

**Website : [www.victoriamilks.in](http://www.victoriamilks.in)      CIN : L17110MH1913PLC000357**



**Voting Results of 110<sup>th</sup> AGM of The Victoria Mills Limited**

<b>Date of the AGM</b>	27 <sup>th</sup> September, 2023
<b>Total number of shareholders on record date</b>	3354
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	6
Public:	9

**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 : vicmill@vsnl.com / vicmill2013@gmail.com

Website : [www.victoriamills.in](http://www.victoriamills.in) CIN : L17110MH1913PLC000357

## 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 31st March, 2023 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	55349	3955	7.1456	3955	0	100.0000	0.0000
	Poll		36978	66.8088	36978	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40933</b>	<b>73.9544</b>	<b>40933</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	43086	259	0.6011	259	0	100.0000	0.0000
	Poll		4	0.0093	4	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>263</b>	<b>0.6104</b>	<b>263</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>98560</b>	<b>41196</b>	<b>41.7979</b>	<b>41196</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

## 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	55349	3955	7.1456	3955	0	100.0000	0.0000
	Poll		36978	66.8088	36978	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40933</b>	<b>73.9544</b>	<b>40933</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	43086	259	0.6011	259	0	100.0000	0.0000
	Poll		4	0.0093	4	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>263</b>	<b>0.6104</b>	<b>263</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>98560</b>	<b>41196</b>	<b>41.7979</b>	<b>41196</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

The Victoria Mills Limited								
Resolution Required : (Ordinary)			3 - To re-appoint Mr. Aditya Mangaldas (DIN: 00032233), as Director, who retires by rotation and being eligible, offers himself 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	55349	3955	7.1456	3955	0	100.0000	0.0000
	Poll		36978	66.8088	36978	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40933</b>	<b>73.9544</b>	<b>40933</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	43086	259	0.6011	259	0	100.0000	0.0000
	Poll		4	0.0093	4	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>263</b>	<b>0.6104</b>	<b>263</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>98560</b>	<b>41196</b>	<b>41.7979</b>	<b>41196</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

# 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 110<sup>th</sup> Annual General Meeting of  
**The Victoria Mills Limited**  
held on Wednesday, 27<sup>th</sup> September, 2023 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 and December 28, 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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 (collectively referred as 'SEBI Circulars'), in respect of below mentioned resolutions proposed at the 110<sup>th</sup> Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited held on 27<sup>th</sup> September, 2023, Wednesday 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 110<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



211-(Back Side) 2<sup>nd</sup> Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. Of Old Nagardas Road, Andheri (East), Mumbai- 400 069, Tel.: 2820 7824/ 2820 3582 E-mail : [nilesh@ngshah.com](mailto:nilesh@ngshah.com) | Peer Review: 745/2020

1011, C Wing, Shivam Centrium, Next to D'Mart, Sahar Road, Andheri (East), Mumbai - 400069.  
Tel.: 9820180091 Email: [nilesh@ngshah.com](mailto:nilesh@ngshah.com); [ngshah.cs@gmail.com](mailto:ngshah.cs@gmail.com)

28/09/2023

# NILESH G. SHAH

Company Secretaries

manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions contained in the notice of 110<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting platform / 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 26<sup>th</sup> May, 2023 convening the 110<sup>th</sup> Annual General Meeting of the Company through VC/OAVM held on 27<sup>th</sup> September, 2023 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 Wednesday, 20<sup>th</sup> September, 2023 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 Saturday, 23<sup>rd</sup> September, 2023 at 10:00 am (IST) and end on Tuesday, 26<sup>th</sup> September, 2023 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.



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# NILESH G. SHAH

Company Secretaries

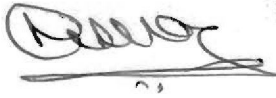
- 5 I have scrutinized the votes casted through remote e-voting and e-voting during AGM, processes for the purpose of this report.
- 6 The particulars of all the electronic votes casted by the members through remote e-voting and e-voting during AGM processes have been recorded in the separate registers 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,



**Nilesh Shah**

**Practicing Company Secretary**

**Membership No. FCS 4554**

**CP No. 2631**

**Peer Review No. 745 / 2020**

**UDIN: F004554E001109911**

**Place: Mumbai**

**Date: 28<sup>th</sup> September, 2023**

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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	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
1	To consider and adopt the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Directors and Auditors thereon.	Ordinary	Remote E-Voting prior to AGM	18	4214	100	0	0	0	0	0
			E-Voting during the AGM	6	36982	100	0	0	0	0	0
			Total	24	41196	100	0	0	0	0	0
2	To Declare Dividend on Equity Shares.	Ordinary	Remote E-Voting prior to AGM	18	4214	100	0	0	0	0	0
			E-Voting during the AGM	6	36982	100	0	0	0	0	0
			Total	24	41196	100	0	0	0	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	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
3	To re-appoint Mr. Aditya Mangaldas (DIN: 00032233), as Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-Voting prior to AGM	18	4214	100	0	0	0	0	0
			E-Voting during the AGM	6	36982	100	0	0	0	0	0
			Total	24	41196	100	0	0	0	0	0



*[Signature]*

28/09/2023