

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 105th Annual General Meeting
of The Victoria Mills Limited
Held on Thursday, the 27th September, 2018
At Hall of Harmony, Nehru Centre,
Dr. Annie Besant Road, Worli,
Mumbai – 400 018

Sir,

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS- 4554), 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 six resolutions as per the Annexure attached, at the 105th Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited ('the Company') held on Thursday, 27th September, 2018 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. Ms. Bhumi Trivedi and Mr. Rakesh Achhpal, 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.



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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.

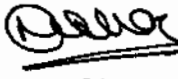

Note: Shareholders had been provided the facility of remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at Annual General Meeting) casted by the shareholders.

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,

Nilesh Shah

Partner

Membership No. FCS 4554

CP No. 2631

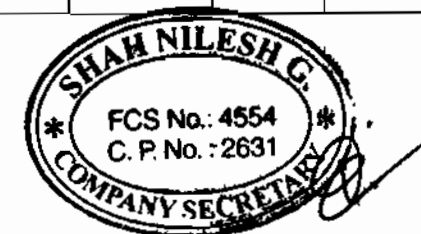
Place: Mumbai

Date: 22/09/2018

Annexure to the Scrutinizer's Report

Result of Voting (through remote e-voting and poll 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, 2018 and the Reports of the Directors and Auditors thereon.	Ordinary	Remote E-Voting	6	54	73.97	2	19	26.03	0	0
				Poll at AGM	23	54497	100	0	0	0	0	0
				Total	29	54551	99.99	2	19	0.01	0	0
2	2	To Declare Dividend on Equity Shares.	Ordinary	Remote E-Voting	6	54	73.97	2	19	26.03	0	0
				Poll at AGM	23	54497	100	0	0	0	0	0
				Total	29	54551	99.99	2	19	0.01	0	0
3	3	To appoint a Director in place of Mr. Rashmikan Shah (DIN 07111006) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Remote E-Voting	5	46	63.01	3	27	36.99	0	0
				Poll at AGM	23	54497	100	0	0	0	0	0
				Total	28	54543	99.99	3	27	0.01	0	0



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					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	Ratification of Appointment of Statutory Auditor	Ordinary	Remote E-Voting	6	54	73.97	2	19	26.03	0	0
				Poll at AGM	23	54497	100	0	0	0	0	0
				Total	29	54551	99.99	2	19	26.03	0	0
5	5	Re-appointment of Mr. Aditya Mangaldas as Managing Director of the Company	Special	Remote E-Voting	5	46	63.01	3	27	36.99	0	0
				Poll at AGM	23	54497	100	0	0	0	0	0
				Total	28	54543	99.99	3	27	0.01	0	0
6	6	Approval to continuation of office by Mr. S. G. Vaidya (holding DIN 00220956) as an Independent Director of the Company, be continued as an Independent Director of the Company to hold office for the balance period of his current tenure viz. upto 12 th August, 2019, though he has crossed the age of 75 years.	Special	Remote E-Voting	5	46	63.89	2	26	36.11	1	1
				Poll at AGM	23	54497	100	0	0	0	0	0
				Total	28	54543	99.99	2	26	0.01	1	1



Shah Nilesh G.
27/09/2018