September 30, 2020

BSE Limited
Listing Department
P.J. Towers,
Dalal Street,
Mumbai- 400 001.

Scrip Code: 503349

SUB: Voting Result of 107th Annual General Meeting of the Company pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer Report

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find annexed herewith voting results for remote E-Voting prior to AGM and E-voting during the AGM at Annual General Meeting of the members of the Company held on 29th September, 2020.

Further, also find annexed herewith Scrutinizer's Report received from Nilesh Shah & Associates, Company Secretaries; stating the result of remote e-voting and e-voting during the AGM.

Kindly take the above information in your record.

Thanking you,

Yours faithfully,

For, **The Victoria Mills Limited**

N.M. Kanabar

THE VICTORIA MILLS LTD. * MUMBAI *

Nikunj Kanabar
Company Secretary

Enclosure: 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

Voting Results of 107th AGM of The Victoria Mills Limited

Date of the AGM	29th September, 2020
Total number of shareholders on record date	3617
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	7
Public:	21

For The Victoria Mills Ltd.

N. M. Kandalkar

Company Secretary & Compliance Officer

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

Resolution Required : (Ordinary)			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					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54937	54937	100.0000	54937	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**54937**	**100.0000**	**54937**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	125	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Non Institutions	E-Voting	43498	75	0.1724	74	1	98.6667	1.3333
	Poll		6	0.0138	6	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**81**	**0.1862**	**80**	**1**	**98.7654**	**1.2346**
Total		**98560**	**55018**	**55.8218**	**55017**	**1**	**99.9982**	**0.0018**

For The Victoria Mills Ltd.

N.M. Kinavar

Company Secretary & Compliance Officer

Resolution Required : (Ordinary)			2 - To Declare Dividend on Equity Shares					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54937	54937	100.0000	54937	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**54937**	**100.0000**	**54937**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	125	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Non Institutions	E-Voting	43498	75	0.1724	74	1	98.6667	1.3333
	Poll		6	0.0138	6	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**81**	**0.1862**	**80**	**1**	**98.7654**	**1.2346**
Total		**98560**	**55018**	**55.8218**	**55017**	**1**	**99.9982**	**0.0018**

For The Victoria Mills Ltd.

N.M. Ranadive

Company Secretary & Compliance Officer

Resolution Required : (Ordinary)			3 - To re-appoint Mr. Rashmikant Shah (DIN: 07111006), as Director, who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	54937	54937	100.0000	54937	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**54937**	**100.0000**	**54937**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	125	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Non Institutions	E-Voting	43498	75	0.1724	66	9	88.0000	12.0000
	Poll		6	0.0138	6	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**81**	**0.1862**	**72**	**9**	**88.8889**	**11.1111**
Total		**98560**	**55018**	**55.8218**	**55009**	**9**	**99.9836**	**0.0164**

For The Victoria Mills Ltd.

N.M.Kamdar

Company Secretary & Compliance Officer

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

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

SHAH NILESH G. COMPANY SECRETARIES
FCS No.: 4554
C. P. No.: 2631

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.

SHAH NILESH G.
* FCS No.: 4554 *
C. P. No.: 2631
COMPANY SECRETARY

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,

SHAH NILESH G.
* FCS No.: 4554
C. P. No.: 2631 *
COMPANY SECRETARY

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	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
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**

SHAH NILESH G.
FCS No.: 4554
C. P. No.: 2631
COMPANY SECRETARY