



May 27, 2022

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

SCRIPT CODE: 503349

Subject: Annual Secretarial Compliance Report

Dear Sir,

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, 2022 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**

Akshay Sushil Goenka
Company Secretary



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

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

ANNUAL SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022
[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 400 013

Dear Sir / Madam,

We, Nilesh Shah & Associates, Company Secretaries in Practice have examined:

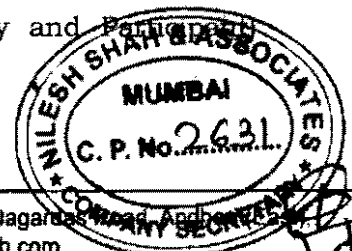
- (a) all the documents and records made available to us and explanation provided by **The Victoria Mills Limited** (hereinafter called "**the Company**" "**Listed Entity**");
- (b) the filings/ submissions made by the Victoria Mills Limited being Listed entity to the stock exchanges; -
- (c) website of the The Victoria Mills Limited being listed entity; and
- (d) other documents/ filings, as may be relevant, which has been relied upon to make this certification;

for the financial year ended **31st March, 2022** in respect of compliance with the provisions of:

- (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 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (e) The Securities and Exchange Board of India (Depository and



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(As applicable) and based on the above examination, we hereby report that, during the financial year ended **31st March, 2022**:

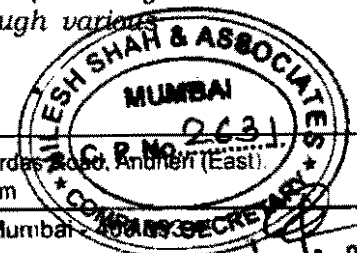
- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of below instance;

Sr. No.	Compliance Requirement	Delay/ Deviations	Observation
1	Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company was required to appoint Qualified Company Secretary as Compliance Officer.	Mr. Nikunj Kanabar, the existing Company Secretary and Compliance Officer has resigned wef 24.09.2021 and Mr. Akshay Goenka was appointed as Company Secretary and Compliance Officer wef 12.11.2021. During the intermittent period, the Company was not having Company Secretary as the Compliance Officer and the Managing Director was performing the function of Compliance Officer..
2	As per Regulation 14 of LODR, the listed entity is required to pay Annual Listing fees to the stock exchange within 30 Days of the Closure of Financial Year.	There was a delay in making Payment and the Actual Payment was made on 01.06.2021.	

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- (c) No actions were taken against the Company/ its promoters/ directors/ material subsidiaries, if any either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various

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304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 069. Tel.: 2836 3419 Email : ngshah.cs@gmail.com



29/05/2022

NILESH SHAH & ASSOCIATES

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Ref.: _____

circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;

- (d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N.A.	N.A.	N.A.	N.A.

- (e) The listed entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 in respect of appointment of Auditor, to the extent applicable.


Note: Due to COVID-19 outbreak and Lockdown situation, we have relied on the certain information, details, data, documents and explanation as provided by the Company and its officers and agents in electronic form without physically verifying their office.

Date:- 27.05.2022

Place:- Mumbai

UDIN: F004554D000408243

Signature:-


27/05/2022

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

