



## Form No. MGT – 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2020

[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. Link Intime India Pvt. Ltd.</b> C-101, 1st Floor, 247 Park, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400083 <b>Contact Details :</b> (22) 49186000

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

## i) Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2019				Shareholding at the end of the year - 2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	54760	0	54760	'55.5601	54937	0	54937	'55.7397	'0.1796
(b)	Central Government / State Government(s)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Any Other (Specify)									
	Sub Total (A)(1)	54760	0	54760	'55.5601	54937	0	54937	'55.7397	'0.1796
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Government	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Institutions	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000

(d)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	54760	0	54760	'55.5601	54937	0	54937	'55.7397	'0.1796
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(f)	Financial Institutions / Banks	11	113	124	'0.1258	11	113	124	'0.1258	'0.0000
(g)	Insurance Companies	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	11	113	124	'0.1258	11	113	124	'0.1258	'0.0000
[2]	Central Government/ State Government(s)/ President of India									
	Central Government / State Government(s)	0	1	1	'0.0010	0	1	1	'0.0010	'0.0000
	Sub Total (B)(2)	0	1	1	'0.0010	0	1	1	'0.0010	'0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	31306	4328	35634	'36.1546	31555	3718	35273	'35.7884	'-0.3662
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1198	0	1198	'1.2155	1198	0	1198	'1.2155	'0.0000
(b)	NBFCs registered with RBI	45	0	45	'0.0457	0	0	0	'0.0000	'-0.0457
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	IEPF	1875	0	1875	'1.9024	2285	0	2285	'2.3184	'0.4160
	Hindu Undivided Family	1984	0	1984	'2.0130	1946	0	1946	'1.9744	'-0.0386
	Non Resident Indians (Non Repat)	123	0	123	'0.1248	122	0	122	'0.1238	'-0.0010
	Non Resident Indians (Repat)	162	0	162	'0.1644	163	0	163	'0.1654	'0.0010
	Clearing Member	197	0	197	'0.1999	49	0	49	'0.0497	'-0.1502
	Bodies Corporate	1781	676	2457	'2.4929	1786	676	2462	'2.4980	'0.0051
	Sub Total (B)(3)	38671	5004	43675	'44.3131	39104	4394	43498	'44.1335	'-0.1796
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	38682	5118	43800	'44.4399	39115	4508	43623	'44.2603	'-0.1796
	Total (A)+(B)	93442	5118	98560	'100.0000	94052	4508	98560	'100.0000	'0.0000
(C)	Non Promoter - Non Public									
	(C1) Shares Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	(C2) Shares Held By Employee Trust									
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total (A)+(B)+(C)	93442	5118	98560	'100.0000	94052	4508	98560	'100.0000	



**(ii) Shareholding of Promoters**

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2019			Shareholding at the end of the year - 2020			% change in shareholding during the year
		NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	ADITYA HARSHAVADAN MANGALDAS	43623	'44.2603	'0.0000	43800	'44.4399	'0.0000	'0.1796
2	BROMELIA TRADING LLP	6100	'6.1891	'0.0000	6100	'6.1891	'0.0000	'0.0000
3	MAMTA ADITYA MANGALDAS	3952	'4.0097	'0.0000	3952	'4.0097	'0.0000	'0.0000
4	DEVYANI HARSHAVADAN MANGALDAS	1081	'1.0968	'0.0000	1081	'1.0968	'0.0000	'0.0000
5	KISHORE RASIKLAL DALAL	1	'0.0010	'0.0000	1	'0.0010	'0.0000	'0.0000
6	MAMTA SUNIL DALAL	1	'0.0010	'0.0000	1	'0.0010	'0.0000	'0.0000
7	SHREYA KISHORE DALAL	1	'0.0010	'0.0000	1	'0.0010	'0.0000	'0.0000
8	SUNIL KISHORE DALAL	1	'0.0010	'0.0000	1	'0.0010	'0.0000	'0.0000
	Total	54760	'55.5601	'0.0000	54937	'55.7397	'0.0000	'0.1796

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

**Shareholding Pattern of Top Ten Shareholders**

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	ADITYA HARSHAVADAN MANGALDAS	43623	44.2603			43623	44.2603
	Transfer			21 Jun 2019	23	43646	44.2837
	Transfer			29 Jun 2019	154	43800	44.4399
	AT THE END OF THE YEAR					43800	44.4399
2	BROMELIA TRADING LLP	6100	6.1891			6100	6.1891
	AT THE END OF THE YEAR					6100	6.1891
3	MAMTA ADITYA MANGALDAS	3952	4.0097			3952	4.0097
	AT THE END OF THE YEAR					3952	4.0097
4	DEVYANI HARSHAVADAN MANGALDAS	1081	1.0968			1081	1.0968
	AT THE END OF THE YEAR					1081	1.0968
5	KISHORE RASIKLAL DALAL	1	0.0010			1	0.0010
	AT THE END OF THE YEAR					1	0.0010
6	SHREYA KISHORE DALAL	1	0.0010			1	0.0010
	AT THE END OF THE YEAR					1	0.0010
7	SUNIL KISHORE DALAL	1	0.0010			1	0.0010
	AT THE END OF THE YEAR					1	0.0010
8	MAMTA SUNIL DALAL	1	0.0010			1	0.0010
	AT THE END OF THE YEAR					1	0.0010

**Note:**

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

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

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	1875	1.9024			1875	1.9024
	Transfer			24 Jan 2020	409	2284	2.3174
	Transfer			07 Feb 2020	1	2285	2.3184
	AT THE END OF THE YEAR					2285	2.3184
2	SANJEEV RAGHUBANS KANWAR.	1198	1.2155			1198	1.2155
	AT THE END OF THE YEAR					1198	1.2155
3	SHAH LILAM VIJAY	901	0.9142			901	0.9142
	AT THE END OF THE YEAR					901	0.9142
4	JEET HOLDINGS	500	0.5073			500	0.5073
	Transfer			04 Oct 2019	400	900	0.9131
	Transfer			01 Nov 2019	(25)	875	0.8878
	Transfer			08 Nov 2019	(131)	744	0.7549
	Transfer			15 Nov 2019	(44)	700	0.7102
	Transfer			31 Jan 2020	(57)	643	0.6524
	Transfer			07 Feb 2020	(43)	600	0.6088
	Transfer			21 Feb 2020	62	662	0.6717
	Transfer			06 Mar 2020	(19)	643	0.6524
	AT THE END OF THE YEAR					643	0.6524
5	MUNJI (INDIA) LTD.	0	0.0000			0	0.0000
	AT THE END OF THE YEAR					0	0.0000
6	CHANDRIKA BHARAT SHAH	502	0.5093			502	0.5093
	Transfer			24 May 2019	5	507	0.5144
	AT THE END OF THE YEAR					507	0.5144
7	ANJANABEN MANANBHAI LALBHAI	500	0.5073			500	0.5073
	AT THE END OF THE YEAR					500	0.5073
8	VSL SECURITIES PRIVATE LIMITED	485	0.4921			485	0.4921
	AT THE END OF THE YEAR					485	0.4921
9	RUPALL CHAUDHRY	424	0.4302			424	0.4302
	AT THE END OF THE YEAR					424	0.4302
10	PREM CHAND AGARWAL & SONS (HUF) .	316	0.3206			316	0.3206
	AT THE END OF THE YEAR					316	0.3206
11	NATVERLAL MOHANLAL SHAH	0	0.0000			0	0.0000
	AT THE END OF THE YEAR					0	0.0000

## Note:

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



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

Sr No.	Director & KMP Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Aditya Mangaldas	43623	44.26	-	-	-	43623	44.26
				21.06.2019	23	-	43646	44.28
				29.06.2019	154	-	43800	44.43
2	Mamta Mangaldas	3952	4.01	-	-	-	3952	4.01
3	S. G. Vaidya	31	0.03	-	-	-	31	0.03
4	Rashmikan Shah	1	0.00	-	-	-	1	0.00
5	A. S. Bengali	1	0.00	-	-	-	1	0.00
7	Nikunj Kanabar	-	-	-	-	-	-	-

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of financial year (i) Principal Amount (ii) Interest due but not paid (iii) Interest accrued but not due	No indebtedness during the year			
Total (i+ii+iii)				
Change in Indebtedness during the financial year • Addition • Reduction	No indebtedness during the year			
Net Change				
Indebtedness at the end of the financial year (i) Principal Amount (ii) Interest due but not paid (iii) Interest accrued but not due	No indebtedness during the year			
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 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	48,00,000 10,36,355 -	48,00,000 10,36,355 -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission – as a % of profit – others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	58,36,355	58,36,355
	Ceiling as per the Act	-	-

**B. Remuneration to other directors:****1. Independent Directors**

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount Rs.
		S. G. Vaidya	Gargi Mashruwala	
	• Fee for attending board/committee meetings	70,000	90,000	1,60,000
	• Commission	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL
	<b>Total (1)</b>	<b>70,000</b>	<b>90,000</b>	<b>1,60,000</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	65,000	40,000	1,05,000
	• Commission	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL
	<b>Total (2)</b>	<b>65,000</b>	<b>40,000</b>	<b>1,05,000</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>	<b>-</b>		<b>-</b>



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

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel		
		Company Secretary Rs. Nikunj Kanabar	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	4,35,600	5,76,000	10,11,600
	b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	69,300	91,600	1,60,900
	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>	5,04,900	6,67,600	11,72,800

**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

Place: Mumbai  
Date: June 30, 2020

Rashmikan Shah  
Chairman  
(DIN: 07111006)