



September 23, 2021

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

Scrip Code: 503349

SUB: Voting Result of 108th Annual General Meeting of the Company pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer Report

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find annexed herewith voting results for remote E-Voting prior to AGM and E-voting during the AGM at Annual General Meeting of the members of the Company held on 22nd September, 2021.

Further, also find annexed herewith Scrutinizer's Report received from Nilesh Shah & Associates, Company Secretaries; stating the result of remote e-voting and e-voting during the AGM.

Kindly take the above information in your record.

Thanking you,

Yours faithfully,

For. The Victoria Mills Limited

Nikunj Kanabar
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 1134 Email : vicmill2013@gmail.com
Website : www.victoriamills.in CIN : L17110MH1913PLC000357



Voting Results of 108th AGM of The Victoria Mills Limited

Date of the AGM	22 nd September, 2021
Total number of shareholders on record date	3573
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	6
Public:	15

For The Victoria Mills Ltd.

N.M. Kanabkar

Company Secretary & Compliance Officer

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 1134 Email : vicmill2013@gmail.com

Website : www.victoriamills.in CIN : L17110MH1913PLC000357

The Victoria Mills Limited

Resolution Required : (Ordinary)		1 - To consider and adopt the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Directors and Auditors thereon.						
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	54937	54937	100.0000	54937	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		54937	100.0000	54937	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	43498	129	0.2966	129	0	100.0000	0.0000
	Poll		582	1.3380	582	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		711	1.6346	711	0	100.0000	0.0000
Total		98560	55648	56.4610	55648	0	100.0000	0.0000

For The Victoria Mills Ltd.

N.M. Khandu
Company Secretary & Compliance Officer

The Victoria Mills Limited

Resolution Required : (Ordinary)			2 - To Declare Dividend on Equity Shares.					
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
Promoter and Promoter Group	E-Voting	54937	54937	100.0000	54937	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		54937	100.0000	54937	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	43498	130	0.2989	130	0	100.0000	0.0000
	Poll		582	1.3380	582	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		712	1.6369	712	0	100.0000	0.0000
Total		98560	55649	56.4621	55649	0	100.0000	0.0000

For The Victoria Mills Ltd.

N.M. Rendica
Company Secretary & Compliance Officer

The Victoria Mills Limited

Resolution Required : (Ordinary)			3 - To re-appoint Mrs. Mamta Mangaldas (DIN: 00021078), as Director, who retires by rotation and being eligible, offers herself for re-appointment.					
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
Promoter and Promoter Group	E-Voting	54937	54937	100.0000	54937	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		54937	100.0000	54937	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	43498	130	0.2989	122	8	93.8462	6.1538
	Poll		582	1.3380	2	580	0.3436	99.6564
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		712	1.6369	124	588	17.4157	82.5843
Total		98560	55649	56.4621	55061	588	98.9434	1.0566

For The Victoria Mills Ltd.

N.M. Kerkar

Company Secretary & Compliance Officer

The Victoria Mills Limited

Resolution Required : (Special)		4 - To Re-appointment of Mr. Aditya Mangaldas as Managing Director of the Company						
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	54937	54937	100.0000	54937	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		54937	100.0000	54937	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	43498	130	0.2989	121	9	93.0769	6.9231
	Poll		582	1.3380	582	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		712	1.6369	703	9	98.7360	1.2640
Total		98560	55649	56.4621	55640	9	99.9838	0.0162

For The Victoria Mills Ltd.

N. M. Karand
Company Secretary & Compliance Officer

Ref.: _____

Consolidated Report of Scrutinizer

[Pursuant to section 108 read with 109 of the Companies Act, 2013 and rule 20 read with 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
of 108th Annual General Meeting of
The Victoria Mills Limited
Victoria House, Pandurang Budhkar Marg,
Lower Parel, Mumbai – 400013.

Dear Sir,

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS- 4554), was appointed as a Scrutinizer for the purpose of the remote e-voting process prior to the Annual General Meeting (AGM) and e-voting process during the Annual General Meeting pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 read Circulars issued by Ministry of Corporate Affairs ("MCA") dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 (collectively referred as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, in respect of below mentioned resolutions proposed at the 108th Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited held on Wednesday, 22nd September, 2021 at 11.00 a.m. through Video Conferencing / Other Audio Visual means (VC/OAVM).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice for the 108th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process prior to Annual General Meeting and e-voting process at the Annual General Meeting is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions contained in the notice of 108th Annual General Meeting, based on the reports generated from the e-voting platform / system provided by the Link Intime India Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.



Company Secretaries

Ref _____

As informed by the Management, the notice dated 07th June, 2021 convening the 108th Annual General Meeting of the Company through VC/OAVM held on 22nd September, 2021 along with the statement setting out material facts under the MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses are registered with the Company / Depositories, in compliance with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 (collectively referred as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.

The Members of the Company holding shares on the record date ("Cut off" date) of 15th September, 2021 were entitled to vote on the resolutions as set out in the notice of said Annual General Meeting.

In this regard, I hereby submit my report as under:

- 1 The Company had availed the e-voting facility offered by Link Intime India Private Limited for conducting remote e-voting prior to AGM and e-voting during AGM by the Shareholders of the Company.
- 2 The remote e-voting prior to AGM period remained open from Sunday, 19th September, 2021 at 10.00 am (IST) and end on Tuesday, 21st September, 2021 at 5.00 pm (IST) and Link Intime India Private Limited e-voting platform was disabled thereafter.
- 3 The Company had also provided e-voting facility to the shareholders present / logged-in at the AGM through VC / OAVM and who had not cast their vote earlier.
- 4 After the closure of remote e-voting at the AGM, I have unblocked the electronic votes for both remote e-voting processes in the presence of two witnesses who are not in the employment of the Company.
- 5 I have scrutinized the votes casted through remote e-voting and e-voting during AGM, processes for the purpose of this report.
- 6 The particulars of all the electronic votes casted by the members through remote e-voting and e-voting during AGM processes have been recorded in the separate registers maintained for the purpose.



Ref: _____

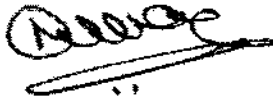
- 7 The consolidated result of the voting through remote e-voting and e-voting during AGM processes is as per annexure attached herewith.

Recommendation:

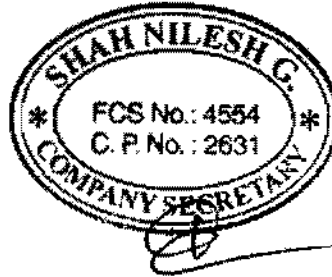
All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,



Nilesh Shah
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631



UDIN: F004554C000989307

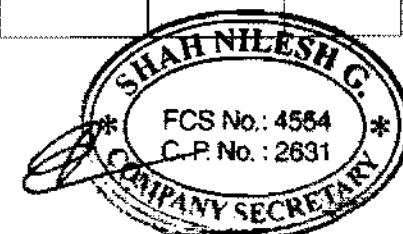
Place: Mumbai

Date: 24 September, 2021


Annexure to the Scrutinizer's Report

Consolidated Result of Remote e-voting prior to AGM and e-voting during the AGM:

Reso. No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid / Abstain	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
1	To consider and adopt the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Directors and Auditors thereon.	Ordinary	Remote E-Voting prior to AGM	32	55066	100%	0	0	0%	1	1
			E-Voting during the AGM	2	582	100%	0	0	0%	0	0
			Total	34	55648	100%	0	0	0%	1	1
2	To Declare Dividend on Equity Shares.	Ordinary	Remote E-Voting prior to AGM	33	55067	100%	0	0	0%	0	0
			E-Voting during the AGM	2	582	100%	0	0	0%	0	0
			Total	35	55649	100%	0	0	0%	0	0



Reso. No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid / Abstain	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
3	To re-appoint Mrs. Mamta Mangaldas (DIN: 00021078), as Director, who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary	Remote E-Voting prior to AGM	32	55059	99.99%	1	8	0.01%	0	0
			E-Voting during the AGM	1	2	0.34%	1	580	99.66%	0	0
			Total	33	55061	98.94%	2	588	1.06%	0	0
4	Re-appointment of Mr. Aditya Mangaldas as Managing Director of the Company.	Special	Remote E-Voting prior to AGM	31	55058	99.98%	2	9	0.02%	0	0
			E-Voting during the AGM	2	582	100%	0	0	0%	0	0
			Total	33	55640	99.98%	2	9	0.02%	0	0


 22/09/2021
 UDIN: F0045542000989307