



September 28, 2016

Bombay Stock Exchange,
Corporate Services
Mumbai.

REF: STOCK EXCHANGE CODE NO. 503349

SUB: Consolidated Voting Result of Remote E-Voting and Voting by Poll at 103rd AGM of the Company held on 27th September, 2016 pursuant to Regulation 44(3) of SEBI (LODR), 2015.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find annexed herewith Consolidated Voting Results of E-Voting and Voting by Poll at Annual General Meeting of the members of the Company held on 27th September, 2016.

Further, also find annexed herewith Scrutinizer's Report received from Mr. Nilesh Shah, Practicing Company Secretary; stating the results of Votes casted on E-Voting and Voting by Poll at AGM.

Kindly take the above information in your record.

Thanking you,

Yours faithfully,

For, The Victoria Mills Limited

Birjukumar Godhani
Company Secretary
Membership No. 41903

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 103rd AGM of The Victoria Mills Limited

| | |
|--|----------------------------------|
| Date of the AGM/EGM | 27 th September, 2016 |
| Total number of shareholders on record date | 4033 |
| No. of shareholders present in the meeting either in person or through proxy: | 18 |
| Promoters and Promoter Group: | 8 |
| Public: | 10 |
| No. of Shareholders attended the meeting through Video Conferencing | N.A. |
| Promoters and Promoter Group: | N.A. |
| Public: | N.A. |

For The Victoria Mills Ltd.

Company Secretary & Compliance Officer

The Victoria Mills Limited

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

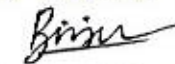
Phone: +91-22-2497 1192/93 Fax: +91-22-2497 1194 Email : vicmill@vsnl.com / vicmill2013@gmail.com

Website : www.victoriamills.in CIN : L17110MH1913PLC000357

Agenda No. 1: Approval and Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2016 together with the reports of the Board of Director's and Auditor's thereon.

| Resolution required: (Ordinary/ Special) | | | Ordinary Resolution | | | | | |
|---|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter Group and Promoter Group | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 54454 | 54454 | 100 | 54454 | 0 | 100 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 54454 | 54454 | 100 | 54454 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institutions | E-Voting | 3 | 3 | 100 | 3 | 0 | 100 | 0 |
| | Poll | 41 | 41 | 100 | 41 | 0 | 100 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 44 | 44 | 100 | 44 | 0 | 100 | 0 |
| Total | | 54498 | 54498 | 100 | 54498 | 0 | 100 | 0 |

For The Victoria Mills Ltd.



Company Secretary & Compliance Officer

Agenda No. 2 : Confirmation of the Interim Dividend declared by the Board of Directors of the Company at their meeting held on 10th March, 2016 at the rate of Rs. 50 per share as final dividend for the financial year ended on 31.03.2016.

| Resolution required: (Ordinary/ Special) | | | Ordinary Resolution | | | | | |
|---|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter Group and Promoter Group | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 54454 | 54454 | 100 | 54454 | 0 | 100 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 54454 | 54454 | 100 | 54454 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institutions | E-Voting | 3 | 3 | 100 | 3 | 0 | 100 | 0 |
| | Poll | 41 | 41 | 100 | 41 | 0 | 100 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 44 | 44 | 100 | 44 | 0 | 100 | 0 |
| Total | | 54498 | 54498 | 100 | 54498 | 0 | 100 | 0 |

For The Victoria Mills Ltd.

Biswajit
Company Secretary & Compliance Officer

Agenda No. 3: Appointment of Mr. Rashmikan Shah who retires by rotation and being eligible offers himself for re-appointment.

| Resolution required: (Ordinary/ Special) | | | Ordinary Resolution | | | | | |
|---|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter Group and Promoter Group | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 54454 | 54454 | 100 | 54454 | 0 | 100 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 54454 | 54454 | 100 | 54454 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institutions | E-Voting | 3 | 3 | 100 | 3 | 0 | 100 | 0 |
| | Poll | 41 | 41 | 100 | 41 | 0 | 100 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 44 | 44 | 100 | 44 | 0 | 100 | 0 |
| Total | | 54498 | 54498 | 100 | 54498 | 0 | 100 | 0 |

For The Victoria Mills Ltd.

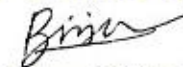
Brian

Company Secretary & Compliance Officer

Agenda No. 4: Appointment of M/s. Sorab S. Engineer, Chartered Accountants as Statutory Auditors of the Company till the conclusion of next Annual General Meeting and to fix their remuneration.

| Resolution required: (Ordinary/ Special) | | Ordinary Resolution | | | | | | |
|---|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter Group and Promoter Group | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 54454 | 54454 | 100 | 54454 | 0 | 100 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 54454 | 54454 | 100 | 54454 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institutions | E-Voting | 3 | 3 | 100 | 3 | 0 | 100 | 0 |
| | Poll | 41 | 41 | 100 | 41 | 0 | 100 | 0 |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 44 | 44 | 100 | 44 | 0 | 100 | 0 |
| Total | | 54498 | 54498 | 100 | 54498 | 0 | 100 | 0 |

For The Victoria Mills Ltd.



Company Secretary & Compliance Officer

Company Secretaries

Ref. _____

FORM NO. MGT-13
Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
of 103rd Annual General Meeting
of The Victoria Mills Limited
Held on Tuesday, the 27th September, 2016
At Hall of Harmony, Nehru Centre,
Dr. Annie Besant Road, Worli,
Mumbai – 400 018

Sir,

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS- 4554) was appointed as a Scrutinizer for the purpose of the remote e-voting and for the poll taken at the Annual General Meeting, in terms of Section 108 and 109 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on four resolutions as per the Annexure attached, at the 103rd Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited ('the Company') held on 27th September, 2016 at 11.00 a.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witnesses viz. Ms. Vaishali Jaiswal and Mr. Rakesh Achhpal, both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



Nilesh G. Shah
27/09/2016

Company Secretaries

Ref. _____

4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.

5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

Note: Shareholders had been provided the facility of remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at Annual General Meeting) casted by the shareholders.

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,


27/08/2016



Nilesh Shah
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631

Place: Mumbai

Date: 27/08/2016

Annexure to the Scrutinizer's Report

Result of Voting (through remote e-voting and physical ballot at AGM):

| Sr. No. | 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 |
| | | | | | No. of Members Voting | No. of Votes Casted | % of valid votes | No. of Members Voting | No. of Votes Casted | % of valid votes | | |
| 1 | 1 | Adoption of Audited Financial Statements for the Financial year ended 31st March, 2016. | Ordinary | Remote E-Voting | 1 | 3 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | | | Poll at AGM | 18 | 54495 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | | | Total | 19 | 54498 | 100% | 0 | 0 | 0% | 0 | 0 |
| 2 | 2 | To confirm Interim Dividend on Equity Shares | Ordinary | Remote E-Voting | 1 | 3 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | | | Poll at AGM | 18 | 54495 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | | | Total | 19 | 54498 | 100% | 0 | 0 | 0% | 0 | 0 |
| 3 | 3 | Re-appointment of Mr. Rashmikant Shah as Director | Ordinary | Remote E-Voting | 1 | 3 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | | | Poll at AGM | 18 | 54495 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | | | Total | 19 | 54498 | 100% | 0 | 0 | 0% | 0 | 0 |
| 4 | 4 | Appointment of Sorab S. Engineer & Co. as the Statutory auditors and fix their remuneration | Ordinary | Remote E-Voting | 1 | 3 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | | | Poll at AGM | 18 | 54495 | 100% | 0 | 0 | 0% | 0 | 0 |
| | | | | Total | 19 | 54498 | 100% | 0 | 0 | 0% | 0 | 0 |

