

NOTICE OF THE FORTY-THIRD (43RD) ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-Third (43RD) **Annual General Meeting** of the members of **Victoria Enterprises Limited (CIN: L65990MH1982PLC027052)** will be held on **Tuesday, the 30th day of September, 2025 at 04:30 P.M.** at the Registered office of the company situated at **9th Floor, Vaibhav Chambers, Opposite Income Tax, Bandra-Kurla Complex, Bandra (East), Mumbai 400051** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Balance Sheet as at 31st March 2025, the Statement of Profit & Loss, for the financial year ended 31st March 2025 and the Reports of the Board of directors and Auditors thereon.
2. :
To appoint a director in place of Mr. Krishna Kumar Ramdeo Pittie (DIN: 00023052), who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVE THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Krishna Kumar Ramdeopittie (DIN: 00023052), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. **Appointment of M/s Mahesh Chandra & Associates, Chartered Accountants as the Statutory Auditor of the Company:**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provision of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of directors of the Company, **M/s. Mahesh Chandra & Associates (FRN: 112334W and Peer Review No.017917)** Chartered Accountants, who fulfil the criteria of independence be and are hereby appointed as Statutory Auditors of the Company for a term of 5(five) consecutive years i.e. commencing from the conclusion of this 43rd Annual General Meeting until the conclusion of 48th Annual General Meeting to be held in the year 2030 and on the recommendation of the Audit Committee, the Board of directors be and is hereby further

authorized to finalize the remuneration of the Statutory Auditor (plus applicable taxes) and reimbursement of out-of-pocket expenses.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

4. To Appoint M/s Shruti Somani, Practicing Company Secretaries as Secretarial Auditor of the Company:

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and other applicable provisions, if any of the Companies Act 2013, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), other applicable laws / statutory provisions / circulars, if any [including any statutory modifications or re-enactment(s) thereof for the time being in force] each as amended, and based on the recommendation(s) of the Audit Committee and the Board of directors of the Company (‘Board’), **M/s Shruti Somani, Practicing Company Secretaries** (Certificate of Practice No. 22487 and Peer Review No **2305/2022**), be and is hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may described in the explanatory statement attached to the notice.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorised, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company.”

5. Re-appointment of Mr. Satish Sharma (DIN: 01603829) as Whole-time Director of the Company:

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 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of directors at their respective meetings, the approval of the members of the Company be and is hereby granted for the Re-Appointment of Mr. Satish Sharma (DIN: 01603829) as the Whole-Time Director and designated as the Executive Director (KMP) of the Company for a further period of 3 (Three) consecutive years commencing from 30th June, 2026 to 29th June, 2039 on the following terms and conditions:

- | | | |
|----------------|---|--|
| 1. Salary | : | Up to ₹ 1,00,000/- per month |
| 2. Perquisites | : | Bonus, Gratuity and other benefits etc. as per the policy of the Company |

RESOLVED FURTHER THAT in the event of there being any loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Satish Sharma (DIN: 01603829) shall not be in excess with the limit prescribed in terms of Schedule V of the companies Act, 2013.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Mr. Satish Sharma (DIN: 01603829) as “the Employer-Employee” and each party may terminate the above said appointment with 3 (Three) months prior notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Satish Sharma (DIN: 01603829), Whole-time Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary,

to decide the breakup of the remuneration, as may be expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it in the interest of the Company.”

6. To Grant Authority to the Board to Give Loans to Companies/ Body Corporate and Give Guarantee or Provide Security or make Investment under Section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, and in supersession of the earlier resolution passed regard by the Company in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ to exercise its powers including the powers conferred by this Resolution) to:

1. Make loans permissible from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate.
2. Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
3. Acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company up to an aggregate sum of ₹ 500.00 Crores (Rupees Five Hundred Crore Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorized to negotiate the terms, condition, quantum of the investments, providing any loan, guarantee and securities to the bodies corporates and to dispose of the same and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution.”

7. Approval for Giving Loan or Guarantee or Providing Security in Connection with Loan Availed by a Person Specified Under Section 185 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in supersession of the earlier resolution passed regard by the Company, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested, up to a sum not exceeding ₹ 300.00 Crores (Rupees Three Hundred Crores Only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorized to negotiate, finalize agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution."

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

Sd/-

SATISH SHARMA
Whole Time Director
(DIN: 01603829)

Date: 08th September, 2025

Place: Mumbai

Registered Office:

9th Floor, Vaibhav Chambers,
Opposite Income Tax Bandra-Kurla Complex,
Bandra (East) Mumbai 400051 MH
CIN: L65990MH1982PLC027052
www.victoriaenterprises.co.in

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable. Proxy Form is being sent to the members in physical form through permitted mode.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act are requested to send the Company a certified copy of Board Resolution/Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
4. Members seeking any information with regard to the accounts are requested to write to the Company at least 7 days in advance, so as to enable the Management to keep the information ready at the AGM.
5. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business i.e. Items No. 4 to 7 set out in the Notice, is annexed thereto.
6. Relevant documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and other holidays between 2.30 p.m. to 4.00 p.m. up to the date of the Annual General Meeting.
7. A route map showing directions to reach the venue of the AGM is given along with this Notice as per the requirement of the Secretarial Standards- 2 on General Meetings, issued by Institute of Company Secretaries of India.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 are available for inspection by the members of the Company at the Corporate Office of the Company during business hours 10:30 a.m. to 07:30 p.m. (except Saturday and Sunday) and will also be available during the ensuing Annual General Meeting.
9. The Register of Contracts & arrangements in which directors are interested, maintained under section 189 of the Companies Act, 2013 are available for inspection by the members of the Company at the Corporate Office of the Company during business hours from 10:30 a.m. to 07:30 p.m. (except 2nd & 4th Saturday, and Sunday) and will also be available during the ensuing Annual General Meeting.
10. Members/proxies attending the meeting are requested to bring their duly filled admission/attendance slips sent along with the notice of the annual general meeting at the meeting.
11. Shareholders intending to require any information to be explained in the meeting are requested to inform the company at least 7 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.
12. Members/proxies should bring their copy of Annual Report to the AGM as additional copies will not be circulated in the meeting.
13. The Brief profile of the director seeking Appointment/re-appointment at the ensuing annual general meeting is annexed with the Notice.
14. In case of voting by joint holders, voting by such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be counted for the purpose of this Meeting.
15. 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 (LODR) Regulations, 2015 (as amended), and the MCA Circulars, 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 made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

16. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, 24th September 2025 to Tuesday, 30th September 2025** (both days inclusive) for the purposes of the 43rd AGM.
17. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **23rd September 2025, (Tuesday)**.
18. **M/S Shruti Somani, Practicing Company Secretary and Proprietor of M/S Shruti Somani, Company Secretaries, Mumbai (COP No. 22487 M. No. 49773 and Peer Review No 2305/2022** has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the 43rd AGM and remote e-voting process in a fair and transparent manner.
19. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting at its email ID at vel@pittiegroup.com so that the information required may be made available at the Meeting.
20. The Members are requested to:
 - a. Intimate changes, if there are any, in their registered addresses immediately.
 - b. Quote their ledger folio number in all their correspondence.
 - c. Send their Email address to us for prompt communication and update the same with their D.P. to receive soft copy of the Annual Report of the Company
21. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent M/s Compu tech Share cap 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) having email Id peerzaad@computechsharecap to receive the soft copy of all communication and notice of the meetings etc., of the Company.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
23. To support the 'Green Initiative', Members who have not yet registered their E-mail addresses are requested to register the same with their DPs in case the shares are held by

them in electronic form and with the RTA/ Company in case the shares are held by them in physical form.

24. As per SEBI Circular dated 20th April 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company, M/s Computech Share cap 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) having email Id peerzaad@computechsharecap
25. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
26. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company, and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website of company www.victoriaenterprises.co.in under Standard documents for Investors and is also available on the website of the RTA.
27. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/ 2022/8 dated January 25, 2022, by rescinding earlier circulars, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website www.victoriaenterprises.co.in and is also available on the website of the RTA i.e.

www.computechsharecap.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members holding shares in physical form are required to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access _____ or _____ for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.

28. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.

In compliance with SEBI guidelines, the Company sent communications intimating about the submission of the above details to all the Members holding shares in physical form to the RTA/Company.

29. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for nomination or want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share is held in physical form, quoting their folio no.

30. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request. In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.

31. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31,

2023 (updated as on August 4, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through their Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website at www.victoriaenterprises.co.in

32. SEBI vide its notification dated January 24, 2022, has amended Regulation 40(1) of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

33. **Voting through electronic means**

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **27th September 2025 (Saturday)** and ends on **29th September 2025, (Monday)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23rd September 2025 (Tuesday)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, under Regulation 44 of Securities and Exchange Board of India (LODR)) 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, 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.

v.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **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 CDSL Depository	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e- voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: https://eservices.nsdl.com 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 provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.</p>

	4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 & voting during the meeting.

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

Login type	Helpdesk details
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 21 09911
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 toll free no.: 022 4886 7000 and 022- 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

vi. Login method for e-Voting and joining virtual meetings 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.
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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant **Victoria Enterprises Limited** on which you choose to vote.
- xi. 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.

- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot entering the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e. It is Mandatory that, 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.
 - f. Alternatively Non Individual shareholders are required mandatory 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; [email, vel@pittiegroup.com](mailto:email.vel@pittiegroup.com)
 - g. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Shareholders attending the AGM are as under:

1. 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.
2. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (Seven)**

days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [email](#). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [email](#). These queries will be replied to by the company suitably by email.

3. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
4. Only those shareholders who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company vel@pittiegroupp.com email of RTA. peerzaad@computechsharecap.in
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your Email Id & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 Future x, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

4. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. **23rd September, 2025 (Tuesday)**, may obtain the login ID and password by sending a request at email of RTA, peerzaad@computechsharecap.in
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., **23rd September 2025**

(Tuesday) only shall be entitled to avail of the facility of remote e-voting as well as e-voting at the AGM.

7. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
34. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company – website of the Company at www.victoriaenterprises.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Ltd.
8. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:
 Name of RTA - M/s Computech Share cap Ltd
 Address- 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 023
 Tel: - Board No.: 022 - 2263 5003; Direct No. 2263 5000/5001; Fax 022 – 2263 5005)
 E-mail: peerzaad@computechsharecap

**PARTICULARS OF DIRECTOR SEEKING RE-APPOINTMENT AT
FORTHCOMING ANNUAL GENERAL MEETING**

Name of the Director	Mr. Krishna Kumar Ramdeopittie	Mr. Satish Sharma
Designation	Director & Promoter	Whole Time Director
DIN	00023052	01603829
Date of Birth	13 th June 1961	18/12/1959
Date of appointment	23 rd May, 2005	29/03/2017
Qualification	Graduate	Graduate
Expertise in specific area	Account & Finance	Account & Finance
List of Outside Directorship held	Nil	Directorships: Five (17)
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Nil
No. of Equity Shares held	314000	Nil
Disclosure of relationships between directors inter-se	Nil	Nil

**DETAILS OF STATUTORY AUDITORS SEEKING APPOINTMENT AT THE
FORTHCOMING 43rd ANNUAL GENERAL MEETING [PURSUANT TO REG. 36(5)
OF THE SEBI (LODR) REGULATIONS, 2015**

The Board of directors, based on recommendation of Audit committee of the company, has recommended the appointment of **M/s. Mahesh Chandra & Associates (FRN: 112334W and Peer Review No.017917)** in their meetings held on 5th September 2025, subject to approval of members, of the company at the ensuing 43rd Annual General Meeting of the Company.

Brief profile and the terms of appointment are detailed as under:

M/s. Mahesh Chandra & Associates (FRN: 112334W and Peer Review No. 017917) is a practicing CA firm based in Mumbai that provides a wide range of professional services, primarily in areas of auditing, finance, accounting, taxation and business advisory. The firm emphasizes building strong client relationships and fostering financial growth for their clients.

Terms of appointment and fee

To hold office of the Statutory Auditors from conclusion of the 43rd AGM until the conclusion of 48th AGM to be held in the Calendar Year 2030 on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.

M/s. M/s. Mahesh Chandra & Associates (FRN: 112334W and Peer Review No.017917), Chartered Accountants, have confirmed that their appointment, if made, would be in accordance with the conditions as prescribed in Rule 4 of the Companies (Auditors) Rules, 2014 and that they satisfy the criteria provided in section 141 of the Companies Act, 2013. The Board of directors upon recommendation of Audit committee have recommended the appointment of M/s. Mahesh Chandra & Associates (FRN: 112334W and Peer Review No.017917), Chartered Accountants, as the Statutory Auditors of the Company.

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

Sd/-

SATISH SHARMA

Whole Time Director

(DIN: 01603829)

Date: 08th September, 2025

Place: Mumbai

Registered Office:

9th Floor, Vaibhav Chambers,

Opposite Income Tax Bandra-Kurla Complex,

Bandra (East) Mumbai 400051

CIN: L65990MH1982PLC027052

www.victoriaenterprises.co.in

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE
COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES:**

Item No. 4:

Pursuant to provisions of section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), every listed company is required to annex with its Board’s Report, a secretarial audit report, issued by a Practicing Company Secretary.

Pursuant to the Listing Regulations, shareholders’ approval is required for the appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

In compliance with the aforesaid provision, the Board of directors, on the recommendations the Audit Committee, at their meeting held on 29th May 2025, has approved the appointment of M/s Shruti Somani , Company Secretary in Practice, holding Certificate of Practice No. 22487 and Peer Review No 2305/2022 as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30.

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, the approval of the shareholder is sought for appointment of M/s Shruti Somani, Company Secretary in Practice, holding Certificate of Practice No. 22487 and Peer Review No **2305/2022** as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30.

OF M/s Shruti Somani, Company Secretary in Practice, holding Certificate of Practice No. 22487 and Peer Review No **2305/2022** has given its consent to act as the Secretarial Auditors, confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditors. The documents related to appointment of M/s Shruti Somani, Company Secretary in Practice, holding Certificate of Practice No. 22487 and Peer Review No **2305/2022** are available for inspection at both the Registered Office and the Corporate office of the Company.

None of the directors, Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise in the Resolution No. 4 set out in this Notice. The disclosure under Regulation 36(5) of the Securities and Exchange Board of India (LODR) Regulations, 2015 is given hereunder:

Terms of Appointment	For a term of 5 (Five) consecutive years from Financial Year 2025-26 till 2029-30
Proposed Audit fees payable to the Secretarial Auditors	Remuneration for the FY 2025-26 is Rs. 1,25,000 plus GST and for the further years increase in every three years as may be decided by the Audit Committee.
Material changes in the fee payable to such auditor from that paid to the	NA

outgoing auditor along with the rationale for such change	
Basis of recommendation and Auditor credentials	<p>The proposal for proposed appointment of M/s Shruti Somani, Company Secretary in Practice, holding Certificate of Practice No. 22487 and Peer Review No 2305/2022 was considered and approved by Audit Committee on the basis that: -</p> <ol style="list-style-type: none"> 1. The firm has been in Secretarial Practice for more than seven years. 2. The firm is well exposed to the secretarial practices, followed by listed companies and Corporate Restructuring, Valuation and other matters. 3. The Secretarial Auditor holds a valid certificate of Peer Review as prescribed by the ICSI vide certificate number 6973/2025.

The Board recommends the Resolution set forth at Item No.4 for approval of the members as an Ordinary Resolution.

Item No. 5:

The term of Mr. Satish Sharma (DIN: 01603829) as a Whole-time Director will complete on 29th June, 2026 and upon the recommendation of the Nomination and Remuneration Committee, the Board in their meeting held on 5th September, 2025 has approved the re-appointment of Mr. Satish Sharma (DIN: 01603829) as a Whole-time Director of the Company for a further period of 3 (Three) consecutive years commencing from 30th June, 2026 pursuant to Section 196 of the Companies Act, 2013 read with rules made thereunder . He is having through knowledge and experience in the field of information technology, finance, accounts etc. and is acquainted with through knowledge of business activities of the Company. His experience, commitment and capabilities are playing a crucial role in the growth of the Company.

The Board considered that the terms and conditions the salary and perquisites as given in the notice is commensurate with his high responsibilities, status, and image of the Company. The Board recommends passing necessary **Ordinary Resolution as set out in Item No. 5** of the notice.

Mr. Satish Sharma, being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be drawn by him. Except that none of the

Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Ordinary Resolution.

Mr. Satish Sharma do not hold any share in the Company.

Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Information as required under section II, Part 2 of the Schedule V pertaining to Item No. 5 of the Notice of AGM is being given as under:

I. General Information:

(1)	Nature of industry	Real Estate Sector
(2)	Date or expected date of commencement of commercial production	N.A.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A
(4)	Financial performance based on given indicators	The Company has achieved gross turnover of ₹ 83.38 Lakhs for the year ended 31 st March 2025 and earned profits before Tax is ₹ 1596.45 Lakhs.
(5)	Foreign investments or collaborations, if any.	N.A.

II. Information about the appointee:

S. No.	Name of Director	Mr. Satish Sharma
(1)	Background details	He is a Commerce Graduate and around 15 years of experience in the finance, accounts.
(2)	Past remuneration	The total Remuneration for the year period 2024-25 was up to ₹ 12.00 Lakhs
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	He is mainly responsible for general business activities besides other duties and responsibilities.
(5)	Remuneration proposed	Up to ₹ 8.00 Lacs p.a.

(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Satish Sharma does not hold any share in the Company. He is having interest only to the extent of the remuneration which he may draw from the Company being the Whole-time Director. He is not having any relationship with any other Director or KMP's of the company.

III. Other information:

(1)	Reasons of loss or inadequate profits	There is no loss however, if the company is having inadequate profits for remuneration as proposed to be payable to the proposed appointee.
(2)	Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3)	Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits.

Item No. 6:

The Board of Directors of the Company proposes to make investments and/or give loans, guarantees, or provide security in connection with loans to any other body corporate or person(s), which may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013.

Pursuant to Section 186(2), a company is restricted from directly or indirectly:

- Giving any loan to any person or other body corporate,
- Giving any guarantee or providing security in connection with a loan to any other body corporate or person, and
- Acquiring by way of subscription, purchase, or otherwise, the securities of any other body corporate,

beyond **60%** of its paid-up share capital, free reserves and securities premium account or **100%** of its free reserves and securities premium account, **whichever is more, unless** approved by way of a **special resolution** by the shareholders.

The Company may, from time to time, be required to make loans, give guarantees, or provide security or make investments in excess of the limits prescribed, for strategic purposes or to support the operations and working capital needs of its group companies, subsidiaries, joint ventures, or associates, or for other business purposes.

Accordingly, the Board recommends passing of the accompanying **Special Resolution** authorizing the Company to make such investments, loans, guarantees or securities up to an aggregate limit of ₹ 500.00 Crores (Rupees Five Hundred Crore Only).

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their directorships or shareholdings in the companies in which investments/loans/guarantees/security may be made.

Item No. 7:

Board of Directors of the Company in their Meeting held on ---day, 05th September 2025 - has decided to enhance the limit to give Loans to Companies/ Body Corporate and Give Guarantee or Provide Security under Section 185 of the Companies Act, 2013 to ₹ 300.00 Crores (Rupees Three Hundred Crore Only).

As the members are aware that section 185 of the Companies Act, 2013 has been substituted by the Companies (Amendment) Act, 2017 and is effective from 7th May, 2018 which empowers that your company to give advances, loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any company and/or body corporate in whom any or all the director(s) of the company are considered as concerned or interested subject to the approval of members by way of Special Resolution.

Therefore in view of the requirements of other companies or the body corporates in which one/or more directors may be concerned or interested, may be required to provide its financial support by way of providing short term or long term loans, advances and/or to provide guarantee or security on the assets of the Company on behalf of such companies/body corporate to such other bank/financial institution which provides loans and advances whether fund based or non-fund based credit facilities as the case may be from time to time in view of the business requirements of such companies to support them.

However, before providing aforesaid loans, advances or guarantee and securities the Board shall ensure that:

- 1) The said loan will be used by entities in their normal course of business.
- 2) Compliance under section 186 and 188 of the Companies Act, 2013.
- 3) The related entity will check their limit as prescribed under section 180 of the Companies Act, 2013 if applicable

Directors of the company and their relatives may be deemed to be concerned or interested financial to the extent of the loans, advances, guarantee or securities furnished by the Company.

The Board of directors recommends the aforesaid Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

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

Sd/-

**SATISH SHARMA
Whole Time Director
(DIN: 01603829)**

Date: 08th September, 2025

Place: Mumbai

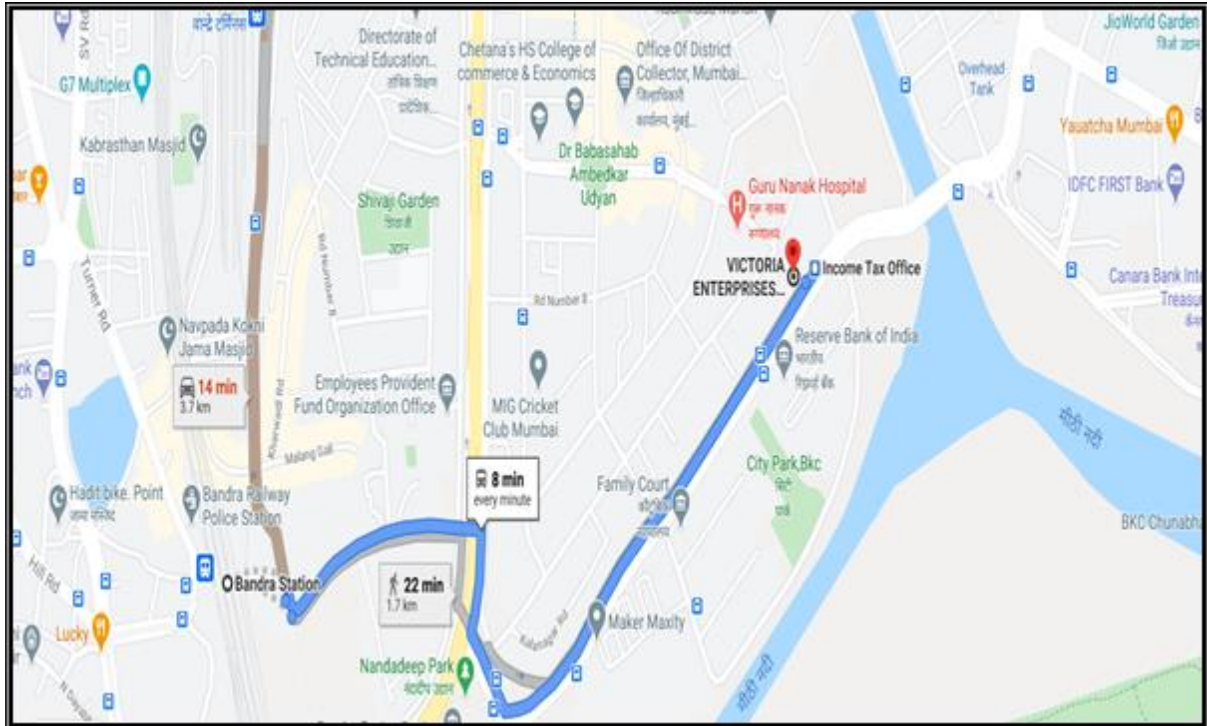
Registered Office:

9th Floor, Vaibhav Chambers,
Opposite Income Tax, Bandra-Kurla Complex,
Bandra (East) Mumbai 400051
CIN: L65990MH1982PLC027052
www.victoriaenterprises.co.in

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

Venue: - 9th Floor, Vaibhav Chambers, Opposite Income Tax, Bandra-Kurla Complex, Bandra (East)
Mumbai - 400051

Landmark: Opposite Income Tax Office



Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
Of the Companies (Management and Administration) Rules, 2014]

VICTORIA ENTERPRISES LIMITED**CIN: L65990MH1982PLC027052**

**Address- 9th Floor, Vaibhav Chambers, Opposite Income Tax Bandra-Kurla Complex,
Bandra (East), Mumbai City, Mumbai, Maharashtra, India, 400051**

Tel:- : 91-22-42604260 Email- vel@pittiegroup.com

Website: www.victoriaenterprises.co.in

Name of the Member(s)	
Registered Address	
Email Id	
Folio No/ Client ID	
DP ID	

I/We, being the member (s) of shares of the above-named company, hereby appoint:

Name	
Address	
E-mail Id	
Signature or failing him / her	
Name	
Address	
E-mail Id	
Signature or failing him / her	
Name	
Address	
E-mail Id	
Signature or failing him / her	

as my/our proxy to attend and vote (either by show of hand or on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the company, to be held on Tuesday, the 30th day of September, 2025 at 04:30 p.m. at its Registered Office situated at 9th Floor, Vaibhav Chambers, Opposite Income Tax Bandra-Kurla Complex, Bandra (East) Mumbai 400051 MH and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	For	Against
1			
2.			
3.			
4.			
5.			
6.			
7.			

Signed this..... day of.....2025.

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp Rs 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

VICTORIA ENTERPRISES LIMITED

CIN: L65990MH1982PLC027052

**Address- 9th Floor, Vaibhav Chambers, Opposite Income Tax Bandra-Kurla Complex,
Bandra (East), Mumbai City, Mumbai, Maharashtra, India, 400051**

Tel:- : 91-22-42604260 Email- vel@pittiegroup.com

Website: www.victoriaenterprises.co.in

Members attending the Meeting in person or by Proxy or as Authorized Representatives are requested to complete this attendance slip and hand it over at the Meeting Hall.

I/We hereby record my/our presence at the 43rd Annual General Meeting of Victoria Enterprises Limited at the Registered Office of the Company situated at 9th Floor, Vaibhav Chambers, Opposite Income Tax Bandra-Kurla Complex, Bandra (East), Mumbai City, Mumbai, Maharashtra, India, 400051 on Tuesday 30th day of September, 2025 at 04:30 p.m.

Full name of the Shareholder:

Folio No./ DP ID No.:

Signature of Member

Full name of Proxy/Authorized
Representative

Signature of Proxy/
Authorized Representative

Note:

1. Shareholders/proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
 2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.
-