

**NOTICE OF THE FORTIETH ANNUAL GENERAL MEETING**

To,  
The Members  
**Victoria Enterprises Limited,**

Notice is hereby given that the **Fortieth Annual General Meeting** of the Members of **Victoria Enterprises Limited** will be held on Thursday, March 30, 2023 at 02:00 p.m. at the 9<sup>th</sup> Floor, Vaibhav Chambers, Opposite Income Tax Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Board's Report and the Report of Auditors' thereon.
2. To appoint a Director in place of Mr. Krishna Kumar Pittie: (DIN: 00023052), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") and who is not disqualified to become Director under the Act and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**3. Appointment of Statutory Auditors to fill the casual vacancy**

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:*

**"Resolved that** pursuant to the provisions of Section 139(8) and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendments thereto or re-enactment thereof) Messrs. Prakash Shah & Associates, Chartered Accountants, Firm Registration Number (107487W) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Taori Sandeep and Associates, and that they shall hold the office of the Statutory Auditors from the date of conclusion of the Fortieth Annual General Meeting to the date of conclusion of the Forty First Annual General Meeting at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and duly approved by the Board of Directors of the Company."

**By Order of the Board of Directors  
For Victoria Enterprises Limited,**

*Sd/-*

**Krishna Kumar Pittie**

Chairman

(DIN: 00023052)

**Date:** March 08<sup>th</sup>, 2023

**Place:** Mumbai

**Registered Office:**

9<sup>th</sup> Floor, Vaibhav Chambers,  
Opposite Income Tax Bandra-Kurla Complex,  
Bandra (East) Mumbai 400051  
CIN: L65990MH1982PLC027052

[www.victoriaenterprises.co.in](http://www.victoriaenterprises.co.in)

**NOTES:**

1. A Member entitled to attend and vote at the general meeting is entitled to appoint a proxy, who need not be a Member, to attend and vote on poll on behalf of himself/herself. The instrument appointing the Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 (Forty Eight) hours before the commencement of the Meeting. A proxy form for the Annual General Meeting ('AGM') is enclosed.

A person can act as a proxy on behalf of the Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member. Proxies submitted on behalf of Companies, Societies, etc. must be supported by valid and effective resolution/authority, as applicable.

2. The Company's Registrar & Share Transfer Agents are M/s Computech Sharecap Ltd ('R & TA'), at 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 023 (Board No.: 022 - 2263 5003; Direct No.: 2263 5000/5001; Fax 022 – 2263 5005)
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, March 24, 2023 to Thursday, March 30 2023, both days inclusive, for taking record of the Members of the Company for the purpose of AGM.
4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Krishna Kumar Pittie: (DIN: 00023052) seeking re-appointment at this AGM are annexed to the Notice and forms part of the Explanatory Statement.

Brief resume of Mr. Krishna Kumar Pittie: (DIN: 00023052) has also been furnished separately in the Annual Report. Mr. Krishna Kumar Pittie: (DIN: 00023052) proposed to be re-appointed have furnished the relevant consent for his re-appointment.

5. As per Sections 101 and 136 read with the Companies (Accounts) Rules, 2014 and all other applicable provisions of the Act, read with the Rules made under the Act, Companies can serve/send various reports, documents, communications, including but not limited to Annual Report comprising of the Report of the Board of Directors, Auditors' Report, Financial Statements, Notice of General Meetings, etc. (hereinafter referred to as 'the Documents') to its Members through electronic mode at their e-mail addresses.

The Company believes in green initiative and is concerned about the environment. The Company has e-mailed the Documents in electronic mode at your e-mail address obtained from the depositories/available with R & TA unless a Member has requested for a hard copy of the same.

Members are requested to furnish/update the details of their address, e-mail address, bank account details, relevant information for availing various approved/permissible modes of electronic funds transfer facilities viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc.:

- (i) to their Depository Participants in respect of their shareholdings in electronic/dematerialized form;
- (ii) to R & TA, in respect of their shareholdings in physical form, quoting their folio numbers.

Members are entitled to have, free of cost, a copy of the Annual Report upon placing a specific requisition addressed to the R & TA.

6. Annual Report including *inter alia* the Report of the Board of Directors, Auditors' Report, Financial Statement, Notice of this AGM, Attendance Slip, Proxy Form, etc. is being sent by electronic mode to all the Members whose e-mail addresses are registered with the R & TA/depositories unless a Member has requested for a hard copy of the same. The same are also available on the Company's website at: [www.victoriaenterprises.co.in](http://www.victoriaenterprises.co.in)
7. In case a person has become a Member of the Company after the dispatch of Annual Report but on or before the cut-off date i.e. Friday, March 24 2023, he/she/it may write to R & TA viz, /s Computech Sharecap Ltd., at the address mentioned above or on their e-mail id: [helpdesk@computechsharecap.com](mailto:helpdesk@computechsharecap.com) requesting for the User ID and Password. However, if he/she/it is already registered with CDSL for remote e-voting then he/she/it can use his/ her/its existing User ID and password for casting the vote.
8. In terms of Section 72 of the Act read with the applicable Rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner (Form No. SH-13), a person to whom his/her shares in the Company shall vest, in the event of his/her death. Nomination Form can be obtained from the R & TA. The duly filled in Nomination Form shall be sent to R & TA at the above mentioned address by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
9. Members/Proxies/Authorized Representatives should bring their copy of the Annual Report and Attendance Slip sent herein for attending the Meeting. Proxy/Authorized Representatives of Members should state on the Attendance Slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the Attendance Slip for easy identification at the meeting.
10. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant board resolution authorizing their representatives to attend and vote at the Meeting on their behalf.
11. In case of joint holders, the vote of such joint holder who is higher in the order of names, shall be accepted to the exclusion of the votes of other joint holders.
12. Members who are holding Shares in identical order of names in more than one Folio, are requested to apply to the R & TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
13. Members desiring any information pertaining to the Financial Statement are requested to write to the Company Secretary at the Registered Office of the Company at least 10 days prior to the date of the meeting so as to enable the Management to reply at the AGM.
14. Statutory Registers and all other documents relevant to the business as stated in the Notice convening the AGM are open for inspection by the Members at the Registered Office and Corporate Office of the Company up to and including the date of the ensuing AGM of the Company during business hours on any working day of the Company without payment of fee and will also be available at the AGM.

15. The Securities and Exchange Board of India ('SEBI') vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to R & TA viz, Computech Sharecap Ltd /Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant.
16. As per Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 17. Voting through Electronic Means:**
- a) Pursuant to Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other relevant Rules made under the Act and Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility to the Members to exercise their right to vote on the resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through such voting. The cut-off date for the purpose of remote e-voting and voting at the AGM is Friday, March 24, 2023. Accordingly, the Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, March 24, 2023 are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The Company has appointed Central Depository Services (India) Limited [CDSL] for facilitating remote e-voting.
- b) Subject to the applicable provisions of the Act read with the Rules made there under (as amended), the voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being Friday, March 27, 2023. Members are eligible to cast vote only if they are holding shares on Friday, March 24, 2023.
- c) **The remote e-voting period will commence at 9:00 a.m. (IST) on Friday, 27 March 2023 at 9:00 a.m. (IST) and ends on Wednesday, 29 March 2023 at 5:00 p.m. (IST).** During this period, the Members of the Company holding shares in physical form or in dematerialized form as on cut-off date may cast their vote through remote e-voting. **The remote e-voting module shall be blocked/disabled for voting thereafter.**
- d) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. The Members may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again.
- e) The facility for voting, either through electronic voting system or ballot/polling paper, shall also be made available at the AGM and the Members attending the AGM and who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- f) A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

- (i) The voting period begins on Friday, 27 March 2023 at 9:00 a.m. (IST) and ends on Wednesday, 29 March 2023 at 5:00 p.m. (IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, March 24, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**J CDSL E-VOTING SYSTEM**

1. Ministry of Corporate Affairs has issued certain guidelines with regards to conducting of the general meetings of the companies vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 2/2022 dated May 05, 2022.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.victoriaenterprises.co.in](http://www.victoriaenterprises.co.in) . The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (ii) The voting period begins on Friday, 27 March 2023 at 9:00 a.m. (IST) and ends on Wednesday, 29 March 2023 at 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, March 24, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote 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 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.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service</li> </ol>

<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>provider website for casting your vote during the remote e-Voting period &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:**

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.



- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ) If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - J Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - J A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - J After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - J The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - J A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [vel@pittiegroup.com](mailto:vel@pittiegroup.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
  - J All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
- (xviii) **Voting at AGM:** The Members, who have not casted their vote through remote e-voting, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot paper shall be made available at the Meeting. Members who have already casted their votes by remote e-voting are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM.
- (xix) Ms. Shruti Somani (CP: 22487), Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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- (xx) The Scrutinizers shall immediately, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make, within 48 hours from the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against of the resolutions transacted in the AGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- (xxi) The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.victoriaenterprises.co.in](http://www.victoriaenterprises.co.in) and on the website of CDSL i.e. [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) . The Company shall also simultaneously forward the results to BSE Ltd. (BSE), where the shares of the Company are listed.
- (xxii) Map of the venue of the AGM is given after the notice and forms part of the notice.
- (xxiii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Fortieth AGM i.e. Thursday, March 30, 2023.

**By Order of the Board of Directors  
For Victoria Enterprises Limited,**

*Sd/-*

**Krishna Kumar Pittie**  
Chairman  
(DIN: 00023052)

**Date:** March 08, 2023

**Place:** Mumbai

**Registered Office:**

9<sup>th</sup> Floor, Vaibhav Chambers,  
Opposite Income Tax Bandra-Kurla Complex,  
Bandra (East) Mumbai 400051  
CIN: L65990MH1982PLC027052  
[www.victoriaenterprises.co.in](http://www.victoriaenterprises.co.in)

**ANNEXURE TO THE NOTICE:**

**THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2).**

**Item Nos. 2: Appointment of Mr. Krishna Kumar Pittie (DIN 00023052) as a Director of the Company**

<b>Name of the Director</b>	<b>Krishna Kumar Pittie</b>
DIN	00023052
Date of Birth	June 13, 1961
Age	61 years
Qualifications	Bachelor in Commerce
Nationality	Indian
Experience	Over 36 years of experience in business excellence and management expertise
Terms and conditions of appointment/re-appointment	Proposed to be re-appointed as a Director whose office is liable to retire by rotation.
Date of first appointment on the Board	May 23, 2005
Shareholding in the Company	3,14,000 Equity Shares
List of Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Shubh Media Private Limited</li> <li>2. Eastern Ceramics Limited</li> <li>3. Victoria Projects Private Limited</li> <li>4. Pittie Ayurved Private Limited</li> <li>5. Victoria Reality Private Limited</li> <li>6. Pittie Consumer Private Limited</li> <li>7. Shubhvilas Hotels Private Limited</li> <li>8. Junobo Hotels Private Limited</li> <li>9. Pittie Money Private Limited</li> <li>10. Pittie Real Estate Private Limited</li> <li>11. Pittie Infra Private Limited</li> <li>12. Shubhkart India Private Limited</li> <li>13. Pittie Distributors India Privatelimited</li> <li>14. Chakaachak Clean India Private Limited</li> <li>15. Bad Boys Entertainment Private Limited</li> <li>16. Lavender Venture Private Limited</li> <li>17. Pittie Antariksh Realty Private Limited</li> <li>18. Pittie Antariksh GRL Private Limited</li> </ol>

Committee Chairmanship/Membership in other Companies	Nil
Number of Board Meetings attended during the year	7 Board Meetings
Remuneration drawn during the year	Rs. 18,00,000/-
Relationship with other Directors and Key Managerial Personnel	Mr. Krishna Kumar Pittie is not related to any of the Directors or KMP's of the Company

**Item Nos 3: Appointment of Statutory Auditors to fill the casual vacancy**

M/s. Taori Sandeep and Associates, Chartered Accountants (FRN 007414C) have tendered their resignation as Statutory Auditors with effect from February 14, 2023 citing reasons in their said letter. This has resulted into a casual vacancy in the Office of Statutory Auditors of the Company as envisaged under Section 139(8) of the Companies Act, 2013.

The Board of Directors of the Company recommended the appointment of Messrs. Prakash Shah & Associates, Chartered Accountants, Firm Registration Number (107487W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Taori Sandeep and Associates. Accordingly, shareholders' approval by way of Ordinary resolution is being sought.

Messrs. Prakash Shah & Associates, Chartered Accountants, have conveyed their consent for being appointed as the Statutory Auditors of the Company alongwith a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under Section 141 of the Companies Act, 2013 and have given a certificate that their Firm complies with all eligibility prescribed norms for the appointment of the statutory auditors.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 3 of the Notice as an ordinary resolution.

None of the directors, Key Managerial Personnel, or relatives of such directors and Key Managerial Personnel is interested or concerned in the resolution set out at Item No. 3.

**By Order of the Board of Directors  
For Victoria Enterprises Limited,**

*Sd/-*  
**Krishna Kumar Pittie**  
Chairman  
(DIN: 00023052)

**Date:** March 08, 2023  
**Place:** Mumbai

**Registered Office:**

9<sup>th</sup> Floor, Vaibhav Chambers,  
Opposite Income Tax, Bandra-Kurla Complex,  
Bandra (East) Mumbai 400051  
CIN: L65990MH1982PLC027052  
[www.victoriaenterprises.co.in](http://www.victoriaenterprises.co.in)

**CONTACT DETAILS**

<b>Company</b>	<b>VICTORIA ENTERPRISES</b> <b>Regd Office :</b> 9 <sup>th</sup> Floor, Vaibhav Chambers, Opposite Income Tax, Bandra-Kurla Complex, Bandra (East) Mumbai - 400051 CIN : L65990MH1982PLC027052 Email : <a href="mailto:vel@pittiegroupp.com">vel@pittiegroupp.com</a> Website : <a href="http://www.victoriaenterprises.co.in">www.victoriaenterprises.co.in</a>
<b>Registrar and Share Transfer Agent</b>	<b>COMPUTECH SHARECAP LIMITED</b> <b>Regd Office :</b> 147, MG Road, Fort, Mumbai CIN : U67120MH1995PLC095302 Email : <a href="mailto:helpdesk@compu-techsharecap.com">helpdesk@compu-techsharecap.com</a> Website : <a href="http://www.compu-techsharecap.com">www.compu-techsharecap.com</a>
<b>E-Voting Agency</b>	<b>CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED</b> E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone :022-23058542/43
<b>Scrutinizer</b>	<b>CS SHRUTI SOMANI</b> Practising Company Secretary Email ID : <a href="mailto:shruti@mca.net.in">shruti@mca.net.in</a>

**ROUTE MAP TO THE VENUE OF FORTIETH ANNUAL GENERAL MEETING OF  
VICTORIA ENTERPRISES LIMITED:**

**Venue:**

9<sup>th</sup> Floor, Vaibhav Chambers, Opposite Income Tax, Bandra-Kurla Complex, Bandra (East) Mumbai - 400051

**Landmark: Opposite Income Tax Office**

