



**104<sup>th</sup>**  
**Annual Report 2016-17**

**THE**  
**VICTORIA MILLS**  
**LIMITED**

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**2016-2017**  
**THE VICTORIA MILLS LIMITED, MUMBAI**  
**ANNUAL REPORT WITH**  
**BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

**BOARD OF DIRECTORS :**

Mr. R. K. Shah (Chairman)  
Mr. Aditya Mangaldas (Managing Director)  
Mr. S. G. Vaidya  
Mrs. Mamta Mangaldas  
Ms. Gargi Mashruwala

**AUDITORS :**

Sorab S. Engineer & Co.  
Chartered Accountants

**REGISTERED OFFICE :**

Victoria House,  
Pandurang Budhkar Marg,  
Lower Parel, Mumbai 400 013.  
Tel: 24971192/93, Fax: 24971194  
email: vicmill2013@gmail.com,  
website:www.victoriamills.in  
CIN : L17110MH1913PLC000357

**REGISTRAR & SHARE TRANSFER AGENTS**

M/s. Link Intime India Pvt. Ltd.  
C-101, 1<sup>st</sup> Floor, 247 Park,  
Lal Bahadur Shastri Marg,  
Vikhroli (West) Mumbai - 400083,  
Tel. No. : 91(22) 4918 6000  
Email : mumbai@linkintime.co.in  
Website : www.linkintime.co.in



## THE VICTORIA MILLS LIMITED

CIN: L17110MH1913PLC000357

Registered Office: Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai- 400013.  
Tel: 24971192/93, Fax: 24971194, E-mail: vicmill2013@gmail.com Website: www.victoriamilms.in

### NOTICE

Notice is hereby given that the 104<sup>th</sup> Annual General Meeting ("AGM") of the members of THE VICTORIA MILLS LIMITED will be held as Scheduled below:

Day : Wednesday  
Date : September 27, 2017  
Time : 11:00 A.M.  
Venue : Hall of Harmony, Nehru Centre,  
Dr. Annie Besant Road, Worli, Mumbai-400018.

To transact the following businesses:

#### ORDINARY BUSINESS:

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.
2. To Declare Dividend on Equity Shares.
3. To re-appoint Mrs. Mamta Mangaldas (DIN: 00021078), as Director, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint the Statutory Auditors and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013, and The Companies (Audit and Auditors) Rules, 2014, M/s. Vasani & Thakkar, Chartered Accountants, Mumbai (Firm Registration No. 111296W) be and is hereby appointed as the statutory Auditor of the Company to hold office for 5 years i.e. from the conclusion of this Annual General Meeting till the conclusion of 6<sup>th</sup> Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting at a remuneration as may be decided by the Board of Directors in consultation with the said Auditors."

#### SPECIAL BUSINESS

- 5) To consider and if thought fit, to pass following resolution as **Special Resolution**:  
"**RESOLVED THAT** pursuant to the provisions of Sections 149 & Section 152 read with Schedule IV of the Companies Act, 2013 ("the Act") and read with Companies (Appointment and Qualifications) Rules, 2014 and any other applicable provisions, if any, (including statutory modification(s) or re-enactment thereof, for the time being force), Ms. Gargi Mashruwala (DIN: 00032543) who was appointed as an Additional Director at the Board Meeting held on May 05, 2017 to hold office up to this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith the required deposit amount under Section 160 of the Act from the member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for Five Years with immediate effect."

#### NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) The instrument appointing the proxy (as per the format provided hereinafter), in order to be effective, should be duly stamped, completed and signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 3) Member / Proxy should bring the attendance slip duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
- 4) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- 5) The Register of Members of the Company shall remain closed from the Tuesday, September 12, 2017 to Wednesday, September 27, 2017(both days inclusive).
- 6) Payment of Dividend as recommended by the Directors, if approved at the meeting, will be made to those members whose names are on the Company's register of members on Monday, September 11, 2017 and those whose names appear as Beneficial Owner (in case shares in held in Demat) as at the close of the business hours on Monday, September 11, 2017 as per the details to be furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
- 7) Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the Meeting.
- 8) Existing RTA of the Company i.e. M/s System Support Services has merged with M/s Link Intime India Private Limited. Accordingly, M/s Link Intime India Private Limited has been appointed as new Registrar and Transfer Agent ('RTA') of 'The Victoria Mills Ltd. Members holding shares in physical form are requested to address all their correspondence including change of address, mandates etc. to the Registrar and Transfer Agent (RTA) viz. M/s. Link Intime India Pvt Ltd, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400083,

Contact No. 022-49186000, **Email-id:** [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in) **Website:** [www.linkintime.co.in](http://www.linkintime.co.in) and the Members holding shares in dematerialized form should approach their respective Depository Participants for the same.

- 9) Since shares of the Company are traded on the BSE Stock Exchange; compulsorily in demat mode, shareholders holding shares in physical mode are strongly advised to get their shares dematerialized.
- 10) The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly register their e-mail IDs to the RTA by sending an e-mail at [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in). The Annual Report of the Company and other documents proposed to be sent through e-mail would also be made available on the Company's website i.e. [www.victoriamills.in](http://www.victoriamills.in).
- 11) Please encash your dividend warrants immediately on their receipt by you as pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("IEPF Rules") notified by the Ministry of Corporate Affairs (MCA) dividends remaining unclaimed for seven years are required to be transferred to the Investor Education and Protection Fund ("the Fund") established by the Central Government. Also, Shares with respect to above dividend needs to be transferred to the Fund.
- 12) Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their requests in Form SH-13 to the Registrar and Transfer Agent of the Company.
- 13) Pursuant to Section 107 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administrations) Rules, 2014, there will not be any voting by show of hands on any of the agenda items at the Meeting and the Company will conduct polling at the Meeting.
- 14) The Board of Directors has appointed Mr. Nilesh Shah, Practising Company Secretary (FCS No. 4554, CP No. 2631) as Scrutinizer for conducting the voting process in a fair and transparent manner.
- 15) The Scrutinizer shall submit his report, to the Chairman / Managing Director, on the votes cast in favour or against, if any, within a period of three working days from the date of conclusion of the e-voting period.
- 16) Please refer attendance slip for route map giving directions to the venue of the meeting.
- 17) The results declared along with the Consolidated Scrutinizer report shall be placed on the website of the Company [www.victoriamills.in](http://www.victoriamills.in). The results shall also be communicated to the Stock Exchanges.
- 18) Pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Directors proposed to be appointed/re-appointed are as under-

Agenda Item No.	3	5
Name of the Director	Mrs. Mamta Mangaldas	Ms. Gargi Mashruwala
Director Identification Number (DIN)	00021078	00032543
Date of Birth	21.12.1966	11.12.1964
Qualification & Brief Profile including Expertise	Refer: Note-1	Ref: Note-2
Disclosure of relationship with other Director's	She is Wife of Mr. Aditya Mangaldas, Managing Director of the Company	Ms. Gargi Mashruwala, an appointee and Mr. Aditya Mangaldas, Managing Director of the Company hold common directorship in St. Judes India Childcare Centres, a NGO working for cancer patients
Directorships in other Listed Companies	Digital Electronic Ltd	None
Memberships/ Chairmanship of Audit and Stakeholders Relationship Committees across other Public Companies	Member in Audit Committee, Nomination & Remuneration Committee, and *Corporate Social Responsibility Committee, and Chairperson in Stakeholder Relationship Committee of The Victoria Mills Ltd	Chairperson in Audit Committee & Nomination & Remuneration Committee of The Victoria Mills Ltd (w.e.f May 05, 2017)
Shareholding in The Victoria Mills Ltd	3952	Nil

\* Corporate Social Responsibility Committee has been dissolved w.e.f. May 5, 2017.

**Note-1: Qualification, Brief Profile and Expertise of Mrs. Mamta Mangaldas**

2000-2003	<b>EDUCATION</b> <b>Harvard Graduate School of Education</b> , Cambridge, USA Online courses: Web tools to support learning, Multiple Intelligence Theory, Teaching for Understanding. Special focus on museums as an educational resource.
1988-1990	<b>London Business School</b> , London, UK Masters in Business Administration
1983-1988	<b>St. Xavier's College</b> , Mumbai, India Bachelor of Arts (Economics, Sociology, Statistics)
	<b>CHILDREN'S PUBLICATIONS</b>
2012-2014	<b>The Mighty Tale of Hanuman</b> , Mehrangarh Museum Trust. Narrated by Hanuman, the divine monkey, The Mighty Tale of Hanuman, is the fantastic Story of Ram's journey to rescue his wife Sita. The book is illustrated with magnificent 18 <sup>th</sup> century <i>Ramayana</i> paintings from the collection of the Mehrangarh Museum Trust. Co-author: Saker Mistri
2006-2008	<b>The Kidnapping of Amir Hamza</b> , Mapin Publishing. The Kidnapping of Amir Hamza is a retelling of an episode from the Persian epic; the <i>Hamzanama</i> – a great favourite of the Mughal Emperor Akbar. It is illustrated with original 16 <sup>th</sup> century paintings from the MAK Museum in Vienna. Co-author: Saker Mistri.
	<b>TRAVEL PUBLICATIONS</b>



2011-2015	National Geographic Traveller. Freelance articles on travel and food.
2008	Vogue. Freelance article on food.
<b>CHILDREN'S WORKSHOPS</b>	
2008 - ONGOING	<b>Art Workshops</b> to introduce children to Indian art at Jaipur Lit Fest 2015, Times Of India Lit Fest 2014, National Centre for the Performing Arts, Kala Ghoda Art festival, various schools in Mumbai.
2009-2010	<b>Hillspring International School, Mumbai</b> Started the 360-degree Education program (grades 6 to 10) focusing on teaching children how to study and use their brains better.
2000-2002	<b>Prince of Wales Museum, Mumbai</b> Started the "Young Friends of the Museum" program, Created and Conducted workshops: <i>The Adventures of Rama, The Tale of Nala and Damayanti</i> through Indian Miniature painting; story and art workshops. Stories in Stone: Sculpture gallery Trail.
1997-2000	<b>Sunflower Nursery School, Mumbai</b> Gardening and Storytelling
<b>PUBLIC SERVICE INITIATIVES</b>	
2006 - PRESENT	<b>St. Jude India Child Care Centres, Mumbai</b> , a provider of safe accommodation and psychosocial support to underprivileged families with children receiving cancer treatment in leading Indian cities. Team Leader for Education, Counselling and Recreation Program.
2010 - PRESENT	<b>Balanand Slum School, Mumbai</b> providing educational inputs to underprivileged children living in the nearby slums

**Note-2: Qualification, Brief profile and Expertise of Ms Gargi Mashruwala**

- A graduate in Commerce, with over 17 years experience of working in the NGO sector.
- Financial Controller and Project Director at Indian National Trust for Art and Cultural Heritage (INTACH) since 1999, managed the finances for Rs. 5 crore, project of Restoration and Revitalisation of the Dr. Bhau Daji Lad Mumbai City Museum, which was awarded UNESCO's highest award – Asia Pacific Award of Excellence in 2005.
- Assist the Managing Trustee and Hon. Director, Dr. Bhau Daji Lad Museum, to manage the corpus of the Trust, HRD and liaison with the Municipal Corporation of Mumbai, the owners of the Museum.
- Vice Chairman, since 2007, at St. Jude India Childcare Centres, a section 8 Company, that creates Centres of Hope to provide shelter and holistic care to children and their family, who travel to the city for the treatment of Cancer.

**19) E-Voting:**

**Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **Sunday, September 24, 2017 (9.00 A.M.) and ends on Tuesday September 26, 2017 (at 5.00 P.M.)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, September 20, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.  
*NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".*
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put your user ID and password. Click Login.
    - (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "The Victoria Mills Ltd".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [nilesh@ngshah.com](mailto:nilesh@ngshah.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) The member(s) whose email ID is not registered with the Company/Depository Participants(s), may obtain a login ID

and password for casting his /her vote by remote e-voting by sending a request at **Email-Id:** [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on **Toll free no:** 1800-222-990

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).*
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).*
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No Folio No).*
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Wednesday, September 20, 2017**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Wednesday, September 20, 2017**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto:Issuer/RTA).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.

- IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to

vote again at the AGM.

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Nilesh Shah, Practising Company Secretary (FCS No. 4554, CP No. 2631) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://www.victoriamills.in> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

#### By Order of the Board of Directors

Place: Mumbai  
Date: May 05, 2017

For The Victoria Mills Limited

Registered Office:  
Victoria House,  
Pandurang Budhkar Marg,  
Lower Parel,  
Mumbai- 400 013

**Rashmikan Shah**  
**Chairman**  
**(DIN: 07111006)**

## Explanatory Statement

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, ("the Act") sets out all material facts relating to the business mentioned in item no. 5 in the accompanying Notice of the Annual General Meeting.

### Item No. 5

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on May 05, 2017 has appointed Ms. Gargi Mashruwala as an additional Director with effect from May 05, 2017 to hold office up to this Annual General Meeting. The Company has received notice in writing alongwith the required deposit amount under Section 160 of the Act from the member proposing her candidature for the office of Director.

Ms. Gargi Mashruwala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to Act as Director. She has also given a declaration that she meet the criteria of Independence mentioned in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

The brief profile of Ms. Gargi Mashruwala is provided in the notes of the Notice to the Annual General Meeting.

The Special Resolution in terms as set out in Item No. 5 of the accompanying Notice is placed before the members in the Annual General Meeting for approval.

Except Ms. Gargi Mashruwala, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

However, it is to be noted that Ms. Gargi Mashruwala, an appointee and Mr. Aditya Mangaldas, (DIN: 00032233) Managing Director of the Company hold common directorship in St. Judes India Childcare Centres, a NGO working for cancer patients.

#### By Order of the Board of Directors

Place: Mumbai  
Date: May 05, 2017

For The Victoria Mills Limited

Registered Office:  
Victoria House,  
Pandurang Budhkar Marg,  
Lower Parel,  
Mumbai- 400 013

**Rashmikan Shah**  
**Chairman**  
**(DIN: 07111006)**



## BOARD'S REPORT 2016-17

### Dear Shareholders,

Your Directors present their 104<sup>th</sup> Annual Report on the working of the Company with audited Statement of Accounts for the year ended March 31, 2017 and the report of the auditors thereon.

### 1. FINANCIAL RESULTS:

PARTICULARS	2016-2017 (Amount In Rs.)	2015-2016 (Amount In Rs.)
Gross Profit for the year before providing for depreciation and taxation	1,53,20,226	15,87,60,271
Less: Provision for depreciation	1,56,349	2,53,835
Tax expenses	32,50,000	3,60,00,000
<b>Profit</b>	<b>1,19,13,877</b>	<b>12,25,06,436</b>
Add: Balance brought down from the previous year	26,44,50,799	16,01,25,588
<b>Balance available for appropriation</b>	<b>27,63,64,676</b>	<b>28,26,32,024</b>
Less: Transfer to General Reserve	12,00,000	1,22,50,000
<b>Balance</b>	<b>27,51,64,676</b>	<b>27,03,82,024</b>
Less: Dividend on Equity shares	-	49,28,000
Tax on Dividend	-	10,03,225
<b>Balance to be carried forward</b>	<b>27,51,64,676</b>	<b>26,44,50,799</b>

The Company proposes to transfer an amount of Rs. 12,00,000/- to the General Reserve. An amount of Rs. 27,51,64,676/- is proposed to be retained in the statement of Profit and Loss.

### 2. OPERATIONAL REVIEW:

Profit before depreciation and taxation was Rs. 1,53,20,226 against Rs. 15,87,60,271/- in the previous year. After providing for depreciation and taxation of Rs. 1,56,349 and Rs. 32,50,000/- respectively, the net profit of the Company for the year under review was placed at Rs. 1,19,13,877/- against Rs. 12,25,06,436/- in the previous year.

### 3. SHARE CAPITAL:

The paid up Equity Share Capital of the company is Rs. 98.56 Lacs. During the year under review, the Company has neither issued any shares with differential voting rights nor granted any Stock Option nor any Sweat Equity Shares.

### 4. DIVIDEND:

Your Directors have pleasure in recommending for approval of the members at the Annual General Meeting a dividend of 50% (at par with previous year). The Dividend of 50%, if approved at the forth coming Annual General Meeting, will result in the out flow of Rs. 49,28,000/- to the company in addition to Rs. 10,03,225/- by way of dividend distribution tax.

Further, pursuant to Companies (Accounting Standards) Amendment Rules, 2016 dated March 30, 2016 read with Circular No. 4/2016 dated April 27, 2016 no provision has been

made for Dividend in the Books of Accounts. However, details has been covered in Note 18(12) of the Financial Statement.

### 5. FINANCE:

Cash and cash equivalent as at March 31, 2017 was Rs. 2,413,591/- The Company continues to focus on adjusting management of its working capital. Receivable, purchases and other working capital parameters were kept under strict check through continuous monitoring.

Further, in reference to Ministry of Corporate Affairs notification dated March 30, 2017 with respect to Specified Bank Notes details has been covered in Note 18(11) of the Financial Statements.

### 6. DEPOSITS:

Your company has not accepted any deposits within the meaning of Section-73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### 7. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

During the year under review, the Company has neither granted any Loan or nor has given any guarantee.

However, the company had granted loan to its wholly owned subsidiary i.e. Victoria Land Private Limited for an amount not exceeding Rs.12 crores from time to time and on such terms and conditions including the terms of repayment as initially agreed from time to time vide its Board Resolution dated August 13, 2014. As on March 31, 2017 the outstanding loan is Rs. 80 lakhs.

The details of the investments made by the company is given in the notes to the financial statements.

### 8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

### 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Company has complied with the requirements of having Key Managerial Personnel as per the provisions of Section 203 of the Companies Act, 2013.

During the year under review, Mr. Birjukumar Godhani had resigned from the position of Company Secretary w.e.f September 30, 2016 and Mr. Dhiraj Gupta was appointed as the Company Secretary and Compliance officer of the Company with effect from November 14, 2016.

Mr. Dady K Contractor, (DIN: 00145219) Independent Director of our Company has resigned with effect from February 10, 2017 due to age and health problems.

Ms. Gargi Mashruwala, (DIN: 00032543) has been appointed as additional cum Independent Director of the Company w.e.f May 05, 2017 to hold office up to ensuing Annual General Meeting to be held September 27, 2017. The Board hereby recommend her appointment as Independent Director of the Company in the ensuing Annual General Meeting.

All the Independent Directors of your company have given their declarations, that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Mamta Mangaldas (DIN: 00021078), Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment. Board recommends her re-appointment to the shareholders at the ensuing AGM.

## 10. BOARD EVALUATION:

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had adopted a formal mechanism for evaluating its own performance and as well as that of its Committees and individual Directors, including the Chairperson of the Board.

## 11. REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for the selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. This policy along with the criteria for determining the qualification, positive attributes and independence of a director is available on the website of the Company viz. [www.victoriamilks.in](http://www.victoriamilks.in)

## 12. MEETINGS OF THE BOARD AND ITS COMMITTEES:

During the year under review, Four (4) Board Meetings, Four (4) Audit Committee meetings, Four (4) Stakeholders Relationship Committee meetings and One (1) Nomination and Remuneration Committee meetings and One (1) Corporate Social Responsibility Committee meeting were held and the gap between two consecutive Board Meetings and Committee Meetings was within the limits prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 13. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:-

- I. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- II. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year under review.
- III. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- IV. The directors have prepared the annual accounts on a going concern basis.
- V. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- VI. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

## 14. STATUTORY AUDITORS AND AUDIT REPORTS:

Section 139(2) of the Companies Act, 2013 provides that no listed company or a company belonging to such class or classes of companies as may be prescribed, shall appoint or re-appoint—

- (a) an individual as auditor for more than one term of five consecutive years; and
- (b) an audit firm as auditor for more than two terms of five consecutive years.

M/s Sorab S Engineer & Co has been acting as Auditor of the Company since Incorporation of the Company i.e. January 1913 and accordingly they cannot be re-appointed as Statutory Auditor of the Company.

The Board at their meeting held on May 05, 2017 has recommended the appointment of M/s. Vasani & Thakkar, Chartered Accountants, Mumbai (Firm Registration No. 111296W). The Company has received a confirmation letter from the Auditors to the effect that their appointment, if made, will be within the prescribed limits of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of the said Act. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). Pursuant to provision Section 139(1) of the said Act the Board recommends their appointment as Auditors for 5 years i.e. from the conclusion of 104<sup>th</sup> Annual General Meeting till the Conclusion of Sixth Annual General Meeting to be held after this Annual General Meeting i.e. 109<sup>th</sup> Annual General Meeting.

Being the Statutory Auditors for the Financial Year 2016-2017, M/s. Sorab S. Engineer & Co., Chartered Accountants, has audited the Books of accounts.

The observations made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

## 15. SECRETARIAL AUDIT AND SECRETARIAL AUDIT REPORT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. Nilesh Shah and Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure-A"

## 16. CORPORATE GOVERNANCE REPORT:

The Corporate Governance Report together with the Certificate received from the Practising Company Secretary of the Company regarding compliance with the requirements of Corporate Governance as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form an integral part of this Board's Report and is annexed herewith as Annexure-B

## 17. MANAGEMENT DISCUSSION & ANALYSIS:

The detailed Management Discussion & Analysis Report is annexed herewith as "Annexure-C"



**18. CORPORATE SOCIAL RESPONSIBILITY:**

In accordance with the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 made thereunder, Our Company had Constituted Corporate and Social Responsibility (CSR) Committee.

However, The Statutory Auditor of the Company had given a certificate that the Net profit of the Company calculated under Section 198 of the Companies Act, 2013 is not enough to mandate the company to contribute for CSR Expenditure vide its certificate dated May 24, 2016. Hence, we did not contribute for CSR.

Again in Financial Year ended March 31, 2017 the profit is less than the limit prescribed. Hence, Board at their meeting held on May 05, 2017 has dissolved the CSR Committee.

**19. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure-D" to this report.

**20. PARTICULARS OF EMPLOYEES:**

Disclosures with respect to remuneration required pursuant to Section 197 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is Annexed here as "Annexure-E" and will also be provided upon request in terms of Section 136 of the Act. The reports and accounts are being sent to the members and other entitles thereto. If any member is interested in inspecting the same, such member may write to the Company Secretary in advance.

Further, the Company does not have any employee whose remuneration exceeds the limits prescribed in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**21. RELATED PARTY TRANSACTIONS:**

The Related Party Transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business. There are no materially significant Related Party Transactions entered into by your Company with the Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The Company has framed a policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The details of Related Party Transactions entered by the Company are given in "Annexure-F" attached to this Report.

**22. SUBSIDIARY COMPANY:**

The Company has one wholly owned subsidiary Company i.e. Victoria Land Private Limited.

Disclosure pursuant to sub section (3) of section 129 read with Rules 5 of Companies (Accounts) Rules, 2014 is annexed to the Financial Statement.

**23. FOREIGN EXCHANGE EARNING AND OUT-GO:**

During the year under review, foreign exchange earnings and outgoings flow were as under-

	<b>FOREIGN EXCHANGE EARNING AND OUT GO</b>	<b>Current Year 2016-2017</b>	<b>Previous Year 2015-2016</b>
1	Earning in Foreign Exchange	Nil	Nil
2	Outgoing in Foreign Exchange(Travelling)	1,47,929	1,99,224

**24. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

The Company has a "Policy on Whistle Blower and Vigil Mechanism" to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

**25. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

As required by the company (Disclosure of particulars in the Report of the Board of Directors) Rules 1988, the relevant data pertaining to conservation of energy and technology absorption are given in the prescribed form as "Annexure-G" to this report.

As there was no manufacturing activity during the year, the information on conservation of energy and technology absorption is not applicable to your company.

**26. PREVENTION OF INSIDER TRADING:**

Your Company has adopted the "Code of Conduct on Prohibition of Insider Trading" and "Code of Conduct for Directors and Senior Management Personnel" for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by Insiders.

**27. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The Company has in place the "Policy on Prevention of Sexual Harassment at the Workplace" in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted Internal Complaints Committee (ICC) to redress the complaints received regarding sexual harassment. During the year under review, no complaints were received by the Committee for Redressal.

**28. SIGNIFICANT AND MATERIAL ORDERS:**

There were no significant and material orders passed by any Regulators or Courts or Tribunals during the year ended March 31, 2017 impacting the going concern status and company's operations in future.

**29. ACKNOWLEDGEMENT:**

Your Company and its Directors wish to extend their sincere thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

**On behalf of the Board of Directors**

**Rashmikant Shah**  
Chairman  
(DIN: 07111006)

Place: Mumbai  
Date: May 05, 2017

**“ANNEXURE-A” TO BOARD’S REPORT  
FORM NO. MR-3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
**The Victoria Mills Limited**  
Victoria House,  
Pandurang Budhkar Marg,  
Lower Parel, Mumbai 400 013

Dear Sir / Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practice by “**The Victoria Mills Limited**” (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s Books, Papers, Minutes Books, Forms and Returns filed with regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place, to the extent and subject to the reporting made hereinafter:

We further report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management including Key Managerial Personnel’s (KMP) and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended 31<sup>st</sup> March, 2017, according to the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (to the extent applicable to the Company);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under restricted to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent the same was applicable to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- (vi) As we have been given to understand that considering activities, there is no specific regulator subject to whose approval company can carry on / continue business operation. We have also in-principally verified systems and mechanism which is in place and followed by the Company to ensure Compliance of other applicable Laws (in addition to the above mentioned Laws (i to v) as applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013;

We further Report that, during the year, it was not mandatory on the part of the Company to comply with the following Regulations/ Guidelines as covered under MR-3



- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Based on the above said information provided by the Company, we report that during the financial year under report, the Company has substantially complied with the provisions of the above mentioned Act/s including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Guidelines, Standards etc. mentioned above and we have no material observation of instances of non-Compliance in respect of the same.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

We also report that adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a reasonable system exists for Board Members for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the minutes.

Based on the representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of other Acts, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, the Company has not undertaken any major event / action having a material bearing on the Company's statutory compliance and affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Note: This Report is to be read along with attached Letter provided as "Annexure - A"

**For Nilesh Shah & Associates**  
Company Secretaries

Sd/-  
**(Nilesh Shah)**  
Partner  
FCS : 4554  
C.P. : 2631

Place: Mumbai  
Date: May 05, 2017

**'ANNEXURE A'**

To  
The Members,  
**The Victoria Mills Limited**  
Victoria House, Pandurang Budhkar Marg,  
Lower Parel, Mumbai 400 013

Dear Sir / Madam,

**Sub: Our Report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis (by verifying records as was made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and we rely on Auditors Independent Assessment on the same.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Nilesh Shah & Associates**  
Company Secretaries

Sd/-  
**(Nilesh Shah)**  
Partner  
FCS : 4554  
C.P. : 2631

Place: Mumbai  
Date: May 05, 2017



## “ANNEXURE-B” TO BOARD’S REPORT

### CORPORATE GOVERNANCE REPORT

The Directors present the Company’s Report on Corporate Governance for the year ended March 31, 2017.

**(1) A BRIEF STATEMENT ON LISTED ENTITY’S PHILOSOPHY ON CODE OF GOVERNANCE.**

We believe strongly in adopting and adhering to the best Corporate Governance practices and benchmarking ourselves against the industry’s best practices. It is the Company’s ongoing endeavour to achieve the highest levels of governance as a part of its responsibility towards its shareholders and stakeholders.

**(2) BOARD OF DIRECTORS:**

**(a) Composition and category of directors (e.g. promoter, executive, non-executive, independent non-executive, nominee director - institution represented and whether as lender or as equity investor);**

The composition of the Board and category of Directors is given below:

Category	Name of the Directors	Designation	No. of shares held (including joint shareholding) as on March 31, 2017
Promoter	1) Aditya H. Mangaldas	Managing Director	43,317
Non-Executive Non Independent Director	2) Rashmikant K. Shah	Chairperson	1
	3) Mamta A. Mangaldas	Director	3952
Independent Directors	4) Suresh G. Vaidya	Director	31
	*5) Dady K. Contractor	Director	0

\* Mr. Dady K Contractor has resigned w.e.f February 10, 2017 and Ms. Gargi Mashruwala has been appointed as Director w.e.f May 05, 2017

**(b) Attendance of each director at the meeting of the board of directors and the last annual general meeting;**

Details of attendance of each Director at the Board Meetings and last Annual General Meeting (AGM) and the number of Companies and Committees where he/she is a Director/Member/Chairperson, are given below:

Name	Category	Relationship with other Directors	Attendance Particulars			Membership of Board/Board Committees (other than VML but includes Listed & Non Listed Both)		
			Board Meeting		AGM held on September 27, 2016	No. of other Directorships held	No. of Committee Memberships	Chairperson
			Held	Attend				
Aditya H. Mangaldas	Managing Director	Husband of Mrs. Mamta Mangaldas	4	4	Yes	4	6	3
Rashmikant K. Shah	Non-Executive Director	None	4	4	Yes	0	0	0
Mamta A. Mangaldas	Non-Executive Director	Wife of Mr. Aditya H. Mangaldas	4	4	Yes	1	0	0
Suresh G. Vaidya	Independent Director	None	4	4	Yes	1	3	0
Dady K. Contractor	Independent Director	None	4	4	Yes	0	0	0

**(c) Number of meetings of the board of directors held and dates on which held.**

Four (4) Board Meetings were held during the financial year 2016 – 2017 and the gap between two consecutive Board Meetings did not exceed one hundred and twenty days.

The dates on which the meetings were held are as follows:

Sr. No.	Date of Meetings	Board Strength	No. of Directors Present
1	24/05/2016	5	5
2	11/08/2016	5	5
3	14/11/2016	5	5
4	09/02/2017	5	5

**(d) Web link where details of familiarisation programmes imparted to independent directors is disclosed.**

As required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 the Board of Directors have framed a familiarization program for the Independent Directors, wherein they are acquainted with their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

The said familiarization program is available on the website of the Company viz [www.victoriamilks.in](http://www.victoriamilks.in)

**(3) AUDIT COMMITTEE:****(a) Brief description of terms of reference;**

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under Part C of Schedule II with reference to Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under the provisions of Section 177 of the Companies Act, 2013.

**(b) Composition; Meetings and attendance during the year.**

Name of the Directors	Designation	No. of meetings during the year	
		Held	Attended
Suresh G. Vaidya	Chairperson	4	4
Dady K. Contractor	Member	4	4
Mamta A. Mangaldas	Member	4	4

**(4) NOMINATION AND REMUNERATION COMMITTEE:****(a) Brief description of terms of reference;**

The Committee determines the remuneration of the Executive Directors, Non -Executive Directors and Senior Management Personnel including Key Managerial Personnel. The terms of reference of the Nomination and Remuneration Committee are wide enough to cover the matters specified under Part D Schedule II with reference to Regulation 19(4) and 20(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under the provisions of Section 178 of the Companies Act, 2013.

**(b) Composition; Meetings and attendance during the year.**

Name of the Directors	Designation	No. of meetings during the year	
		Held	Attended
Dady K. Contractor	Chairperson	1	1
Aditya H. Mangaldas	Member	1	1
Mamta A. Mangaldas	Member	1	1

**(5) REMUNERATION OF DIRECTORS:****(a) Remuneration paid to Non-Executive Directors of the company:**

- The Non-executive Directors shall be entitled to receive remuneration by way of sitting fees within the specified limits under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, reimbursement of expenses for participation in the Board / Committee meetings and commission.
- The details of sitting fees paid during the year 2016-2017 are given below:

Name of the Directors	Designation	Sitting Fees (Rs.)	Commission (Rs.)	Total (Rs.)
Aditya H. Mangaldas	Managing Director	0	0	0
Rashmikant K. Shah	Chairperson	40,000	0	40,000
Mamta A. Mangaldas	Director	90,000	0	90,000
Suresh G. Vaidya	Director	65,000	0	65,000
Dady K. Contractor	Director	70,000	0	70,000

No stock options were granted to Non-Executive Directors during F.Y. 2016-17. The Independent Directors are not entitled for stock options.

**(b) Remuneration paid to the Executive Directors of the Company:**

- The remuneration of Executive Director's is decided on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors and shareholders. Any change in remuneration is also effected in the same manner and / or in the line with the applicable statutory approvals.
- The remuneration package of the Executive Director comprises of salary, perquisites and allowances, contribution to provident fund and superannuation fund, and commission if any.



- The details of remuneration paid to Executive Directors are summarized as under:

Particulars of Remuneration	Mr. Aditya Mangaldas, Managing Director
Basic Salary	30,00,000
Allowances	-
Commission	-
Perquisite	8,17,158
Paid Leave Encashment	-
Provident Fund	-
Superannuation Fund	-
<b>Total</b>	<b>38,17,158</b>

No stock options were granted to Executive Directors during F.Y. 2016-17.

**(6) STAKEHOLDERS GRIEVANCE COMMITTEE:**

**(a) Brief description of terms of reference:**

Stakeholders Grievance Committee has been constituted pursuant to the section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**(b) Composition; Meetings and attendance during the year.**

Name of the Directors	Designation	No. of meetings during the year	
		Held	Attended
Mamta A. Mangaldas (Non-executive Director)	Chairperson	4	4
Aditya H. Mangaldas (M.D.- Executive Director)	Member	4	4

**(c) Compliance Officer.**

<b>Name of the Compliance Officer</b>	Mr. Dhiraj R Gupta
<b>Address</b>	Victoria House, Pandurang Budhkar marg, Lower Parel, Mumbai - 400013.
<b>Telephone Number</b>	+91 (22) 24971192 / 93
<b>E-mail ID</b>	vicmill2013@gmail.com

**(d) Details of Shareholders' Complaints**

Complaints Pending as on 01/04/2016	Complaints Received during the year	Complaints Resolved During the year	Complaints Pending as on 31/03/2017
0	4	4	0

**(7) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

**(a) Brief description of terms of reference:**

The terms of reference to be observed by the committee are as under:

- Formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013.
- Recommend the amount of expenditure to be incurred on the CSR activities Monitor the CSR activities of the company from time to time
- Such other matters as the board may delegate from time to time.
- The Statutory Auditor of the Company had given a certificate that the Net profit of the Company calculated under Section 198 of the Companies Act, 2013 is not enough to mandate the company to contribute for CSR Expenditure vide its certificate dated May 24, 2016. Hence we did not contribute for CSR.
- Again in Financial Year ended March 31, 2017 the profit is less than the limit prescribed. Hence, Board at their meeting held on May 05, 2017 has dissolved the CSR Committee.

**(b) Composition; Meetings and attendance during the year.**

Name of the Directors	Designation	No. of meetings during the year	
		Held	Attended
Mamta A. Mangaldas	Chairperson	1	1
Aditya H. Mangaldas	Member	1	1
Dady K. Contractor	Member	1	1

**(8) INDEPENDENT DIRECTORS' MEETINGS:****(a) Performance evaluation criteria for independent directors.**

- Evaluation of the performance of the Non – Independent Directors and Board of Directors as a whole;
- Evaluation of the performance of the Chairperson of the Company, taking into account the views of the Executive and Non – Executive Directors;
- Evaluation of the quality, content and timeline of flow of information between the management and the board that is necessary for the board to effectively and reasonably perform its duties.

**(b) Composition**

- Mr. Suresh Vaidya**
- Mr. D K Contractor** (resigned w.e.f. February 10, 2017)
- Ms. Gargi Mashruwala** (Appointed w.e.f May 05, 2017)

- (c) Last Independent Director's meeting was held on February 10, 2016. As per Secretarial Standards -1 an Independent Directors needs to hold a meeting in each calendar year. Accordingly, next meeting will be conducted in November, 2017.

**(9) GENERAL BODY MEETINGS****(a) Location and time, where Annual General Meeting (AGM) for the last 3 years were held is given below :**

Financial Year	AGM	Date	Time	Location
2013- 2014	101 <sup>st</sup> AGM	September 23, 2014	11:00 AM	At Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018
2014- 2015	102 <sup>nd</sup> AGM	September 22, 2015	11:00 AM	At Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018
2015- 2016	103 <sup>rd</sup> AGM	September 27, 2016	11:00 AM	At Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018

**(b) Special Resolution passed in the previous Annual General Meeting (AGM)**

Financial Year	Special Resolution No.	Resolution Particulars
2013- 2014	5	Re-appointment of Mr. Aditya Mangaldas as Managing Director of the Company for One Year
	6	Appointment of Mr. D. K. Contractor as Independent Director of the Company
	7	Appointment of Mr. S. G. Vaidya as Independent Director of the Company
2014- 2015	5	Re-appointment of Mr. Aditya Mangaldas as Managing Director of the Company for Three Year
	6	Appointment of Mr. Rashmikant K. Shah (Additional Director) as Director of the Company
	7	To make Investment/ Disinvestment as may be decided by the Board in shares and securities of any Company/ Body Corporate or in the Mutual fund, PMS Scheme upto Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only)
2015-2016	-	No Special Resolution

**(c) Postal Ballot**

There was no Postal Ballot held in the year 2016-2017.

**(10) MEANS OF COMMUNICATION:**

The quarterly results and annual results are published in Free Press Journal and Navshakti and simultaneously posted on the Company's website ([www.victoriamilks.in](http://www.victoriamilks.in)) and is also sent to the BSE.

The Annual Report of the Company is also available on the website in a user friendly and downloadable form.

**(11) GENERAL SHAREHOLDER INFORMATION:****(a) 104<sup>th</sup> Annual General Meeting**

Date	Time	Venue
Wednesday, September 27, 2017	11:00 A.M.	At Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018

**(b) Financial Calendar for the Year 2017 -2018:**

<b>Financial year</b>	April 1, 2016 to March 31, 2017
<b>Book Closure Dates</b>	The Register of Members of the Company shall remain closed from the Tuesday, September 12, 2017 to Wednesday, September 27, 2017 (both days inclusive).





<b>Payment of Dividend</b>	Payment of Dividend as recommended by the Directors, if approved at the meeting, will be made to those members whose names are on the Company's register of members on Monday, September 11, 2017. and those whose names appear as Beneficial Owner (in case shares in held in Demat) as at the close of the business hours on Monday, September 11, 2017 as per the details to be furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
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<b>Financial reporting for the quarter ending (tentative and subject to change)</b>	
June 30, 2017	By August 14, 2017
September 30, 2017	By November 14, 2017
December 31, 2017	By February 14, 2017
Year ending March 31, 2018	By May 30, 2018, Audited Results
Annual General Meeting for the year ending March 31, 2018	By September 30, 2018

(c) **Listing of Equity Shares on Stock Exchanges and Stock Code**

<b>Name of the Exchange</b>	Bombay Stock Exchange, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 023
<b>Stock Code/ID</b>	503349
<b>Stock Code Name</b>	VICTMILL
<b>Group / Index</b>	XD
<b>ISIN</b>	INE203D01016

The Company has been regular in paying the Annual Listing Fees to the Stock Exchange. Listing fees for the year 2017 -2018 has also been paid within the due date.

(d) **Market Price Data**

The high / low of the market price of the shares of the Company is given below:

Sources: BSE

(e) **Company Stock Performance v/s S&P BSE Sensex**

Month	VICTORIA MILLS LIMITED		BSE SENSEX	
	High	Low	High	Low
Apr 15	3,409.00	2,562.00	26,100.54	24,523.20
May 15	3,348.50	2,840.00	26,837.20	25,057.93
Jun 15	3,150.00	2,750.00	27,105.41	25,911.33
Jul 15	3,330.00	2,835.00	28,240.20	27,034.14
Aug 15	3,002.00	2,700.00	28,532.25	27,627.97
Sep 15	2,840.00	2,400.00	29,077.28	27,716.78
Oct 15	3,699.00	2,610.05	28,477.65	27,488.30
Nov 15	4,399.00	3,012.00	28,029.80	25,717.93
Dec 15	3,560.00	3,060.00	26,803.76	25,753.74
Jan 16	3,600.00	3,100.00	27,980.39	26,447.06
Feb 16	3,400.00	2,950.00	29,065.31	27,590.10
Mar 16	3,333.00	2,976.20	29,824.62	28,716.21

(f) **Distribution of Shareholding as on March 31, 2017**

Slab of Shareholding	No of Share-holders	% of Share-holders	Total Shares	Amount (Rs.)	% of Amount
1-50	3,870	96.6051	25,635	256,350	26.01
51-100	73	1.8223	5,556	55,560	5.64
101-200	36	0.8987	4,903	49,030	4.97
201-300	9	0.2247	2,040	20,400	2.07
301-400	4	0.0999	1,350	13,500	1.37
401-500	3	0.0749	1,392	13,920	1.41
501-1000	3	0.0749	2,026	20,260	2.06
1001 & Above	8	0.1997	55,658	556,580	56.47
<b>Total</b>	<b>4,006</b>	<b>100</b>	<b>98,560</b>	<b>985,600</b>	<b>100</b>

**(g) Shareholding Pattern as on March 31, 2017**

Category of Shareholders	Shareholding as on 31.03.2017	
	Total	% of Total shares
<b>(A) Promoters</b>		
a) Individual	48,350	49.06
b) Bodies Corp.	6,100	6.19
c) Any Other ...Relatives	4	0.004
<b>Sub-total (A):-</b>	<b>54,454</b>	<b>55.25</b>
<b>(B) Public Shareholding</b>		
a) Banks/ Financial Institutions	124	0.13
b) State Govt.(s)	1	0.001
<b>Sub-total (B):-</b>	<b>125</b>	<b>0.13</b>
<b>(C) Non-Institutions</b>		
a) Bodies Corporate	2,509	2.55
b) Individuals	38,316	38.86
c) Others...		
Trusts	17	0.02
Hindu Undivided Family	2,629	2.67
Non Resident Indians (Non Repat)	58	0.06
NRI Repatriation	297	0.30
Clearing Member	155	0.16
<b>Sub-Total (C):-</b>	<b>43,981</b>	<b>44.62</b>
<b>GRAND TOTAL (A)+( B )+( C )</b>	<b>98,560</b>	<b>100</b>

**(h) Registrar & Share Transfer Agent**

Existing RTA of the Company i.e. M/s System Support Services has merged with M/s Link Intime India Private limited. Accordingly, M/s Link Intime India Private Limited has been appointed w.e.f April 10, 2017 as one point agency for dealing with Shareholders. Shareholders' correspondence should be addressed to the Company's Share Transfer Agent at the address mentioned herein below:

Address:	Telephone	E-mail:
M/s. Link Intime India Pvt. Ltd., C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400083,	91(22)49186000	<b>Email-id:</b> <a href="mailto:mumbai@linkintime.co.in">mumbai@linkintime.co.in</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

**(i) Share Transfers System (Physical Form)**

The Board has delegated the authority for approving transfer, transmission, etc. of the Company's equity shares to a Stakeholders Relationship Committee comprising of Mrs. Mamta Mangaldas & Mr. Aditya Mangaldas. The share certificates in physical form are generally processed and returned within 15 days from the date of receipt, if the documents are clear in all respects.

**(j) Dematerialisation of Shares and Liquidity**

As on March 31, 2017, 91,255 Equity Shares representing 92.59 % of the Company's paid-up Equity Share Capital have been dematerialized.

Trading in Equity Shares of the Company is permitted only in dematerialized form as per notification issued by Securities and Exchange Board of India. Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to the Share Transfer Agent of the Company. Upon receipt of the request and share certificates, the Share Transfer Agent will verify the same. Upon verification, the Share Transfer Agent will request National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) to confirm the demat request. The demat account of the respective shareholder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In respect of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Share Transfer Agent. The Share Transfer Agent then requests NSDL and CDSL to confirm the same. Approval of the Company is sought and equivalent number of shares are issued in physical form to the shareholder. The share certificates are dispatched within one month from the date of issue of shares.



**(k) Site Location**

Near Mandwa Jetty, Alibag, Raigad, Maharashtra.

**(l) Investor Correspondence**

Shareholders can contact the following Official for Secretarial matters of the Company:

Name	E-mail ID	Telephone No	Correspondence address
Mr. Dhiraj Gupta	vicmill2013@gmail.com	+91 (22) 24971192 / 93 +91 (22) 2497 1194 (Fax)	Victoria House, Pandurang Budhkar marg, Lower Parel, Mumbai - 400013.

**(12) OTHER DISCLOSURES:**

**(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;**

The transactions between the Company and the Directors and Companies in which the directors are interested are disclosed in Note No. 18(4) to Notes to the Accounts in the Annual Report in compliance with the Accounting Standard relating to "Related Party Disclosures". There is no materially significant Related Party Transaction that may have potential conflict with the interest of the Company at large.

**(b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;**

There were no instances of non-compliance by the Company, nor have any additional penalties, strictures etc. been imposed by the Stock Exchanges or the Securities exchange Board of India, or any other Statutory Authority during the last three years on any matter related to capital markets.

**(c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;**

The Company has a vigil mechanism for Directors and Employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and Employee(s) who avail of the mechanism. In all cases, Directors and Employees have direct access to the Chairman of the Audit Committee. Further no personnel have been denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy is available on Company's website i.e [www.victoriamills.in](http://www.victoriamills.in)

**(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;**

The Company has complied with all the requirements of the LODR Regulations including the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulations (2) of regulation 46.

The Company has complied with all the Mandatory Requirements and some of the Non-mandatory Requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015

**(e) Web link where policy for determining 'material' subsidiaries and policy on dealing with related party transactions is disclosed;**

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the Company has formulated a policy on Related Party Transactions and policy on Material Subsidiaries. The same have been uploaded on the website of the Company ([www.victoriamills.in](http://www.victoriamills.in))

On behalf of the Board of Directors

**Rashmikant Shah**  
Chairman  
(DIN: 07111006)

Place: Mumbai  
Date: May 05, 2017

**“ANNEXURE-C” TO BOARD’S REPORT**  
**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

The commercial real estate sector stayed relatively weak in 2016-17. Reduction in new commercial and luxury home developments, decline in leasing activity, lack of appreciation in capital values, compression in yields and lease rentals across major Indian cities were a few factors that impacted overall performance.

**OPPORTUNITIES AND THREATS**

The company’s business focuses is on designing and developing high-end and premium residential and leisure properties. The company has carved a niche for itself in the luxury segment by differentiating itself by building ready to move in Luxury Villas.

**BUSINESS OVERVIEW**

The Company constructs luxury villas in Alibaug. Each villa has a different design. Alibaug continues to be favourite second home destination for people living in Mumbai, especially South Mumbai. The Company remains committed to timely completion and delivery of projects.

**OUTLOOK**

We expect FY-2017 to be the start of growth year for the Indian economy as a whole in view of various measures being taken by the new government to boost manufacturing and infrastructure development in the country. Your company will target to ensure steady operations and deliver high quality projects for its customers.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has proper and adequate systems of internal controls. Regular internal audits and checks are carried out to ensure that the responsibilities are executed effectively and that adequate systems are in place.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The turnover and other income of the Company during the year is Rs. 6,83,27,978 /- as against Rs. 19,06,61,270 /- in the previous year. The profit from operations before depreciation and tax is Rs. 1,53,20,226/- as against Rs.15,87,60,275 /- in the previous year. The net profit after depreciation, taxation is Rs. 1,19,13,877 /- as against Rs.12,25,06,436 /- in the previous year.

**CAUTIONARY STATEMENT**

Statements made herein describing the Company’s expectations or predictions are forward-looking statements. The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company’s performance include market conditions, input costs, govt. regulations, economic developments etc.

**On behalf of the Board of Directors**

Place: Mumbai  
Date: May 05, 2017

**Rashmikant Shah**  
Chairman  
(DIN: 07111006)



## “Annexure-D” to Board’s Report

Form No. MGT – 9

### EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2017

[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	:	<b>Registered Office Address:</b> Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai 400 013 <b>Contact Details:</b> +91 (22) 24971192 / 93
vi	Whether listed Company	:	Yes
vii	Details of Registrar and Transfer Agent	:	<b>*M/s System Support Services</b> 209, Shivai Industrial Estate, 89 Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai- 400 072 <b>Contact Details :</b> 022-28500835

\* M/s. Link Intime India Pvt. Ltd., C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400083, Contact No. +91 (22) 49186000, has been appointed as Registrar and Transfer Agent of the Company w.e.f April 10, 2017.

#### 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	76.82%

#### 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

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	48410	-	48410	49.12	48350	-	48350	49.06	(0.06)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	6100	-	6100	6.19	6100	-	6100	6.19	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other ....									
i) Relatives	5	-	5	-	4	-	4	-	-
<b>Sub-total (A) (1):-</b>	<b>54515</b>	<b>-</b>	<b>54515</b>	<b>55.31</b>	<b>54454</b>	<b>-</b>	<b>54454</b>	<b>55.25</b>	<b>(0.06)</b>
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other .....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	<b>54515</b>	<b>-</b>	<b>54515</b>	<b>55.31</b>	<b>54454</b>	<b>-</b>	<b>54454</b>	<b>55.25</b>	<b>(0.06)</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Banks/ Financial Institutions	11	114	125	0.13	11	113	124	0.13	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	1	1	-	-	1	1	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>11</b>	<b>115</b>	<b>126</b>	<b>0.13</b>	<b>11</b>	<b>114</b>	<b>125</b>	<b>0.13</b>	<b>-</b>
<b>(2) Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	2005	734	2739	2.78	1776	733	2509	2.54	(0.24)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	30469	6540	37009	37.55	31858	5250	37108	37.65	0.10
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	1208	-	1208	1.23	1208	-	1208	1.23	-
c) Others...									
NRI Individual (Non Repat)	158	-	158	0.16	58	-	58	0.06	(0.10)
NRI Repatriation	239	-	239	0.24	297	-	297	0.30	0.06
Trust	-	-	-	-	17	-	17	0.02	0.02
Clearing Member	13	-	13	0.01	155	-	155	0.16	0.15
HUF	2544	-	2544	2.59	2629	-	2629	2.66	0.07
NBFC Registered with RBI	9	-	9	-	-	-	-	-	-
<b>Sub-Total (B) (2):-</b>	<b>36645</b>	<b>7274</b>	<b>43919</b>	<b>44.56</b>	<b>37998</b>	<b>5983</b>	<b>43981</b>	<b>44.62</b>	<b>0.06</b>
<b>Total Public Shareholding (B) = (B) (1) + B(2)</b>	<b>36656</b>	<b>7389</b>	<b>44045</b>	<b>44.69</b>	<b>38009</b>	<b>6097</b>	<b>44106</b>	<b>44.75</b>	<b>0.06</b>
<b>C. Shares held by Custodians for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>GRAND TOTAL (A)+( B)+( C )</b>	<b>91,171</b>	<b>7389</b>	<b>98,560</b>	<b>100</b>	<b>92463</b>	<b>6097</b>	<b>98,560</b>	<b>100</b>	<b>-</b>



(ii) Shareholding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Aditya Mangaldas	29983	30.42	-	29983	30.42	-	-
2	Aditya Mangaldas & Mamta Aditya Mangaldas	5232	5.32	-	5232	5.32	-	-
3	Aditya Mangaldas & Ayesha Mangaldas	5350	5.43	-	5350	5.43	-	-
4	Aditya Mangaldas & Amaya Mangaldas	2752	2.79	-	2752	2.79	-	-
5	Devyani Mangaldas, Aditya Mangaldas & Aditi Mangaldas	1081	1.09	-	1081	1.09	-	-
7	Anjali Mangaldas	60	0.06	-	-	-	-	(0.06)
8	Mamta Aditya Mangaldas	3952	4.01	-	3952	4.01	-	-
9	Bromelia Trading LLP	6100	6.19	-	6100	6.19	-	-
10	Chetan J. Parikh	1	-	-	-	-	-	-
11	Sunil K. Dalal	1	-	-	1	-	-	-
12	Kishore R. Dalal	1	-	-	1	-	-	-
13	Shreya K. Dalal	1	-	-	1	-	-	-
14	Mamta S. Dalal	1	-	-	1	-	-	-
	<b>Total</b>	<b>54515</b>	<b>55.31</b>	<b>-</b>	<b>54454</b>	<b>55.25</b>	<b>-</b>	<b>(0.06)</b>

**Note:** Mrs. Anjali Mangaldas, 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.	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares at the beginning (01.04.2016)/end of the year (31.03.2017)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1		No Change during the year						

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

Sr No.	For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Mr. Sanjeev Raghubans Kanwar</b>				
	At the beginning of the year	1208	1.23	1208	1.23
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc.):	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year )	<b>1208</b>	<b>1.23</b>	<b>1208</b>	<b>1.23</b>

Sr No.	For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	<b>Ms. Shah Lilam Vijay</b>				
	At the beginning of the year	901	0.91	901	0.91
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc.):	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year )	<b>901</b>	<b>0.91</b>	<b>901</b>	<b>0.91</b>

Sr No.	For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	<b>Ms. Anjanaben Mananbhai Lalbhai</b>				
	At the beginning of the year	191	0.19	191	0.19
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc.):	409	0.41	409	0.41
	At the End of the year (or on the date of separation, if separated during the year )	<b>600</b>	<b>0.60</b>	<b>600</b>	<b>0.60</b>

(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 (01.04.2016 to 31.03.2017)	
		No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Aditya Mangaldas	43317	43.96	-	-	-	43317	43.96
2	Mamta Mangaldas	3952	4.01	-	-	-	3952	4.01
3	S. G. Vaidya	31	0.03	-	-	-	31	0.03
4	Rashmikant Shah	1	-	-	-	-	1	-
5	A. S. Bengali	1	-	-	-	-	1	-
6	Birjukumar Godhani	-	-	-	-	-	-	-
7	Dhiraj Gupta	-	-	-	-	-	-	-

**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	30,00,000		30,00,000
	b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	8,17,158		8,17,158
	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	-		-
	<b>Total (A)</b>	<b>38,17,158</b>		<b>38,17,158</b>
	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	D. K. Contractor	
	• Fee for attending board/committee meetings	65,000	70,000	1,35,000
	• Commission	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL
	<b>Total (1)</b>	<b>65,000</b>	<b>70,000</b>	<b>1,35,000</b>

**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	90,000	40,000	1,30,000
	• Commission	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL
	<b>Total (2)</b>	<b>90,000</b>	<b>40,000</b>	<b>1,30,000</b>
	<b>Total Managerial Remuneration Total (B) = (1+2)</b>		<b>2,65,000</b>	<b>2,65,000</b>
	<b>Overall Ceiling as per the Act</b>		-	-

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

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel				
		CEO	Company Secretary Rs. *Birjukumar Godhani	Company Secretary Rs. *Dhiraj Gupta	Chief Financial Officer Rs. Asgar S Bengali	Total Rs.
1	Gross Salary					
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	150,000	1,63,335	4,35,600	7,48,935
	b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-	-	33,000	33,000
	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	-	-	-	-	-
	<b>Total (C)</b>	-	<b>150,000</b>	<b>163,335</b>	<b>4,68,600</b>	<b>7,81,935</b>

\*Mr. Birjukumar Godhani has resigned w.e.f September 30, 2016 and Mr. Dhiraj Gupta has been appointed as Company Secretary w.e.f. November 14, 2016

## 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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

On behalf of the Board of Directors

Rashmikant Shah  
Chairman  
(DIN: 07111006)

Place: Mumbai  
Date: May 05, 2017



## “ANNEXURE-E” TO BOARD’S REPORT

### DISCLOSURES ON REMUNERATION

Pursuant to Section 134 (3) (q) and Section 197 of the Companies Act, 2013 read with Rule (5) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 for the year ended March 31, 2017 in respect of the employees are as under-

**(A) Ratio of remuneration of Executive Director to the median employees-**

Sr. No.	Name	Designation	Ratio
1	Mr. Aditya Mangaldas	Managing Director	11.34:1

**(B) Percentage increase in remuneration of each director, CFO, CEO, CS or Manager, if any-**

Sr. No.	Name	Designation	Percentage of Increase in Remuneration
1	Mr. Aditya Mangaldas	Managing Director	11.11
2	Mr. Asgar S Bengali	Chief Financial Officer	10%
3	Mr. Birjukumar Godhani (April 1, 2016- September 30, 2016)	Company Secretary	Not Applicable
4	Mr. Dhiraj Gupta (November 14, 2017)	Company Secretary	Not Applicable

The Non-Executive Directors and Independent Directors are paid only Sitting Fees, details of which are available in Corporate Governance Report.

**(C) The percentage increase in the median remuneration of employees in the Financial Year: 10%.**

**(D) No. of permanent Employees on the rolls of the Company as on March 31, 2017: 7 Employees**

**(E) Average Percentile increase already made in the salaries of the employees other than the managerial personnel in last financial year and comparison with percentile increase in the managerial remuneration:**

The Average Increase in Managerial Remuneration was 10.50 % and that of employees and other than Managerial Personnel was 10%.

**(F) Affirmation that the remuneration is as per Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

**On behalf of the Board of Directors**

**Rashmikant Shah**  
Chairman  
(DIN: 07111006)

Place: Mumbai  
Date: May 05, 2017

**“ANNEXURE-F” TO BOARD’S REPORT**  
**RELATED PARTY TRANSACTIONS**

Sr. No.	Nature of Transaction	Subsidiary	Associates	Key Management Personnel	Total
1.	Loans given during the year	15,00,000	-	-	15,00,000
2.	Interest received on loan to subsidiary	6,77,318	-	-	6,77,318
3.	Outstanding balance receivable as on 31.3.2017	80,00,000	-	-	80,00,000

Name of the related parties and relationship:

**A) Subsidiary**

Victoria Land Private Limited

**B) Key Management Personnel**

	Name	Designation	2016-2017 (Rs.)
1	Mr. Aditya Mangaldas	Managing Director	38,17,158
2	Mr. Asgar S. Bengali	Chief Financial Officer	4,68,600
3	Mr. Birjukumar Godhani (1.04.2017 to 30.09.2017)	Company Secretary	1,50,000
4	*Mr. Dhiraj Gupta (15.09.2017 to 31.03.2017)	Company Secretary	1,63,335

\* Mr. Dhiraj Gupta has been appointed as Company Secretary w.e.f November 14, 2017

**On behalf of the Board of Directors**

Place: Mumbai  
Date: May 05, 2017

**Rashmikant Shah**  
Chairman  
(DIN: 07111006)



**“Annexure-G” to Board’s Report**

**CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

**PARTICULARS REGARDING CONSERVATION OF ENERGY.**

Not applicable since there was no manufacturing activity during the year.

A.	Power & Fuel Consumption	Current Year 2016-17	Previous Year 2015-2016
1	Electricity		
	A. Purchased		
	Units	Nil	Nil
	Total amount Rs	Nil	Nil
	Rate/Unit Rs.	Nil	Nil
	B. Own Generation :		
	i. Through diesel generator	Nil	Nil
	Diesel KL	Nil	Nil
	Unit	Nil	Nil
	Oil	Nil	Nil
	Cost/Unit Rs.	Nil	Nil
	ii. Through steam turbine/generator		
	Unit	Nil	Nil
	Unit per litre of fuel	Nil	Nil
	Oil/gas	Nil	Nil
	Cost per unit	Nil	Nil
2	Coal (Specify quality & where used)		
	Quantity (tonnes)	Nil	Nil
	Total cost avg. rate	Nil	Nil
3	Furnace Oil/LSHS		
	Quantity (KL)	Nil	Nil
	Total Cost	Nil	Nil
	Avg. Rate Rs ./KL	Nil	Nil
4	Other /internal generation	Nil	Nil

B.	Consumption per unit of Standard	Standard	Current Year 2016-17	Previous Year 2015-2016
1.	Cloth produced (Kg.)	-	-	-
2.	Electricity Rs/kg.	-	-	-
3.	Furnace Oil/LSHS/Rs./kg	-	-	-

**PARTICULARS REGARDING TECHNOLOGY ABSORPTION.**

Not applicable since there was no manufacturing activity during the year.

On behalf of the Board of Directors

**Rashmikant Shah**  
Chairman  
(DIN: 07111006)

Place: Mumbai  
Date: May 05, 2017

## CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of  
**The Victoria Mills Limited**  
Mumbai.

We have examined the compliance of conditions of Corporate Governance by “**The Victoria Mills Limited**” (the ‘Company’), for the financial year ended on March 31, 2017, as stipulated in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to the extent applicable.

The compliance with conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Nilesh Shah & Associates**  
Company Secretaries

Sd/-  
**(Nilesh Shah)**  
Partner  
FCS : 4554  
C.P. : 2631

Place: Mumbai  
Date: May 05, 2017



## COMPLIANCE WITH CODE OF CONDUCT

**Declaration by the Managing Director under Regulation 34 Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

To The Members of  
**The Victoria Mills Limited**

**Declaration by the Managing Director under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015**

I, Aditya Mangaldas, Managing Director of The Victoria Mills Limited, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management, for the year ended March 31, 2017.

For, **The Victoria Mills Limited**

Place: Mumbai  
Date: May 05, 2017

**Aditya H. Mangaldas**  
Managing Director

## MANAGING DIRECTOR AND CFO CERTIFICATION

We have undersigned in our respective capacities as Managing Director and Chief Financial Officer of The Victoria Mills Limited to the best of our knowledge and belief certify that:

- A. We have reviewed the financial statements and cash flow statement for the year ended March 31, 2017 and to the best of our knowledge and belief:
- I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
  - II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2017 are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- D. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
- I. There has not been any significant change in internal control over financial reporting during the year under reference;
  - II. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - III. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For, **The Victoria Mills Limited**

For, **The Victoria Mills Limited**

Place: Mumbai  
Date: May 05, 2017

**Aditya Mangaldas**  
Managing Director

**Asgar S. Bengali**  
Chief Financial Officer

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## CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

[Pursuant to Regulation 33(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

To,  
The Board of Director,  
**The Victoria Mills Ltd**

Pursuant to Sub-Regulation (2) of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby certify that the Financial Results of the Company for the Quarter and Financial Year ended March 31, 2017 do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

For, **The Victoria Mills Limited**

For, **The Victoria Mills Limited**

Place: Mumbai  
Date: May 05, 2017

**Aditya Mangaldas**  
Managing Director

**Asgar S. Bengali**  
Chief Financial Officer





## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF THE VICTORIA MILLS LIMITED

#### Report on the Stand Alone Financial Statements

We have audited the accompanying financial statements of **THE VICTORIA MILLS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. The Company has provided requisite disclosure in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016. Based on audit procedures and relying on the managements representation we report that the disclosure are in accordance with books of accounts maintained by the Company and as produced to us by the Management – Refer Note 18 (11).

For **Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration Number 110417W

Place: Mumbai  
Date: May 05, 2017

**M.P. ANTIA**  
Partner  
Membership No. 7825

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

### Re : THE VICTORIA MILLS LIMITED

Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date,

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Major part of the fixed assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. We are informed that no material discrepancies were noticed on such verification.
- (c) The Company has sufficient evidence that it is the owner of the immovable property since 1937.
- (ii) Inventory of the Company comprises of work in progress of Real Estate Development, which comprises of purchase of land and direct expenses on the project.
- Due to reasons stated above there is no question of physical verification and discrepancies notices on such verification.
- (iii) The Company has granted a demand loan to the wholly owned subsidiary at the rate of 9% on the outstanding balance. In respect of the said loan, the maximum balance outstanding at anytime during the year is Rs.80,00,000/- and the year end balance is Rs. 80,00,000/-. The Company has recovered the entire interest on the loan amounting to Rs.6,77,318/-.
- (iv) The Company has not advanced any loan or given any guarantee or provided any security or made any investment covered under section 185 and 186 of the Act. Consequently, requirements of clause (iv) of paragraph 3 of the Order are not applicable.
- (v) The Company has not accepted any deposits from the public to which the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder and directions issued by R.B.I. would apply.
- (vi) The Company is not engaged in production, processing, manufacturing or mining activities. Therefore, the provisions of maintenance of cost records specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 mentioned in clause (vi) of paragraph 3 of the order are not applicable.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.

- (b) Income tax dispute and demands during the year are as under:-

A.Y.	Amount Rs.	Forum where dispute is pending
2008-09	8,70,601/-	CIT(A)-6 Mumbai
2013-14	2,72,500/-	CIT (A)-6 Mumbai

- (viii) The Company has not taken any loan from banks, financial institutions, Government or debenture holder.
- (ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans. Consequently, provisions of clause (ix) of paragraph 3 of the order are not applicable.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) To the best of our knowledge and belief and according to the information and explanations given to us, managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company. Consequently, requirements of clause (xii) of paragraph 3 of the Order are not applicable.
- (xiii) To the best of our knowledge and belief and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, requirements of clause (xiv) of paragraph 3 of the Order are not applicable.
- (xv) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, the Company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934.

For **Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration Number 110417W

**M.P. ANTIA**  
Partner  
Membership No. 7825

Place: Mumbai  
Date: May 05, 2017



## ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF THE VICTORIA MILLS LIMITED

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **The Victoria Mills Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For **Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration Number 110417W

Place: Mumbai  
Date: May 05, 2017

**M.P. ANTIA**  
Partner  
Membership No. 7825

**BALANCE SHEET AS AT 31ST MARCH 2017**

	Notes No	As at 2016-2017 Rupees	As at 2015-2016 Rupees
<b>I EQUITY AND LIABILITIES</b>			
<b>1) SHAREHOLDER'S FUNDS</b>			
a) Share Capital	1	9,856,000	9,856,000
b) Reserves & Surplus	2	317,899,676	305,985,799
<b>2) NON-CURRENT LIABILITIES</b>			
a) Deferred Tax Liabilities (Net)	3	75,000	75,000
b) Other Long Term Liabilities		2,018,768	2,018,768
c) Long -Term Provisions		5,490,325	4,682,485
		<u>7,584,093</u>	<u>6,776,253</u>
<b>3) CURRENT LIABILITIES</b>			
a) Other Current Liabilities	4	11,810,154	12,391,963
b) Short Term Provisions	5	2,374,956	1,824,223
		<u>14,185,110</u>	<u>14,216,186</u>
<b>TOTAL</b>		<u><u>349,524,879</u></u>	<u><u>336,834,238</u></u>
<b>II ASSETS</b>			
<b>1) Non-Current assets</b>			
<b>a) Fixed Assets</b>			
1) Tangible Assets	6	2,542,885	2,699,234
b) Non -Current Investments	7	105,695,796	144,074,097
c) Long Term Loans & Advances	8	3,336,485	5,281,425
<b>2) CURRENT ASSETS</b>			
a) Current Investments	9	53,191,782	37,406,386
b) Inventories	10	173,396,577	134,771,630
c) Trade Receivable	11	-	-
d) Cash & Cash Equivalents	12	2,413,591	3,236,627
e) Short-Term Loans And Advances	13	8,655,935	7,624,839
f) Other Current Assets	14	291,828	1,740,000
		<u>237,949,713</u>	<u>184,779,482</u>
<b>TOTAL</b>		<u><u>349,524,879</u></u>	<u><u>336,834,238</u></u>
<b>OTHER NOTES FORMING PART OF ACCOUNTS</b>	18		
In the opinion of the Board, the Current Assets, Loans and Advances are approximately of value stated, if realised in the ordinary course of business			

As per our report annexed herewith

**For Sorab S.Engineer & Co.**  
Chartered Accountants  
Firm Registration No 110417W

**C.A.M.P.ANTIA**  
Partner  
Membership No 7825

**DHIRAJ GUPTA**  
Company Secretary

**A. S. BENGALI**  
Chief Financial officer

**R. K.SHAH**  
DIN NO 07111006

Chairman

**ADITYA MANGALDAS**  
DIN NO 00032233

Managing Director

**S.G.VAIDYA**  
DIN NO 00220956

**MAMTA MANGALDAS**  
DIN NO 00021078

Directors

**GARGI MASHRUWALA**  
DIN NO 00032543

Place : Mumbai  
Dated: May 05, 2017



## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2017

	Notes No	2016-2017 Rupees	2015-2016 Rupees
I) Revenue from Operations		52,500,000	-
II) Other Income	15	15,827,978	190,661,270
<b>III) TOTAL REVENUE (I+II)</b>		<b>68,327,978</b>	<b>190,661,270</b>
<b>IV) EXPENSES</b>			
Cost of Materials Consumed		39,273,877	-
Purchases of Stocks-in-Trade		38,624,948	93,142,600
Changes in Inventories of Finished Goods			
Work -in-Progress and Stock-in-Trade		(38,624,948)	(93,142,600)
Employee Benefits Expenses	16	8,588,120	7,478,853
Depreciation and Amortization Expenses		156,349	253,835
Other Expenses	17	6,271,467	24,422,146
<b>TOTAL EXPENSES</b>		<b>54,289,813</b>	<b>32,154,834</b>
<b>V) Profit Before Exceptional And Extraordinary items and Tax (III-IV)</b>		<b>14,038,165</b>	<b>158,506,436</b>
<b>VI) Exceptional Items</b>			
Provision for fall in value of Short Term Investment written back		-	-
<b>VII) Profit Before Tax and Extraordinary items and tax (V-VI)</b>		<b>14,038,165</b>	<b>158,506,436</b>
<b>VIII) Extraordinary Items (Income)</b>		<b>1,125,712</b>	<b>-</b>
<b>IX) Profit before tax (VII-VIII)</b>		<b>15,163,877</b>	<b>158,506,436</b>
<b>X) Tax Expenses</b>			
(1) Current Tax		3,250,000	36,000,000
(2) Deferred Tax		-	-
<b>XI) Profit (Loss) for the period from continuing operations(VII-VIII-X)</b>		<b>11,913,877</b>	<b>122,506,436</b>
<b>XII) Profit (Loss) from discontinuing operations</b>		-	-
<b>XIII) Tax expense of discontinuing operations</b>		-	-
<b>XIV) Profit/(Loss) from Discontinuing operation (after tax) (XII-XIII)</b>		-	-
<b>XV) Profit (Loss) for the period (XI+XIV)</b>		<b>11,913,877</b>	<b>122,506,436</b>
<b>XVI) Earnings per equity share:</b>			
(1) Basic		120.87	1242.96
(2) Diluted		120.87	1242.96
NOTES FORMING PART OF ACCOUNTS	18		

As per our report annexed herewith

**For Sorab S.Engineer & Co.**  
Chartered Accountants  
Firm Registration No 110417W

**C.A.M.P.ANTIA**  
Partner  
Membership No 7825

**DHIRAJ GUPTA**  
Company Secretary

**A. S. BENGALI**  
Chief Financial officer

**R. K.SHAH**  
DIN NO 07111006

Chairman

**ADITYA MANGALDAS**  
DIN NO 00032233

Managing Director

**S.G.VAIDYA**  
DIN NO 00220956

**MAMTA MANGALDAS**  
DIN NO 00021078

**GARGI MASHRUWALA**  
DIN NO 00032543

} Directors

Place : Mumbai  
Dated: May 05, 2017

**NOTES ANNEXED TO & FORMING PART OF  
THE BALANCE SHEET AS AT 31ST MARCH 2017**

		2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-1 SHARE CAPITAL</b>			
<b>AUTHORISED CAPITAL</b>			
2,00,000 Equity Shares of Rs.100/- each		20,000,000	20,000,000
		<u>20,000,000</u>	<u>20,000,000</u>
<b>a) ISSUED &amp; SUBSCRIBED CAPITAL</b>			
98,560 Equity Shares of Rs.100/- each fully paid up.		9,856,000	9,856,000
		<u>9,856,000</u>	<u>9,856,000</u>
<b>b) Details of Shareholders holding more than 5% Share in the Company</b>			
	<b>31.3.2017</b>	<b>31.3.2016</b>	
<b>Name of the Shareholder</b>	<b>No of Shares</b>	<b>%</b>	<b>No of Shares</b>
			<b>%</b>
Shri Aditya Mangaldas	43317	43.96	43317
Bromelia Trading LLP	6100	6.19	6100
(Formerly Known as Bromelia Trading Pvt. Ltd.)			
<b>NOTE-2 RESERVES AND SURPLUS</b>			
<b>A : General Reserve</b>		41,535,000	29,285,000
Transfer from Profit & Loss A/c		1,200,000	12,250,000
<b>TOTAL</b>		<u>42,735,000</u>	<u>41,535,000</u>
<b>B : Profit &amp; Loss A/c (As per Last Balance Sheet)</b>		264,450,799	160,125,588
Add: Profit for the year		11,913,877	122,506,436
		<u>276,364,676</u>	<u>282,632,024</u>
Less: Transfer To General Reserve		1,200,000	12,250,000
Less: Proposed Dividend		-	-
Less: Tax On Dividend		-	-
Less: Interim Dividend		-	4,928,000
Less: Tax On Interim Dividend		-	1,003,225
		<u>1,200,000</u>	<u>18,181,225</u>
		<u>275,164,676</u>	<u>264,450,799</u>
<b>TOTAL</b>		<u>317,899,676</u>	<u>305,985,799</u>
<b>NOTE-3 NON-CURRENT LIABILITIES</b>			
a) Deffered Tax Liabilities (Net)		75,000	75,000
b) Other Long Term Liabilities (Deposits etc)		2,018,768	2,018,768
c) Long -Term Provisions			
Provision for Retirement Benefits			
Gratuity		3,272,516	2750410
Leave Encashment		2,217,809	1932075
		<u>5,490,325</u>	<u>4,682,485</u>
		<u>7,584,093</u>	<u>6,776,253</u>



	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-4 OTHER CURRENT LIABILITIES</b>		
a) Short -Term Deposit	<b>9,084,929</b>	9,084,929
b) Provision For Expenses	<b>1,389,425</b>	1,370,834
c) Unpaid Dividend	<b>1,335,800</b>	1,936,200
	<b>11,810,154</b>	12,391,963

**NOTE-5 SHORT TERM PROVISIONS**

a) Provision for Retirement Benefits Gratuity	<b>1,538,148</b>	1,203,502
b) Leave Encashment	<b>836,808</b>	620,721
	<b>2,374,956</b>	1,824,223

**NOTE-6 A) FIXED ASSETS**

**1) TANGIBLE ASSETS**

(Amt in Rs)

Sr. No.	Description	Gross Block on 1.4.2016 Rs.	Addition Rs.	Deductions Rs.	Gross Block on 31.3.2017 Rs.	Total Depr. upto 1.4.2016 Rs.	Curr. Year Depr. Rs.	Depr Wr Back Rs.	Total Depr. upto 31.3.2017 Rs.	Net Block on 31.3.2017 Rs.	Net Block on 31.3.2016 Rs.
1	Land	118	0	0	118	0	0	0	0	118	118
2	Building	3,910,831	0	0	3,910,831	1,465,436	45,915	0	1,511,351	2,399,480	2,445,395
3	Plant & Machinery (Computers)	919,115	0	0	919,115	919,114	0	0	919,114	1	1
4	Electric Installation	1,806,898	0	0	1,806,898	1,806,897	0	0	1,806,897	1	1
5	Furniture & Fixture	975,370	0	0	975,370	975,369	0	0	975,369	1	1
6	Vehicles	2,865,592	0	0	2,865,592	2,611,874	110,434	0	2,722,308	143,284	253,718
	<b>Total</b>	<b>10,477,924</b>	<b>0</b>	<b>0</b>	<b>10,477,924</b>	<b>7,778,690</b>	<b>156,349</b>	<b>0</b>	<b>7,935,039</b>	<b>2,542,885</b>	<b>2,699,234</b>
	Previous Year	10,985,971	0	508,047	10,477,924	7,966,924	253,835	442,069	7,778,690	2,699,234	

	Units	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE -7 NON -CURRENT INVESTMENTS (AT COST)</b>			
<b>1 INVESTMENT IN MUTUAL FUNDS (UNQUOTED)</b>			
Liquid Bees	3.8010	3,801	58,471
Birla Sun Life Cash Manager	3,114.2850	1,091,995	8,415,626
Birla Sun Life Short Term Opportunity Fund	79,411.8980	1,400,000	1,400,000
Canara Robeco Floating Rate Fund	80,379.3910	1,400,000	1,400,000
DSP Blackrock India Enhanced Equity Fund	200,000.0000	20,000,000	-
HDFC Cash Management Fund	60,346.4790	64,000,000	75,000,000
HDFC Short Term Opportunities Fund	116,155.5820	1,400,000	1,400,000
ICICI Prudential Equity Arbitrage Fund	-	-	20,000,000
ICICI Prudential Income Opportunities Fund	181,880.7130	2,750,000	2,750,000
IDFC Arbitrage Fund	-	-	20,000,000
J.M. Arbitrage Advance Fund (Bonus)	-	-	-
Kotak Bond Regular Plan	86,065.7920	2,750,000	2,750,000
SBI Dynamic Bond Fund	200,527.9350	2,750,000	2,750,000
SBI Savings Fund	80,623.7980	1,400,000	1,400,000
Sundaram Banking & PSU Debt Fund	155,848.8860	2,750,000	2,750,000
UTI Short Term Fund	72,893.8870	1,400,000	1,400,000
		<b>103,095,796</b>	<b>141,474,097</b>
<b>2 INVESTMENT IN DEBENTURE &amp; BONDS (UNQUOTED)</b>			
Peninsula Land Ltd 2015	-	-	-
Zero Coupon Trent Ltd	2.0000	2,500,000	2,500,000
		<b>2,500,000</b>	<b>2,500,000</b>
<b>3 INVESTMENTS IN SHARES (UNQUOTED)</b>			
	Shares		
Victoria Land Private Ltd	1,000	100,000	100,000
Rs 100/- each Fully Paid ( A Subsidiary Company)			
<b>Less : Provision for fall in Value</b>		-	-
		<b>105,695,796</b>	<b>144,074,097</b>
	<b>At Cost</b>	<b>At Market Rate</b>	
	<b>2016-2017</b>	<b>2015-2016</b>	<b>2016-2017</b>
	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>
Aggregate amount of unquoted investments	<b>105,695,796</b>	<b>144,074,097</b>	-
			<b>2016-2017</b>
			<b>Rupees</b>
			2015-2016
			Rupees
<b>NOTE-8 LONG TERM LOANS &amp; ADVANCES</b>			
(Unsecured, Considered Good)			
a) Security Deposits (Petrol , Telephone Etc)		31,000	31,000
b) Other Deposit		-	1,397,811
c) Advance Income Tax (Net Of Provision of Rs. 5,01,50,000/- Current year, Rs. 4,69,00,000/- Previous year)		3,305,485	3,852,614
		<b>3,336,485</b>	<b>5,281,425</b>





		2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-9 CURRENT INVESTMENTS (AT COST)</b>			
<b>INVESTMENT IN SHARES QUOTED</b>			
<b>NAME OF THE SECURITY</b>	<b>QUANTITY</b>	<b>COST</b>	
Aditya Birla Fashion & Retail Ltd	1790	5,108	6,677
Aditya Birla Nuva Ltd	-	-	760,802
Ador Fontech Ltd	2185	181,752	181,752
Bajaj Corp Ltd	2953	843,916	843,916
Bajaj Finance Ltd	-	-	860,133
Bayer Cropscience Ltd	351	691,890	691,890
Centum Electronics Ltd	2264	1,083,373	1,083,373
Coromandel International Ltd	1721	411,624	-
Divis Laboratories Ltd	3109	1,803,565	955,802
Gatway Distriparks Ltd	-	-	520,154
Globus Spirits Ltd	19840	1,243,092	-
Goldman Sachs Mutual Fund	104616	2,580,877	2,580,877
Gujarat Pipavav Port Ltd	10019	514,676	514,676
HDFC Bank Ltd	3651	3,448,235	3,448,235
Hero Motocorp Ltd	368	666,749	512,449
ICICI Bank Ltd	13070	3,424,208	2,444,398
IDFC Bank Ltd	11538	741,142	197,636
IDFC Ltd	-	-	303,723
Infosys Technologies Ltd	1526	953,781	953,781
Intellect Design Arena Ltd	3000	438,726	438,726
Jubilant Foodworks Ltd	1892	1,869,414	-
Karur Vysya Bank	-	-	136,923
L&T Finance Holding Ltd	27274	2,068,834	-
Lakshmi Machine Works Ltd	-	-	515,146
LIC Housing Finance Ltd	3011	1,104,566	1,104,566
MCX Of India Ltd	2838	2,279,433	2,279,433
Mahindra & Mahindra Ltd	1772	1,802,931	711,118
Mahindra Holidays & Resort India Ltd	5223	1,976,842	508,687
NMDC Ltd	12850	1,299,801	1,299,801
National Aluminium Company Ltd	37734	1,308,455	1,308,455
Nestle India Ltd	287	1,501,350	1,501,350
Nesco Ltd	1372	2,322,460	-
Oracle Financial Services Software Ltd	38	115,977	-
Pfizer Ltd	-	-	431,244
Power Grid Corporation Of India Ltd	18368	2,845,023	1,599,816
Praj Industries Ltd	-	-	455,710
PTC India Ltd	19560	1,803,318	1,803,318
Sanofi India Ltd	122	499,150	-
Sundaram Fasteners Ltd	14544	809,779	809,779
T. D. Power System Ltd	4586	1,604,256	1,604,256
Take Solutions Ltd	4155	629,086	-
Tata Motors Ltd	4090	1,451,363	1,451,363
Tech Mahindra Ltd	1685	389,627	389,627
The Great Eastern Shipping Co Ltd	1347	502,835	-
United Spirits Ltd	1029	2,433,065	806,304
VRL Logistics Ltd	7628	2,191,101	-
Wipro Ltd	2379	1,350,402	1,390,490
		<b>53,191,782</b>	<b>37,406,386</b>
<b>Less : Provision for fall in Value</b>		<b>0</b>	<b>0</b>
		<b>53,191,782</b>	<b>37,406,386</b>
		<b>At Cost</b>	<b>At Market Rate</b>
		<b>2016-2017</b>	<b>2016-2017</b>
		<b>2015-2016</b>	<b>2015-2016</b>
		<b>Rupees</b>	<b>Rupees</b>
Aggregate amount of quoted investment (shares)		<b>53,191,782</b>	<b>73,040,645</b>
		<b>37,406,386</b>	<b>48,960,680</b>

	Rupees	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-10 INVENTORIES</b>			
(As per list certified and valued by the Company)			
Property held as stock-in-trade (At Cost)		43,211,600	58,485,600
Work In Progress (At Cost)		130,184,977	76,286,030
		<u>173,396,577</u>	<u>134,771,630</u>
<b>NOTE-11 TRADE RECEIVABLE</b>			
<b>Exceeding six months:</b>			
Considered Good	-		-
Considered Doubtful	13,651,328		14,451,328
	<u>13,651,328</u>		<u>14,451,328</u>
Less: Provision for doubtful debts	13,651,328		14,451,328
	-		-
Other (considered Good)	-		-
	<u>-</u>		<u>-</u>
		<u>-</u>	<u>-</u>
<b>NOTE-12 CASH AND BANK BALANCE</b>			
Cash on hand		2,680	7,853
With scheduled Bank in :			
Current Account	1,075,111		1,292,574
Unclaimed Dividend A/c	1,335,800		1,936,200
		<u>2,410,911</u>	<u>3,228,774</u>
		<u>2,413,591</u>	<u>3,236,627</u>
<b>NOTE-13 SHORT-TERM LOANS AND ADVANCES</b>			
Loans & Advances :			
(Considered Good & Unsecured)			
To a Subsidiary Company	8,000,000		6,500,000
Inter Corporate Deposit	-		-
Prepaid Expenses	387,435		349,839
Staff Loan	268,500		775,000
		<u>8,655,935</u>	<u>7,624,839</u>
<b>NOTE-14 OTHER CURRENT ASSETS</b>			
Amount Receivable	-		-
Dividend Receivable	-		-
Interest Accrued	-		-
Accrued Leave & License Income	291,828		1,740,000
		<u>291,828</u>	<u>1,740,000</u>
Advances Considered Doubtful	900,000		1,000,000
Less: Provision	900,000		1,000,000
		<u>-</u>	<u>-</u>



**NOTES FORMING PART OF THE PROFIT & LOSS ACCOUNT AS ON 31ST MARCH 2017**

	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-15 OTHER INCOME</b>		
Dividend	3,032,556	6,001,840
<b>Interest</b>		
On Others (TAX DEDUCTED Rs 2041/-Previous year Rs 11304/-)	17,339	133,312
On Loan to Subsidiary (TAX DEDUCTED Rs 67732/-Previous year Rs 176254/-)	677,318	176,254
Miscellaneous Income	5,000	36,500
Royalty Received	17,100	20,898
Income on Bill Discounting	-	-
Profit On Sale Of Fixed Assets	-	179,999,432
Profit on Sales of Investment	6,810,412	1,465,167
Profit On Sale of Bonds	-	-
Profit on Redemption of Mutual Funds Units	4,368,253	1,191,576
Excess Provisions Written Back	900,000	50,000
	<u>15,827,978</u>	<u>190,661,270</u>
<b>NOTE-16 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, & Bonus	3,415,618	3,030,410
Contribution to Superannuation scheme	121,771	109,934
Managing Director's Remuneration	3,817,158	3,442,667
Other Retirement Benefits	1,233,573	895,842
	<u>8,588,120</u>	<u>7,478,853</u>
<b>NOTE-17 OTHER EXPENSES</b>		
Motor car Expenses	546,386	564,852
Stationery & Printing	100,940	130,298
Travelling Expenses	454,677	759,556
Telephone Expenses	178,464	189,848
Legal & Professional	2,456,919	1,955,129
Insurance	27,196	43,714
Auditor's Remuneration		
i) Audit Fees	150,000	150,000
ii) In other capacity (Tax Audit, Certification etc.)	499,600	514,900
iii) Out of Pocket expenses	26,175	23,575
Electricity	241,615	254,928
Directors' Fees	265,000	320,000
Building Maintenance Expenses	44,568	76,752
Membership & Subscription	275,835	265,767
Miscellaneous Expenses	982,850	1,004,718
Rates & Taxes	21,242	85,995
Provision for Doubtful Debts	-	1,000,000
Bad Debts	-	17,016,704
Loss on Sale of Assets	-	65,410
	<u>6,271,467</u>	<u>24,422,146</u>

**NOTE –18 NOTES FORMING PART OF ACCOUNTS****1. Major Accounting Policies:-****a) Recognition of income expenditure**

The company is in the business of real estate development. Real estate income is recognized as revenue on the completion of sale of property. Other income and cost/expenditure are generally accounted on accrual as they are earned or incurred.

**b) Depreciation as per Companies Act, 2013**

Depreciation is provided as per Schedule II of Companies Act, 2013. i.e. Systematic Allocation of assets' value over its useful life (SLM).

**c) Valuation of Inventories:**

Property held as stock in trade is valued at cost or market whichever is lower. Work-in-progress is valued at cost of property plus all direct expenditure pertaining to project. Finished goods stock is valued at cost or realizable value whichever is lower.

**d) Fixed Assets**

Fixed assets are stated at cost less depreciation.

**e) Investment**

Non Current investments are stated at cost or book value. Permanent diminution in value of each investment is being provided after taking into consideration value of each investment individually. Current investment are valued at cost or market value whichever is lower.

**f) Accounting Policy regarding Retirement Benefits**

1) Gratuity and Leave encashment is provided in the basis of valuation made by an Actuary

2) Superannuation Fund is contributed into Fund with LIC.

**g) Taxation****i) Current Tax**

Provision for Current Tax is made based on the liability computed in accordance with the relevant tax rates and provisions of Income Tax Act, 1961.

**ii) Deferred Taxes**

Deferred Tax is accounted for by computing the tax effect of timing differences which arise during the year and reverse in subsequent periods. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.

**2. Earning per Share as computed in accordance with Accounting Standard 20.**

		2016-2017	2015-2016
(i)	Net Profit after Tax (Rs.)	1,19,13,877	12,25,06,436
(ii)	Number of Equity Shares of Rs.100/- each	98,560	98,560
(iii)	Basic and Diluted Earnings per Share (Rs.)	120.87	1242.96

**3. Segment Reporting :**

The Company is in the business of real estate development. In view of the above the company has only one identified reportable segment.

**4. Related Party Disclosure :**

Sr. No.	Nature of Transaction	Subsidiary	Associates	Key Management Personnel	Total
1.	Loans paid during the year	15,00,000	-	-	15,00,000
2.	Interest received on loan to subsidiary	6,77,318	-	-	6,77,318
3.	Managing Director's remuneration	-	-	38,17,158	38,17,158
4.	Outstanding balance receivable as on 31.3.2017	80,00,000	-	-	80,00,000
	Previous Year	65,00,000	-	34,42,667	-

Name of the related parties and relationship :

**A) Subsidiary :** Victoria Land Pvt.Ltd.

**B) Key Mangement Personnel**

Name	Designation	2016-2017 Rs.
1 Mr. Aditya Mangaldas	Managing Director	38,17,158
2 Mr. Birju Godhani (1.4.2016 to 30.9.2016)	Company Secretary	1,50,000
3 Mr. Dhiraj Gupta (15.9.2016 to 31.3.2017)	Company Secretary	1,63,335
4 Mr. Asgar S.Bengali	Chief Financial Officer	4,68,600

5. Expenditure in Foreign Currency on Travel.	2016-17 Rs.	2015-16 Rs.
	1,47,929	1,99,224
6.. Unpaid/unclaimed dividend for the financial year ended 31.3.2009 is transferred to Investor education and protection fund during the year.		



7. As per revised Accounting Standard 15, the liability for gratuity and leave encashment has been valued by an Actuary. Full provision for liability in this respect has been made in the accounts. Gratuity Disclosure statement as per AS-15.

	2016-2017 Rs.	2015-16 Rs.
Present value of benefit obligation as at the beginning of the current period	39,53,912	41,34,511
Interest Cost	3,10,382	3,27,867
Current Service Cost	1,34,004	1,13,454
Past Service Cost (Not Vested Benefit) incurred during the period	-	-
Past Service Cost (Vested Benefit) incurred during the period	-	-
Liability Transferred in/Acquisitions	-	-
(Liability Transfer out/Deinvestments)	-	-
Gains/Losses on Curtailment	-	-
Liabilities Extinguished on Settlement	-	-
(Benefit paid directly by the employer)	-	(7,65,850)
Benefit paid from the fund	-	-
The effect of changes in Foreign Exchange Rates	-	-
Actuarial (Gains/Losses) on obligations - Due to change in Demographic assumptions	-	-
Actuarial (Gains/Losses) on obligations - Due to change in financial assumptions	1,53,315	17,339
Actuarial (Gains/Losses) on Obligations - Due to Experience	2,59,051	1,26,591
Present value of benefit obligation as at the End of the current period	48,10,664	39,53,912

8. There are no capital and other commitments as at 31.3.2017.  
9. Contingent Liabilities as at 31.3.2017 on account of Income Tax:-

A.Y.	Amount Rs.	Forum where dispute is pending
2008-09	8,70,601	CIT(A)-6, Mumbai
2013-14	2,72,500	CIT (A)-6, Mumbai
	<b>11,43,101</b>	

10. There are no dues to suppliers covered under Micro Small and Medium Enterprises Development Act, 2006.  
11. As per Ministry of Corporate Affairs Notification dated 30.3.2017, details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 are given below:

	SBNs	Other denomination notes	Total
Closing cash in hand as on 8.11.2016	42,500	6,691	49,191
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	42,500	-	42,500
Closing cash in hand as on 30.12.2016	-	16,736	16,736

12. The Central Government in consultation with National Advisory Committee of Accounting Standards vide notification dated March 30, 2016 and Circular No. 04/2016 dated April 27, 2016 had amended Companies (Accounting Standards) Rules, 2006 ('principal rules'). According to the amended rules, the proposed dividend is not be recorded as a liability. (Refer Para 8.5 of AS - 4 Contingencies and Events occurring after Balance Sheet date). Accordingly, the proposed dividend of Rs. 49.28 Lacs and tax thereon of Rs. 10.03 Lacs are not recognised as liability in annual accounts of F.Y.2016-17. However, the same will be recognised as liability on approval of shareholders at ensuing Annual General Meeting.

13. Previous year's figures are regrouped where necessary.

As per our report annexed herewith

**For Sorab S.Engineer & Co.**  
Chartered Accountants  
Firm Registration No 110417W

**C.A.M.P.ANTIA**  
Partner  
Membership No 7825

**DHIRAJ GUPTA**  
Company Secretary

**A. S. BENGALI**  
Chief Financial officer

**R. K.SHAH**  
DIN NO 07111006

Chairman

**ADITYA MANGALDAS**  
DIN NO 00032233

Managing Director

**S.G.VAIDYA**  
DIN NO 00220956

**MAMTA MANGALDAS**  
DIN NO 00021078

**GARGI MASHRUWALA**  
DIN NO 00032543

Directors

Place : Mumbai  
Dated: May 05, 2017

## CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	2016-2017		2015-2016	
	Rupees	Rupees	Rupees	Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>NET PROFIT/(LOSS) AFTER TAX &amp; EXTRA-ORDINARY ITEM</b>		11,913,877		122,506,436
<b>Add/:</b>				
a) Provision for Taxation	3,250,000		36,000,000	
b) Depreciation	156,349		253,835	
c) Bad Debts	-		17,016,704	
d) Provision for Doubtful Debts	-		1,000,000	
e) Provision for fall in value of Short Term Investment	-		-	
f) Loss on Sale of Investment	-		-	
g) Interest paid	-	3,406,349	-	54,270,539
		<u>15,320,226</u>		<u>176,776,975</u>
<b>Less:/:</b>				
a) Dividend Income	3,032,556		6,001,840	
b) Interest received on others	17,339		133,312	
c) Interest received on Loan to Subsidiary	677,318		1,762,545	
d) Bill Discounting Income	-		-	
e) Profit on Redemption Of Mutual Fund Investment	4,368,253		1,191,576	
f) Provision for fall in value of Short Term Investment written back	-		-	
g) Excess Provision written back	900,000		50,000	
h) Profit on Redemption of NCD	-		-	
i) Profit On Sale Of Bonds	-		-	
j) Profit on sale of Investment	6,810,412		1,465,167	
k) Profit on Sale of Fixed Assets	-		179,999,432	
		<u>15,805,878</u>		<u>190,603,872</u>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE</b>		<b>(485,652)</b>		<b>(13,826,897)</b>
<b>Add:</b>				
a) (Increase) /Decrease in Trade Receivables	-		17,000,000	
b) (Increase)/Decrease in Inventories	(38,624,947)		(93,142,600)	
c) (Increase)/Decrease in Current Assets	2,362,016		73,631,797	
Less: Increase/(Decrease) in Trade & other Payables	34,426,764	(1,836,167)	(39,557,895)	(42,068,698)
		<u>(2,321,819)</u>		<u>(55,895,595)</u>
<b>Deduct:</b>				
Direct Taxes Paid/ Received	(36,000,000)		(1,650,000)	
		<u>(36,000,000)</u>		<u>(1,650,000)</u>
<b>NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES(A)</b>		<u><b>(38,321,819)</b></u>		<u><b>(57,545,595)</b></u>



Particulars	2016-2017		2015-2016	
	Rupees	Rupees	Rupees	Rupees
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
<b>INFLOW</b>				
a) Profit on Sale of Fixed Assets	-		179,999,432	
b) Dividend Income	3,032,556		6,001,840	
c) Interest received on others	17,339		133,312	
d) Interest received on Loan to Subsidiary	677,318		1,762,545	
e) Bill Discounting Income	-		-	
f) Profit on Sale of Investments Net	6,810,412		1,465,167	
g) Profit on Redemption of Mutual Funds Investment	4,368,253		1,191,576	
h) Profit on Reedemption of NCD	-		-	
i) Profit On Sale of Bonds	-		-	
j) Sale of Investments	47,323,631	62,229,509	-	190,553,872
<b>OUTFLOW :</b>				
a) Purchase of Fixed assets	-		-	
b) Purchase of Investments	(24,730,726)		(125,911,183)	
	(24,730,726)	(24,730,726)	(125,911,183)	(125,911,183)
Less: Fixed Assets Converted to stock in Trade	-	-	-	-
		37,498,783		64,642,689
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
a) Secured Loans	-		-	
b) Dividend Paid (Including Dividend Distri Tax)	-		(5,913,309)	
c) Interest Paid	-		-	
<b>NET CASH INFLOW/(OUTFLOW)IN FINANCING ACTIVITIES (C)</b>			-	(5,913,309)
<b>NET INCREASE/DECREASE IN CASH/CASH EQUIVALENTS (A+B+C)</b>		(823,036)		1,183,785
<b>CASH AND CASH EQUIVALENTS AS AT</b>				
31ST MARCH 2016	3,236,627		2,052,842	
31ST MARCH 2017	2,413,591		3,236,627	
<b>NET CASH INFLOW/(OUTFLOW)</b>		(823,036)		1,183,785

As per our report annexed herewith

**For Sorab S.Engineer & Co.**  
Chartered Accountants  
Firm Registration No 110417W

**C.A.M.P.ANTIA**  
Partner  
Membership No 7825

**DHIRAJ GUPTA**  
Company Secretary

**A. S. BENGALI**  
Chief Financial officer

**R. K.SHAH**  
DIN NO 07111006

**Chairman**

**ADITYA MANGALDAS**  
DIN NO 00032233

**Managing Director**

**S.G.VAIDYA**  
DIN NO 00220956

**MAMTA MANGALDAS**  
DIN NO 00021078

**GARGI MASHRUWALA**  
DIN NO 00032543

**Directors**

Place : Mumbai  
Dated: May 05, 2017

**FORM AOC-1**

(Pursuant to first proviso to sub section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries / associates companies/joint venture

**PART - A SUBSIDIARIES**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

S. No.	Particulars	Details
1	Name of the subsidiary	Victoria Land Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Nil
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Rupees
4	Share capital	1,00,000/-
5	Reserves & surplus	1,49,39,086/-
6	Total assets	2,30,99,482/-
7	Total Liabilities	2,30,99,482/-
8	Investments	Nil
9	Turnover	22,27,869/-
10	Loss before taxation	(3,67,568/-)
11	Provision for taxation(Tax Liability of Earlier year)	3,36,510
12	Loss after taxation	(7,04,078)
13	Proposed Dividend	Nil
14	% of shareholding	100%

**PART - B ASSOCIATES AND JOINT VENTURES**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures There are no Associate Companies and Joint Ventures.

For The Victoria Mills Limited

**R. K.SHAH**  
DIN NO 07111006

**Chairman**

**ADITYA MANGALDAS**  
DIN NO 00032233

**Managing Director**

**DHIRAJ GUPTA**  
Company Secretary

**S.G.VAIDYA**  
DIN NO 00220956

**A. S. BENGALI**  
Chief Financial officer

**MAMTA MANGALDAS**  
DIN NO 00021078

**Directors**

**GARGI MASHRUWALA**  
DIN NO 00032543

Place : Mumbai  
Dated: May 05, 2017



## BOARD'S REPORT 2016-17

### Dear Shareholders,

Your Directors present their 8<sup>th</sup> Annual Report on the working of the Company with audited Statement of Accounts for the year ended March 31, 2017 and the report of the auditors thereon.

#### 1. FINANCIAL RESULTS:

PARTICULARS	2016-2017 (Amount In Rs.)	2015-2016 (Amount In Rs.)
Profit/Loss for the year before providing for depreciation and taxation	1,67,157	1,22,57,278
Less: Depreciation	5,34,725	5,34,725
Tax expenses of Earlier Year	3,36,510	39,00,000
<b>To Profit &amp; Loss for the year</b>	<b>(704078)</b>	<b>78,22,553</b>
Add: To Balance of Profit/(Loss) carried forward from Previous Year	156,43,164	5,07,766
<b>Balance</b>	<b>149,39,086</b>	<b>83,30,319</b>
Add: Interest on Loan paid in F.Y. 14-15 transferred to WIP	-	73,12,845
<b>Balance to be carried forward to next year</b>	<b>1,49,39,086</b>	<b>1,56,43,164</b>

#### 2. OPERATIONAL REVIEW:

Profit before depreciation and taxation was Rs. 1,67,157/- against profit of Rs.1,22,57,278/- in the previous year. After providing for depreciation and taxation of Rs. 5,34,725/- and Rs.Nil/- respectively, the net loss of the Company for the year under review was placed at Rs. (7,04,078)/- against profit of Rs. 78,22,553/- in the previous year.

#### 3. SHARE CAPITAL:

The paid up Equity Share Capital of the company is Rs. 1.0 Lac. During the year under review, the Company has neither issued any shares with differential voting rights nor granted any Stock Option nor any Sweat Equity Shares.

#### 4. DIVIDEND:

As there no profit during the year, your Directors do not recommend payment of dividend for the financial year ended March 31, 2017.

#### 5. FINANCE:

Cash and cash equivalent as at March 31, 2017 was Rs. 5,43,760/- The company continues to focus on adjusting management of its working capital. Receivable, purchases and other working capital parameters were kept under strict check through continuous monitoring.

Further, in reference to Ministry of Corporate Affairs notification dated March 30, 2017 with respect to Specified Bank Notes details has been covered in Note 12(8) of the Financial Statements.

#### 6. DEPOSITS:

Your company has not accepted any deposits within the meaning of Section-73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

#### 7. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The company has been granted loan from its Holding Company i.e. The Victoria Mills Limited for an amount not exceeding Rs. 12 Crores from time to time and on such terms and conditions

including the terms of repayment as initially agreed from time to time. As on March 31, 2017 the Outstanding Loan is Rs. 80 Lakhs.

#### 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Dady K Contractor, (DIN:00145219) Independent Director of our Company has resigned with effect from February 10, 2017 due to age and health problems.

Ms. Gargi Mashruwala, (DIN:00032543) has been appointed as additional cum Independent Director of the Company w.e.f May 05, 2017 to hold office up to ensuing Annual General Meeting to be held September 27, 2017. The Board hereby recommend her appointment as Independent Director of the Company.

Mr. Aditya Mangaldas, Director of the Company is liable to retire by rotation and, being eligible, offers himself for re-appointment. Board recommends his re-appointment to the shareholders at the ensuing AGM.

#### 9. MEETINGS OF THE BOARD:

During the year under review, Four(4) Board Meetings were held and the gap between two consecutive Board Meetings were within the limits prescribed under the Companies Act, 2013.

During the financial year 2015 – 2016, the Company held Four (4) Board meetings as under:

- 1) May 24, 2016;
- 2) August 11, 2016;
- 3) November 14, 2016;
- 4) February 10, 2017;

The following table gives details of composition of the Board, number of Board meetings held and attendance of the Directors in the Board meetings:

Sr. No.	Name of the Director	Number of Board meetings held	Number of Board meetings attended
1.	Mr. Aditya Harshavadan Mangaldas (DIN:00032233)	4	4
2.	Mrs. Mamta Aditya Mangaldas (DIN:00021078)	4	4
3.	*Mr. Dady K Contractor (DIN:00145219)	4	4

\* Mr. Dady K Contractor has resigned w.e.f February 10, 2017

#### 10. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:-

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(3) (c), of the Companies Act, 2013:

- I. That in the preparation of the annual financial statement for the year ended March 31 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- II. That such accounting policies as mentioned in Note-2 of the Notes to the financial statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the

Company as at March 31, 2017 and of the profit of the Company for the year ended on that date.

- III. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- IV. That the annual financial statements have been prepared on a going concern basis;
- V. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## 11. STATUTORY AUDITORS AND AUDIT REPORTS:

At Annual General Meeting held on September 27, 2016, M/s. M. S. Parikh & Co., Chartered Accountants, Mumbai (Firm Registration Number – 107558W) was appointed the Statutory Auditors of the Company to hold office for a period of 5 years i.e. from the conclusion of Annual General Meeting held on September 27, 2016 until the conclusion of sixth Annual General Meeting to be held after September 27, 2016. The Board hereby recommend ratification of Appointment of M/s. M. S. Parikh & Co. as Statutory Auditor.

The observations made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

## 12. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure-A" to this report.

## 13. PARTICULARS OF EMPLOYEES:

The Company has not employed any individual whose remuneration fall within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 14. RELATED PARTY TRANSACTIONS:

The Related Party Transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business. There are no materially significant Related Party Transactions entered into by your Company with the Promoters, Directors or other designated persons which may have a potential conflict with the interest of the Company at large.

The details of Related Party Transactions entered by the Company are as under-

Sr. No.	Nature of Transaction	Holding Company
1.	Loans repaid during the year to The Victoria Mills Ltd	Nil
2.	Interest paid on loan to The Victoria Mills Ltd	677,318
3.	Outstanding balance payable as on 31.3.2017	80,00,000

Name of the related parties and relationship:

The Victoria Mills Ltd - **Holding Company**

## 15. HOLDING COMPANY:

The Company is wholly owned subsidiary company of The Victoria Mills Limited.

## 16. FOREIGN EXCHANGE EARNING AND OUT-GO:

During the year under review, foreign exchange earnings were and outgoings flow were as under-

	FOREIGN EXCHANGE EARNING AND OUT GO	Current Year 2016-2017	Previous Year 2015-2016
1	Earning in Foreign Exchange	Nil	Nil
2	Outgoing in Foreign Exchange(Travelling)	Nil	3,92,040

## 17. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

There was no technology absorption and conservation of energy during the year under review. Hence the information as required under section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is to be regarded as Nil.

The Company has not entered into any technology transfer agreement.

## 18. SIGNIFICANT AND MATERIAL ORDERS:

There were no significant and material orders passed by any Regulators or Courts or Tribunals during the year ended March 31, 2017 impacting the going concern status and company's operations in future.

## 19. ACKNOWLEDGEMENT:

Your Directors take their opportunity to express their appreciation of the excellent co-operation received from the Government and Company's Bankers. Your Directors also acknowledge the unstinted assistance and support received from The Victoria Mills Limited, the holding Company.

On behalf of the Board of Directors  
Victoria Land Pvt Ltd

Aditya Mangaldas  
Chairman  
(DIN: 00032233)

Place: Mumbai  
Date: May 05, 2017

**“Annexure-A” to Board’s Report  
Form No. MGT – 9**

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2017

[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	:	U45202MH2009PTC197073
ii	Registration Date	:	16/11/2009
iii	Name of the Company	:	Victoria Land Private Limited
iv	Category /Sub-Category of the Company	:	Company having share Capital
v	Address of the Registered office & contact details	:	<b>Registered Office Address:</b> Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai 400 013 <b>Contact Details:</b> +91 (22) 24971192 / 93
vi	Whether listed Company	:	No
vii	Details of Registrar and Transfer Agent	:	N/A

**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	NIL

**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	<b>The Victoria Mills Limited</b> Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai 400013	L17110MH1913PLC000357	Holding	100%	2 (87)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	0	1	1	0.01	0	1	1	0.01	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	0	999	999	99.99	0	999	999	99.99	0.00
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other .... i) Relatives	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>0</b>	<b>1000</b>	<b>1000</b>	<b>100.00</b>	<b>0</b>	<b>1000</b>	<b>1000</b>	<b>100.00</b>	<b>0.00</b>
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other .....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	0	1000	1000	100.00	0	1000	1000	100.00	0.00
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Banks/ Financial Institutions	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	-	-	-	-	-	-	-	-	-
c) Others... NRI Individual and NRI Repatriation	-	-	-	-	-	-	-	-	-
Sub-Total (B) (2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = (B)(1) + B(2)	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodians for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>GRAND TOTAL (A)+( B )+( C)</b>	<b>0</b>	<b>1000</b>	<b>1000</b>	<b>100.00</b>	<b>0</b>	<b>1000</b>	<b>1000</b>	<b>100.00</b>	<b>0.00</b>

(ii) Shareholding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	The Victoria Mills Limited	999	99.99	-	999	99.99	-	-
2	The Victoria Mills Limited & Aditya Mangaldas	1	0.01	-	1	0.01	-	-
	<b>Total</b>	<b>1000</b>	<b>100.00</b>	<b>-</b>	<b>1000</b>	<b>100.00</b>	<b>-</b>	<b>-</b>

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

Sr No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. Shares	% of total shares of the company
	<b>At the beginning of the year</b>	1000	100.00	1000	100.00
	<b>Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):</b>	No Change during the Year			
	<b>At the End of the year</b>	<b>1000</b>	<b>100.00</b>	<b>1000</b>	<b>100.00</b>

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs) (Not Applicable)

Sr No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>For Each of Top 10 Shareholders</b>				
	<b>At the beginning of the year</b>	-	-	-	-
	<b>Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/ sweat equity etc.):</b>	No Change during the Year			
	<b>At the End of the year</b>	-	-	-	-

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## (v) Shareholding of Directors and Key Managerial Personnel:

Sr No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Aditya Harshavadan Mangaldas				
	At the beginning of the year	1	0.01	1	0.01
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):	No Change during the Year			
	At the End of the year (or on the date of separation, if separated during the year )	1	0.01	1	0.01

Sr No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	Mrs. Mamta Aditya Mangaldas				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):	No Change during the Year			
	At the End of the year (or on the date of separation, if separated during the year )	0	0.00	0	0.00

Sr No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	*Mr. D. K. Contractor				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):	No Change during the Year			
	At the End of the year (or on the date of separation, if separated during the year )	0	0.00	0	0.00

\* Mr. Dady K Contractor has resigned w.e.f February 10, 2017

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of financial year</b>				
(i) Principal Amount	-	65,00,000	-	65,00,000
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>65,00,000</b>	-	<b>65,00,000</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	15,00,000	-	15,00,000
• Reduction	-	-	-	-
<b>Net Change</b>	-	<b>15,00,000</b>	-	<b>15,00,000</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	-	80,00,000	-	80,00,000
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>80,00,000</b>	-	<b>80,00,000</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and / or Manager (Not Applicable)

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

## B. Remuneration to other directors:

## 1. Independent Directors

Sl. No.	Particulars of Remuneration	Name of Directors	Total
		<b>D. K. Contractor</b>	
	• Fee for attending board/committee meetings	20,000	20,000
	• Commission	-	-
	• Others, please specify	-	-
	<b>Total (1)</b>	20,000	20,000

## 2. Non-Executive Directors

Sl. No.	Particulars of Remuneration	Name of Directors		Total
		Aditya Mangaldas	Mamta Mangaldas	
	• Fee for attending board/committee meetings	20,000	20,000	40,000
	• Commission	-	-	-
	• Others, please specify	-	-	-
	<b>Total (2)</b>	20,000	20,000	40,000
	<b>Total (B) = (1+2)</b>	60,000		60,000
	<b>Total Managerial Remuneration</b>	60,000		60,000
	<b>Overall Ceiling as per the Act</b>	-		-

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## C. Remuneration to key managerial personnel other than MD/Manager/WTD (Not Applicable)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1.	<b>Gross Salary</b>				
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-	-	-
	b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2.	<b>Stock Option</b>	-	-	-	-
3.	<b>Sweat Equity</b>	-	-	-	-
4.	<b>Commission - as % of profit</b>	-	-	-	-
5.	<b>Others, please specify</b>	-	-	-	-
	<b>Total (C)</b>	-	-	-	-

## 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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

On behalf of the Board of Directors  
Victoria Land Pvt Ltd

Aditya Mangaldas  
Chairman  
(DIN: 00032233)

Place: Mumbai  
Date: May 05, 2017



## INDEPENDENT AUDITORS' REPORT (TO THE MEMBERS OF VICTORIA LAND PRIVATE LIMITED)

### TO THE MEMBERS OF THE VICTORIA LAND PRIVATE LIMITED Report on the Financial Statements

We have audited the accompanying financial statements of The Victoria Land Private Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner

so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has no pending litigations.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. The Company has provided requisite disclosure in the financial statements as to holdings as well as dealings in specified Bank Notes during the period from 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016. Based on audit procedures and relying on the managements representation we report that the disclosure are in accordance with books of accounts maintained by the Company and as produced to us by the Management.- Refer Note 12(8).

For **M. S. PARIKH & CO.**  
Chartered Accountants  
Firm Registration No. 107558W

Place : Mumbai  
Date : May 05, 2017

**UMESH M. PARIKH**  
Partner  
Membership No. 34345

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

### Re : VICTORIA LAND PRIVATE LIMITED

Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date,

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Major part of the fixed assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. We are informed that no material discrepancies were noticed on such verification.
- (ii) There is no Inventory for the year.
- Due to reasons stated above there is no question of physical verification and discrepancies noticed on such verification.
- (iii) The Company had received a demand loan from its holding company at the rate of 9% on the outstanding balance. There were no terms of repayment. In respect of the said loan, the maximum balance outstanding at anytime during the year is Rs.80,00,000/- and the year end balance is Rs.80,00,000/-. The Company has paid the entire interest on the loan amounting to Rs.6,77,318/-.
- (iv) The Company has not advanced any other loan or given any guarantee or provided any security or made any investment covered under section 185 and 186 of the Act. Consequently, requirements of clause (iv) of paragraph 3 of the Order are not applicable.
- (v) The Company has not accepted any deposits from the public to which the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder and directions issued by R.B.I. would apply.
- (vi) The Company is not engaged in production, processing, manufacturing or mining activities. Therefore, the provisions of maintenance of cost records specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 mentioned in clause (vi) of paragraph 3 of the order are not applicable.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.
- (b) There are no income tax dispute and demand pending of the company.

- (viii) The Company has not taken any loan from banks, financial institutions, Government or debenture holder.
- (ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans. Consequently, provisions of clause (ix) of paragraph 3 of the order are not applicable.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) To the best of our knowledge and belief and according to the information and explanations given to us, managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company. Consequently, requirements of clause (xii) of paragraph 3 of the Order are not applicable.
- (xiii) To the best of our knowledge and belief and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, requirements of clause (xiv) of paragraph 3 of the Order are not applicable.
- (xv) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, the Company is not required to be registered under section 451A of the Reserve Bank of India Act, 1934.

For **M. S. PARIKH & CO.**  
Chartered Accountants  
Firm Registration No. 107558W

**UMESH M. PARIKH**  
Partner  
Membership No. 34345

Place: Mumbai  
Date: May 05, 2017

**ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF VICTORIA LAND PRIVATE LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **VICTORIA LAND PVT. LTD.** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For **M. S. PARIKH & CO.**  
Chartered Accountants  
Firm Registration No. 107558W

**UMESH M. PARIKH**  
Partner  
Membership No. 34345

Place: Mumbai  
Date: May 05, 2017

## BALANCE SHEET AS AT 31ST MARCH 2017

	Notes No	As at 2016-2017 Rupees	As at 2015-2016 Rupees
<b>I EQUITY AND LIABILITIES</b>			
1) <b>SHAREHOLDER'S FUNDS</b>			
a) Share Capital	1	100,000	100,000
b) Reserves & Surplus	2	14,939,086	15,643,164
2) <b>NON-CURRENT LIABILITIES</b>	3		
a) Long-Term Borrowings		-	-
b) Deferred Tax Liabilities (Net)		34,018	34,018
c) Other Long Term Liabilities		-	-
d) Long -Term Provision		-	-
		<u>34,018</u>	<u>34,018</u>
3) <b>CURRENT LIABILITIES</b>	4		
a) Short -Term Borrowings		8,000,000	6,500,000
b) Other Current Liabilities		26,378	21,678
c) Short Term Provisions		-	1,063,490
		<u>8,026,378</u>	<u>7,585,168</u>
<b>TOTAL</b>		<u>23,099,482</u>	<u>23,362,350</u>
<b>II ASSETS</b>			
1) <b>Non-Current assets</b>			
a) Fixed Assets	5		
1) Tangible Assets		22,530,722	23,065,447
b) Non -Current Investments	6	-	-
c) Long Term Loans & Advances	7	25,000	25,000
2) <b>CURRENT ASSETS</b>			
a) Inventories	8	-	-
b) Trade Receivable	8	-	-
c) Cash & Cash Equivalentents	8	543,760	271,903
d) Short-Term Loans And Advances	8	-	-
e) Other Current Assets	8	-	-
		<u>543,760</u>	<u>271,903</u>
<b>TOTAL</b>		<u>23,099,482</u>	<u>23,362,350</u>
<b>OTHER NOTES FORMING PART OF ACCOUNTS</b>	12		
In the opinion of the Board, the Current Assets, Loans and Advances are approximately of value stated, if realised in the ordinary course of business			

As per our report annexed herewith

**For M.S.Parikh & Co.**

Chartered Accountants

Firm Registration No 107558W

**U.M.PARIKH**

Partner

Membership No 34345

**ADITYA MANGALDAS**

Chairman

DIN NO 00032233

**MAMTA MANGALDAS**

Directors

DIN NO 00021078

**GARGI MASHRUWALA**

Directors

DIN NO 00032543

Place : Mumbai

Dated: May 05, 2017

## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH 2017

	Notes No	2016-2017 Rupees	2015-2016 Rupees
I) Revenue from Operations		-	100,000,000
II) Other Income	9	2,227,869	-
III) TOTAL REVENUE(I+II)		2,227,869	100,000,000
IV) EXPENSES			
Cost of Materials Consumed		-	84,210,281
Purchase of Stocks-in-Trade		-	-
Changes in Inventories of Finished Goods		-	-
Work -in-Progress and Stock-in-Trade		-	-
Employee Benefits Expenses	10	-	341,390
Depreciation and Amortization Expenses		534,725	534,725
Other Expenses	11	2,060,712	3,191,051
TOTAL EXPENSES		2,595,437	88,277,447
V) Profit Before Exceptional And Extraordinary items and Tax (III-IV)		(367,568)	11,722,553
VI) Exceptional Items		-	-
VII) Profit Before Tax and extraordinary items and tax (V-VI)		(367,568)	11,722,553
VIII) Extraordinary Items		-	-
IX) Profit before tax(VII-VIII)		(367,568)	11,722,553
X) Tax Expenses			
(1) Current Tax		-	3,900,000
(2) Deferred Tax		-	-
(3) Tax Liability of Earlier Year		336,510	-
XI) Profit (Loss) for the period from continuing operations (VII-VIII-X)		(704,078)	7,822,553
XII) Profit (Loss) from discontinuing operations		-	-
XIII) Tax expense of discontinuing operations		-	-
XIV) Profit/(Loss) from Discontinuing operation (after tax) (XII-XIII)		-	-
XV) Profit (Loss) for the period (XI+XIV)		(704,078)	7,822,553
XVI) Earnings per equity share:			
(1) Basic		(704.07)	7,822.55
(2) Diluted		(704.07)	7,822.55

## NOTES FORMING PART OF ACCOUNTS

12

As per our report annexed herewith

For M.S.Parikh &amp; Co.

Chartered Accountants

Firm Registration No 107558W

U.M.PARIKH

Partner

Membership No 34345

Place : Mumbai

Dated: May 05, 2017

ADITYA MANGALDAS

Chairman

DIN NO 00032233

MAMTA MANGALDAS

Directors

DIN NO 00021078

GARGI MASHRUWALA

Directors

DIN NO 00032543

## NOTES ANNEXED TO & FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2017

		2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-1 SHARE CAPITAL</b>			
<b>AUTHORISED CAPITAL</b>			
1,000 Equity Shares of Rs.100/- each		100,000	100,000
		<u>100,000</u>	<u>100,000</u>
<b>a) ISSUED &amp; SUBSCRIBED CAPITAL</b>			
1,000 Equity Shares of Rs.100/- each fully paid up		100,000	100,000
		<u>100,000</u>	<u>100,000</u>
<b>b) Details of Shareholders holding more than 5% Share in the Company</b>			
	<b>31.3.2017</b>		<b>31.3.2016</b>
<b>Name of the Shareholder</b>	<b>No of Shares</b>	<b>%</b>	<b>No of Shares</b>
			<b>%</b>
The Victoria Mills Ltd	1000	100	1000 100
<b>NOTE-2 RESERVES AND SURPLUS</b>			
<b>A : General Reserve</b>			
Transfer from Profit & Loss A/c		-	-
<b>TOTAL</b>		<u>-</u>	<u>-</u>
<b>B : Profit &amp; Loss A/c(As per Last Balance Sheet</b>		<b>15,643,164</b>	507,766
<b>Add: Profit /(Loss) for the year</b>		<u><b>(704,078)</b></u>	<u>7,822,553</u>
		<b>14,939,086</b>	8,330,319
<b>Add: Interest On Loan paid in F.Y.</b>			
<b>14-15 transferred to WIP</b>		-	7,312,845
<b>Less:Transfer To General Reserve</b>		-	-
<b>Less:Proposed Dividend</b>		-	-
<b>Less:Tax On Dividend</b>		-	-
		<u>-</u>	<u>7,312,845</u>
		<b>14,939,086</b>	15,643,164
<b>TOTAL</b>		<u><b>14,939,086</b></u>	<u>15,643,164</u>
<b>NOTE-3 NON-CURRENT LIABILITIES</b>			
a) Deferred Tax Liabilities (Net)		34,018	34,018
b) Other Long Term Liabilities (Deposits etc)		-	-
c) Long -Term Provisions			
Provision for Retirement Benefits		-	-
		<u>34,018</u>	<u>34,018</u>

	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-4 CURRENT LIABILITIES</b>		
a) Short -Term Deposit	8,000,000	6,500,000
b) Other current Liabilities (Provision For Expenses)	26,378	21,678
	<u>8,026,378</u>	<u>6,521,678</u>
c) Short Term Provisions		
Proposed Dividend	-	-
Tax On Dividend	-	-
Provision for Income Tax (net of Adv Tax /TDS)	-	1,063,490
	<u>-</u>	<u>1,063,490</u>
	<u>8,026,378</u>	<u>7,585,168</u>

**NOTE-5 A) FIXED ASSETS**

**1) TANGIBLE ASSETS**

Sr. No.	Description	Gross Block on 1.4.2016	Addition	Deductions	Gross Block on 31.3.2016	Total Depr. upto 1.4.2016	Curr. Year Depr.	Depr Wr Back	Total Depr. upto 31.3.2017	Net Block on 31.3.2017	Net Block on 31.3.2016
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1	Land	20,144,600	0	0	20,144,600	0	0	0	0	20,144,600	20,144,600
2	Computer	125,027	0	0	125,027	125,026	0	0	1,250,26	1	1
3	Vehicles (yatch)	2,127,575	0	0	2,127,575	1,114,273	113,365	0	1,227,638	899,937	1,013,302
4	Vehicles (Motor Car)	4,442,044	0	0	4,442,044	2,534,500	421,360	0	2,955,860	1,486,184	1,907,544
	<b>Total</b>	<b>26,839,246</b>	<b>0</b>	<b>0</b>	<b>26,839,246</b>	<b>3,773,799</b>	<b>534,725</b>	<b>0</b>	<b>4,308,524</b>	<b>22,530,722</b>	<b>23,065,447</b>
	Previous Year	26,839,246	0	0	26,839,246	3,239,074	534,725	0	3,773,799	23,065,447	

**NOTE-6 NON -CURRENT INVESTMENTS (AT COST)**

	2016-2017 Rupees	2015-2016 Rupees
<b>1 INVESTMENT IN MUTUAL FUNDS (UNQUOTED)</b>		
HDFC Cash Management Fund	-	-
<b>TOTAL RUPEES</b>	<u>-</u>	<u>-</u>
	<b>At Cost</b>	<b>At Market Rate</b>
	<b>2016-2017</b>	<b>2015-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
Aggregate amount of unquoted investments	-	-

**NOTE-7 LONG TERM LOANS & ADVANCES**

(Unsecured , Considered Good)

Security Deposits (Petrol, Telephone Etc)

Advance Income Tax Net Of Provision

2016-2017 Rupees	2015-2016 Rupees
25,000	25,000
-	-
<u>25,000</u>	<u>25,000</u>

	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-8 CURRENT ASSETS</b>		
<b>a) INVENTORIES</b>		
(As per list certified and valued by the Company)		
Property held as stock-in-trade (At Cost)	-	-
Work In Progress	-	-
	<u>-</u>	<u>-</u>
<b>b) TRADE RECEIVABLE</b>		
Unsecured Considered Goods (Within six month)	-	-
<b>c) CASH AND CASH EQUIVALENTS</b>		
Cash on hand	255	655
With scheduled Bank in :		
Current Account	543,505	271,248
	<u>543,505</u>	<u>271,248</u>
	<u>543,760</u>	<u>271,903</u>
<b>d) SHORT-TERM LOANS AND ADVANCES</b>		
Staff Loan	-	-
	<u>-</u>	<u>-</u>
<b>e) OTHER CURRENT ASSETS</b>		
Amount receivable	-	-
	<u>-</u>	<u>-</u>

## NOTES FORMING PART OF THE PROFIT & LOSS ACCOUNT AS ON 31ST MARCH 2017

	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-9 OTHER INCOME</b>		
Dividend	-	-
Interest	34,515	-
Excess Provision Written Back	2,167,005	-
Miscellaneous Income	26,349	-
Profit on Redemption of Mutual Funds Units	-	-
	<u>2,227,869</u>	<u>-</u>
<b>NOTE-10 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries	-	341,390
	<u>-</u>	<u>341,390</u>
<b>NOTE-11 OTHER EXPENSES</b>		
Auditor's Remuneration		
i) Audit Fees	8,625	4,025
ii) In Other Capacity (Tax Audit)	41,938	-
Brokerage	-	1,000,000
Car Expenses	92,091	78,851
Director Fees	60,000	60,000
Insurance	61,838	43,454
Interest Paid On Loan	677,318	375,879
Miscellaneous Expenses	250,942	68,428
Legal & Professional Charges	49,838	239,481
Telephone Expenses	26,872	26,846
Travelling Expenses	0	1,294,087
Yatch Expenses	791,250	-
	<u>2,060,712</u>	<u>3,191,051</u>



**NOTE –12 NOTES FORMING PART OF ACCOUNTS****Major Accounting Policies:-****1) Recognition of income expenditure:**

The company is in the business of real estate development. Real estate income is recognized as revenue on the completion of sale of property. Other income and cost/expenditure are generally accounted on accrual as they are earned or incurred.

**2) Basic of Accounting:**

The Company maintains its Accounts on account on accrual basis following historical cost convention in compliance with Accounting Standard specified to be mandatory by the institute of Chartered Accountant of India and the relevant provisions of the Companies Act, 2013.

**3) Fixed Assets:**

Fixed Assets are stated at original cost less depreciation.

**4) Depreciation as per Companies Act, 2013 :**

Depreciation is provided as per Schedule II of Companies Act, 2013. i.e. Systematic Allocation of assets' value over its useful life (SLM).

**5) Investments:**

Investments are stated at cost.

**6) Expenditure in Foreign Currency on Travel**

2016 -17	2015-16
Rs.	Rs.
-	3,92,040

**7) Related Party Disclosure :**

Sr.No.	Nature of Transaction	Holding Company
1.	Loans repaid during the year	Nil
2.	Interest paid on loan to Holding Company	677,318
3.	Outstanding balance payable as on 31.3.2017	80,00,000
	Previous Year	65,00,000

Name of the related parties and relationship :

**Holding Company: The Victoria Mills Ltd.**

**8) As per Ministry of Corporate Affairs Notification dated 30.3.2017, details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 are given below:**

	SBNs	Other denomination notes	Total
Closing cash in hand as on 8.11.2016	-	655	655
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	655	655

As per our report annexed herewith

**For M.S.Parikh & Co.**

Chartered Accountants

Firm Registration No 107558W

**U.M.PARIKH**

Partner

Membership No 34345

**ADITYA MANGALDAS**

Chairman

DIN NO 00032233

**MAMTA MANGALDAS**

Directors

DIN NO 00021078

**GARGI MASHRUWALA**

Directors

DIN NO 00032543

Place : Mumbai

Dated: May 05, 2017

**CONSOLIDATED FINANCIAL STATEMENTS  
OF  
THE VICTORIA MILLS LIMITED**



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF THE VICTORIA MILLS LIMITED

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **THE VICTORIA MILLS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group" or "the Company"), comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the company included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and

the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of his report referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### Other Matters

(a) We did not audit the financial statements / financial information of its subsidiary Victoria Land Pvt. Ltd, whose financial statements / financial information reflect total assets of Rs. 2,30,99,482/- as at 31st March, 2017, total revenues of Rs. 22,27,869/- and net cash inflow amounting to Rs. 2,71,857/- for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 7,04,078/- for the year ended 31st March, 2017, as considered in the consolidated financial statements, in respect of its subsidiary, whose financial statements / financial information has not been audited by us. These financial statements / financial information have been audited by another auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor and the financial statements / financial information certified by the Management.

#### Report on Other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
  - The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained

for the purpose of preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company, incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 18(9) to the consolidated financial statements.

- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company, incorporated in India.
- iv. The Company has provided requisite disclosure in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016. Based on audit procedures and relying on the managements representation we report that the disclosure are in accordance with books of accounts maintained by the Company and as produced to us by the Management – Refer Note 18 (11).

For **Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration Number 110417W

**CA. M.P. ANTIA**  
Partner  
Membership No. 7825

Place : Mumbai  
Date : May 05, 2017



## ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF THE VICTORIA MILLS LIMITED

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of The Victoria Mills Limited ("the Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding

the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Other Matters

We did not audit the financial statements / financial information of its subsidiary Victoria Land Pvt Ltd. These financial statements / financial information have been audited by another auditor whose report has been furnished to us by the Management and our opinion on the internal financial controls of the subsidiary, is based solely on the report of the other auditor.

Our opinion on the internal financial controls is not modified in respect of the above matter with respect to our reliance on the report of the other auditor.

### Opinion

In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For **Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration Number 110417W

**CA. M.P. ANTIA**  
Partner

Place : Mumbai  
Date : May 05, 2017

Membership No. 7825

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017

	Notes No	As at 2016-2017 Rupees	As at 2015-2016 Rupees
<b>I EQUITY AND LIABILITIES</b>			
<b>1) SHAREHOLDER'S FUNDS</b>			
a) Share Capital	1	9,856,000	9,856,000
b) Reserves & Surplus	2	332,838,762	321,628,963
<b>2) NON-CURRENT LIABILITIES</b>			
a) Deferred Tax Liabilities (Net)	3	109,018	109,018
b) Other Long Term Liabilities		2,018,768	2,018,768
c) Long-Term Provisions		5,490,325	4,682,485
		<u>7,618,111</u>	<u>6,810,271</u>
<b>3) CURRENT LIABILITIES</b>			
a) Other Current Liabilities	4	11,836,532	12,413,641
b) Short Term Provisions	5	2,374,956	1,824,223
		<u>14,211,488</u>	<u>14,237,864</u>
<b>TOTAL</b>		<u><u>364,524,361</u></u>	<u><u>352,533,098</u></u>
<b>II ASSETS</b>			
<b>1) Non-Current assets</b>			
a) Fixed Assets	6		
1) Tangible Assets		25,073,607	25,764,681
b) Non -Current Investments	7	105,595,796	143,974,097
c) Long Term Loans & Advances	8	3,361,485	4,242,935
<b>2) CURRENT ASSETS</b>			
a) Current Investments	9	53,191,782	37,406,386
b) Inventories	10	173,396,577	134,771,630
c) Trade Receivable	11	-	-
d) Cash & Bank Balance	12	2,957,351	3,508,530
e) Short-Term Loans And Advances	13	655,935	1,124,839
f) Other Current Assets	14	291,828	1,740,000
		<u>230,493,473</u>	<u>178,551,385</u>
<b>TOTAL</b>		<u><u>364,524,361</u></u>	<u><u>352,533,098</u></u>
<b>OTHER NOTES FORMING PART OF ACCOUNTS</b>	18		

In the opinion of the Board, the Current Assets, Loans and Advances are approximately of value stated, if realised in the ordinary course of business

As per our report annexed herewith

**For Sorab S.Engineer & Co.**  
Chartered Accountants  
Firm Registration No 110417W

**C.A.M.P.ANTIA**  
Partner  
Membership No 7825

**DHIRAJ GUPTA**  
Company Secretary

**A. S. BENGALI**  
Chief Financial officer

**R. K.SHAH**  
DIN NO 07111006

Chairman

**ADITYA MANGALDAS**  
DIN NO 00032233

Managing Director

**S.G.VAIDYA**  
DIN NO 00220956

**MAMTA MANGALDAS**  
DIN NO 00021078

Directors

**GARGI MASHRUWALA**  
DIN NO 00032543

Place : Mumbai  
Dated: May 05, 2017



## CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2017

	Notes No	2016-2017 Rupees	2015-2016 Rupees
I) Revenue from Operations		52,500,000	100,000,000
II) Other Income	15	17,378,529	188,898,725
III) TOTAL REVENUE (I+II)		69,878,529	288,898,725
<b>IV) EXPENSES</b>			
Cost of Materials Consumed		39,273,877	75,510,770
Purchase of Stocks-in-Trade		38,624,948	93,142,600
Changes in Inventories of Finished Goods			
Work -in-Progress and Stock-in-Trade		(38,624,948)	(93,142,600)
Employee's Benefits Expenses	16	8,588,120	7,820,243
Depreciation and Amortization Expenses		691,074	788,560
Other Expenses	17	7,654,861	27,237,318
<b>TOTAL EXPENSES</b>		56,207,932	111,356,891
V) Profit Before Exceptional And Extraordinary items and Tax (III-IV)		13,670,597	177,541,834
VI) Exceptional Items			
Provision for fall in value of Short Term Investment		-	-
VII) Profit Before Tax and extraordinary items and tax (V-VI)		13,670,597	177,541,834
VIII) Extraordinary Items (Income)		1,125,712	-
IX) Profit before tax (VII-VIII)		14,796,309	177,541,834
X) Tax Expenses			
(1) Current Tax		3,250,000	39,900,000
(2) Deferred Tax		-	-
(3) Tax Liability of Earlier Year		336,510	-
XI) Profit (Loss) for the period from continuing operations (VII-VIII-X)		11,209,799	137,641,834
XII) Profit (Loss) from discontinuing operations		-	-
XIII) Tax expense of discontinuing operations		-	-
XIV) Profit/(Loss) from Discontinuing operation (after tax) (XII-XIII)		-	-
XV) Profit (Loss) for the period (XI+XIV)		11,209,799	137,641,834
XVI) Earnings per equity share:			
(1) Basic		113.73	1,396.52
(2) Diluted		113.73	1,396.52
<b>NOTES FORMING PART OF ACCOUNTS</b>	18		

As per our report annexed herewith

For Sorab S.Engineer & Co.  
Chartered Accountants  
Firm Registration No 110417W

C.A.M.P.ANTIA  
Partner  
Membership No 7825

DHIRAJ GUPTA  
Company Secretary

A. S. BENGALI  
Chief Financial officer

R. K.SHAH  
DIN NO 07111006

Chairman

ADITYA MANGALDAS  
DIN NO 00032233

Managing Director

S.G.VAIDYA  
DIN NO 00220956

MAMTA MANGALDAS  
DIN NO 00021078

Directors

GARGI MASHRUWALA  
DIN NO 00032543

Place : Mumbai  
Dated: May 05, 2017

**CONSOLIDATED NOTES ANNEXED TO & FORMING PART OF THE  
BALANCE SHEET AS AT 31ST MARCH 2017**

	2016-2017 Rupees	2015-2016 Rupees		
<b>NOTE-1 SHARE CAPITAL</b>				
<b>AUTHORISED CAPITAL</b>				
2,00,000 Equity Shares of Rs.100/- each	20,000,000	20,000,000		
	<u>20,000,000</u>	<u>20,000,000</u>		
<b>a) ISSUED &amp; SUBSCRIBED CAPITAL</b>				
98,560 Equity Shares of Rs.100/- each fully paid up	9,856,000	9,856,000		
	<u>9,856,000</u>	<u>9,856,000</u>		
<b>b) Details of Shareholders holding more than 5% Share in the Company</b>				
	31.3.2017	31.3.2016		
<b>Name of the Shareholder</b>	<b>No of Shares</b>	<b>%</b>	<b>No of Shares</b>	<b>%</b>
Shri Aditya Mangaldas	43317	43.96	43317	43.96
Bromelia Trading LLP	6100	6.19	6100	6.19
(Formerly Known as Bromelia Trading Pvt. Ltd.)				
<b>NOTE- 2 RESERVES AND SURPLUS</b>				
<b>A : General Reserve</b>	41,535,000	29,285,000		
<b>Transfer from Profit &amp; Loss A/c</b>	1,200,000	12,250,000		
<b>TOTAL</b>	<u>42,735,000</u>	41,535,000		
<b>B : Profit &amp; Loss A/c (As per Last Balance Sheet)</b>	280,093,963	160,633,354		
<b>Add: Profit for the year</b>	11,209,799	137,641,834		
	<u>291,303,762</u>	298,275,188		
Less: Transfer To General Reserve	1,200,000	12,250,000		
Less: Proposed Dividend	-	-		
Less: Tax On Dividend	-	-		
Less: Interim Dividend	-	4,928,000		
Less: Tax On Interim Dividend	-	1,003,225		
	<u>1,200,000</u>	18,181,225		
	<u>290,103,762</u>	280,093,963		
<b>TOTAL</b>	<u>332,838,762</u>	<u>321,628,963</u>		
<b>NOTE-3 NON-CURRENT LIABILITIES</b>				
a) Deferred Tax Liabilities (Net)	109,018	109,018		
b) Other Long Term Liabilities (Deposits etc)	2,018,768	2,018,768		
c) Long -Term Provisions				
Provision for Retirement Benefits				
Gratuity	3,272,516	2,750,410		
Leave Encashment	2,217,809	1,932,075		
	<u>5,490,325</u>	4,682,485		
	<u>7,618,111</u>	<u>6,810,271</u>		





	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-4 OTHER CURRENT LIABILITIES</b>		
a) Short -Term Deposit	9,084,929	9,084,929
b) Provision For Expenses	1,415,803	1,392,512
c) Unpaid Dividend	1,335,800	1,936,200
	<u>11,836,532</u>	<u>12,413,641</u>

<b>NOTE-5 SHORT TERM PROVISIONS</b>		
a) Provision for Retirement Benefits		
b) Gratuity	1,538,148	1,203,502
Leave Encashment	836,808	620,721
	<u>2,374,956</u>	<u>1,824,223</u>

**NOTE -6 A) FIXED ASSETS**

**1) TANGIBLE ASSETS**

(Amt in Rs)

Sr. No.	Description	Gross Block on 1.4.2016 Rs.	Addition Rs.	Deductions Rs.	Gross Block on 31.3.2017 Rs.	Total Depr. upto 1.4.2016 Rs.	Curr. Year Depr. Rs.	Depr Wr Back Rs.	Total Depr. upto 31.3.2017 Rs.	Net Block on 31.3.2017 Rs.	Net Block on 31.3.2016 Rs.
1	Land	20,144,718	0	0	20,144,718	0	0	0	0	20,144,718	20,144,718
2	Building	3,910,831	0	0	3,910,831	1,465,436	45,915	0	1,511,351	2,399,480	2,445,395
3	Plant & Machinery (Computers)	1,044,142	0	0	1,044,142	1,044,140	0	0	1,044,140	2	2
4	Electric Installation	1,806,898	0	0	1,806,898	1,806,897	0	0	1,806,897	1	1
5	Furniture & Fixture	975,370	0	0	975,370	975,369	0	0	975,369	1	1
6	Vehicles	7,307,636	0	0	7,307,636	5,146,374	531,794	0	5,678,168	1,629,468	2,161,262
7	Vehicle (yacht)	2,127,575	0	0	2,127,575	1,114,273	113,365	0	1,227,638	899,937	1,013,302
	<b>Total</b>	<b>37,317,170</b>	<b>0</b>	<b>0</b>	<b>37,317,170</b>	<b>11,552,489</b>	<b>691,074</b>	<b>0</b>	<b>12,243,563</b>	<b>25,073,607</b>	<b>25,764,681</b>
	Previous Year	37,825,217	0	508,047	37,317,170	11,205,998	788,560	445,069	11,552,489	25,764,681	

	Units	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-7 NON -CURRENT INVESTMENTS (AT COST)</b>			
<b>1 INVESTMENT IN MUTUAL FUNDS (UNQUOTED)</b>			
Liquid Bees	3.8010	3,801	58,471
Birla Sun Life Cash Manager	3,114.2850	1,091,995	8,415,626
Birla Sun Life Short Term Opportunity Fund	79411.8980	1,400,000	1,400,000
Canara Robeco Floating Rate Fund	80379.3910	1,400,000	1,400,000
DSP Blackrock India Enhanced Equity Fund	200,000.0000	20,000,000	-
HDFC Cash Management Fund	60,346.4790	64,000,000	75,000,000
HDFC Short Term Opportunities Fund	116,155.5820	1,400,000	1,400,000
ICICI Prudential Equity Arbitrage Fund	-	-	20,000,000
ICICI Prudential Income Opportunities Fund	181880.7130	2,750,000	2,750,000
IDFC Arbitrage Fund	-	-	20,000,000
J. M. Arbitrage Advance Fund (Bonus)	-	-	-
Kotak Bond Regular Plan	86065.7920	2,750,000	2,750,000
SBI Dynamic Bond Fund	200,527.9350	2,750,000	2,750,000
SBI Savings Fund	80,623.7980	1,400,000	1,400,000
Sundaram Banking & PSU Debt Fund	155,848.8860	2,750,000	2,750,000
UTI Short Term Fund	72893.8870	1,400,000	1,400,000
		<b>103,095,796</b>	<b>141,474,097</b>
<b>2 INVESTMENT IN DEBENTURE &amp; BONDS (UNQUOTED)</b>			
Peninsula Land Ltd 2015	-	-	-
Zero Coupon Trent Ltd	2.0000	2,500,000	2,500,000
		<b>2,500,000</b>	<b>2,500,000</b>
<b>Less : Provision for fall in Value</b>		-	-
<b>TOTAL RUPEES</b>		<b>105,595,796</b>	<b>143,974,097</b>
	<b>At Cost</b>	<b>At Market Rate</b>	
	<b>2016-2017</b>	2015-2016	2016-2017
	<b>Rupees</b>	Rupees	2015-2016
Aggregate amount of unquoted investments	<b>105,595,796</b>	143,974,097	-
			<b>2016-2017</b>
			<b>Rupees</b>
			2015-2016
			Rupees
<b>NOTE-8 LONG TERM LOANS &amp; ADVANCES</b>			
(Unsecured ,Considered Good)			
a) Security Deposits (Petrol, Telephone Etc)		56,000	56,000
b) Other Deposit		-	1,397,811
c) Advance Income Tax Net Of Provision of (Rs 50,150,000/- Current Year Rs 47,963,490/- Previous Year)		3,305,485	2,789,124
		<b>3,361,485</b>	<b>4,242,935</b>



	QUANTITY	COST	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-9 CURRENT INVESTMENTS (AT COST)</b>				
<b>INVESTMENT IN SHARES QUOTED</b>				
<b>NAME OF THE SECURITY</b>				
Aditya Birla Fashion & Retail Ltd.	1790	5,108		6,677
Aditya Birla Nuva Ltd	-	-		760,802
Ador Fontech Ltd	2185	181,752		181,752
Bajaj Corp Ltd	2953	843,916		843,916
Bajaj Finance Ltd	-	-		860,133
Bayer Cropscience Ltd	351	691,890		691,890
Centum Electronic Ltd	2264	1,083,373		1,083,373
Coromandel International Ltd	1721	411,624		-
Divis Laboratories Ltd	3109	1,803,565		955,802
Gatway Distrparks Ltd	-	-		520,154
Globus Spirits Ltd	19840	1,243,092		-
Goldman Sachs Mutual Fund	104616	2,580,877		2,580,877
Gujarat Pipavav Port Ltd	10019	514,676		514,676
HDFC Bank Ltd	3651	3,448,235		3,448,235
Hero Motocorp Ltd	368	666,749		512,449
ICICI Bank Ltd	13070	3,424,208		2,444,398
IDFC Bank Ltd	11538	741,142		197,636
IDFC Ltd	-	-		303,723
Infosys Technologies Ltd	1526	953,781		953,781
Intellect Design Arena Ltd	3000	438,726		438,726
Jubilant Foodworks Ltd	1892	1,869,414		-
Karur Vysya Bank	-	-		136,923
L & T Finance Holding Ltd	27274	2,068,834		-
Lakshmi Machine Works Ltd	-	-		515,146
LIC Housing Finance Ltd	3011	1,104,566		1,104,566
MCX Of India Ltd	2838	2,279,433		2,279,433
Mahindra & Mahindra Ltd	1772	1,802,931		711,118
Mahindra Holidays & Resort India Ltd	5223	1,976,842		508,687
NMDC Ltd	12850	1,299,801		1,299,801
National Aluminium Company Ltd	37734	1,308,455		1,308,455
Nestle India Ltd	287	1,501,350		1,501,350
Nesco Ltd	1372	2,322,460		-
Oracle Finance Services Software Ltd	38	115,977		-
Pfizer Ltd	-	-		431,244
Power Grid Corporation Of India Ltd	18368	2,845,023		1,599,816
Praj Industries Ltd	-	-		455,710
PTC India Ltd	19560	1,803,318		1,803,318
Sanofi India Ltd	122	499,150		-
Sundaram Fasteners Ltd	14544	809,779		809,779
T. D. Power System Ltd	4586	1,604,256		1,604,256
Take Solutions Ltd	4155	629,086		-
Tata Motors Ltd	4090	1,451,363		1,451,363
Tech Mahindra Ltd	1685	389,627		389,627
The Great Eastern Shipping Co Ltd	1347	502,835		-
United Spirits Ltd	1029	2,433,065		806,304
VRL Logistics Ltd	7628	2,191,101		-
Wipro Ltd	2379	1,350,402		13,90,490
			<b>53,191,782</b>	<b>37,406,386</b>
<b>Less : Provision for fall in Value</b>			<b>-</b>	<b>-</b>
			<b>53,191,782</b>	<b>37,406,386</b>
	<b>At Cost</b>		<b>At Market Rate</b>	
	<b>2016-2017</b>	<b>2015-2016</b>	<b>2016-2017</b>	<b>2015-2016</b>
	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>
Aggregate amount of quoted investment (shares)	<b>53,191,782</b>	<b>37,406,386</b>	<b>73,040,645</b>	<b>48,960,680</b>

	Rupees	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-10 INVENTORIES</b>			
(As per list certified and valued by the Company)			
Property held as stock-in-trade (At Cost)		43,211,600	58,485,600
Work In Progress		130,184,977	76,286,030
		<u>173,396,577</u>	<u>134,771,630</u>
<b>NOTE-11 TRADE RECEIVABLE</b>			
<b>Exceeding six months:</b>			
Considered Good	-	-	-
Considered Doubtful	13,651,328	14,451,328	14,451,328
	<u>13,651,328</u>	14,451,328	14,451,328
Less: Provision for doubtful debts	13,651,328	14,451,328	14,451,328
	-	-	-
Other (considered Good)	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
<b>NOTE-12 CASH AND CASH EQUIVALENTS</b>			
Cash on hand		2935	8508
With scheduled Bank in :			
Current Account	1,618,616		1,563,822
Unclaimed Dividend A/c	1,335,800		1,936,200
		<u>2,954,416</u>	3,500,022
		<u>2,957,351</u>	<u>3,508,530</u>
<b>NOTE-13 SHORT-TERM LOANS AND ADVANCES</b>			
Loans & Advances :			
(Considered Good & Unsecured)			
Inter Corporate Deposit	-	-	-
Prepaid Expenses	387,435		349,839
Staff Loan	268,500		775,000
		<u>655,935</u>	<u>1,124,839</u>
<b>NOTE-14 OTHER CURRENT ASSETS</b>			
Amount Receivable	-	-	-
Dividend Receivable	-	-	-
Interest Accrued	-	-	-
Accrued Leave & License Income	291,828		1,740,000
		<u>291,828</u>	<u>1,740,000</u>
Advances Considered Doubtful	900,000		1,000,000
Less: Provision	900,000		1,000,000
		<u>-</u>	<u>-</u>



**NOTES FORMING PART OF THE PROFIT & LOSS ACCOUNT AS ON 31ST MARCH 2017**

	2016-2017 Rupees	2015-2016 Rupees
<b>NOTE-15 OTHER INCOME</b>		
Dividend	3,032,556	6,001,840
<b>Interest</b>		
On Others (TAX DEDUCTED Rs 2041/-Previous year Rs 11304/-)	51,854	133,312
Miscellaneous Income	31,349	36,500
Royalty Received	17,100	20,898
Income on Bill Discounting	-	-
Profit On Sale of Fixed Assets	-	179,999,432
Profit on Sales of Investment	6,810,412	1,465,167
Profit On Sale of Bonds	-	-
Profit on Redemption of Mutual Funds Units	4,368,253	1,191,576
Excess Provisions Written Back	3,067,005	50,000
<b>TOTAL RUPEES</b>	<b>17,378,529</b>	<b>188,898,725</b>
<b>NOTE-16 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, & Bonus	3,415,618	3,371,800
Contribution to Superannuation scheme	121,771	109,934
Managing Director's Remuneration	3,817,158	3,442,667
Other Retirement Benefits	1,233,573	895,842
	<b>8,588,120</b>	<b>7,820,243</b>
<b>NOTE-17 OTHER EXPENSES</b>		
Motor car Expenses	638,477	643,703
Stationery & Printing	100,940	130,298
Travelling Expenses	454,677	2,053,643
Telephone Expenses	205,336	216,694
Legal & Professional	2,506,757	2,194,610
Insurance	89,034	87,168
Auditor's Remuneration		
i) Audit Fees	158,625	154,025
ii) In other capacity (Tax Audit, Certification etc.)	541,538	514,900
iii) Out of Pocket expenses	26,175	23,575
Electricity	241,615	254,928
Directors' Fees	325,000	380,000
Building Maintenance Expenses	44,568	76,752
Membership & Subscription	275,835	265,767
Miscellaneous Expenses	1,233,792	1,073,146
Brokerage	-	1,000,000
Rates & Taxes	21,242	85,995
Provision for Doubtful Debts	-	1,000,000
Bad Debts	-	17,016,704
Loss on Sale of Investment	-	65,410
Yatch Expenses	791,250	-
	<b>7,654,861</b>	<b>27,237,318</b>

**NOTE –18 NOTES FORMING PART OF ACCOUNTS****1. Major Accounting Policies:-****a) Recognition of income expenditure**

The company and its subsidiary are in the business of real estate development. Real estate income is recognized as revenue on the completion of sale of property. Other income and cost/expenditure are generally accounted on accrual as they are earned or incurred.

**b) Depreciation as per Companies Act, 2013**

Depreciation is provided as per Schedule II of Companies Act, 2013. i.e. Systematic Allocation of assets' value over its useful life (SLM).

**c) Valuation of Inventories:**

Property held as stock in trade is valued at cost or market whichever is lower. Work-in-progress is valued at cost of property plus all direct expenditure pertaining to project. Finished goods stock is valued at cost or realizable value whichever is lower.

**d) Fixed Assets**

Fixed assets are stated at cost less depreciation.

**e) Investment**

Non Current investments are stated at cost or book value. Permanent diminution in value of each investment is being provided after taking into consideration value of each investment individually. Current investment are valued at cost or market value whichever is lower.

**f) Accounting Policy regarding Retirement Benefits**

- 1) Gratuity and Leave encashment is provided in the basis of valuation made by an Actuary
- 2) Superannuation Fund is contributed into Fund with LIC.

**g) Taxation****i) Current Tax**

Provision for Current Tax is made based on the liability computed in accordance with the relevant tax rates and provisions of Income Tax Act, 1961.

**ii) Deferred Taxes**

Deferred Tax is accounted for by computing the tax effect of timing differences which arise during the year and reverse in subsequent periods. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.

**2. Earning per Share as computed in accordance with Accounting Standard 20.**

		2016-2017	2015-2016
(i)	Net Profit after Tax (Rs.)	1,12,09,799	13,76,41,834
(ii)	Number of Equity Shares of Rs.100/- each	98,560	98,560
(iii)	Basic and Diluted Earnings per Share (Rs.)	113.73	1396.52

**3. Segment Reporting :**

The Group is in the business of real estate development. In view of the above the group has only one identified reportable segment.

**4. Related Party Disclosure :**

Name of the related parties and relationship :

**Key Mangement Personnel**

Name	Designation	2016-2017 Rs.
1 Mr. Aditya Mangaldas	Managing Director	38,17,158
2 Mr. Birju Godhani (1.4.2016 to 30.9.2016)	Company Secretary	1,50,000
3 Mr. Dhiraj Gupta (15.9.2016 to 31.3.2017)	Company Secretary	1,63,335
4 Mr. Asgar S.Bengali	Chief Financial Officer	4,68,600

	2016-2017 Rs.	2015-2016 Rs.
5. Expenditure in Foreign Currency on Travel	1,47,929	5,91,264
6. Unpaid/unclaimed dividend for the financial year ended 31.03.2009 transferred to Investor education and protection fund.		



7. As per revised Accounting Standard 15, the liability for gratuity and leave encashment has been valued by an Actuary. Full provision for liability in this respect has been made in the accounts.

	2016-2017 Rs.	2015-16 Rs.
Present value of benefit obligation as at the beginning of the current period	39,53,912	41,34,511
Interest Cost	3,10,382	3,27,867
Current Service Cost	1,34,004	1,13,454
Past Service Cost (Not Vested Benefit) incurred during the period	-	-
Past Service Cost (Vested Benefit) incurred during the period	-	-
Liability Transferred in/Acquisitions	-	-
(Liability Transfer out/Deinvestments)	-	-
Gains/Losses on Curtailment	-	-
Liabilities Extinguished on Settlement	-	-
(Benefit paid directly by the employer)	-	(7,65,850)
Benefit paid from the fund	-	-
The effect of changes in Foreign Exchange Rates	-	-
Actuarial (Gains/Losses) obligations - Due to change in Demographic assumptions	-	-
Actuarial (Gains/Losses) on obligations - Due to change in financial assumptions	1,53,315	17,339
Actuarial (Gains/Losses) on Obligations – Due to Experience	2,59,051	1,26,591
Present value of benefit obligation as at the End of the current period	48,10,664	39,53,912

8. There are no capital and other commitments as at 31.3.2017.  
9. Contingent Liabilities as at 31.3.2017 on account of Income Tax:-

A.Y.	Amount Rs.	Forum where dispute is pending
2008-09	8,70,601	CIT(A)-6, Mumbai
2013-14	2,72,500	CIT (A)-6, Mumbai
	<b>11,43,101</b>	

10. There are no dues to suppliers covered under Micro Small and Medium Enterprises Development Act, 2006.  
11. As per Ministry of Corporate Affairs Notification dated 30.3.2017, details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 are given below:

	SBNs	Other denomination notes	Total
Closing cash in hand as on 8.11.2016	42,500	7,346	49,846
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	42,500	-	42,500
Closing cash in hand as on 30.12.2016	-	17,391	17,391

12. The Central Government in consultation with National Advisory Committee of Accounting Standards vide notification dated March 30, 2016 and Circular No. 04/2016 dated April 27, 2016 had amended Companies (Accounting Standards) Rules, 2006 ('principal rules'). According to the amended rules, the proposed dividend is not be recorded as a liability. (Refer Para 8.5 of AS - 4 Contingencies and Events occurring after Balance Sheet date). Accordingly, the proposed dividend of Rs. 49.28 Lacs and tax thereon of Rs. 10.03 Lacs are not recognised as liability in annual accounts of F.Y.2016-17. However, the same will be recognised as liability on approval of shareholders at ensuing Annual General Meeting.

13. Previous year's figures are regrouped where necessary.

As per our report annexed herewith

**For Sorab S.Engineer & Co.**  
**Chartered Accountants**  
**Firm Registration No 110417W**  
**C.A.M.P.ANTIA**  
**Partner**  
**Membership No 7825**

**DHIRAJ GUPTA**  
**Company Secretary**  
  
**A. S. BENGALI**  
**Chief Financial officer**

**R. K.SHAH**  
DIN NO 07111006

**Chairman**

**ADITYA MANGALDAS**  
DIN NO 00032233

**Managing Director**

**S.G.VAIDYA**  
DIN NO 00220956

**MAMTA MANGALDAS**  
DIN NO 00021078

**Directors**

**GARGI MASHRUWALA**  
DIN NO 00032543

Place : Mumbai  
Dated: May 05, 2017

## CONSOLIDATED CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	2016-2017		2015-2016	
	Rupees	Rupees	Rupees	Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>NET PROFIT/(LOSS) AFTER TAX &amp; EXTRA-ORDINARY ITEM</b>		<b>11,209,799</b>		<b>137,641,834</b>
<b>Add:</b>				
a) Provision for Taxation	<b>3,250,000</b>		39,900,000	
b) Depreciation	<b>691,074</b>		788,560	
c) Bad Debts	-		17,016,704	
d) Provision for Doubtful Debts	-		1,000,000	
e) Provision for fall in value of Short Term Investment	-		-	
f) Loss on Sale of Investments	-		-	
g) Interest paid	-	<b>3,941,074</b>	-	<b>58,705,264</b>
		<b>15,150,873</b>		<b>196,347,098</b>
<b>Less:</b>				
a) Dividend Income	<b>3,032,556</b>		6,001,840	
b) Interest received on others	<b>51,854</b>		133,312	
c) Bill Discounting Income	-		-	
d) Profit on Redemption of Mutual Fund Investment	<b>4,368,253</b>		1,191,576	
e) Profit on Redemption of NCD	-		-	
f) Provision for fall in value of Short Term Investment written back	-		-	
g) Profit on Sale of Bonds	-		-	
h) Excess Provision written back	<b>3,067,005</b>		50,000	
i) Profit on Sale of Investment	<b>6,810,412</b>		1,465,167	
j) Profit on Sale of Fixed Assets	-		179,999,432	
		<b>17,330,080</b>		<b>188,841,327</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE</b>		<b>(2,179,207)</b>		<b>7,505,771</b>
<b>Add:</b>				
a) (Increase) /Decrease in Trade Receivables	-		17,000,000	
b) (Increase) /Decrease in Inventories	<b>(38,624,947)</b>		(18,704,576)	
c) (Increase) /Decrease in Loans & Advances	<b>1,350,354</b>		(16,249,219)	
<b>Less: Increase/(Decrease) in Current &amp; Non Current Liabilities</b>	<b>40,498,469</b>		(43,780,339)	
Increase in other Current Assets	<b>1,448,172</b>	<b>4,672,048</b>	69,882	<b>(61,664,252)</b>
		<b>2,492,841</b>		<b>(54,158,481)</b>
<b>Deduct:</b>				
Direct Taxes Paid/ Received	<b>(39,900,000)</b>		(1,650,000)	
		<b>(39,900,000)</b>		<b>(1,650,000)</b>
<b>NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES(A)</b>		<b>(37,407,159)</b>		<b>(55,808,481)</b>





Particulars	2016-2017		2015-2016	
	Rupees	Rupees	Rupees	Rupees
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
<b>INFLOW</b>				
a) Profit on Sale of Fixed Assets	-		179,999,432	
b) Dividend Income	3,032,556		6,001,840	
c) Interest received on others	51,854		133,312	
d) Bill Discounting Income	-		-	
e) Profit on Sale of Investments Net	6,810,412		1,465,167	
f) Profit on Redemption of Mutual Funds Investment	4,368,253		1,191,576	
g) Profit on Sale of Bonds	-		-	
h) Profit on Redemption of NCD	-		-	
i) Sale of Investments	47,323,631	61,586,706	-	188,791,327
<b>OUTFLOW :</b>				
a) Purchase of Fixed assets	-		-	
b) Purchase of Investments (Net)	(24,730,726)		(125,911,183)	
	(24,730,726)	(24,730,726)	(125,911,183)	(125,911,183)
Less: Fixed Assets Converted to stock in Trade	-	-	-	-
		36,855,980		62,880,144
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
a) Secured Loans	-		-	
b) Dividend Paid (Including Dividend Distri Tax)	-		(5,913,309)	
c) Interest Paid	-		-	
<b>NET CASH INFLOW/(OUTFLOW) IN FINANCING ACTIVITIES (C)</b>			-	(5,913,309)
<b>NET INCREASE/DECREASE IN CASH/CASH EQUIVALENTS (A+B+C)</b>		(551,179)		1,158,354
<b>CASH AND CASH EQUIVALENTS AS AT</b>				
31ST MARCH 2016	3,508,530		2,350,176	
31ST MARCH 2017	2,957,351		3,508,530	
<b>NET CASH INFLOW/(OUTFLOW)</b>		(551,179)		1,158,354

As per our report annexed herewith

**For Sorab S.Engineer & Co.**  
Chartered Accountants  
Firm Registration No 110417W

**C.A.M.P.ANTIA**  
Partner  
Membership No 7825

**DHIRAJ GUPTA**  
Company Secretary

**A. S. BENGALI**  
Chief Financial officer

**R. K.SHAH**  
DIN NO 07111006

**Chairman**

**ADITYA MANGALDAS**  
DIN NO 00032233

**Managing Director**

**S.G.VAIDYA**  
DIN NO 00220956

**MAMTA MANGALDAS**  
DIN NO 00021078

**GARGI MASHRUWALA**  
DIN NO 00032543

**Directors**

Place : Mumbai  
Dated: May 05, 2017





# The Victoria Mills Limited

CIN: L17110MH1913PLC000357

Registered Office : Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai- 400 013.  
Tel: 24971192/93, Fax: 24971194, email: vicmill2013@gmail.com, website: www.victoriamills.in

Form No. MGT - 11

## Proxy Form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rule, 2014]

Name of the Member(S) : _____
Registered Address : _____
E-Mail Address : _____
Folio No / Client ID : _____
DP ID : _____

I / We, Being the Member(s) of \_\_\_\_\_ Shares of the above named company, hereby appoint

1 Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail address : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him

2 Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail address : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him

3 Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail address : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him

as my /our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **104th Annual General Meeting of the company, to be held on Wednesday, September 27, 2017 at 11.00 am at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018**, and at any adjournment thereof in respect of such Resolution as are indicated below:

Sr. No.	Resolutions
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
2	To Declare Dividend on Equity Shares.
3	To re-appoint Mrs. Mamta Mangaldas (DIN: 00021078), as Director, who retires by rotation and being eligible, offers herself for re-appointment.
4	Appointment of M/s. Vasani & Thakkar, Chartered Accountants, Mumbai (Firm Registration No. 111296W) as the Statutory Auditor and fix their remuneration.
5	To Appoint Ms. Gargi Mashruwala (DIN: 00032543) as an Independent Director of the Company

Signed this \_\_\_\_\_ Day of 2017

Signature of the Member \_\_\_\_\_

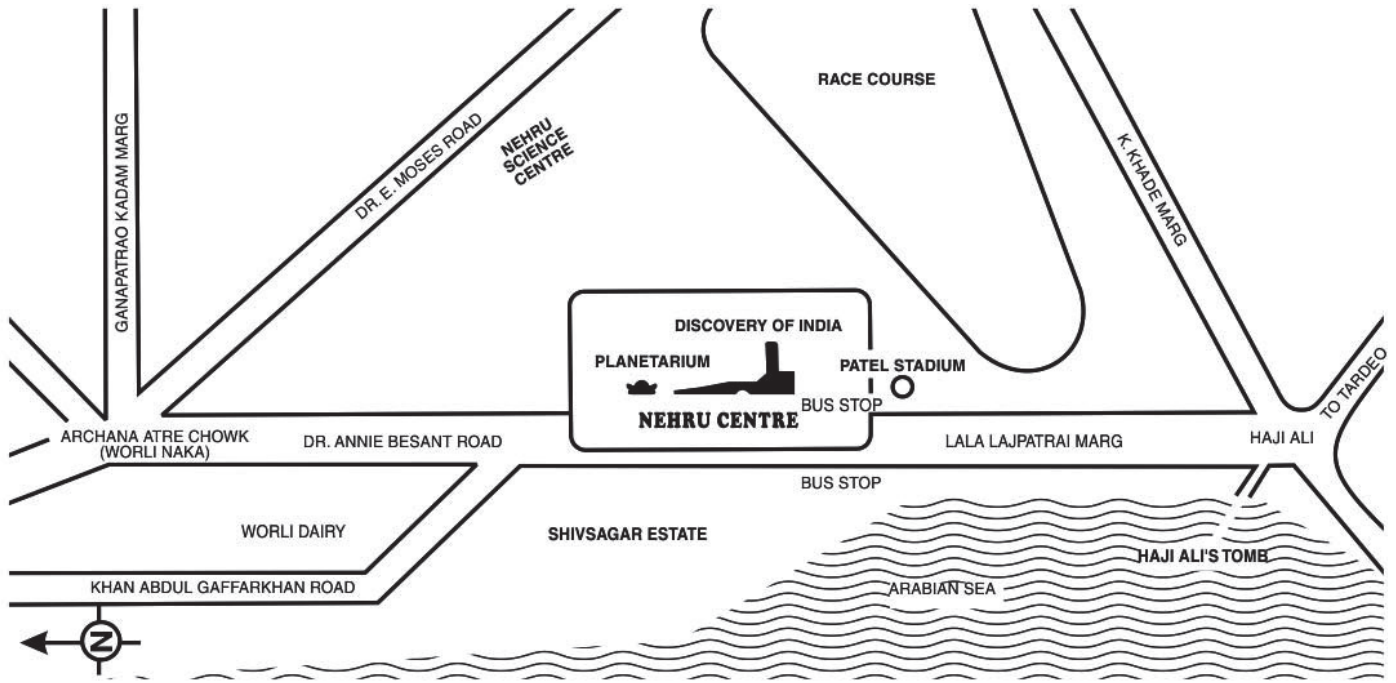
Signature of the Proxy Holder (s) \_\_\_\_\_

### Note:

This form of proxy in order to be effective must be duly completed and deposited at the Registered office of the Company not less than 48 hours before commencement of the meeting.

Affix  
Revenue  
Stamp here





## Location Map of Nehru Centre



### The Victoria Mills Limited

Registered Office: Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400013  
 Tel: 24971192/93, Fax: 24971194 • email: vicmill2013@gmail.com, • website: www.victoriamills.in

### Attendance Slip

(To be handed over at the entrance of the Meeting Hall)  
 CIN : L17110MH1913PLC000357

Name of the Member (s) / Proxy (In Block Letters) :	
Folio No.	
DP ID - Client ID	
No. of Shares Held	

I hereby record my presence at the **104th Annual General Meeting of the company, to be held on Wednesday, September 27, 2017 at 11.00 am at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018.**

Signature of the Member (s) / Proxy

#### Notes:

- 1 Members are requested to bring their copies of annual Report at the AGM
- 2 Please strike off whichever is not applicable.





**By Courier**

**If undelivered please return to :**

**THE VICTORIA MILLS LIMITED**

**REGISTERED OFFICE :**

Victoria House,  
Pandurang Budhkar Marg,  
Lower Parel, Mumbai 400 013.

Tel: 24971192/93, Fax: 24971194

email: vicmill2013@gmail.com,

website:www.victoriamills.in

CIN : L17110MH1913PLC000357