

October 18, 2019

BSE Limited Listing Department P.J. Towers Dalal Street, Mumbai- 400001

REF: STOCK EXCHANGE CODE NO. 503349

Sub: Practising Company Secretary's Certificate under regulation 40(9) of SEBI Listing Obligations and Disclosure requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 40(9) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, we enclose herewith Practising Company Secretary's Certificate regarding compliance of Company's transfer of shares within the time limit during the half year ended 30th September, 2019.

Kindly take the same on record.

Thanking you,

For The Victoria Mills Limited

M. Kandida

Nikunj Kanabar

Company Secretary

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

NILESH G. SHAH B.Com., UB (9), FO.S.

| Compan | y Sec | retaries |
|--------|-------|----------|
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| Ref | | |
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UDIN: F004554A000104302

CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE HALF YEAR ENDED 30.09.2019

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **THE VICTORIA MILLS LIMITED** maintained / provided by M/s Link Intime India Pvt. Ltd pertaining to transfer of equity shares of the company for the period from 1st April, 2019 to 30th September, 2019 for the purpose of issuing a Certificate as per Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) to The Victoria Mills Limited and based on the information provided by the Company and the Registrar, I hereby certify that the Company has delivered during half year ended on 30th September, 2019:

A. Save and except the share certificate covered under Transfer Deed No. TF500918 aggregating 1 share and 1 request received for Deletion of name containing 1 share which were delivered after the period of Fifteen days, all other Share Certificate(s) relating to the transfer of Shares received during the period from 1st April, 2019 to 30th September, 2019 as entered in the Memorandum of Transfers have been issued within fifteen days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgment of each deed excepting those rejected on technical grounds.

Date:

12/10/2018

Place: Mumbai

Signature:

NILESH G. SHAH.

Company Secretary

C. P. No: 2631

FCS No.: 4554 C. P. No.: 2631