



August 27, 2022

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

**Scrip Code: 503349**

**SUB: Voting Result of 109<sup>th</sup> 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 26<sup>th</sup> August, 2022.

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**

**Akshay Sushil Goenka**  
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



**Voting Results of 109<sup>th</sup> AGM of The Victoria Mills Limited**

Date of the AGM	26 <sup>th</sup> August, 2022
Total number of shareholders on record date	3525
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	8
Public:	13

For The Victoria Mills Ltd.

  
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

## 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, 2022 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
Promoter and Promoter Group	E-Voting	54937	24471	44.5438	24471	0	100.0000	0.0000
	Poll		30466	55.4562	30466	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>54937</b>	<b>100.0000</b>	<b>54937</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	43498	146	0.3356	146	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
	<b>Total</b>		<b>146</b>	<b>0.3356</b>	<b>146</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>98560</b>	<b>55083</b>	<b>55.8878</b>	<b>55083</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

For The Victoria Mills Ltd.

*As*  
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	24471	44.5438	24471	0	100.0000	0.0000
	Poll		30466	55.4562	30466	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>54937</b>	<b>100.0000</b>	<b>54937</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	43498	146	0.3356	146	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
	<b>Total</b>		<b>146</b>	<b>0.3356</b>	<b>146</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>98560</b>	<b>55083</b>	<b>55.8878</b>	<b>55083</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

For The Victoria Mills Ltd.

*AS*  
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	24471	44.5438	24471	0	100.0000	0.0000
	Poll		30466	55.4562	30466	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>54937</b>	<b>100.0000</b>	<b>54937</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	43498	146	0.3356	144	2	98.6301	1.3699
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>146</b>	<b>0.3356</b>	<b>144</b>	<b>2</b>	<b>98.6301</b>	<b>1.3699</b>
<b>Total</b>		<b>98560</b>	<b>55083</b>	<b>55.8878</b>	<b>55081</b>	<b>2</b>	<b>99.9964</b>	<b>0.0036</b>

For The Victoria Mills Ltd.

*AK*  
Company Secretary & Compliance Officer

## The Victoria Mills Limited

Resolution Required : (Ordinary)		4 - To consider the re-appointment of M/s. Vasani & Thakkar , Chartered Accountants (Firm Registration No.111296W), as the Statutory Auditors						
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	24471	44.5438	24471	0	100.0000	0.0000
	Poll		30466	55.4562	30466	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>54937</b>	<b>100.0000</b>	<b>54937</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	43498	146	0.3356	146	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
	<b>Total</b>		<b>146</b>	<b>0.3356</b>	<b>146</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>98560</b>	<b>55083</b>	<b>55.8878</b>	<b>55083</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

For The Victoria Mills Ltd.

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Company Secretary & Compliance Officer

## The Victoria Mills Limited

Resolution Required : (Special)			5 - To Re-appoint of Ms. Gargi Mahendra Mashruwala (DIN:000232543), as Independent 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
Promoter and Promoter Group	E-Voting	54937	24471	44.5438	24471	0	100.0000	0.0000
	Poll		30466	55.4562	30466	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>54937</b>	<b>100.0000</b>	<b>54937</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	43498	146	0.3356	144	2	98.6301	1.3699
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>146</b>	<b>0.3356</b>	<b>144</b>	<b>2</b>	<b>98.6301</b>	<b>1.3699</b>
<b>Total</b>		<b>98560</b>	<b>55083</b>	<b>55.8878</b>	<b>55081</b>	<b>2</b>	<b>99.9964</b>	<b>0.0036</b>

For The Victoria Mills Ltd.

  
 Company Secretary & Compliance Officer



## The Victoria Mills Limited

Resolution Required : (Special)		6 - To consider Alteration of Articles of Association 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	24471	44.5438	24471	0	100.0000	0.0000
	Poll		30466	55.4562	30466	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>54937</b>	<b>100.0000</b>	<b>54937</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	43498	146	0.3356	146	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
	<b>Total</b>		<b>146</b>	<b>0.3356</b>	<b>146</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>98560</b>	<b>55083</b>	<b>55.8878</b>	<b>55083</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

For The Victoria Mills Ltd.

  
 Company Secretary & Compliance Officer



## Company Secretaries

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 109<sup>th</sup> Annual General Meeting of  
**The Victoria Mills Limited**  
held on Friday, 26<sup>th</sup> August, 2022 at 03.00 p.m.  
Through Video Conferencing / Other Audio Visual means

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 with Circulars issued by Ministry of Corporate Affairs ('MCA') dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 (collectively referred as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred as 'SEBI Circulars'), in respect of below mentioned resolutions proposed at the 109<sup>th</sup> Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited held on 26<sup>th</sup> August, 2022, Friday at 03.00 p.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 109<sup>th</sup> 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 109<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting platform /



## Company Secretaries

Ref: \_\_\_\_\_

system provided by the Link Intime India Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

As informed by the Management, the notice dated 27<sup>th</sup> May, 2022 convening the 109<sup>th</sup> Annual General Meeting of the Company through VC/OAVM held on 26<sup>th</sup> August, 2022 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 and SEBI Circulars.

The Members of the Company holding shares on the record date ("Cut off" date) of Friday 19<sup>th</sup> August, 2022 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 Tuesday, 23<sup>rd</sup> August, 2022 at 10:00 am (IST) and end on Thursday, 25<sup>th</sup> August, 2022 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.



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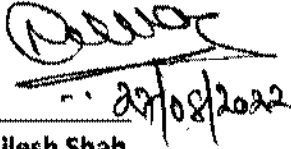
- 6 The particulars of all the electronic votes casted by the members through remote e-voting and e-voting during AGM processes have been recorded in the separate registers maintained for the purpose.
- 7 The consolidated result of the voting through remote e-voting and e-voting during AGM processes 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,

  
27/08/2022

**Nilesh Shah**  
**Practicing Company Secretary**  
**Membership No. FCS 4554**  
**CP No. 2631**  
**Peer Review No. 745 / 2020**



**UDIN: F004554D000860013**

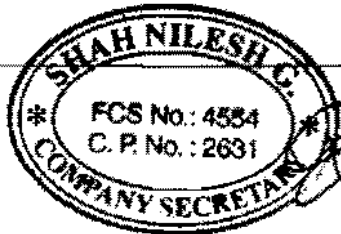
**Place: Mumbai**  
**Date: 27<sup>th</sup> August, 2022**



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, 2022 and the Reports of the Directors and Auditors thereon.	Ordinary	Remote E-Voting prior to AGM	35	24617	100%	0	0	0	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			<b>Total</b>	<b>36</b>	<b>55083</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2	To Declare Dividend on Equity Shares.	Ordinary	Remote E-Voting prior to AGM	35	24617	100%	0	0	0	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			<b>Total</b>	<b>36</b>	<b>55083</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



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	34	24615	99.99%	1	2	0.01%	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			<b>Total</b>	<b>35</b>	<b>55081</b>	<b>99.99%</b>	<b>1</b>	<b>2</b>	<b>0.01%</b>	<b>0</b>	<b>0</b>
4	To consider the re-appointment of M/s. Vasani & Thakkar, Chartered Accountants (Firm Registration No.111296W), as the Statutory Auditors of the Company.	Ordinary	Remote E-Voting prior to AGM	35	24617	100%	0	0	0	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			<b>Total</b>	<b>36</b>	<b>55083</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



29/08/2022

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		
5	To re-appoint Ms. Gargi Mahendra Mashruwala (DIN:000232543), as Independent Director, who retires by rotation and being eligible, offers herself for re-appointment.	Special	Remote E-Voting prior to AGM	34	24615	99.99%	1	2	0.01%	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			<b>Total</b>	<b>35</b>	<b>55081</b>	<b>99.99%</b>	<b>1</b>	<b>2</b>	<b>0.01%</b>	<b>0</b>	<b>0</b>
6	Alteration of Articles of Association of The Company.	Special	Remote E-Voting prior to AGM	35	24617	100%	0	0	0	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			<b>Total</b>	<b>36</b>	<b>55083</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



*[Handwritten Signature]*  
28/08/2022