

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:

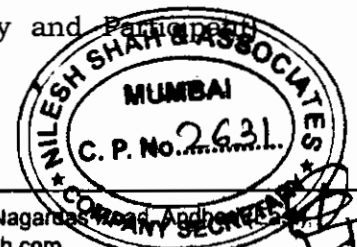
- (a) all the documents and records made available to us and explanation provided by **The Victoria Mills Limited** (hereinafter called "**the Company**" "**Listed Entity**");
- (b) the filings/ submissions made by the Victoria Mills Limited being Listed entity to the stock exchanges; -
- (c) website 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 Participant) Regulations, 2018;



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

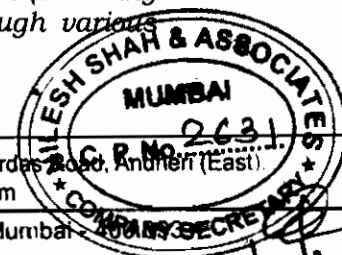
- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of below instance;

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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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

