



May 28,2024

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Dear Sir,

SCRIPT CODE: 503349

Subject: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations" 2015 ("Listing Regulations") - Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024

Pursuant to SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019, we enclose herewith a copy of Annual Secretarial Compliance Report for the year ended March 31, 2024 issued by M/s Nilesh Shah & Associates, the Secretarial Auditors of the Company.

Kindly make a note of the same.

Thanking you,
Yours faithfully,

FOR The Victoria Mills Limited

**Hussain Shabbir Sidhpurwala
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 1194 Email : vicmill2013@gmail.com
Website : www.victoriamills.in CIN : L17110MH1913PLC000357

NILESH SHAH & ASSOCIATES

Company Secretaries

ANNUAL SECRETARIAL COMPLIANCE REPORT:
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024:
[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Board of Directors,
THE VICTORIA MILLS LIMITED
Victoria House Pandurang Budhkar Marg,
Lower Parel, Mumbai - 400013.

Dear Sir/Madam,

We, Nilesh Shah & Associates, Company Secretaries in Practice, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by "The Victoria Mills Limited" (hereinafter referred as 'the listed entity'), having its Registered Office at Victoria House Pandurang Budhkar Marg, Lower Parel, Mumbai - 400013. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined:

- all the documents and records made available to us and explanation provided by **The Victoria Mills Limited** (hereinafter called "the listed entity"),
- the filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document / filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended **31st March, 2024** in respect of compliance with the provisions of:

Office: 211-(Back Side) 2nd Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. of G. P. Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com :
Peer Review No. 698/2020

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



NILESH SHAH & ASSOCIATES

Company Secretaries

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

It may be noted that the following Specific Regulations were not applicable to the Company:

- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- (f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (g) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;

and circular / guidelines issued thereunder, and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **(As per "Annexure - A")**.

Office: 211-(Back Side) 2nd Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. G. D. Nagardas Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com
Peer Review No. 698/2020

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



NILESH SHAH & ASSOCIATES

Company Secretaries

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **(As per "Annexure - B")**.

we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remark by PCS
1.	<u>Secretarial Standard;</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the institute of Company Secretaries of India (ICSI).	Yes	-- (Since Secretarial Standard followed by the Company)
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated, as per the regulations/ circulars/ guidelines issued by SEBI.	Yes Yes	--- (Since Complied)
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web-links provided in annual corporate governance report under Regulation 27(2) are accurate and	Yes Yes	--- (Since Complied)



Office: 211-(Back Side) 2nd Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. Of Old Nagar Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com
Peer Review No. 698/2020

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

NILESH SHAH & ASSOCIATES

Company Secretaries

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS
	specific which re-directs to the relevant document(s)/ section of the website.	Yes	
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--- (Since No Directors are disqualified)
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> a) identification of material subsidiary companies b) Disclosure Requirement of material as well as other subsidiaries.	Yes NA	N.A. N.A.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--- (Since Complied)
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	--- (Since Complied)



Office: 211-(Back Side) 2nd Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. Of Old Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com
Peer Review No. 698/2020

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

NILESH SHAH & ASSOCIATES

Company Secretaries

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remark by PCS
8.	<p><u>Related Party Transactions:</u></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, Or</p> <p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.</p>	<p>Yes</p> <p>NA</p>	<p>Related party transactions are taken with the prior approval</p> <p>Related party transactions are taken with the prior approval</p>
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	--- (Since Complied)
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	--- (Since Complied)
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	No	As listed in Table herein "Annexure A"



Office: 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 : Peer Review No. 698/2020

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

NILESH SHAH & ASSOCIATES

Company Secretaries

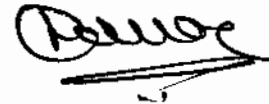
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remark by PCS
12	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	--- (Since no resignation of Auditor)
13	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for any SEBI regulation/ circular /guidance note etc.	No	As listed in Table herein "Annexure A"

Date:- 17.05.2024

Place:- Mumbai

UDIN: F004554F000394009

Signature:



Name : Nilesh Shah
Nilesh Shah & Associates
FCS: 4554 C.P. : 2631
Peer Review No. 698/2020



Office: 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 :
Peer Review No. 698/2020

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

NILESH SHAH & ASSOCIATES

Company Secretaries

"Annexure - A"

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/guide lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website	Regulation 23 of SEBI (LODR) Regulation, 2015	The Company has delayed the submission of disclosure of RPT on consolidated basis for the half year ended March 2023	Stock Exchange	Levy of Fine	The Company has delayed the submission of disclosure of related party transactions for the half year ended March 2023	23,600/-	The company was required to Submit the disclosure of related party transactions not later than the date of publication of financial results in newspaper, However the company has delayed the submission of Disclosure for which the stock exchange has levied fine on the company.	The company has inadvertently missed the submission of related party transactions which the company has belatedly submitted.	---

Office: 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 :
Peer Review No. 698/2020

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



NILESH SHAH & ASSOCIATES

Company Secretaries

2	The Listed Entity shall file within 15 days of end of each quarter, the Compliances Certificate under Reg. 74 (5) of SEBI (DP) Regulations, 2018 with each stock exchange where the securities are listed.	Regulations, 2018	The Company has delayed the submission of Compliance Certificate for the quarter ended 31 st March, 2023 which was filed on 20 th April, 2023	NA	NA	The Company has delayed the submission of Compliance Certificate for the quarter ended 31 st March, 2023 which was filed on 20 th April, 2023	NA	The Company was required to submit the Compliances Certificate under Reg. 74 (5) of SEBI (DP) Regulations, 2018 within 15 days of end of March, 2023 quarter which the company filed on 20 th April, 2023 with delay of 5 days.	The filing was delayed due to non receipt of certificate from RTA within due time due to administrative delay.
---	---	-------------------	---	----	----	---	----	--	--



Office: 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 :
Peer Review No. 698/2020

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

NILESH SHAH & ASSOCIATES

Company Secretaries

“Annexure – B”

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous report(s) (PCS)	Observations made in the secretarial compliance report for the year ended 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	A listed entity shall appoint a qualified company secretary) as the compliance officer. However the Listed entity was not having Company Secretary as Compliance Officer during the period between	As per Regulation 6 of SEBI (LODR) Reg, 2015 A listed entity shall appoint a qualified company secretary) as the compliance officer. To meet the same, the Company has appointed Mr. Hussain Shabbir Sidhpurwala as Company	As per Regulation 6 of SEBI (LODR) Reg, 2015 A listed entity shall appoint a qualified company secretary) as the compliance officer.	The Listed entity was not having Company Secretary as Compliance Officer during the period between 15.10.2022 to 14.02.2023 and the Managing Director of the Company was	The Company Appointed Mr. Hussain Shabbir Sidhpurwala as Company Secretary w.e.f. 14.02.2023	The Company has appointed Mr. Hussain Shabbir Sidhpurwala as Company Secretary and Compliance Officer w.e.f. 14.02.2023 and complied.

Office: 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 :
Peer Review No. 698/2020

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



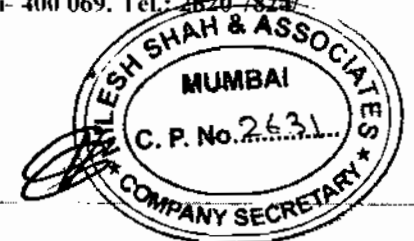
NILESH SHAH & ASSOCIATES

Company Secretaries

	15.10.2022 to 14.02.2023 and the Managing Director of the Company was acting as Compliance Officer during said period.	Secretary and Compliance Officer w.e.f. 14.02.2023 and since thereafter complied.		acting as Compliance Officer during said period.		
2.	As per Regulation 4 (1) read with clause 4(1) of Schedule B of SEBI(PIT) Reg., 2015 No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information and also the	Mr. Aditya Mangaldas- Managing Director and a designated person, bought shares of the Company during trading window closure period.	Regulation 4 (1) read with clause 4(1) of Schedule B of SEBI(PIT) Reg., 2015 provides that No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information and also the	Mr. Aditya Mangaldas, Managing Director of the Company bought the following shares during the Trading Window Closure period: (A). On 10.01.2023 - 29 Equity Shares for Rs. 78,745.60; and	The Company has ordered officers, Directors, connected person and others to restrained from such type of transactions and no such incidence has been reported during the current financial year	The Company was instructed to educate officer and employee to take due care in future

Office: 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 : Peer Review No. 698/2020

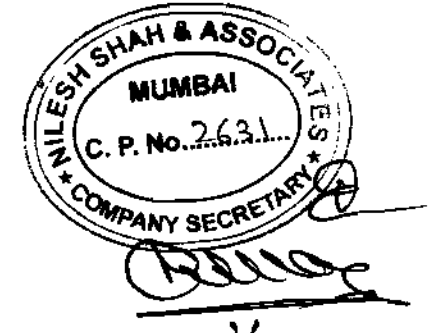
1011, C Wing, Shivam Centrium, Next to D'Mart, Sahar Road, Andheri (East), Mumbai - 400069.
Tel.: 9820180091 Email: ngshah.cs@gmail.com



NILESH SHAH & ASSOCIATES

Company Secretaries

Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.		Designated persons and their immediate relatives shall not trade in securities when the trading window is closed	(B) On 16.01.2023 - 133 Equity Shares for Rs. 3,65,535/-.		
---	--	--	---	--	--



Office: 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 :
Peer Review No. 698/2020

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

NILESH SHAH & ASSOCIATES

Company Secretaries

“Annexure C”

Our report of even date is to be read along with this letter.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date:- 17.05.2024

Place:- Mumbai

UDIN: F004554F000394009

Signature:



Name : Nilesh Shah

Nilesh Shah & Associates

FCS: 4554 C.P. : 2631

Peer Review No. 698/2020



Office: 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 :
Peer Review No. 698/2020

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