



**February 13, 2024**

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**

Sub: Disclosure required under Regulation 30 of SEBI (Listing Obligations and Disclosure requirements) Regulations 2015

Dear Sir/Madam,

Pursuant to regulation 30 of SEBI LODR 2015, we wish to inform that the Board of Directors, at their meeting held on February 13, 2024, has considered the following decisions:

**1. RETIREMENT OF DIRECTORS:**

The Board took note of retirement of **Mr. Robin Banerjee, Mr. Gopal Sehjpal** and **Mr. Chetan Sheth** Non-Executive Independent Directors of the Company upon completion of their second term which is up to March 31, 2024.

The aforesaid directors were appointed at the 28th Annual General Meeting of the Company dated 26th Day of September, 2018 for a second term of 5 years i.e. upto March 31, 2024. The Board placed its sincere appreciation on record for their contributions to the Company.

**2. APPOINTMENT OF ADDITIONAL DIRECTOR:**

a. Based on the recommendation of the Nomination and Remuneration Committee and subject to approval of shareholders, the Board of Directors at its meeting held on February 13, 2024, has appointed **Mr. Kishor Navandar** DIN:(00164401) as an Additional and Independent Director of the Company for period of 5 years with effect from February 13, 2024.

b. Based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of the Directors at its meeting held on February 13, 2024, has appointed **Ms. Vandana Kumari Bhardwaj** DIN: (06839882) as an Additional and Independent Director of the Company for period of 5 years with effect from February 14, 2024.



**VIP Clothing Ltd.**

CIN: L18101MH1991PLC059804

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

Phone: +91 22-2825 7624; Fax: +91 22-2837 1023

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- c. Based on the recommendation of the Nomination and Remuneration Committee and subject to the allotment of DIN and approval of the shareholders, the Board of the Directors at its meeting held on February 13, 2024, has appointed **Mr. Vilas Chandrakant Gupte** as an Additional and Independent Director of the Company for period of 5 years with effect from the date of allotment of DIN.

Pursuant to the SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, their brief profile is enclosed herewith as Annexure 1, 2 and 3.

**3. APPROVED THE POSTAL BALLOT NOTICE:**

Approved the notice for Postal Ballot prepared pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to conduct a Postal Ballot for obtaining the approval of Members of the Company by Special Resolution for Appointment of **Mr. Kishor Navandar, Ms. Vandana Kumari Bhardwaj** and **Mr. Vilas Chandrakant Gupte** as an Independent Director of the Company.

**4. RECONSTITUTION OF COMMITTEES WITH EFFECT FROM MARCH 31, 2024:**

COMMITTEE NAME	EXISTING MEMBERS	PROPOSED MEMBERS w.e.f. March 31, 2024
AUDIT COMMITTEE	Mr. Gopal Sehjpal - <b>Chairman</b>	Mr. Kishore Navandar-- <b>Chairman</b>
	Mr. Sunil J. Pathare	Mr. V C Gupte
	Mr. Robin Banerjee	Mrs. Meher Castelino
	Mr. Chetan Sheth	Mr. Sunil Pathare
	-	Mr. Kapil Pathare
NOMINATION AND REMUNERATION	Mr. Chetan Sheth - <b>Chairman</b>	Mrs. Meher Castelino - <b>Chairperson</b>
	Mr. Gopal Sehjpal	Mr. V C Gupte
	Mrs. Meher Castelino	Mr. Kishore Navandar
	Mr. Robin Banerjee	Ms. Vandana Bhardwaj
STAKEHOLDERS RELATIONSHIP COMMITTEE	Mrs. Meher Castelino - <b>Chairman</b>	Mrs. Meher Castelino - <b>Chairperson</b>
	Mr. Gopal Sehjpal	Mr. V C Gupte
	Mr. Chetan Sheth	Ms. Vandana Bhardwaj
	Mr. Robin Banerjee	Mr. Kapil Pathare
	Mr. Sunil J. Pathare	
	Mr. Kapil Pathare	-
CORPORATE SOCIAL RESPONSIBILITY	Mr. Sunil J. Pathare- <b>Chairman</b>	Ms. Vandana Bhardwaj- <b>Chairperson</b>
	Mr. Kapil Pathare	Mr. Kishore Navandar
	Mr. Chetan Sheth	Mrs. Meher Castelino
	Mr. Gopal Sehjpal	Mr. Sunil J. Pathare
	Mrs. Meher Castelino	

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*(Handwritten signature)*





<b>RISK MANAGEMENT</b>	Mr. Sunil J. Pathare- <b>Chairman</b>	Mr. V C Gupte- <b>Chairman</b>
	Mr. Kapil Pathare	Mr. Kishore Navandar
	Mr. Chetan Sheth	Mrs. Meher Castelino
	Mr. Gopal Sehgal	Ms. Vandana Bhardwaj
	Mr. Robin Banerjee	Mr. Sunil J. Pathare
	-	Mr. Kapil Pathare

<b>SECURITIES ALLOTMENT</b>	Mr. Sunil Pathare - <b>Chairman</b>	Mr. Kapil Pathare - <b>Chairman</b>
	Mr. Kapil Pathare	Mrs. Meher Castelino
	Mr. Gopal Sehgal	Mr. Sunil Pathare

You are requested to take the aforesaid on your record and acknowledge.

Thanking You,

Yours Faithfully,

For **VIP Clothing Limited**

  
**ARCHANA MUNGUNTI**  
Company Secretary  
Mem no. : A31071

Encl : As above



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Annexure 1:

Brief profile of **Mr. Kishor Navandar**

Sr.no.	Requirements	Director Name: Mr. Kishor Navandar DIN: (00164401)
1.	Reason for Change viz. appointment, <del>re-appointment,</del> resignation, <del>removal</del> death or otherwise	Appointment as an Additional Director in the capacity of Non-Executive Independent Director.
2.	Date of appointment / <del>re-appointment</del> / <del>cessation</del> (as applicable) & term of appointment / <del>re-appointment</del>	Mr. Kishor Navandar has been appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company.  Subject to approval of Members, <b>he</b> is appointed for a period of 5 (five) consecutive years with effect from February 13, 2024 to February 12, 2029.
3.	Brief profile	Mr. Kishor Navandar is an Entrepreneur, Philanthropist and Founder and CMD of Blue Billion Group.  He has completed his Degree in Business Studies from Symbiosis International University.  He was recently awarded a Doctorate by Harvard Affiliated institution. His business ranges from Hospitality and Real Estate and extends to Media, Adventure sports, energy, and Soft Drinks. He has been named by Forbes India as one of the top 50 visionaries in India 2021.  Dr. Kishor Navandar was in receipt of Asia's Best Innovative Entrepreneur Award of the year 2020/2021.
4.	Disclosure of relationship between Directors	Mr. Kishor Nvandar is not inter-se related to any Director of the Company.



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## Annexure 2

### Brief profile of Ms. Vandana Kumari Bhardwaj

Sr.no.	Requirements	Director Name: Ms. Vandana Kumari Bhardwaj
1.	Reason for Change viz. appointment, <del>re-appointment,</del> resignation <del>removal death or otherwise</del>	Appointment as an Additional Director in the capacity of Non-Executive Independent Director.
2.	Date of appointment / <del>re-appointment</del> / <del>cessation</del> (as applicable) & term of appointment / <del>re-appointment</del>	Ms. Vandana has been appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company.  Subject to approval of Members, She is appointed for a period of 5 (five) consecutive years with effect from February 14, 2024 to February 13, 2029.
3.	Brief profile	Ms. Vandana is a Director and Spokesperson of Marie Claire, B2cnetwork LLP, a prestigious Paris-based franchise of salons in India. She had done B.Com, Masters in Public admin and has been honoured PhD degree in social work.  Awards & Recognition:  Received the "Most Premium Salon of the Year" award -2018  Influencer of the year- Eco times 2019  - Recognized with the Mumbai Entrepreneur Award 2022  - Founder of the NGO "My Helping Hands," dedicated to the welfare of children and animals  - Received esteemed awards for the NGO's work, including the "Maharashtra that Puruskar" - 2023 and "Karamveer Puruskar"- 2014. Hindustani Pillar Award- 2023
4.	Disclosure of relationship between Directors	Ms. Vandana Kumari Bhardwaj is not inter-related to any Director of the Company.

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Annexure 3



Brief profile of **Mr. Vilas Chandrakant Gupte**

Sr.no.	Requirements	Director Name: Mr. Vilas Chandrakant Gupte
1.	Reason for Change viz. appointment, <del>re-appointment,</del> resignation <del>removal death or otherwise</del>	Appointment as an Additional Director in the capacity of Non-Executive Independent Director.
2.	Date of appointment /-reap po int1nent/ cessation (as applicable) & term of appointment/-re-appointment	Subject to the allotment of DIN and approval of the shareholders, Mr. Vilas Chandrakant Gupte has been appointed as an Additional and Independent Director of the Company for period of 5 years with effect from the date of allotment of DIN.
3.	Brief profile	<p>Mr. Vilas Gupte has done M. Sc. (Organic Chemistry by Research) and also Completed Advanced Course in Color Technology from Rensellaer Polytechnic Institute, USA.</p> <p>Mr. Vilas Gupte is presently working as Consultant with AGS Transact Technologies Ltd, Mumbai since August 1995 as Head of the Colour Business, Handling Colour products from X-Rite USA colour systems for Textiles, Paints, Plastics, Automobiles etc. Idex Corp, for Paint Dispensers – Customers includes all major and medium &amp; small Paint companies. He is Responsible for Sales and Service with a team of 350 personnel.</p> <p>He has been Awarded :</p> <p>Chartered Colourist (C. Col) by the Society of Dyers &amp; Colourists, UK in 2006.</p> <p>Silver Medal by the Society of Dyers &amp; Colourists, UK in 2009 “For Significant Contribution to the Advancement of Colour Science in India”</p> <p>Service Gold Medal for services rendered to the Indian Textile Industry by the Textile Association of India.</p>
4.	Disclosure of relationship between Directors	Mr. Vilas Chandrakant Gupte is not inter-se related to any Director of the Company.



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