



September 26, 2025

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

Scrip Code: 503349

Subject: Summary Proceedings, Voting Results and Scrutinizer's Report of the 112th Annual General Meeting (AGM) of the Company held on 26th September, 2025.

Dear Sir / Madam,

This is to inform you that the 112th Annual General Meeting ("AGM") of The Victoria Mills Limited ("Company") was held today, i.e. on Friday, 26th September, 2025 at 11:00 a.m. (IST) through Video Conferencing / Other Audio Visual Means ("OAVM"), to transact the business as stated in the AGM Notice dated 26th August, 2025.

We are enclosing herewith the following:

1. Summary of the proceedings of the 36th AGM of the company as required under Regulation 30 read with part-A of schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, marked as Annexure-I.
2. The details of e-voting results of the business transacted at the 112th AGM of the Company under Regulation 44(3) of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, marked as Annexure-II.
3. Consolidated Scrutinizer's report on e-voting submitted by the Scrutinizer, Mr. Nilesh Shah, Partner Nilesh Shah & Associates, Company Secretaries in practice, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), marked as Annexure-III. All items of Agenda as contained in the Notice of 112th AGM have been passed with requisite majority. The meeting concluded at 11:15 a.m. (IST) (Including the time allowed for e-voting at AGM). The e-voting result along with the Scrutinizer's Report dated 26th September, 2025 shall be made available on the Company's website at <https://www.victoriamills.in/>. The AGM was concluded at 11.15 a.m.

Kindly take the above information in your record.

Thanking you.

Yours faithfully,

For, **The Victoria Mills Limited**

Hussain Shabbir Sidhpurwala
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 : vicmill2013@gmail.com

Website : www.victoriamills.in CIN : L17110MH1913PLC000357



Gist of the Proceedings of 112th Annual General Meeting of The Victoria Mills Limited

- **Day, Date and Time of the AGM:** Friday, 26.09.2025 at 11.00 A.M.
- **Mode of the AGM:** Video Conferencing (VC) or Other Audio-Visual Means (OAVM)
- **Chairperson of Meeting:** Mr. Aditya Mangaldas, Chairman and Managing Director
- **Whether the requisite quorum was present:** YES

After declaring the quorum to be present, the Chairman called the meeting to order. He introduced the Board of Directors to the members and welcomed the Members to the 112th Annual General Meeting of the Company.

The Chairman took the consent of the members present at the Meeting, the Audited financial statements comprising of Balance Sheet as on 31st March 2025, statement of Profit and Loss Account and Cash flow statement for the year ended 31st March 2025 together with the notes forming part thereof,

Further the notice of the meeting was considered and taken as read.

The Chairperson informed that the Statutory Auditors' Report does not have any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

The Chairperson then informed the members present, that the Company, in accordance with the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided facility to all the members as on September 19, 2025 ("the Cut-off Date") to exercise their votes on the items of business given in the Notice through remote electronic voting system (remote e-voting) provided by the Link Intime India Private Limited. The remote e-voting period opened on Tuesday September 23rd, 2025 at 10.00 am (IST) and concluded on Thursday, 25th September, 2025 at 5.00 pm (IST). The Chairperson further informed the Shareholders the availability of e-voting system during the AGM for those present in the meeting and who have not cast their votes through remote e-voting.

Thereafter, the Chairperson addressed the Members and delivered his speech.

The Chairperson thereafter moved on to the agenda items as per the notice and then invited the members who had registered themselves as speakers to ask questions or express their views.

Thereafter, Chairperson informed about the appointment of Scrutinizer CS Nilesh Shah, partner of Nilesh Shah & Associates, Practising Company Secretary as the Scrutinizer for remote e-voting under Section 108 of the Companies Act, 2013 and also for the e-voting system during the AGM.

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The Chairperson announced that the voting results for the aforesaid resolutions would be declared within 48 hours of the conclusion of AGM on receipt of the Scrutinizer's report and the Results/ Scrutinizer's report will be placed on the Company website and also be forwarded to the Stock Exchange's in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairperson further instructed that the e-voting window shall remain open for another 15 minutes and thereafter the proceeding of the AGM shall stand concluded and requested the members who had not already cast their vote to cast the same within the said time.

The Chairperson thanked the Members for attending and participating in the Meeting.

Following Business transacted at the meeting

1. Approval and Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2025 together with the reports of the Board of Director's and Auditor's thereon
2. Declaration of Dividend on Equity Shares for the year ended 31st March, 2025
3. To re-appoint Mr. Aditya Mangaldas (DIN: 00032233), as Director, who retires by rotation and being eligible, offers herself for re-appointment.
4. Appointment of Secretarial Auditor

For, **The Victoria Mills Limited**

Hussain Sidhpurwala
Company Secretary & Compliance Officer

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NILESH G. SHAH

Company Secretaries

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,
of 112nd Annual General Meeting of
The Victoria Mills Limited
held on Friday, 26th September, 2025 at 11.00 a.m.
Through Video Conferencing / Other Audio Visual means

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 Circulars issued by Ministry of Corporate Affairs ('MCA') dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 (collectively referred as 'SEBI Circulars'), in respect of below mentioned resolutions proposed at the 112th Annual General Meeting of the Equity Shareholders of The Victoria Mills Limited held on 26th September, 2025, Friday 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



211-(Back Side) 2nd Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. Of Old Nagardas Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com | Peer Review
6722/2025

1011, C Wing, Shivam Centrium, Next to D'Mart, Sahar Road, Andheri (East), Mumbai - 400069.
Tel.: 9820180091 Email: nilesh@ngshah.com; ngshah.cs@gmail.com

NILESH G. SHAH

Company Secretaries

means on the resolutions contained in the notice for the 112nd 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 112nd Annual General Meeting, based on the reports generated from the e-voting platform / system provided by the MUFG Intime India Private Limited ("MUFG Intime"), the authorized agency to provide e-voting facilities, engaged by the Company.

As informed by the Management, the notice dated 26th May, 2025 convening the 112nd Annual General Meeting of the Company through VC/OAVM held on 26th September, 2025 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 the MCA Circulars and SEBI Circulars.

The Members of the Company holding shares on the record date ("Cut off" date) of Friday, 19th September, 2025 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 MUFG 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 Tuesday, 23rd September, 2025 at 10:00 am (IST) and end on Thursday, 25th September, 2025 at 5.00 pm (IST) and MUFG 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.



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NILESH G. SHAH

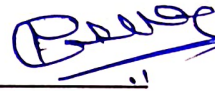
Company Secretaries

- 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 consolidated result of the voting through remote e-voting and e-voting during AGM processes is as per annexure attached herewith.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman or the KMP authorised by the Chairman may accordingly declare the result of voting.

Thanking you,
Yours truly,



Nilesh Shah

Practicing Company Secretary

Membership No. FCS 4554

CP No. 2631

Peer Review No. 6722/2025

Place: Mumbai

UDIN: F004554G001359481

Date: 26-09-2025

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The Victoria Mills Limited

Annexure to the Scrutinizer's Report

Consolidated Result of Remote e-voting prior to AGM and e-voting during the AGM held on 26th September, 2025:

Reso. No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid / 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 Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Directors and Auditors thereon	Ordinary	Remote E-Voting prior to AGM	17	51414	100	0	0	0	0	0
			E-Voting during the AGM	0	0	0	0	0	0	0	0
			Total	17	51414	100	0	0	0	0	0
2	To Declare Dividend on Equity Shares.	Ordinary	Remote E-Voting prior to AGM	17	51414	100	0	0	0	0	0
			E-Voting during the AGM	0	0	0	0	0	0	0	0
			Total	17	51414	100	0	0	0	0	0



Reso. No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid / 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
3	To re-appoint Mr. Aditya Mangaldas (DIN: 00032233), as Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-Voting prior to AGM	17	51414	100	0	0	0	0	0
			E-Voting during the AGM	0	0	0	0	0	0	0	0
			Total	17	51414	100	0	0	0	0	0
4	Appointment of Secretarial Auditor.	Ordinary	Remote E-Voting prior to AGM	17	51414	100	0	0	0	0	0
			E-Voting during the AGM	0	0	0	0	0	0	0	0
			Total	17	51414	100	0	0	0	0	0



General information about company	
Scrip code	503349
NSE Symbol	
MSEI Symbol	
ISIN	INE203D01016
Name of the company	THE VICTORIA MILLS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-09-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:15 AM

Scrutinizer Details	
Name of the Scrutinizer	Nilesh Shah
Firms Name	Nilesh Shah & Associates
Qualification	CS
Membership Number	4554
Date of Board Meeting in which appointed	26-05-2025
Date of Issuance of Report to the company	26-09-2025

Voting results	
Record date	19-09-2025
Total number of shareholders on record date	3258
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	10
b) Public	11
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Directors and Auditors thereon.				
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	55349	51393	92.8526	51393	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	55349	51393	92.8526	51393	0	100	0
Public- Institutions	E-Voting	116	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	116	0	0	0	0	0	0
Public- Non Institutions	E-Voting	43095	21	0.0487	21	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	43095	21	0.0487	21	0	100	0
Total		98560	51414	52.1652	51414	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Declare Dividend on Equity Shares				
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	55349	51393	92.8526	51393	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	55349	51393	92.8526	51393	0	100	0
Public- Institutions	E-Voting	116	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	116	0	0	0	0	0	0
Public- Non Institutions	E-Voting	43095	21	0.0487	21	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	43095	21	0.0487	21	0	100	0
Total		98560	51414	52.1652	51414	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mr. Aditya Mangaldas (DIN: 00032233), as Director, who retires by rotation and being eligible, offers herself for re-appointment				
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	55349	51393	92.8526	51393	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	55349	51393	92.8526	51393	0	100	0
Public- Institutions	E-Voting	116	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	116	0	0	0	0	0	0
Public- Non Institutions	E-Voting	43095	21	0.0487	21	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	43095	21	0.0487	21	0	100	0
Total		98560	51414	52.1652	51414	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Secretarial Auditor				
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	55349	51393	92.8526	51393	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	55349	51393	92.8526	51393	0	100	0
Public- Institutions	E-Voting	116	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	116	0	0	0	0	0	0
Public- Non Institutions	E-Voting	43095	21	0.0487	21	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	43095	21	0.0487	21	0	100	0
Total		98560	51414	52.1652	51414	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

THE VICTORIA MILLS LIMITED																
Register of Remote E-voting																
Nominal / Face Value per Share: Rs. 100/-																
Shares with Differential Voting Rights: The Company does not have any shares with differential voting rights. All shares rank pari passu.																
SR. NO.	FOLIO NO./ DP ID/ CLIENT ID	NAME OF THE SHAREHOLDER	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 1 OF NOTICE			RESOLUTION NO. 2 OF NOTICE			RESOLUTION NO. 3 OF NOTICE			RESOLUTION NO. 4 OF NOTICE			REMARKS
				FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	FOR	AGAINST	INVALID / ABSTAIN	
1	1202300001295744	ADITYA HARSHAVADAN MANGALDAS	2752	2752	0	0	2752	0	0	2752	0	0	2752	0	0	
2	1202300001295841	KARMA VIVAN	1	1	0	0	1	0	0	1	0	0	1	0	0	
3	1202300001295881	ADITYA HARSHAVADAN MANGALDAS	5232	5232	0	0	5232	0	0	5232	0	0	5232	0	0	
4	1202300001295894	ADITYA HARSHAVADAN MANGALDAS	5350	5350	0	0	5350	0	0	5350	0	0	5350	0	0	
5	1202300001296222	DEVYANI HARSHAVADAN MANGALDAS	1081	1081	0	0	1081	0	0	1081	0	0	1081	0	0	
6	1202300001296543	BROMELIA TRADING LLP	6100	6100	0	0	6100	0	0	6100	0	0	6100	0	0	
7	1202300001296714	ASGAR SAFIUDDIN BENGALI	1	1	0	0	1	0	0	1	0	0	1	0	0	
8	1202300001296879	ADITI HARSHAVADAN MANGALDAS	1	1	0	0	1	0	0	1	0	0	1	0	0	
9	1202300001296883	ADITYA HARSHAVADAN MANGALDAS	30878	30878	0	0	30878	0	0	30878	0	0	30878	0	0	
10	1301670000688192	HIMANSHU A TRIVEDI	1	1	0	0	1	0	0	1	0	0	1	0	0	
11	IN30018313304347	VIKAS CHANDRAKANT DAKWE	2	2	0	0	2	0	0	2	0	0	2	0	0	
12	IN30051310089129	NARENDRA S TRIVEDI	2	2	0	0	2	0	0	2	0	0	2	0	0	
13	IN30115112135542	RAJESH RATANSHI CHHEDA	7	7	0	0	7	0	0	7	0	0	7	0	0	
14	IN30154967065242	KULIN BHAGWANDAS RAMDAS	3	3	0	0	3	0	0	3	0	0	3	0	0	
15	IN30177421798348	SUBRAMANYA RAVINDRA	1	1	0	0	1	0	0	1	0	0	1	0	0	
16	IN30260310256405	J SURESH SHENOY	1	1	0	0	1	0	0	1	0	0	1	0	0	
17	IN30611449932326	prabir kumar baidya	1	1	0	0	1	0	0	1	0	0	1	0	0	
TOTAL			51414	51414	0	0	51414	0	0	51414	0	0	51414	0	0	