

Company Secretaries

Ref _____

Consolidated Report of Scrutinizer

[Pursuant to section 108 read with 109 of the Companies Act, 2013 and rule 20 read with 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
The Victoria Mills Limited
Victoria House Pandurang Budhkar Marg,
Lower Parel, Mumbai - 400013

Dear Sir,

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS- 4554), was appointed as a Scrutinizer for the purpose of the remote e-voting process prior to the Annual General Meeting (AGM) and e-voting process during the Annual General Meeting pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in respect of below mentioned resolutions proposed at the 107th Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited held on Tuesday, 29th September, 2020 at 11.00 a.m. through Video Conferencing / Other Audio Visual means (VC/OAVM).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice for the 107th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process prior to Annual General Meeting and e-voting process at the Annual General Meeting is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions contained in the notice of 107th Annual General Meeting, based on the reports generated from the e-voting platform / system provided by the Link Intime India Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

As informed by the Management, the notice dated 30th June, 2020 convening the 107th Annual General Meeting of the Company through VC/OAVM held on 29th September, 2020 along with the statement setting out material facts under the MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses are registered with the Company / Depositories, in compliance with



Company Secretaries

Ref _____

the MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Members of the Company holding shares on the record date ("Cut off" date) of 22nd September, 2020 were entitled to vote on the resolutions as set out in the notice of said Annual General Meeting.

In this regard, I hereby submit my report as under:

- 1 The Company had availed the e-voting facility offered by Link Intime India Private Limited for conducting remote e-voting prior to AGM and e-voting during AGM by the Shareholders of the Company.
- 2 The remote e-voting prior to AGM period remained open from Saturday, 26th September, 2020 10.00 a.m. and ends on Monday, 28th September, 2020 5.00 p.m. and Link Intime India Private Limited e-voting platform was disabled thereafter.
- 3 The Company had also provided e-voting facility to the shareholders present / logged-in at the AGM through VC / OAVM and who had not cast their vote earlier.
- 4 After the closure of remote e-voting at the AGM, I have unblocked the electronic votes for both remote e-voting processes in the presence of two witnesses who are not in the employment of the Company.
- 5 I have scrutinized the votes casted through remote e-voting and e-voting during AGM, processes for the purpose of this report.
- 6 The particulars of all the electronic votes casted by the members through remote e-voting and e-voting during AGM processes have been recorded in the separate registers maintained for the purpose.
- 7 The result of the voting through remote e-voting and e-voting during AGM processes is as per annexure attached herewith.



NILESH G. SHAH B.Com., LLB (G), F.C.S.

Company Secretaries

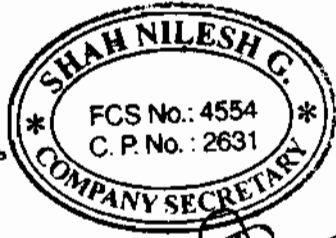
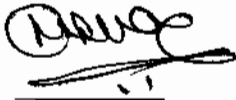
Ref _____

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,



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

UDIN: F004554B000823561

Place: Mumbai

Date: 30th September, 2020

Annexure to the Scrutinizer's Report

Result of Remote e-voting prior to AGM and e-voting during the AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
1	To consider and adopt the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Directors and Auditors thereon.	Ordinary	Remote E-Voting prior to AGM	35	55011	99.99%	1	1	0.01%	0	0
			E-Voting during the AGM	5	6	100%	0	0	0%	0	0
			Total	40	55017	99.99%	1	1	0.01%	0	0
2	To Declare Dividend on Equity Shares.	Ordinary	Remote E-Voting prior to AGM	35	55011	99.99%	1	1	0.01%	0	0
			E-Voting during the AGM	5	6	100%	0	0	0%	0	0
			Total	40	55017	99.99%	1	1	0.01%	0	0
3	To re-appoint Mr. Rashmikant Shah (DIN: 07111006), as Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-Voting prior to AGM	34	55003	99.98%	2	9	0.02%	0	0
			E-Voting during the AGM	5	6	100%	0	0	0%	0	0
			Total	39	55009	99.98%	2	9	0.02%	0	0

