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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]

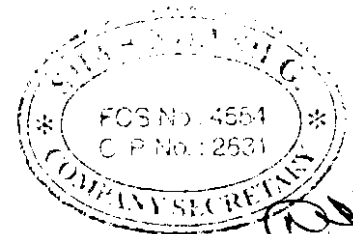
To,
The Chairman
of 102nd Annual General Meeting
of The Victoria Mills Limited
Held on Tuesday, the 22nd September, 2015
At Hall of Harmony, Nehru Centre,
Dr. Annie Besant Road, Worli,
Mumbai - 400 018

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 seven resolutions as per the Annexure attached, at the 102nd Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited ('the Company') held on 22nd September, 2015 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. Jimit Shah and Mr. Gaurav Naik, 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.



Company Secretaries

Re: _____

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.

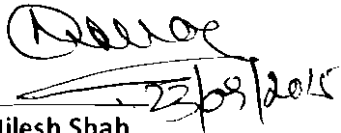
Note: Shareholders had been provided the facility of remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at Annual General Meeting) casted by the shareholders.

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
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631

Place: Mumbai

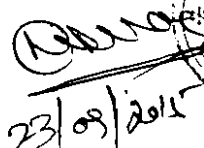
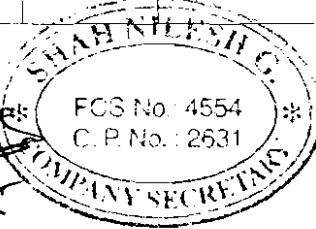
Date: 23/09/2015



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	Adoption of audited Financial Statements of the Company for the year ended 31 st March, 2015	Ordinary	Remote E-Voting	03	18	94.74	01	01	5.26	0	0
				Poll at AGM	20	52903	100	0	0	0	0	0
				Total	23	52921	99.99	01	01	0.01	0	0
2	2	Declaration of Dividend on Equity Share for the financial year ended 31 st March, 2015	Ordinary	Remote E-Voting	03	18	100	0	0	0	01	01
				Poll at AGM	20	52903	100	0	0	0	0	0
				Total	23	52921	100	0	0	0	01	01
3	3	Re-appointment of Mrs. Mamta Mangaldas as Director of the Company liable to retire by rotation	Ordinary	Remote E-Voting	03	18	94.74	01	01	5.26	0	0
				Poll at AGM	20	52903	100	0	0	0	0	0
				Total	23	52921	99.99	01	01	0.01	0	0
4	4	Appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants as statutory auditors of the Company and fixing their remuneration.	Ordinary	Remote E-Voting	03	18	94.74	01	01	5.26	0	0
				Poll at AGM	20	52903	100	0	0	0	0	0
				Total	23	52921	99.99	01	01	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		
5	5	Re-appointment of Mr. Aditya Mangaldas as Managing Director of the Company for the period of three years	Special	Remote E-Voting	03	18	94.74	01	01	5.26	0	0
				Poll at AGM	20	52903	100	0	0	0	0	0
				Total	23	52921	99.99	01	01	0.01	0	0
6	6	Appointment of Mr. Rashmikant K. Shah as Director of the Company, liable to retire by rotation	Ordinary	Remote E-Voting	03	18	94.74	01	01	5.26	0	0
				Poll at AGM	20	52903	100	0	0	0	0	0
				Total	23	52921	99.99	01	01	0.01	0	0
7	7	Approval for Investing funds of the Company	Special	Remote E-Voting	03	18	94.74	01	01	5.26	0	0
				Poll at AGM	20	52903	100	0	0	0	0	0
				Total	23	52921	99.99	01	01	0.01	0	0



Duroe
23/09/2015