

## 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,**  
of 108<sup>th</sup> Annual General Meeting of  
**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 Circulars issued by Ministry of Corporate Affairs ("MCA") dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 (collectively referred as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, in respect of below mentioned resolutions proposed at the 108<sup>th</sup> Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited held on Wednesday, 22<sup>nd</sup> September, 2021 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 108<sup>th</sup> 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 108<sup>th</sup> 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.



## Company Secretaries

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As informed by the Management, the notice dated 07<sup>th</sup> June, 2021 convening the 108<sup>th</sup> Annual General Meeting of the Company through VC/OAVM held on 22<sup>nd</sup> September, 2021 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 the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 (collectively referred as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.

The Members of the Company holding shares on the record date ("Cut off" date) of 15<sup>th</sup> September, 2021 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 Sunday, 19<sup>th</sup> September, 2021 at 10.00 am (IST) and end on Tuesday, 21<sup>st</sup> September, 2021 at 5.00 pm (IST) 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.



Ref: \_\_\_\_\_

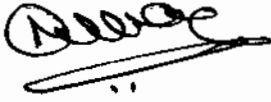
- 7 The consolidated result of the voting through remote e-voting and e-voting during AGM processes is as per annexure attached herewith.

**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: F004554C000989307

Place: Mumbai

Date: 22 September, 2021


**Annexure to the Scrutinizer's Report**

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

Reso. No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid / 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, 2021 and the Reports of the Directors and Auditors thereon.	Ordinary	Remote E-Voting prior to AGM	32	55066	100%	0	0	0%	1	1
			E-Voting during the AGM	2	582	100%	0	0	0%	0	0
			<b>Total</b>	<b>34</b>	<b>55648</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>1</b>	<b>1</b>
2	To Declare Dividend on Equity Shares.	Ordinary	Remote E-Voting prior to AGM	33	55067	100%	0	0	0%	0	0
			E-Voting during the AGM	2	582	100%	0	0	0%	0	0
			<b>Total</b>	<b>35</b>	<b>55649</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>



Reso . No.	Heading of Resolution	Type of Resoluti on	Type of Voting	Valid Votes						Invalid / Abstain	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Member s 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		
3	To re-appoint Mrs. Mamta Mangaldas (DIN: 00021078), as Director, who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary	Remote E-Voting prior to AGM	32	55059	99.99%	1	8	0.01%	0	0
			E-Voting during the AGM	1	2	0.34%	1	580	99.66%	0	0
			<b>Total</b>	<b>33</b>	<b>55061</b>	<b>98.94%</b>	<b>2</b>	<b>588</b>	<b>1.06%</b>	<b>0</b>	<b>0</b>
4	Re-appointment of Mr. Aditya Mangaldas as Managing Director of the Company.	Special	Remote E-Voting prior to AGM	31	55058	99.98%	2	9	0.02%	0	0
			E-Voting during the AGM	2	582	100%	0	0	0%	0	0
			<b>Total</b>	<b>33</b>	<b>55640</b>	<b>99.98%</b>	<b>2</b>	<b>9</b>	<b>0.02%</b>	<b>0</b>	<b>0</b>

  
 22/09/2021  
 UDIN:- F0045542000989307

THE VICTORIA MILLS LIMITED																
Register of Evoting during AGM																
Nominal / Face Value per Share: Rs. 100/-																
Shares with Differential Voting Rights: The Company does not have any shares with differential voting rights. All shares rank pari passu.																
SR. NO.	FOLIO NO./ DP ID/ CLIENT ID	NAME OF THE SHAREHOLDER	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 1 OF NOTICE			RESOLUTION NO. 2 OF NOTICE			RESOLUTION NO. 3 OF NOTICE			RESOLUTION NO. 4 OF NOTICE			REMARKS
				FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	
1	1208160059213223	HETAL BHARATKUMAR SHAH	2	2	0	0	2	0	0	2	0	0	2	0	0	
2	IN30154914599589	VIJAYA JAYSINH VED	580	580	0	0	580	0	0	0	580	0	580	0	0	
<b>TOTAL</b>			<b>582</b>	<b>582</b>	<b>0</b>	<b>0</b>	<b>582</b>	<b>0</b>	<b>0</b>	<b>2</b>	<b>580</b>	<b>0</b>	<b>582</b>	<b>0</b>	<b>0</b>	



*Dave*  
22/09/2024

THE VICTORIA MILLS LIMITED

Register of Remote E-voting

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

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

SR. NO.	FOLIO NO. / DP ID / CLIENT ID	NAME OF THE SHAREHOLDER	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 1 OF NOTICE			RESOLUTION NO. 2 OF NOTICE			RESOLUTION NO. 3 OF NOTICE			RESOLUTION NO. 4 OF NOTICE			REMARKS
				FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	
1	1201320000534047	JAYESH NATWARLAL KANABAR	1	1	0	0	1	0	0	1	0	0	1	0	0	
2	1202150000001284	ADITYA HARSHAVADAN MANGALDAS	30466	30466	0	0	30466	0	0	30466	0	0	30466	0	0	
3	1202150000001362	ADITI HARSHAVADAN MANGALDAS	1	1	0	0	1	0	0	1	0	0	1	0	0	
4	1202150000002575	DEVYANI HARSHAVADAN MANGALDAS	1081	1081	0	0	1081	0	0	1081	0	0	1081	0	0	
5	1202150000003021	ASGAR SAFIUDDIN BENGALI	1	1	0	0	1	0	0	1	0	0	1	0	0	
6	1202150000004331	ADITYA HARSHAVADAN MANGALDAS	5350	5350	0	0	5350	0	0	5350	0	0	5350	0	0	
7	1202150000004344	ADITYA HARSHAVADAN MANGALDAS	5232	5232	0	0	5232	0	0	5232	0	0	5232	0	0	
8	1202150000004481	KARMA VIVAN	1	1	0	0	1	0	0	1	0	0	1	0	0	
9	1202150000004608	ADITYA HARSHAVADAN MANGALDAS	2752	2752	0	0	2752	0	0	2752	0	0	2752	0	0	
10	1202150000004711	BROMELIA TRADING LLP	6100	6100	0	0	6100	0	0	6100	0	0	6100	0	0	
11	1202300001093063	MAMTA ADITYA MANGALDAS	3952	3952	0	0	3952	0	0	3952	0	0	3952	0	0	
12	1202300001093078	MAMTA SUNIL DALAL	1	1	0	0	1	0	0	1	0	0	1	0	0	
13	1202300001093082	SUNIL KISHORE DALAL	1	1	0	0	1	0	0	1	0	0	1	0	0	
14	1202300001093648	KISHORE RASIKLAL DALAL	1	1	0	0	1	0	0	1	0	0	1	0	0	
15	1202300001120698	SHREYA KISHORE DALAL	1	1	0	0	1	0	0	1	0	0	1	0	0	
16	1203320029453385	Vasant Djaliben Rameshchandra	1	1	0	0	1	0	0	1	0	0	1	0	0	
17	1204720010860990	SABARI MUTHUMATHI G	2	2	0	0	2	0	0	2	0	0	2	0	0	
18	1208160004118903	BIRUKUMAR MOHANBHAI GODHANI	1	1	0	0	1	0	0	1	0	0	1	0	0	
19	1208880004899564	SRIDHAR KADALI	1	0	0	1	1	0	0	1	0	0	0	1	0	Not Voted for Resolution No.01
20	IN30018311866408	AKHIL SURYAKANT PARIKH	16	16	0	0	16	0	0	16	0	0	16	0	0	
21	IN30021418113782	AYESHA ADITYA MANGALDAS	1	1	0	0	1	0	0	1	0	0	1	0	0	
22	IN30051310089129	NARENDRA S TRIVEDI	2	2	0	0	2	0	0	2	0	0	2	0	0	
23	IN30115112135542	RAJESH RATANSHI CHHEDA	7	7	0	0	7	0	0	7	0	0	7	0	0	
24	IN30115123742690	AKHIL SURYAKANT PARIKH	36	36	0	0	36	0	0	36	0	0	36	0	0	
25	IN30127630694490	VASANT MITUL R	1	1	0	0	1	0	0	1	0	0	1	0	0	
26	IN30154935157021	AMITA B VYAS	2	2	0	0	2	0	0	2	0	0	2	0	0	
27	IN30154951029686	POONAM BANSAL	1	1	0	0	1	0	0	1	0	0	1	0	0	
28	IN30154951194454	BHANUBAL BHAGWANDAS	3	3	0	0	3	0	0	3	0	0	3	0	0	
29	IN30154959877400	URMILA SURYAKANT PARIKH	31	31	0	0	31	0	0	31	0	0	31	0	0	
30	IN3017415379703	SUBRAMANYA RAVINDRA	2	2	0	0	2	0	0	2	0	0	2	0	0	
31	IN30260310256405	I SURESH SHENOY	1	1	0	0	1	0	0	1	0	0	1	0	0	
32	IN30267932323999	ABDUL SATHAR MOHAMED KUNHI	8	8	0	0	8	0	0	8	0	0	8	0	0	
33	IN30302851848610	SANTAY KUMAR GOYAL	10	10	0	0	10	0	0	10	0	0	10	0	0	
		<b>TOTAL</b>	<b>55067</b>	<b>55066</b>	<b>0</b>	<b>1</b>	<b>55067</b>	<b>0</b>	<b>0</b>	<b>55059</b>	<b>8</b>	<b>0</b>	<b>55058</b>	<b>9</b>	<b>0</b>	



*[Handwritten Signature]*

22/09/2021