



June 08, 2021

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, 2021 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

N. Kanabar

Nikunj Kanabar
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

Website : www.victoriamills.in CIN : L17110MH1913PLC000357

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

**ANNUAL SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021**
[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:

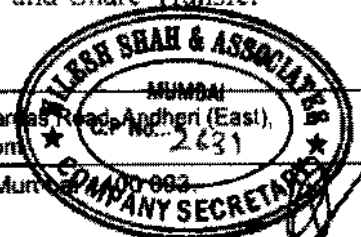
- (a) all the documents and records made available to us and explanation provided by **The Victoria Mills Limited** (hereinafter called "the Company" "Listed Entity");
- (b) the filings/ submissions made by the Victoria Mills Limited being Listed entity to the stock exchanges;
- (c) website of the The 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, 2021** 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;



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(e) The Securities and Exchange Board of India (Depository and Participant) Regulations, 2018;

(As applicable) and based on the above examination, we hereby report that, during the financial year ended **31st March, 2021**:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (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 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 31.03.2020	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:- 07.06.2021

Place:- Mumbai

UDIN: F004554C000428771

Signature:-

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

