

THE VICTORIA MILLS LIMITED

Registered Office: Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai- 400 013
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CIN: L17110MH1913PLC000357

NOTICE OF ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE DATE

Notice is hereby given that 102nd Annual General Meeting (AGM) of THE VICTORIA MILLS LIMITED will be held on **Tuesday, 22nd Day of September, 2015 at 11.00 A.M.** at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018 to transact the business as set out in the AGM notice.

The Annual Report 2014-15 of the Company (including Director's Report together with annexures, Auditor's Report, Financial statements, Notice, Explanatory Statement, 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 dispatch of Notice of AGM has been completed on 22nd August 2015. An e-voting facility through Central Depository Services (India) Limited (CDSL) has been made available to the members and will be open from **Tuesday, September 15, 2015 at 9.00 A.M. to Friday, September 18, 2015 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 Clause 35B of the Listing Agreement, 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.

The ordinary and the special business are set out in the Notice of the AGM may be transacted by electronic voting means.

1. The remote e-voting shall commence on Tuesday, September 15th at 9.00 A.M. (IST).
2. The remote e-voting shall end on Friday September 18, 2015 at 5.00 P.M. (IST).
3. The cut-off date of determining the eligibility to vote by electronic means or at the AGM is the beginning hours of Tuesday, September 15th, 2015.
4. 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. beginning hours of Tuesday September 15, 2015. A person who is not a member as on the cut-off date should treat this notice for his/her information purpose only.
5. Members holding shares in physical form or dematerialized form, may go through the instructions mentioned in the AGM Notice or visit CDSL website <https://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 under help section or write an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no. 18002005533 or contact Mr. Wenceslaus Furtado, Deputy Manager, Central Depository Services (India) Limited (CDSL), 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 021, who will also address grievances connected with the voting by electronic means.
6. Remote e-voting shall not be allowed beyond 5.00 P.M. IST on Friday, September 18, 2015.
7. 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.
8. 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

Also 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 11th September, 2015 to 22nd September, 2015 (both days inclusive) for the purpose of the payment of final dividend on equity shares for the financial year ended March 31, 2015 and the AGM. The dividend of Rs. 50/- per equity share of Rs. 100/- each as recommended by the board, if approved at the AGM, would be paid to those members whose name appears on the Register of Members at the beginning hours on 11th September, 2015.

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, Shivali Ind. Estate, 89, Andheri Kurla Road, Sakinaka, Mumbai- 400 072.

For The Victoria Mills Limited
Sd/-
Puneet Motwani
Company Secretary

Place : Mumbai
Date : 25th August 2015