

THE VICTORIA MILLS LIMITED

CIN: L17110MH1913PLC000357
REG. OFFICE: VICTORIA HOUSE PANDURANG BUDHIKAR MARG, LOWER PAREL, MUMBAI- 400013
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**NOTICE OF ANNUAL GENERAL MEETING,
REMOTE E-VOTING INFORMATION AND BOOK CLOSURE DATE**

Notice is hereby given that 104th Annual General Meeting (AGM) of THE VICTORIA MILLS LIMITED will be held on **Wednesday, 27th Day of September, 2017** at 11.00 A.M. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400018 to transact the business as set out in the AGM notice.

The Annual Report 2016-17 of the Company (including Director's Report together with annexures, Auditor's Report, Corporate Governance Report, Financial Statements, Notice, Attendance Slip and Proxy Form) has been sent to the members at their registered addresses by courier and by e-mail to those members who have registered their email addresses either with the company or with their Depository Participants. The Annual Report is also available on the Company's website: www.victoriamills.in. The physical copy of the Annual Report including the Notice convening the AGM has been Courier to the members on **3rd August, 2017**.

An e-voting facility through National Securities Depository Limited (NSDL) has been made available to the members and will be open from **Sunday, September 24, 2017 at 9.00 A.M. to Tuesday, September 26, 2017 at 5.00 P.M.**

Remote e-voting Information

In terms of Section 108 of the Companies Act, 2013 read with Rules thereto, as amended and Regulation 44 of the SEBI (LODR) 2015, the Company is providing the Remote e-voting facility to the Members to cast their vote by electronic means (Remote e-voting) on all the resolutions set forth in the Notice. The Company has engaged services of National Securities Depository Limited (NSDL) for providing e-voting facility. Kindly refer the Notice of the AGM regarding instruction of e-voting. The Notice will be also available on the website of NSDL.

1. The ordinary business are set out in the Notice of the AGM may be transacted by electronic voting means.
2. The remote e-voting shall commence on **Sunday, September 24th, 2017 at 9.00 A.M. (IST)**.
3. The remote e-voting shall end on **Tuesday, September 26th, 2017 at 5.00 P.M. (IST)**.
4. The cut-off date of determining the eligibility to vote by electronic means or at the AGM is the **Wednesday, September 20th, 2017**.
5. Any person who acquires shares of the Company and becomes member of the Company after the dispatch of the Notice may generate the password for remote e-voting by going through instructions in the Notice of AGM and shall be entitled for availing remote e-voting facility/voting at the AGM through Ballot. However the vote of member will be considered only if such person is a member of the Company as at the cut-off date i.e. **Wednesday, September 20th, 2017**. A person who is not a member as on the cut-off date should treat this notice for his/her information purpose only.
6. The Procedure for e-voting has also been mentioned in the AGM Notice. The Notice of the AGM is also available at the website of NSDL at www.evoting.nsdl.com. In Case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at the Download section of www.evoting.nsdl.com or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, at the designated email ids: evoting@nsdl.co.in or rajivr@nsdl.co.in or call on toll free no. 1800-222-990.
7. Remote e-voting shall not be allowed **beyond 5.00 P.M. IST on Tuesday, September 26th, 2017**.
8. Only the persons holding shares of the Company (in physical or dematerialized form) on the cut-off date shall be entitled to avail the facility of Remote e-voting or voting through ballot at the AGM. In case members cast their vote both by ballot and Remote e-voting, then voting done through Remote e-voting shall prevail and voting done by ballot will be treated as invalid. The Members who have already casted their vote through Remote e-voting may attend the AGM but shall not be entitled to cast their vote at the AGM.
9. The Company has appointed M/s. Nilesh Shah and Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process and poll, if any at the AGM in a fair and transparent manner.

Book Closure

Notice is hereby given that pursuant to section 91 of the Companies Act, 2013 read with Rules thereto, the Register of Members and the Share Transfer Books of the Company will remain closed from **12th September, 2017 to 27th September, 2017 (both days inclusive)** for the purpose of AGM for the financial year ended March 31, 2017.

Members who hold shares in electronic mode are requested to notify change in address, option of NECS credit facility, Bank Mandate, Bank particulars, if any, to their depository participants.

Members holding shares in physical form should address such notices to the Registered Office of the Company or to the Registrars & Share Transfer Agents of the Company M/s. Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai - 400083.

The Final Dividend of Rs. 50 per Equity Share of Rs. 100/-each as recommended by Board of Directors, if declared at AGM will be paid before **27th October, 2017** to those shareholders whose names appear in Register of Member/List of Beneficial Owner maintained by Depositories as on **Monday 11th September, 2017**.

FOR, THE VICTORIA MILLS LIMITED
Sd/-

Place: Mumbai
Date: 3rd August 2017

ADITYA MANGALDAS
MANAGING DIRECTOR