

**THE VICTORIA MILLS LIMITED**

CIN: L17110MH1913PLC000357

REG. OFFICE: VICTORIA HOUSE PANDURANG BUDHKAR MARG, LOWER PAREL, MUMBAI- 400013  
TEL: 24971192/93, FAX: 24971194 EMAIL: vicmill2013@gmail.com WEB: www.victoriamills.in**NOTICE OF ANNUAL GENERAL MEETING, REMOTE E-VOTING  
INFORMATION AND BOOK CLOSURE DATE**

Notice is hereby given that 103<sup>rd</sup> Annual General Meeting (AGM) of **THE VICTORIA MILLS LIMITED** will be held on **Tuesday, 27<sup>th</sup> Day of September, 2016 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 2015-16 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](http://www.victoriamills.in). The physical copy of the Annual Report including the Notice convening the AGM has been Courier to the members on 20<sup>th</sup> August, 2016.

An e-voting facility through Central Depository Services (India) Limited (CDSL) has been made available to the members and will be open from **Saturday, September 24, 2016 at 9.00 A.M. to Monday, September 26, 2016 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 Central Depository Services (India) Limited (CDSL) 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 CDSL, [www.cdslindia.com](http://www.cdslindia.com)

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 **Saturday, September 24<sup>th</sup>, 2016 at 9.00 A.M. (IST).**
3. The remote e-voting shall end on **Monday, September 26<sup>th</sup>, 2016 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 21<sup>st</sup>, 2016.**
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 21<sup>st</sup>, 2016.** A person who is not a member as on the cut-off date should treat this notice for his/her information purpose only.
6. Members holding shares in physical form or dematerialized form, may go through the instructions mentioned in the AGM Notice or visit CDSL website [www.evotingindia.com](http://www.evotingindia.com) and in case he/she has any queries or issues regarding e-voting, he/she may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no.18002005533 or contact Central Depository Services (India) Limited (CDSL), 16<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 021.
7. Remote e-voting shall not be allowed **beyond 5.00 P.M. IST on Monday, September 26<sup>th</sup>, 2016.**
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 **22<sup>nd</sup> September, 2016 to 27<sup>th</sup> September, 2016 (both days inclusive)** for the purpose of AGM for the financial year ended March 31, 2016.

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. System Support Services, 209, Shivai Ind. Estate, 89, Andheri Kurla Road, Sakinaka, Mumbai- 400072.

**For The Victoria Mills Limited**

Sd/-

**BIRJUKUMAR GODHANI  
COMPANY SECRETARY**Place: Mumbai  
Date : 20<sup>th</sup> August 2016