

# NILESH SHAH & ASSOCIATES

## Company Secretaries

Ref.: \_\_\_\_\_

**FORM NO. MGT-13**  
**Report of Scrutinizer**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
**The Chairman**  
**of 104<sup>th</sup> Annual General Meeting**  
**of The Victoria Mills Limited**  
Held on Wednesday, the 27<sup>th</sup> September, 2017  
At Hall of Harmony, Nehru Centre,  
Dr. Annie Besant Road, Worli,  
Mumbai – 400 018

Sir,

I, Hetal Shah, Practicing Company Secretary (Membership No. FCS- 8063) of M/s. Nilesh Shah & Associates, Company Secretaries was appointed as a Scrutinizer for the purpose of the remote e-voting and for the poll taken at the Annual General Meeting, in terms of Section 108 and 109 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on five resolutions as per the Annexure attached, at the 104<sup>th</sup> Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited ('the Company') held on Wednesday, 27<sup>th</sup> September, 2017 at 11.00 a.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witnesses viz. Mr. Rakesh Achhpal and Ms. Mahesh Darji, both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



# NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: \_\_\_\_\_

4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.

5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

**Note:** Shareholders had been provided the facility of remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at Annual General Meeting) casted by the shareholders.

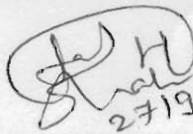
Recommendation:

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,

For Nilesh Shah & Associates  
Company Secretaries

  
27/12/17

Hetal Shah

Partner

Membership No. FCS 8063

CP No. 8964

Place: Mumbai

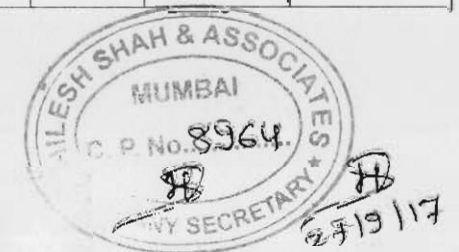
Date: 27/12/17



Annexure to the Scrutinizer's Report

Result of Voting (through remote e-voting and physical ballot at AGM):

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			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	1	To consider and adopt the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Directors and Auditors thereon.	Ordinary	Remote E-Voting	7	122	99.19	1	1	0.81	0	0
				Poll at AGM	23	54497	100	0	0	0	0	0
				<b>Total</b>	<b>30</b>	<b>54619</b>	<b>99.99</b>	<b>1</b>	<b>1</b>	<b>0.01</b>	<b>0</b>	<b>0</b>
2	2	To Declare Dividend on Equity Shares.	Ordinary	Remote E-Voting	7	122	99.19	1	1	0.81	0	0
				Poll at AGM	23	54497	100	0	0	0	0	0
				<b>Total</b>	<b>30</b>	<b>54619</b>	<b>99.99</b>	<b>1</b>	<b>1</b>	<b>0.01</b>	<b>0</b>	<b>0</b>
3	3	To re-appoint Mrs. Mamta Mangaldas (DIN: 00021078), as Director, who retires by rotation and being eligible, offers herself for reappointment.	Ordinary	Remote E-Voting	5	68	88.31	2	9	11.69	1	46
				Poll at AGM	23	54497	100	0	0	0	0	0
				<b>Total</b>	<b>28</b>	<b>54565</b>	<b>99.98</b>	<b>2</b>	<b>9</b>	<b>0.02</b>	<b>1</b>	<b>46</b>



Sr. No.	Reso. No. /item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			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		
4	4	Appointment of M/s. Vasani & Thakkar, Chartered Accountants, Mumbai (Firm Registration No. 111296W) as the Statutory Auditor and fix their remuneration.	Ordinary	Remote E-Voting	7	122	99.19	1	1	0.81	0	0
				Poll at AGM	23	54497	100	0	0	0	0	0
				<b>Total</b>	<b>30</b>	<b>54619</b>	<b>99.99</b>	<b>1</b>	<b>1</b>	<b>0.01</b>	<b>0</b>	<b>0</b>
5	5	To Appoint Ms. Gargi Mashruwala (DIN: 00032543) as an Independent Director of the Company.	Special	Remote E-Voting	6	114	92.68	2	9	7.32	0	0
				Poll at AGM	23	54497	100	0	0	0	0	0
				<b>Total</b>	<b>29</b>	<b>54611</b>	<b>99.98</b>	<b>2</b>	<b>9</b>	<b>0.02</b>	<b>0</b>	<b>0</b>



27/10/17