



Form No. MGT – 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i	CIN	:	L17110MH1913PLC000357
ii	Registration Date	:	31/01/1913
iii	Name of the Company	:	The Victoria Mills Limited
iv	Category /Sub-Category of the Company	:	Company having share Capital
v	Address of the Registered office & contact details	:	Registered Office Address: Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai 400 013 Contact Details: +91 (22) 24971192 / 93
vi	Whether listed Company	:	Yes
vii	Details of Registrar and Transfer Agent	:	M/s. Link Intime India Pvt. Ltd. C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400083 Contact Details : +91 (22) 49186000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Property Development	45201	95.41

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Victoria Land Pvt. Ltd. Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai 400 013	U45202MH2009PTC197073	Subsidiary	100%	2 (87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	48354	0	48354	49.06	48660	0	48660	49.37	0.31
(b)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0	0.00
(c)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0	0.00
(d)	Any Other (Specify)									
	Body Corporate	6100		6100	6.19	6100		6100	6.19	0.00
	Sub Total (A)(1)	54454	0	54454	55.25	54760	0	54760	55.56	0.31
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Government	0	0	0	0.00	0	0	0	0.00	0.00

(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	54454	0	54454	55.25	54760	0	54760	55.56	0.31
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Financial Institutions / Banks	11	113	124	0.13	11	113	124	0.13	0.00
(g)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (Specify)									
	Sub Total (B)(1)	11	113	124	0.13	11	113	124	0.13	0.00
[2]	Central Government/ State Government(s)/ President of India									
	Central Government / State Government(s)	0	1	1	0.00	0	1	1	0.00	0.00
	Sub Total (B)(2)	0	1	1	0.00	0	1	1	0.00	0.00
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	30900	4679	35579	36.10	31306	4328	35634	36.15	0.06
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1208	0	1208	1.23	1198	0	1198	1.22	-0.01
(b)	NBFCs registered with RBI	0	0	0	0.00	45	0	45	0.05	0.05
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)									
	IEPF	1745	0	1745	1.77	1875	0	1875	1.90	0.13
	Hindu Undivided Family	2197	0	2197	2.23	1984	0	1984	2.01	-0.22
	Non Resident Indians (Non Repat)	107	0	107	0.11	123	0	123	0.12	0.02
	Non Resident Indians (Repat)	295	0	295	0.30	162	0	162	0.16	-0.13
	Clearing Member	273	0	273	0.28	197	0	197	0.20	-0.08
	Bodies Corporate	1901	676	2577	2.61	1781	676	2457	2.49	-0.12
	Sub Total (B)(3)	36881	5355	42236	42.85	38671	5004	43675	44.31	1.46
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	38637	5469	44106	44.75	38682	5118	43800	44.44	-0.31
	Total (A)+(B)	93091	5469	98560	100.00	93442	5118	98560	100.00	0.00
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.00	0	0	0	0.00	0.00
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0.00
	Total (A)+(B)+(C)	93091	5469	98560	100.00	93442	5118	98560	100.00	



(ii) Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2018			Shareholding at the end of the year - 2019			% change in share holding during the year
		NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	ADITYA HARSHAVADAN MANGALDAS	43317	43.95	0.00	43623	44.26	0.00	0.31
2	BROMELIA TRADING LLP	6100	6.19	0.00	6100	6.19	0.00	0.00
3	MAMTA ADITYA MANGALDAS	3952	4.01	0.00	3952	4.01	0.00	0.00
4	DEVYANI HARSHAVADAN MANGALDAS	1081	1.10	0.00	1081	1.10	0.00	0.00
5	KISHORE RASIKLAL DALAL	1	0.00	0.00	1	0.00	0.00	0.00
6	MAMTA SUNIL DALAL	1	0.00	0.00	1	0.00	0.00	0.00
7	SHREYA KISHORE DALAL	1	0.00	0.00	1	0.00	0.00	0.00
8	SUNIL KISHORE DALAL	1	0.00	0.00	1	0.00	0.00	0.00
	Total	54454	55.25	0.00	54760	55.56	0.00	0.31

Note: Bromelia Trading LLP, Mr. Kishore Dalal, Mr. Sunil Dalal, Mrs. Shreya Dalal and Mrs. Mamta Dalal are not the direct promoter of the Company. Their names has been mentioned as they are relative of Mr. Aditya Mangaldas and Mrs. Mamta Mangaldas and we are considering them in the promoter group.

(iii) Change in Promoters' Shareholding (please specify if there is no change)

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	ADITYA HARSHAVADAN MANGALDAS	43317	43.95			43317	43.95
	Transfer			12 Oct 2018	107	43424	44.06
	Transfer			16 Nov 2018	1	43425	44.06
	Transfer			07 Dec 2018	26	43451	44.09
	Transfer			14 Dec 2018	109	43560	44.20
	Transfer			22 Feb 2019	11	43571	44.21
	Transfer			01 Mar 2019	52	43623	44.26
	AT THE END OF THE YEAR					43623	44.26
2	BROMELIA TRADING LLP	6100	6.19			6100	6.19
	AT THE END OF THE YEAR					6100	6.19
3	MAMTA ADITYA MANGALDAS	3952	4.01			3952	4.01
	AT THE END OF THE YEAR					3952	4.01
4	DEVYANI HARSHAVADAN MANGALDAS	1081	1.10			1081	1.10
	AT THE END OF THE YEAR					1081	1.10
5	KISHORE RASIKLAL DALAL	1	0.00			1	0.00
	AT THE END OF THE YEAR					1	0.00
6	SHREYA KISHORE DALAL	1	0.00			1	0.00
	AT THE END OF THE YEAR					1	0.00
7	SUNIL KISHORE DALAL	1	0.00			1	0.00
	AT THE END OF THE YEAR					1	0.00
8	MAMTA SUNIL DALAL	1	0.00			1	0.00
	AT THE END OF THE YEAR					1	0.00

Note:

1. Paid up Share Capital of the Company (Face Value Rs. 100.00) at the end of the year is 98560 Shares.
2. The details of holding has been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs):

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	1745	1.77			1745	1.77
	Transfer			25 Jan 2019	126	1871	1.90
	Transfer			01 Feb 2019	4	1875	1.90
	AT THE END OF THE YEAR					1875	1.90
2	SANJEEV RAGHUBANS KANWAR.	1208	1.23			1208	1.23
	Transfer			07 Sep 2018	(10)	1198	1.22
	AT THE END OF THE YEAR					1198	1.22
3	SHAH LILAM VIJAY	901	0.91			901	0.91
	AT THE END OF THE YEAR					901	0.91
4	MUNJI (INDIA) LTD.	525	0.53			525	0.53
	AT THE END OF THE YEAR					525	0.53
5	CHANDRIKA BHARAT SHAH	498	0.51			498	0.51
	Transfer			11 May 2018	4	502	0.51
	AT THE END OF THE YEAR					502	0.51
6	ANJANABEN MANANBHAI LALBHAI	500	0.51			500	0.51
	Transfer			13 Apr 2018	(100)	400	0.41
	Transfer			27 Apr 2018	100	500	0.51
	Transfer			04 May 2018	(100)	400	0.41
	Transfer			11 May 2018	100	500	0.51
	AT THE END OF THE YEAR					500	0.51
7	JEET HOLDINGS	450	0.46			450	0.46
	Transfer			04 May 2018	(50)	400	0.41
	Transfer			01 Jun 2018	50	450	0.46
	Transfer			08 Jun 2018	50	500	0.51
	AT THE END OF THE YEAR					500	0.51
8	VSL SECURITIES PRIVATE LIMITED	485	0.49			485	0.49
	AT THE END OF THE YEAR					485	0.49
9	RUPALL CHAUDHRY	424	0.43			424	0.43
	AT THE END OF THE YEAR					424	0.43
10	NATVERLAL MOHANLAL SHAH	326	0.33			326	0.33
	AT THE END OF THE YEAR					326	0.33
11	PREM CHAND AGARWAL & SONS (HUF) .	316	0.32			316	0.32
	AT THE END OF THE YEAR					316	0.32

Note:

1. Paid up Share Capital of the Company (Face Value Rs. 100.00) at the end of the year is 98560 Shares.
2. The details of holding has been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.



(v) Shareholding of Directors and Key Managerial Personnel:

Sr No.	Director & KMP Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Aditya Mangaldas	43317	43.96	-	-	-	43317	43.96
				12 Oct 2018	107	-	43424	44.06
				16 Nov 2018	1	-	43425	44.06
				07 Dec 2018	26	-	43451	44.09
				14 Dec 2018	109	-	43560	44.20
				22 Feb 2019	11	-	43571	44.20
				01 Mar 2019	52	-	43623	44.26
2	Mamta Mangaldas	3952	4.01	-	-	-	3952	4.01
3	S. G. Vaidya	31	0.03	-	-	-	31	0.03
4	Rashmikant Shah	1	0.00	-	-	-	1	0.00
5	A. S. Bengali	1	0.00	-	-	-	1	0.00
6	Nikunj Kanabar	-	-	-	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of financial year	No indebtedness during the year			
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year	No indebtedness during the year			
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the financial year	No indebtedness during the year			
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount Rs.
		Aditya Mangaldas Managing Director		
1.	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	42,00,000		42,00,000
	b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	8,79,084		8,79,084
	c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-		-
2.	Stock Option	-		-
3.	Sweat Equity	-		-
4.	Commission			
	- as a % of profit	-		-
	- others, specify...	-		-
5.	Others, please specify	-		-
	Total (A)	50,79,084		50,79,084
	Ceiling as per the Act	-		-

B. Remuneration to other directors:

1. Independent Directors

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount Rs.
		S. G. Vaidya	Gargi Mashruwala	
	• Fee for attending board/committee meetings	65,000	65,000	1,30,000
	• Commission	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL
	Total (1)	65,000	65,000	1,30,000

2. Non-Executive Directors

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount Rs.
		Mamta Mangaldas	Rashmikant Shah	
	• Fee for attending board/committee meetings	80,000	40,000	1,20,000
	• Commission	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL
	Total (2)	80,000	40,000	1,20,000
	Total Managerial Remuneration Total (B) = (1+2)			2,50,000
	Overall Ceiling as per the Act			-



C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel		
		Company Secretary Rs.	Chief Financial Officer Rs.	Total Rs.
		Nikunj Kanabar	Asgar S Bengali	
1.	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	3,96,000	5,23,200	9,19,200
	b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	55,500	83,200	1,38,700
	c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as a % of profit			
	- others, specify...			
5.	Others, please specify	-	-	-
	Total (C)	4,51,500	6,06,400	10,57,900

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

On behalf of the Board of Directors

Place: Mumbai
Date: May 02, 2019

Rashmikant Shah
Chairman
(DIN: 07111006)