



January 20, 2020

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

SCRIPT CODE: 503349

Sub: Submission of Compliance Certificate u/n Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations 2018 [erstwhile Regulation 54(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations 1996]

Dear Sir,

We refer to the stipulation for submission of Compliance Certificate u/n Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations 2018 [erstwhile Regulation 54(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations 1996]

As per stipulation, we enclose herewith copy of the said certificate for dematerialisation of shares for transfer of our equity shares during the period **1st October, 2019 to 31st December, 2019**, issued by Nilesh G. Shah, Practising Company Secretary.

Thanking you,

Yours faithfully,

For The Victoria Mills Ltd.

Nikunj Kanabar
Company Secretary



Encl: as above.

The Victoria Mills Limited

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

Phone: +91-22-2497 1192/93 Fax: +91-22-2497 1194 Email : vicmill@vsnl.com / vicmill2013@gmail.com

Website : www.victoriamills.in CIN : L17110MH1913PLC000357

Company Secretaries

Ref _____

UDIN: F004554B000053966

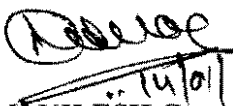
Certificate for Dematerialisation of Shares of M/s. THE VICTORIA MILLS LIMITED

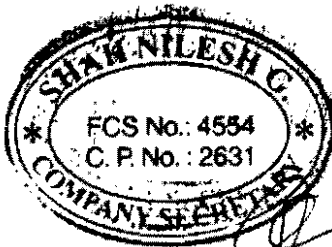
I have examined all relevant Books, Registers, Forms, Documents and papers in the office of registrar and transfer agents of the Company M/s. Link Intime India Private Limited, in respect of dematerialization of valid application of the shares favoring NSDL in respect of M/s. The Victoria Mills Limited, between 1st October, 2019 to 31st December, 2019.

The above documents are examined for the purpose of issuing Certificate as requested by the Company in connection with the relevant provisions of the Regulation 74 (5) of the SEBI (Depositories & Participants) Regulation, 2018 [erstwhile Regulation 54 (5) of the SEBI (Depositories & Participants) Regulation, 1996] and to meet the requirements as imposed by relevant Depositories and in this connection and to the best of the information and explanation produced before me and based on the test checking carried out, I understand that the Company has followed the procedure mentioned in the SEBI guidelines for dematerialisation of shares and:

1. The Register of members of the Company was accordingly amended and the shares were transferred in favour of the transferee.
2. The Company has adequate procedures and has satisfied itself that the transferee (or their authorised representative) and the entity requesting the dematerialisation are one and the same before confirming the dematerialisation request, the Company has further amended its register of members to indicate the transfer from the transferee to NSDL.
3. The share certificates in respect of the shares sent for dematerialisation have been duly defaced, mutilated and cancelled and the name of NSDL has been duly substituted as the registered owner.
4. The Company has adequate systems to ensure that the investor does not lose his corporate benefits on account of the transfer entries made in favour of NSDL.

The above certificate has been given based on the information produced before me by M/s. Link Intime India Private Limited, Registrar and Transfer Agent of the Company.


14/01/2020
SHAH NILESH G.
Company Secretary,
C.P. No:2631



Ref _____

UDIN: F004554B000053955

Certificate for Dematerialisation of Shares of M/s. THE VICTORIA MILLS LIMITED

I have examined all relevant Books, Registers, Forms, Documents and papers in the office of Registrar and Transfer Agents of the Company M/s. **Link Intime India Private Limited**, in respect of dematerialisation of valid application of the shares favoring CDSL in respect of M/s. **The Victoria Mills Limited**, between 1st October, 2019 to 31st December, 2019.

The above documents are examined for the purpose of issuing Certificate as requested by the Company in connection with the relevant provisions of the Regulation 74 (5) of the SEBI (Depositories & Participants) Regulation, 2018 [erstwhile Regulation 54 (5) of the SEBI (Depositories & Participants) Regulation, 1996] and to meet the requirements as imposed by relevant Depositories and in this connection and to the best of the information and explanation produced before me and based on the test checking carried out, I understand that the Company has followed the procedure mentioned in the SEBI guidelines for dematerialisation of shares and:

1. The Register of members of the Company was accordingly amended and the shares were transferred in favour of the transferee.
2. The Company has adequate procedures and has satisfied itself that the transferee (or their authorised representative) and the entity requesting the dematerialisation are one and the same before confirming the dematerialisation request, the Company has further amended its register of members to indicate the transfer from the transferee to CDSL.
3. The share certificates in respect of the shares sent for dematerialisation have been duly defaced, mutilated and cancelled and the name of CDSL has been duly substituted as the registered owner.
4. The Company has adequate systems to ensure that the investor does not lose his corporate benefits on account of the transfer entries made in favour of CDSL.

The above certificate has been given based on the information produced before me by M/s. **Link Intime India Private Limited**, Registrar and Transfer Agent of the Company.


SHAH NILESH G. 14/01/2020
Company Secretary,
C.P. No:2631

