



September 28, 2024

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

Scrip Code: 503349

SUB: Voting Result of 111 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 27th September, 2024.

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**

Hussain Shabbir 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

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Voting results	
Record date	20-09-2024
Total number of shareholders on record date	3378
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	8
b) Public	12
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				1 - To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Directors and Auditors thereon				
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	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		55349	51393	92.8526	51393	0	100.0000
Public- Institutions	E-Voting	125	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		125	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	43086	1122	2.6041	121	1001	10.7843	89.2157
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		43086	1122	2.6041	121	1001	10.7843
Total		98560	52515	53.2823	51514	1001	98.0939	1.9061
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Declare Dividend on Equity Shares				
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	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		55349	51393	92.8526	51393	0	100.0000
Public- Institutions	E-Voting	125	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		125	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	43086	1122	2.6041	121	1001	10.7843	89.2157
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		43086	1122	2.6041	121	1001	10.7843
Total		98560	52515	53.2823	51514	1001	98.0939	1.9061
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mrs. Mamta Mangaldas (DIN: 00021078), as Director, who retires by rotation and being eligible, offers himself for re-appointment.				
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	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		55349	51393	92.8526	51393	0	100.0000
Public-Institutions	E-Voting	125	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		125	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	43086	1122	2.6041	121	1001	10.7843	89.2157
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		43086	1122	2.6041	121	1001	10.7843
Total		98560	52515	53.2823	51514	1001	98.0939	1.9061
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

NILESH G. SHAH

Company Secretaries

Consolidated Report of Scrutinizer

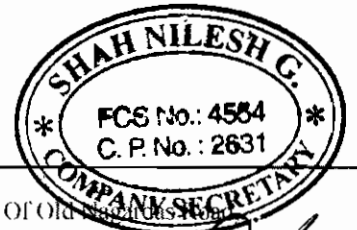
[Pursuant to section 108 read with 109 of the Companies Act, 2013 and rule 20 read with 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
of 111th Annual General Meeting of
The Victoria Mills Limited
held on Friday, 27th September, 2024 at 11.00 a.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, May 05, 2022, December 28, 2022 and September 25, 2023 (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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred as 'SEBI Circulars'), in respect of below mentioned resolutions proposed at the 111th Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited held on 27th September, 2024, Friday 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 111th 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



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Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com | Peer Review
745/2020

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NILESH G. SHAH

Company Secretaries

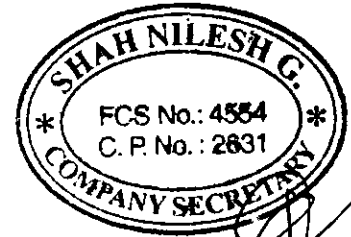
resolutions contained in the notice of 111th Annual General Meeting, based on the reports generated from the e-voting platform / system provided by the Link Intime India Private Limited ("Link Intime"), the authorized agency to provide e-voting facilities, engaged by the Company.

As informed by the Management, the notice dated 17th May, 2024 convening the 111th Annual General Meeting of the Company through VC/OAVM held on 27th September, 2024 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, 20th September, 2024 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 Monday, 23rd September, 2024 at 10:00 am (IST) and end on Thursday, 26th September, 2024 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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NILESH G. SHAH

Company Secretaries



- 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 or the KMP authorised by 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
Peer Review No. 745 / 2020

UDIN: F004554F001350679

Place: Mumbai
Date: 27th September, 2024

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The Victoria Mills Limited

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
				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 Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Directors and Auditors thereon.	Ordinary	Remote E-Voting prior to AGM	20	51514	98.09	1	1001	1.91	0	0		
			E-Voting during the AGM	0	0	0	0	0	0	0	0		
			Total	20	51514	98.09	1	1001	1.91	0	0		
2	To Declare Dividend on Equity Shares.	Ordinary	Remote E-Voting prior to AGM	20	51514	98.09	1	1001	1.91	0	0		
			E-Voting during the AGM	0	0	0	0	0	0	0	0		
			Total	20	51514	98.09	1	1001	1.91	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
				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	20	51514	98.09	1	1001	1.91	0	0		
			E-Voting during the AGM	0	0	0	0	0	0	0	0		
			Total	20	51514	98.09	1	1001	1.91	0	0		



THE VICTORIA MILLS LIMITED

Register of Remote E-voting

Nominal / Face Value per Share: Rs. 100/-

Shares with Differential Voting Rights: The Company does not have any shares with differential voting rights. All shares rank pari passu.

SR. NO.	FOLIO NO./ DP ID/ CLIENT ID	NAME OF THE SHAREHOLDER	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 1 OF NOTICE			RESOLUTION NO. 2 OF NOTICE			RESOLUTION NO. 3 OF NOTICE			REMARKS
				FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	
1	1201210100817303	MANJU GAGGAR	1001	0	1001	0	0	1001	0	0	1001	0	
2	1202300001295744	ADITYA HARSHAVADAN MANGALDAS	2752	2752	0	0	2752	0	0	2752	0	0	
3	1202300001295841	KARMA VIVAN	1	1	0	0	1	0	0	1	0	0	
4	1202300001295881	ADITYA HARSHAVADAN MANGALDAS	5232	5232	0	0	5232	0	0	5232	0	0	
5	1202300001295894	ADITYA HARSHAVADAN MANGALDAS	5350	5350	0	0	5350	0	0	5350	0	0	
6	1202300001296222	DEVYANI HARSHAVADAN MANGALDAS	1081	1081	0	0	1081	0	0	1081	0	0	
7	1202300001296543	BROMELIA TRADING LLP	6100	6100	0	0	6100	0	0	6100	0	0	
8	1202300001296714	ASGAR SAFIUDDIN BENGALI	1	1	0	0	1	0	0	1	0	0	
9	1202300001296879	ADITI HARSHAVADAN MANGALDAS	1	1	0	0	1	0	0	1	0	0	
10	1202300001296883	ADITYA HARSHAVADAN MANGALDAS	30878	30878	0	0	30878	0	0	30878	0	0	
11	1209500000569829	SULEKHA PURBEY	10	10	0	0	10	0	0	10	0	0	
12	1301670000688192	HIMANSHU A TRIVEDI	1	1	0	0	1	0	0	1	0	0	
13	IN30018311866408	AKHIL SURYAKANT PARIKH	16	16	0	0	16	0	0	16	0	0	
14	IN30018313304347	VIKAS CHANDRAKANT DAKWE	2	2	0	0	2	0	0	2	0	0	
15	IN30040910005686	HASMUKH RAVJI SAVLA	3	3	0	0	3	0	0	3	0	0	
16	IN30051310089129	NARENDRA S TRIVEDI	2	2	0	0	2	0	0	2	0	0	
17	IN30115112135542	RAJESH RATANSHI CHHEDA	7	7	0	0	7	0	0	7	0	0	
18	IN30115123742690	AKHIL SURYAKANT PARIKH	72	72	0	0	72	0	0	72	0	0	
19	IN30154967065242	KULIN BHAGWANDAS RAMDAS	3	3	0	0	3	0	0	3	0	0	
20	IN30260310256405	J SURESH SHENOY	1	1	0	0	1	0	0	1	0	0	
21	IN30267933314087	VASUDHA VIKAS DAKWE	1	1	0	0	1	0	0	1	0	0	
		TOTAL	52515	51514	1001	0	51514	1001	0	51514	1001	0	