



June 20,2024

BSE Limited
Listing Department
P.J. Towers,
Dalal Street,
Mumbai- 400 001.

Scrip Code: 503349

SUB: Disclosure of Voting Results of Postal Ballot pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, the Voting Results on the special business transacted through Postal Ballot Notice dated 17th May 2024, along with the consolidated Scrutinizer's Report.

It may please be noted that as per the Report of the Scrutinizer dated 20th June 2024, all the Resolutions proposed through Postal Ballot Notice dated 17th May 2024, stand passed with requisite majority. The Resolutions are deemed to have been passed on the last date of the e-voting, i.e., Wednesday, 19th June, 2024.

Kindly take the above information in your record.

Thanking you,

Yours faithfully,

For, **The Victoria Mills Limited**

Hussain Sidhpurwala
Company Secretary

Enclosure: As Above

The Victoria Mills Limited

Registered Office: Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013.

Phone: +91-22-2497 1192/93 Fax: +91-22-2497 1194 Email : vicmill2013@gmail.com

Website : www.victoriamills.in CIN : L17110MH1913PLC000357



Voting Results of Postal Ballot of The Victoria Mills Limited

Date of announcement of result	20 th June,2024
Total number of shareholders on record date	3277
No. of Shareholders attended the meeting through Video Confercing Promoters and Promoter Group: Public:	Not applicable
No. of Shareholders attended the meeting either person or through proxy Promoters and Promoter Group: Public:	Not applicable

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NILESH SHAH & ASSOCIATES

Company Secretaries

Report of Scrutinizer

[Pursuant to Section 110 read with 108 of the Companies Act, 2013 and Rule 22 read with 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
The Victoria Mills Limited
Victoria House, Pandurang Budhkar Marg,
Lower Parel Mumbai 400013

Dear Sir,

SUB: Scrutinizer's Report on Postal Ballot Voting / E-Voting Process.

The Board of Directors of **The Victoria Mills Limited** ('the Company') vide its Resolution passed on 17th May, 2024, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolutions as set out in the Notice dated Friday, 17th May, 2024:

- **RE-APPOINTMENT OF SHRI ADITYA MANGALDAS (DIN: 00032233) AS A MANAGING DIRECTOR**

The Company has provided the facility of voting through electronic means only (i.e. remote e-voting) as required under the provisions of Section 108 read with 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 22/2020 dated June 15, 2020, MCA General Circular No. 33/2020 dated September 28, 2020, MCA General Circular No. 39/2020 dated December 31, 2020, MCA General Circular No. 10/2021 dated June 23, 2021 and MCA General Circular No. 20/2021 dated December 8, 2021, MCA General Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 read along with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Nilesh G. Shah, Practicing Company Secretary, (Membership No. FCS 4554, CP No. 2631) was appointed as Scrutinizer by the Company for the purpose of the conducting the postal ballot voting process via remote e-voting only in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matter as required under the above stated provisions of the Companies Act, 2013.



1011, C Wing, Shivam Centrium, Next to D'Mart, Sahar Road, Andheri (East), Mumbai - 400069
Tel.: 9820180091 Email: nilesh@ngshah.com; ngshah.cs@gmail.com; Peer Review

211-(Back Side) 2nd Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. Of Old Nagardas Road,
Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com

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The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to voting through postal ballot via remote e-voting means on the resolution contained in the notice of postal ballot. Our responsibility as a scrutinizer for the remote e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of voting through postal ballot (remote e-voting), containing summary of the votes cast "in favour" or "against" the resolution as stated above, based on the reports generated from the e-voting system provided by the Link Intime India Pvt. Ltd. - INSTA VOTE Facility, the authorized agency to provide e-voting facilities, engaged by the Company.

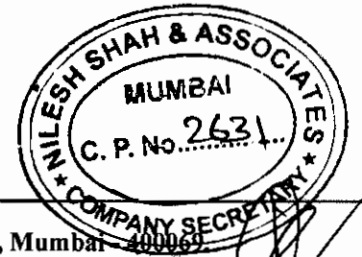
The Postal Ballot Notice dated Friday, 17th May, 2024 along with the statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company, by electronic form and any other mode accordance with the Act i.e. by email to all Shareholders/Beneficiaries whose Names appears on the Register of Members/Record of Depositories in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 22/2020 dated June 15, 2020, MCA General Circular No. 33/2020 dated September 28, 2020, MCA General Circular No. 39/2020 dated December 31, 2020, MCA General Circular No. 10/2021 dated June 23, 2021 and MCA General Circular No. 20/2021 dated December 8, 2021, 03/2022 dated May 5th, 2022 and 11/2022 dated December 28th, 2022 and General Circular No. 09/2023 dated September 25, 2023.

For avoidance of any doubt meaning of 'Postal Ballot' denotes only 'remote e-voting' for the purpose of these resolutions.

The Shareholders of the Company holding shares as on the cut-off date of Friday, May 10, 2024 were entitled to vote on the resolutions as set out in the notice.

In this regard, we submit our report as under:

1. The Company had provided facility of casting vote to the Shareholders of the Company through postal ballot voting process by remote e-voting only on the platform provided by Link Intime India Pvt Ltd. - INSTA VOTE.
2. The Postal Ballot voting (remote e-voting) period was from Tuesday, May 21, 2024 at 9:00 A.M. up to Wednesday, June 19, 2024 at 5:00 P.M. and the e-voting module was disabled for voting thereafter.



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3. At the end of the e-voting period, we have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
4. The details containing a list of shareholders who voted 'for' or 'against' the resolution were downloaded from the e-voting website of Link Intime India Pvt Ltd. – "INSTA VOTE Facility".
5. We have scrutinized the votes cast through electronic means for the purpose of this report.
6. The particulars of all the electronic votes cast by the shareholders through e-voting process have been recorded in a register separately maintained for the purpose.
7. A summary of the votes cast through remote e-voting by Shareholders of the Company is as under:
 - a. **Resolution No. 1 (Special Resolution): Re-Appointment of Shri Aditya Mangaldas (Din: 00032233) as a Managing Director**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	18	51484	98.09%

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Electronic Means	1	1001	1.91%



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(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes declared invalid	Total Number of votes Abstained
Voting Through Electronic Means	0	0	0

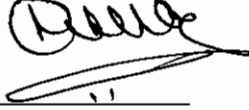
Recommendation:

The resolution should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

Thanking You,

Yours truly,

**For Nilesh Shah & Associates
Practicing Company Secretaries**



**Nilesh Shah
Partner
Membership No.: FCS 4554
CP No. 2631**

UDIN: F004554F000595903

Place: Mumbai

Date: 20.06.2024



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Resolution Required :Special		1 - RE-APPOINTMENT OF SHRI ADITYA MANGALDAS (DIN: 00032233) AS AN MANAGING DIRECTOR						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	55349	51393	92.8526	51393	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		51393	92.8526	51393	0	100.0000	0.0000
Public Institutions	E-Voting	125	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	43086	1092	2.5345	91	1001	8.3333	91.6667
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1092	2.5345	91	1001	8.3333	91.6667
Total		98560	52485	53.2518	51484	1001	98.0928	1.9072