VICTORIA ENTERPRISES LTD.

37TH ANNUAL REPORT
2018-2019

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CORPORATE PROFILE

BOARD OF DIRECTORS

Mr. Krishna Kumar Pittie	Executive Director
Mr. Satish Badriprasad Sharma	Independent & Non-Executive Director
Ms. Bharati Mishal	Independent & Non-Executive Director

COMMITTEE DETAILS

Audit Committee

Ms. Bharati Mishal	Chairperson
Mr. Satish Badriprasad Sharma	Member
Mr. Krishna Kumar Pittie	Member

Investor Grievance Committee

Ms. Bharati Mishal	Chairperson
Mr. Satish Badriprasad Sharma	Member
Mr. Krishna Kumar Pittie	Member

Nomination & Remuneration Committee

Ms. Bharati Mishal	Chairperson
Mr. Satish Badriprasad Sharma	Member
Mr. Krishna Kumar Pittie	Member

STATUTORY AUDITORS

M/s Taori Sandeep & Associates
Chartered Accountants
Mumbai

BANKERS

Punjab & Sind Bank
Bank of Baroda
Oriental Bank of Commerce
Punjab National Bank

REGISTERED OFFICE

Vaibhav Chambers, 2nd Floor, Opp. Income Tax Office,
Bandra- Kurla Complex, Bandra East, Mumbai- 400 050

REGISTRAR & SHARE TRANSFER AGENT

M/s Computech Sharecap Ltd
147, Mahatma Gandhi Road,
Opp Jehangir Art Gallery, Fort, Mumbai – 400 023

37th Annual General Meeting
Day: Tuesday,
Date and Time: 24th September, 2019 at 11.00 a.m.
Venue: Vaibhav Chambers, 2nd Floor, Opposite Income Tax Office, Bandra Kurla Complex, Bandra (East), Mumbai – 400 050

NOTICE

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting of the Members of **VICTORIA ENTERPRISES LIMITED** will be held on Tuesday, 24th September, 2019 at 11.00 a.m. at the Registered Office of the Company at Vaibhav Chambers, 2nd Floor, Opp. Income Tax Office, Bandra-Kurla Complex, Bandra-East, Mumbai – 400 050 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, 2019, together with the Reports of Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Krishna Kumar Pittie (DIN 00023052) who retires by rotation and being eligible, offers for reappointment.

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

   "**RESOLVED THAT** pursuant the provisions of Section 152(6) of the Companies Act, 2013, Mr. Krishna Kumar Pittie (DIN 00023052), who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

3. To appoint Statutory Auditors of the Company and to fix their remuneration.

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

"***Resolved that*** pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Messrs. Taori Sandeep & Associates, Chartered Accountants (Firm Regn. No. 007474C), Mumbai, be and are hereby appointed as the Statutory Auditors of the Company, who shall hold Office from the conclusion of Thirty Seventh Annual General Meeting until the conclusion of the Forty Second Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF VICTORIA ENTERPRISES LIMITED

Sd/-
Krishna Kumar Pittie
Chairman
DIN 00023052

REGISTERED OFFICE:
Vaibhav Chambers,2nd Floor, Opposite Income Tax Office,
Bandra Kurla Complex, Bandra East, Mumbai – 400 050

Date: 30th May, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting.

   A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.

2. An Explanatory Statement on the business to be transacted at the meeting is annexed thereto.

3. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, 16th September, 2019 to Monday, 23rd September, 2019 (both days inclusive).

4. Electronic copy of the Annual Report 2018-19, Notice of the aforesaid AGM, inter alia along with Attendance Slip and Proxy Form are being sent to all the Members whose e-mail IDs are registered with the Company's Registrar & Transfer Agents/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail IDs, physical copies of the said Annual Report 2018-19, Notice of the AGM along with Attendance Slip, and Proxy Form are being sent at their registered addresses.

5. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.

6. Members holding shares in physical form are requested to notify immediately any change in their address including Pin code, Bank Mandate, etc to the Company's Registrar & Transfer Agents, M/s. Computech Sharecap Ltd, 147, Mahatma Gandhi Road, Opp Jehangir Art Gallery, Fort, Mumbai – 400 023, Maharashtra. Members holding shares in electronic form are requested to furnish this information to their respective Depository Participants for updation of the changes.

7. Members who hold shares in electronic form and who have not registered their e-mail addresses so far are requested to register their email IDs with their Depository Participants. Members who hold shares in physical form are requested to fill and send the ***"Email Registration Form"*** to the Registrar and Transfer Agents. This form is available on the Company's website www.pittiegroup.com under Investor section.

8. Members holding shares in physical form are also requested to take action for dematerialization of the shares to avail the benefits of demat.

9. Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, M/s. Computech Sharecap Ltd, who will provide the form on request. These forms are also available on the Company's website www.pittiegroup.com under Investor section.

10. Members are requested to contact the Company's Registrar & Transfer Agents, M/s. Computech Sharecap Ltd, 147, Mahatma Gandhi Road, Opp Jehangir Art Gallery, Fort, Mumbai – 400 023, Maharashtra (Board No.: 022 - 2263 5003; Direct No.: 2263 5000/5001; Fax 022 – 2263 5005) for reply to their queries/redressal of complaints, if any.

11. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.

12. Members are requested to kindly bring their copies of the Annual Report to the Meeting. Copies of the Annual Report will not be provided at the AGM Venue.