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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 109th Annual General Meeting of
The Victoria Mills Limited
held on Friday, 26th August, 2022 at 03.00 p.m.
Through Video Conferencing / Other Audio Visual means

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 Circulars issued by Ministry of Corporate Affairs ('MCA') dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 (collectively referred as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred as 'SEBI Circulars'), in respect of below mentioned resolutions proposed at the 109th Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited held on 26th August, 2022, Friday at 03.00 p.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 109th 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 109th Annual General Meeting, based on the reports generated from the e-voting platform /



Company Secretaries

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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 27th May, 2022 convening the 109th Annual General Meeting of the Company through VC/OAVM held on 26th August, 2022 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 and SEBI Circulars.

The Members of the Company holding shares on the record date ("Cut off" date) of Friday 19th August, 2022 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 Tuesday, 23rd August, 2022 at 10:00 am (IST) and end on Thursday, 25th August, 2022 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.



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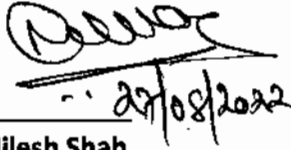
- 6 The particulars of all the electronic votes casted by the members through remote e-voting and e-voting during AGM processes have been recorded in the separate registers maintained for the purpose.
- 7 The consolidated result of the voting through remote e-voting and e-voting during AGM processes 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,


27/08/2022

Nilesh Shah
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631
Peer Review No. 745 / 2020



UDIN: F004554D000860013

Place: Mumbai
Date: 27th August, 2022

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, 2022 and the Reports of the Directors and Auditors thereon. †	Ordinary	Remote E-Voting prior to AGM	35	24617	100%	0	0	0	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			Total	36	55083	100%	0	0	0	0	0
2	To Declare Dividend on Equity Shares.	Ordinary	Remote E-Voting prior to AGM	35	24617	100%	0	0	0	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			Total	36	55083	100%	0	0	0	0	0



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		
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	34	24615	99.99%	1	2	0.01%	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			Total	35	55081	99.99%	1	2	0.01%	0	0
4	To consider the re-appointment of M/s. Vasani & Thakkar, Chartered Accountants (Firm Registration No.111296W), as the Statutory Auditors of the Company.	Ordinary	Remote E-Voting prior to AGM	35	24617	100%	0	0	0	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			Total	36	55083	100%	0	0	0	0	0



29/08/2022

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		
5	To re-appoint Ms. Gargi Mahendra Mashruwala (DIN:000232543), as Independent Director, who retires by rotation and being eligible, offers herself for re-appointment.	Special	Remote E-Voting prior to AGM	34	24615	99.99%	1	2	0.01%	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			Total	35	55081	99.99%	1	2	0.01%	0	0
6	Alteration of Articles of Association of The Company.	Special	Remote E-Voting prior to AGM	35	24617	100%	0	0	0	0	0
			E-Voting during the AGM	01	30466	100%	0	0	0	0	0
			Total	36	55083	100%	0	0	0	0	0



[Handwritten Signature]
28/08/2022