

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]

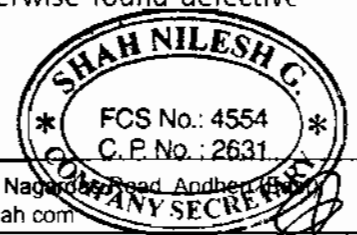
To,  
**The Chairman**  
**of 106<sup>th</sup> Annual General Meeting**  
**of The Victoria Mills Limited**  
Held on Friday, the 9<sup>th</sup> August, 2019  
At Hall of Harmony, Nehru Centre,  
Dr. Annie Besant Road, Worli,  
Mumbai – 400 018

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 four resolutions as per the Annexure attached, at the 106<sup>th</sup> Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited ('the Company') held on Friday, 09<sup>th</sup> August, 2019 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. Juhi Shah and Ms. Pragati Kandu, 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 G. SHAH B.Com., U.B (G), F.C.S.

## 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.

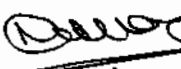
**Note:** Shareholders had been provided the facility of remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at Annual General Meeting) casted by the shareholders.

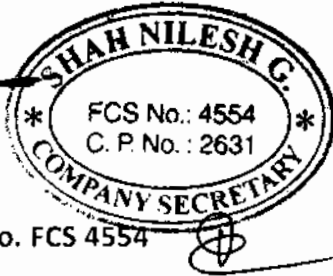
### Recommendation:

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,

  
\_\_\_\_\_  
Nilesh Shah  
Partner  
Membership No. FCS 4554  
CP No. 2631



\_\_\_\_\_  
Chairman of the AGM

Place: Mumbai

Date: 09/08/2019

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, 2019 and the Reports of the Directors and Auditors thereon.	Ordinary	Remote E-Voting	6	53	98.15%	1	1	1.85%	0	0
				Poll at AGM	21	54978	100%	0	0	0%	0	0
				<b>Total</b>	<b>27</b>	<b>55031</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	6	53	98.15%	1	1	1.85%	0	0
				Poll at AGM	21	54978	100%	0	0	0%	0	0
				<b>Total</b>	<b>27</b>	<b>55031</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	45	83.33%	2	9	16.67%	0	0
				Poll at AGM	21	54978	100%	0	0	0%	0	0
				<b>Total</b>	<b>26</b>	<b>55023</b>	<b>99.98%</b>	<b>2</b>	<b>9</b>	<b>0.02%</b>	<b>0</b>	<b>0</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	Re-appointment of Mr. Suresh Vaidya as an Independent Director of the Company.	Special	Remote E-Voting	5	45	83.33%	2	9	16.67%	0	0
				Poll at AGM	21	54978	100%	0	0	0%	0	0
				<b>Total</b>	<b>26</b>	<b>55023</b>	<b>99.98%</b>	<b>2</b>	<b>9</b>	<b>0.02%</b>	<b>0</b>	<b>0</b>

  
  
 09/08/2019

**THE VICTORIA MILLS LIMITED**

**Register of E-voting**

Nominal / Face Value per Share: Rs. 100/-

Shares with Differential Voting Rights: The Company does not have any shares with differential voting rights. All shares rank pari passu.

SR. NO.	FOLIO NO. / DP ID / CLIENT ID	NAME OF THE SHAREHOLDER	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 1 OF NOTICE			RESOLUTION NO. 2 OF NOTICE			RESOLUTION NO. 3 OF NOTICE			RESOLUTION NO. 4 OF NOTICE			REMARKS
				FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	
1	'1208160000169765	MUKESH MOHAN CHANDIRAMAN	1	0	1	0	0	1	0	0	1	0	0	1	0	
2	'IN30018311866408	AKHIL SURYAKANT PARIKH	8	8	0	0	8	0	0	8	0	0	8	0	0	
3	'IN30115123742690	AKHIL SURYAKANT PARIKH	32	32	0	0	32	0	0	32	0	0	32	0	0	
4	'IN30154951194454	BHANUBAI BHAGWANDAS	3	3	0	0	3	0	0	3	0	0	3	0	0	
5	'IN30260310256405	J SURESH SHENOY	1	1	0	0	1	0	0	1	0	0	1	0	0	
6	'IN30267932323999	ABDUL SATHAR MOHAMED KUN	8	8	0	0	8	0	0	8	0	0	8	0	0	
7	'IN30290244526014	BELA KETAN PATEL	1	1	0	0	1	0	0	1	0	0	1	0	0	
<b>TOTAL</b>			<b>54</b>	<b>53</b>	<b>1</b>	<b>0</b>	<b>53</b>	<b>1</b>	<b>0</b>	<b>45</b>	<b>9</b>	<b>0</b>	<b>45</b>	<b>9</b>	<b>0</b>	



*D. D. D. D.*  
09/02/2018

**THE VICTORIA MILLS LIMITED**

Register of Poll

Nominal / Face Value per Share: Rs. 100/-

Shares with Differential Voting Rights: The Company does not have any shares with differential voting rights. All shares rank pari passu.

SR. NO.	FOLIO NO. / DP ID / CLIENT ID	NAME OF THE SHAREHOLDER	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 1 OF NOTICE			RESOLUTION NO. 2 OF NOTICE			RESOLUTION NO. 3 OF NOTICE			RESOLUTION NO. 4 OF NOTICE			REMARKS
				FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	
1	1202150000004711	BROMELIA TRADING LLP	6,100	6,100	0	0	6,100	0	0	6,100	0	0	6,100	0	0	
2	1202150000004344	ADITYA HARSHAVADAN MANGALDAS	5232	5,232	0	0	5,232	0	0	5,232	0	0	5,232	0	0	
3	1202150000004608	ADITYA HARSHAVADAN MANGALDAS	2752	2,752	0	0	2,752	0	0	2,752	0	0	2,752	0	0	
4	1202150000004331	ADITYA HARSHAVADAN MANGALDAS	5350	5,350	0	0	5,350	0	0	5,350	0	0	5,350	0	0	
5	1202150000001284	ADITYA HARSHAVADAN MANGALDAS	30466	30,466	0	0	30,466	0	0	30,466	0	0	30,466	0	0	
6	1202300001093063	MAMTA ADITYA MANGALDAS	3952	3,952	0	0	3,952	0	0	3,952	0	0	3,952	0	0	
7	1202150000004285	RASHMIKANT KESHAVLAL SHAH	1	1	0	0	1	0	0	1	0	0	1	0	0	
8	1202150000003021	ASGAR SAFIUDDIN BENGALI	1	1	0	0	1	0	0	1	0	0	1	0	0	
9	1202150000002575	DEVYANI HARSHAVADAN MANGALDAS	1081	1,081	0	0	1,081	0	0	1,081	0	0	1,081	0	0	
10	1202300001093078	MAMTA SUNIL DALAL	1	1	0	0	1	0	0	1	0	0	1	0	0	
11	1202300001093082	SUNIL KISHORE DALAL	1	1	0	0	1	0	0	1	0	0	1	0	0	
12	1202150000004481	KARMA VIVAN	1	1	0	0	1	0	0	1	0	0	1	0	0	
13	017272	SURESH GOPAL VAIDYA	31	31	0	0	31	0	0	31	0	0	31	0	0	
14	1202300001093648	KISHORE RASIKLAL DALAL	1	1	0	0	1	0	0	1	0	0	1	0	0	
15	1202150000003471	ARJUN APURVA SHAH	1	1	0	0	1	0	0	1	0	0	1	0	0	
16	1202150000000071	APURVA KIRAN SHAH	1	1	0	0	1	0	0	1	0	0	1	0	0	
17	1202300001120698	SHREYA KISHORE DALAL	1	1	0	0	1	0	0	1	0	0	1	0	0	
18	1204780000074350	PRERNA NILESH SHAH	1	1	0	0	1	0	0	1	0	0	1	0	0	
19	1204780000074346	NILESH GUNVENTLAL SHAH	1	1	0	0	1	0	0	1	0	0	1	0	0	
20	1204000000135733	HETAL BHARATKUMAR SHAH	2	2	0	0	2	0	0	2	0	0	2	0	0	
21	1201120000114606	MAHESH MOTILAL DARJI	1	1	0	0	1	0	0	1	0	0	1	0	0	
<b>TOTAL</b>			<b>54,978</b>	<b>54,978</b>	<b>0</b>	<b>0</b>	<b>54,978</b>	<b>0</b>	<b>0</b>	<b>54,978</b>	<b>0</b>	<b>0</b>	<b>54,978</b>	<b>0</b>	<b>0</b>	



*[Handwritten Signature]*  
09/08/2019