

THE VICTORIA MILLS LIMITED

(CIN: L17110MH1913PLC000357)

REG. OFFICE: VICTORIA HOUSE PANDURANG BUDHKAR MARG, LOWER PAREL,
MUMBAI- 400013 TEL: 24971192/93,

EMAIL: vicmill2013@gmail.com Website: www.victoriamills.in

NOTICE OF POSTAL BALLOT

Members of the Company are hereby informed that a Postal Ballot Notice, seeking members' consent on the resolution set out in the said Notice has been sent electronically to the members whose e-mail address is registered with the Company / Link Intime India Private Limited, Company's Registrar and Transfer Agent/Depository Participant(s), as on Friday, May 10, 2024, i.e. the Cut-Off Date. The Company has completed electronic despatch of the Postal Ballot Notice on Friday, May 17, 2024.

The Postal Ballot Notice is available on the Company's website at www.victoriamills.in and on the website of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com, respectively and on the website of Linkintime India Private Limited at www.instavote.linkintime.co.in.

The documents referred to in the Postal Ballot Notice are available for inspection electronically and members seeking to inspect such documents can send an e-mail to "vicmill2013@gmail.com".

Instruction for e-voting:

In accordance with the applicable circulars issued by the Ministry of Corporate Affairs, the Company is providing to its members the facility to exercise their right to vote on the resolution proposed in the said Postal Ballot Notice only by electronic means ("e-voting"). The communication of the assent or dissent of the members would take place through remote e-voting process only. The Company has engaged the services of "Linkintime India Private Limited" as the agency to provide e-voting facility. Members may cast their votes during the period mentioned herein below:

Commencement of e-voting: 9:00 a.m. (IST) on Tuesday, May 21, 2024

End of e-voting: 5:00 p.m. (IST) on Wednesday, June 19, 2024

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Linkintime India Private Limited upon expiry of the aforesaid period.

Manner of e-voting by members holding shares in dematerialised mode, physical mode and members who have not registered their email address has been provided in the Postal Ballot Notice. The manner in which persons who have forgotten the User ID and Password, can obtain / generate the same, has also been provided in the said Notice. Members who do not receive the Postal Ballot Notice may download it from the above-mentioned websites.

A person, whose name is recorded in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall only be considered eligible for the purpose of e-voting. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. **A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.**

Further, for the purpose of updation of the correct and valid details more specifically the E-mail Id, members who have not registered their email Id or KYC details or members who want to update the same are requested to fill in the all the details as required in the said "KYC Updating Form" which forms an integral part of this Notice of Postal Ballot and send the signed "KYC Updating Form" to the RTA of the Company and a copy of same at the Registered Office of the Company.

The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, June 19, 2024. The results of e-voting will be announced on or before Friday, June 21, 2024 and will be displayed on the Company's website www.victoriamills.in and communicated to the Stock Exchanges and National Securities Depository Limited and Central Depository Services (India) Limited and Link Intime India Private Limited. The Company will also display the results of the Postal Ballot at its Registered Office.

In case of any queries/grievances pertaining to remote e-Voting (before/ during the AGM), you may refer to the Frequently Asked Questions for shareholders and e-Voting user manual for shareholders available in the 'Help' section of www.evotingindia.com or call Mr. Rakesh Dalvi on 022-23058738 and 022-23058542/43 or send a request at helpdesk.evoting@cdslindia.com.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542 / 43
Securities with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 224 430

For Victoria Mills Limited

Sd/-

Place: Mumbai
Date: May 17, 2024Hussain Sidhpurwala
Company Secretary & Compliance officer**THE VICTORIA MILLS LIMITED**

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Commencement of e-voting: 9:00 a.m. (IST) on Tuesday, May 21, 2024

End of e-voting: 5:00 p.m. (IST) on Wednesday, June 19, 2024

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Linkintime India Private Limited upon expiry of the aforesaid period.

Manner of e-voting by members holding shares in dematerialised mode, physical mode and members who have not registered their email address has been provided in the Postal Ballot Notice. The manner in which persons who have forgotten the User ID and Password, can obtain / generate the same, has also been provided in the said Notice. Members who do not receive the Postal Ballot Notice may download it from the above-mentioned websites.

A person, whose name is recorded in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall only be considered eligible for the purpose of e-voting. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. **A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.**

Further, for the purpose of updation of the correct and valid details more specifically the E-mail Id, members who have not registered their email Id or KYC details or members who want to update the same are requested to fill in the all the details as required in the said "KYC Updating Form" which forms an integral part of this Notice of Postal Ballot and send the signed "KYC Updating Form" to the RTA of the Company and a copy of same at the Registered Office of the Company.

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In case of any queries/grievances pertaining to remote e-Voting (before/ during the AGM), you may refer to the Frequently Asked Questions for shareholders and e-Voting user manual for shareholders available in the 'Help' section of www.evotingindia.com or call Mr. Rakesh Dalvi on 022-23058738 and 022-23058542/43 or send a request at helpdesk.evoting@cdslindia.com.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542 / 43
Securities with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 224 430

For Victoria Mills Limited

Sd/-

Place: Mumbai
Date: May 17, 2024Hussain Sidhpurwala
Company Secretary & Compliance officer



Date: May 17, 2024

To,

BSE Limited

Phiroze Jeejeebhoy Towers Dalal Street,

Mumbai – 400 001

Scrip Code: 521064

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice, seeking approval of the members of the Company, by way of remote e-voting process for the following matter:

1. To approve re-appointment Of Shri Aditya Mangaldas (Din: 00032233) As An Managing Director of the Company - Special Resolution

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 10, 2024 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company/RTA/Depositories. The Company has engaged the services of Link Intime India Pvt. Ltd for the purpose of providing remote e-voting facility to all its members through instavote.

The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, May 21, 2024 and ends at 5.00 p.m. (IST) on Wednesday, June 19 2024. The results of the Postal Ballot will be announced on or before Friday June 21, 2024.

The Postal Ballot Notice is also available on the website of the Company at <https://www.victoriamills.in>

Request you to please take the same on your records.

Thanking you

Yours faithfully

For The Victoria Mills Limited

Hussain Sidhpurwala

Company Secretary & Compliance Officer.

The Victoria Mills Limited

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NOTICE OF POSTAL BALLOT

To,

The Members,

Notice is hereby given that the following proposed Resolutions are being circulated for approval of the members of the Company to be accorded by Postal Ballot, only by way of e-voting process ("e-voting"), in accordance with the provisions of Section 110 read with 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos.14/2020 dated April 8th, 2020, 17/2020 dated April 13th, 2020, 22/2020 dated June 15th, 2020, 33/2020 dated September 28th, 2020, 39/2020 dated December 31st, 2020, 10/2021 dated June 23rd, 2021, 20/2021 dated December, 8th, 2021, 03/2022 dated May 5th, 2022 and 11/2022 dated December 28th, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications thereto or re-enactment thereof for the time being in force):

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF SHRI ADITYA MANGALDAS (DIN: 00032233) AS AN MANAGING DIRECTOR

To consider and, if thought fit, to pass the following Resolution as a Special Resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any modification or re enactment thereof and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Aditya Mangaldas (DIN: 00032233) as Managing Director of the Company for the period of three years w.e.f. 1st April 2024 and payment of remuneration for period of said three years as per Schedule V of the Companies Act, 2013 including Basic Salary of 6,60,000-7,25,000-8,00,000 and other Perquisites, Bonus, Performance Incentives and other additional perquisites as approved by Remuneration Committee from time to time as per the rules of the Compan

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"RESOLVED FURTHER THAT in the event of no profit or the profits being inadequate in any financial year of the Company during the currency of tenure of Mr. Aditya Mangaldas, he shall be paid salary, allowances and perquisites not exceeding limits as set out in Schedule V to the Companies Act, 2013 or any modification or re-enactment thereof, unless otherwise approved by way of Special Resolution.

"RESOLVED FURTHER THAT in case any of the aforesaid consents as may be applicable and if denied by the competent authority to the Payment of Remuneration to Mr. Aditya Mangaldas, the committee recommend to the Board to take every steps to get refund of the excess amount of Remuneration paid to Mr. Aditya Mangaldas.

The following perquisites however shall not be included in the computation of the ceiling on remuneration:

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- (c) Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT Mr. Aditya Mangaldas shall be entitled to the re-imbursement of all out of pocket expenses which may be incurred by him for and in the course of business of the Company.

"RESOLVED FURTHER THAT draft agreement proposed to be entered into with the Managing Director should be on revised terms and stipulated that the same be placed before Members as Special Resolution and be executed after approval of the shareholder and necessary legal formalities be carried out"

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NOTES:

1. Statement setting out the material facts concerning the proposed special business pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rules made thereunder is given hereunder.
2. In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Section 108 & 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India on general meetings ('SS-2'), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching Physical Postal Ballot Form. The Board of Directors of the Company has appointed Central Depository Services (India) Limited (CDSL) ('the Agency') for facilitating e-voting to enable the members to cast their votes electronically.
3. The Board of Directors of the Company has appointed Shri Nilesh Shah & Associates, Practicing Company Secretary, Membership No. 4554 as Scrutinizer and Alternate Scrutinizer respectively for conducting the Postal Ballot/e-voting process in fair and transparent manner.
4. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services(India) Limited ("CDSL") as on close of working hours on 10th May, 2024. (Cut-off date) in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and the MCA Circulars.
5. The Ministry of Corporate Affairs, Government of India(MCA), in terms of the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December,2021, General Circular No.03/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars") has advised the Companies to take all decisions of urgent nature requiring members approval, other than items of ordinary business or business where any person has

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a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. As per the MCA circulars, the Company will send postal ballot notice only through email to all its members who have registered their email address with the Company or Depository/Depository Participants and the communication of assent/ dissent of the members on the resolutions proposed in this notice will only take place through e-voting system. This postal ballot is accordingly being initiated in compliance with the MCA circulars. Hence, in compliance with the requirement of MCA circulars, hard copy of postal ballot Notice along with postal ballot forms and prepaid business reply envelope will not be sent to the members for this postal ballot and they are required to communicate their assent or dissent through the e-voting system only.

6. Members whose names are appearing on the Register of Members/List of Beneficial owners as on the Cut-off date shall be eligible for e-voting. A person who is not a Member on Cutoff Date should treat this notice for information purpose only.

7. The Postal Ballot Notice has been placed on the Company's weblink - https://www.victoriamills.in/Notice_of_Postal_Ballot_May_2024.pdf and will remain on such website until the last date of e-voting on the said Postal Ballot Notice.

8 The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.

9 The voting rights of members shall be in proportion to their share in the Paid up Equity Share Capital of the Company as on cut-off date i.e. 10th May, 2024.

10 .The remote E-voting facility will be available during the following period:

Commencement of E-Voting	Tuesday, May 21, 2024 from 9.00 A.M.
End of E-Voting	Wednesday, June 19 2024 till 5.00 P.M.

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 10th May, 2024, (the Closing hours), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

11. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail

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facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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Instructions for shareholders to vote electronically:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<p><u>METHOD 1 - If registered with NSDL IDeAS facility</u></p> <p><u>Users who have registered for NSDL IDeAS facility:</u></p> <ul style="list-style-type: none">a) <u>Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".</u>b) <u>Enter user id and password. Post successful authentication, click on "Access to e-voting".</u>c) <u>Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</u> <p><u>OR</u></p> <p><u>User not registered for IDeAS facility:</u></p> <ul style="list-style-type: none">a) <u>To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u>b) <u>Proceed with updating the required fields.</u>c) <u>Post registration, user will be provided with Login ID and password.</u>d) <u>After successful login, click on "Access to e-voting".</u>e) <u>Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</u>

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	<p><u>METHOD 2 - By directly visiting the e-voting website of NSDL:</u></p> <ol style="list-style-type: none"> <u>Visit URL: https://www.evoting.nsdl.com/</u> <u>Click on the "Login" tab available under 'Shareholder/Member' section.</u> <u>Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</u> <u>Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".</u> <u>Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</u>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 – From Easi/Easiest Users who have registered/ opted for Easi/Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com. Click on New System Myeasi Login with user id and password After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR Users not registered for Easi/Easiest</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Proceed with updating the required fields. Post registration, user will be provided Login ID and password. After successful login, user able to see e-voting menu. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for

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	<p>casting the vote during the remote e-voting period.</p> <p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com/ Go to e-voting tab. Enter Demat Account Number (BO ID) and PAN No. and click on "Submit". System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ol style="list-style-type: none"> Login to DP website After Successful login, members shall navigate through "e-voting" tab under Stocks option. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> Visit URL: https://instavote.linkintime.co.in Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <p>A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares</p>

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in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

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Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

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STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

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User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Mr. Aditya Mangaldas was re-appointed as Managing Director for period of 3 years w.e.f. 1st April, 2018 and hence the said terms of Appointment of Mr. Aditya Mangaldas comes to end on 31st March, 2024. Directors were of the opinion that in view of the improved working of the Company under able guidance and supervision of Mr. Aditya Mangaldas it is desirable to re-appoint him as Managing Director for period of 3 years on terms and conditions as may be suggested by the Nomination and Remuneration Committee consisting of two Independent Directors. It is also desirable to enter into Agreement with the Managing Director describing detail terms of appointment of Mr. Aditya Mangaldas to be effective from 1st April, 2024.

It is proposed to reappoint Mr. Aditya Mangaldas as Managing Director on terms as mentioned herein below:

Year	1.04.2024	1.04.2025	1.04.2026
Particulars			
Basic per month	6,60,000	7,25,000	8,00,000
HRA	-	-	-
Perquisite	-	-	-
Bonus	-	-	-
Additional perquisites	-	-	-
Yearly	79,20,000	87,00,000	96,00,000
Not to be included			
P.P.F.	1,00,000	1,00,000	1,00,000
Gratuity	3,30,000	3,62,500	4,00,000
Superannuation	9,76,536	10,72,710	11,83,680
LTA	6,60,000	7,25,000	8,00,000
	20,66,536	22,60,210	24,83,680
TOTAL	99,86,536	1,09,60,210	1,20,83,680

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PART "A"

(i) **Medical Reimbursement:** The reimbursement of medical expenses incurred by the Managing Director for self and family in accordance with the rules and regulations of the Company.

(ii) **Leave Travel Concession:** Leave Travel Concession for the Managing Director and his family in a year in accordance with the Rules & Regulation of the Company.

(iii) **Personal Accident Insurance:** Personal Accident Insurance of an amount of the annual premium of which does not exceed one month salary.

(iv) **Club Fees:** Fees of Club subject to a maximum of two Clubs excluding Admission and Life Membership fees to the Managing Director.

Agenda Item No.	1
Name of Director	Aditya Mangaldas
Director Identification Number (DIN)	00032233
Date of Birth	16.09.1963
Qualification & Brief Profile including Expertise	Refer Note-1
Disclosure of relationship with other Director's	Spouse of Mrs. Mamta Mangaldas, Director of the Company
Directorships in other Listed Companies	None
Memberships/ Chairmanship of Audit and Stakeholders Relationship Committees	Member - Stakeholder Relationship Committee The Victoria Mills Limited

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across other Public	
Companies including this	
Company	
Shareholding in The	44,212
Victoria Mills Ltd	

Note -1 Qualification, Brief profile and Expertise of Mr. Aditya Mangaldas

- Mr. Aditya Mangaldas is a Mechanical Engineer from L. D. College of Engineering, Ahmedabad and has an MBA from Babson College, U.S.A.
- Mr. Aditya Mangaldas is responsible for overall business strategy and direction for the organization. As a Managing Director, he provides strategic direction to the Company.
- Mr. Aditya Mangaldas is actively involved in an organization involved in housing and caring for children with serious chronic diseases.

By Order of the Board of Directors

For The Victoria Mills Limited

Place: Mumbai

Date: 17th May, 2024

Hussain Sidhpurwala
Company Secretary

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