	0.10%
35	Sheth Sakshi Ashish	Non-Promoter	0	1,00,000	0.10%
36	Sheth Sarojben	Non-	0	1,00,000	0.10%



	Indravadan	Promoter			
37	Tejas Abhiram Bhai Nathwani	Non-Promoter	0	1,00,000	0.10%
38	Yash Vipin Bhai Nathwani HUF	Non-Promoter	0	1,00,000	0.10%
39	Everon Advisors Pvt Ltd	Non-Promoter	0	50,000	0.05%
40	Mayank Vinod Kumar Gupta	Non-Promoter	0	50,000	0.05%
41	Navin Dedhia	Non-Promoter	0	50,000	0.05%
42	Sejal Rakesh Zaveri	Non-Promoter	0	50,000	0.05%
43	Vasant N Shah	Non-Promoter	0	50,000	0.05%
44	Jigar Kantilal Gala	Non-Promoter	0	50,000	0.05%
45	Prakash Fofani HUF	Non-Promoter	0	50,000	0.05%
46	Pancham Narula	Non-Promoter	0	50,000	0.05%
47	Rashmi Doshi	Non-Promoter	0	50,000	0.05%
48	CVS Kiran	Non-Promoter	0	50,000	0.05%
49	Jayam Nagesh	Non-Promoter	0	50,000	0.05%
50	Manohar Saini	Non-Promoter	0	50,000	0.05%
51	Pagadal Akhila Srinivas	Non-Promoter	0	50,000	0.05%
52	Vemulapalli Satvik Chandra Sai	Non-Promoter	0	50,000	0.05%
53	Anju Bala Khandelwal	Non-Promoter	0	50,000	0.05%
54	Mahavir Jain	Non-Promoter	0	50,000	0.05%
55	Kevin P Shah	Non-Promoter	0	29,500	0.03%
56	Rishabh P Shah	Non-Promoter	0	29,500	0.03%
57	Niha Nagar	Non-Promoter	0	25,000	0.02%
58	Prajal Bhandari	Non-	0	25,00,000	2.40%



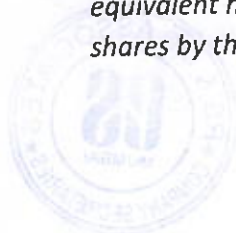
		Promoter			
59	Mukesh Kimtani	Non-Promoter	0	22,50,000	2.16%
60	Nancy Trader	Non-Promoter	0	22,50,000	2.16%
61	Rekha Bhandari	Non-Promoter	0	10,00,000	0.96%
62	Chetan Singla	Non-Promoter	0	7,00,000	0.67%
63	Dhairya D Shah	Non-Promoter	0	6,03,000	0.58%
64	Adiraju Rajendra Prasad	Non-Promoter	0	6,00,000	0.58%
65	VKC Corporate Solutions Private Limited	Non-Promoter	0	5,00,000	0.48%
66	Bluegold Securities Pvt Ltd	Non-Promoter	0	4,00,000	0.38%
67	Brainview Investment and Trading Pvt Ltd	Non-Promoter	0	4,00,000	0.38%
68	Gangula S Reddy	Non-Promoter	0	2,00,000	0.19%
69	Piyush Gala	Non-Promoter	0	2,00,000	0.19%
70	Prerana Nitin Kedia	Non-Promoter	0	2,00,000	0.19%
71	Rama Harshad Kela	Non-Promoter	0	2,00,000	0.19%
72	Crown Securities Private Limited	Non-Promoter	0	1,00,000	0.10%
73	Rajan Basu	Non-Promoter	0	1,00,000	0.10%
74	Dipesh Umesh Kedia	Non-Promoter	0	1,00,000	0.10%

Notes:

The post-issue shareholding pattern has been arrived on the assumption that:

(a) 93,06,000 equity shares proposed to be allotted on preferential basis will be subscribed in full.

(b) 1,23,03,000 convertible warrants proposed to be issued and allotted, subject to shareholder approval hereinafter, will be subscribed in total and be converted into equivalent number of equity shares by the proposed allottees.



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