

Down Town Trading & Investments Ltd.

Vaibhav Chambers, Opp. Income Tax Office, Bandra Kurla Complex, Bandra (East),
Mumbai 400 051 # Phone: 26591133

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF **DOWN TOWN TRADING AND INVESTMENTS LIMITED** WILL BE HELD ON 12th SEPTEMBER, 2005 AT 3.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VAIBHAV CHAMBERS, OPP. INCOME TAX OFFICE, BANDRA-KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400 051, TO TRANSACT THE FOLLOWING BUSINESS :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Profit & Loss Account and the Balance Sheet as on 31st March, 2005 together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Krishna Kumar Pittie who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors of the company,

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

"RESOLVED THAT M/s. Ravindra Chaturvedi & Co., Chartered Accountants, Mumbai be and hereby appointed as the Statutory Auditors of the Company, in place of the outgoing Auditors M/s B.L. Sarda & Co., Chartered Accountants, Mumbai to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on a remuneration as may be mutually agreed upon between the Board of Directors in addition to reimbursement of all out-of-pocket expenses in connection with the audit of accounts of the company."

SPECIAL BUSINESS:

4. Appointment of Director

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

"RESOLVED THAT Mr. Krishna Kumar Pittie who was appointed as Additional Director by the Board of Directors of the Company at their meeting held on 23rd May, 2005 and whose term of office expires at the commencement of this meeting and in respect of whom notice under section 257 of the Companies Act, 1956, has been received from a member signifying his intention to propose Mr. Krishna Kumar Pittie as a candidate for the office of Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation."

5. Appointment of Director

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

CERTIFIED TRUE COPY

For Down Town Trading & Investments Ltd.

[Handwritten Signature]
Director

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"RESOLVED THAT Mrs. Sangeeta Pittie who was appointed as Additional Director by the Board of Directors of the Company at their meeting held on 23rd May, 2005 and whose term of office expires at the commencement of this meeting and in respect of whom notice under section 257 of the Companies Act, 1956, has been received from a member signifying his intention to propose Mrs. Sangeeta Pittie as a candidate for the office of Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation."

6. Appointment of Director

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

"RESOLVED THAT Mr. Vijay Agarwal who was appointed as Additional Director by the Board of Directors of the Company at their meeting held on 23rd May, 2005 and whose term of office expires at the commencement of this meeting and in respect of whom notice under section 257 of the Companies Act, 1956, has been received from a member signifying his intention to propose Mr. Vijay Agarwal as a candidate for the office of Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation."

7. Appointment of Director

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

"RESOLVED THAT Mr. Hasmukh N. Shah who was appointed as Additional Director by the Board of Directors of the Company at their meeting held on 9th August, 2005 and whose term of office expires at the commencement of this meeting and in respect of whom notice under section 257 of the Companies Act, 1956, has been received from a member signifying his intention to propose Mr. Hasmukh N. Shah as a candidate for the office of Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation."

8. Change of Name of the Company:

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

"RESOLVED THAT pursuant to provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai the name of the Company be changed from 'Down Town Trading & Investments Limited' to 'Victoria Enterprises Limited' as made available by the Registrar of Companies, Mumbai:

VICTORIA ENTERPRISES LIMITED

or such other name as may be allowed and made available by the Registrar of Companies, Maharashtra and accordingly the name 'Down Town Trading & Investments Limited' wherever it appears in the Memorandum and Articles of Association and other statutory records of the Company be substituted by the new name."

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9. Change of Main Object Clause of the company:

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

“RESOLVED THAT pursuant to the provisions of Section 17(1) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Registrar of Companies, Mumbai, and subject further to such variation or modification as the Registrar of Companies, Mumbai may suggest or make as a condition of or while granting such approval, which the directors may in their discretion think fit to accept, the Objects clause 1 of the Memorandum of Association, be altered in the manner following, by deleting the existing clause No. 1, 2 and 3 in Clause (A) main object and clause 4 in the Clause (B) objects incidental and ancillary to the attainment of main object and inserting thereat new sub-clause No. 1, 2, 3 and 4 in the main object clause (A) as under;

1. To buy, sell, market, promote, procure or otherwise deal in and or to carry on business as Producers, Distributors, Exhibitors, Broadcasters, Booking Agent or otherwise of Cinematographic films and media content of all kind including entertainment, educational, religious or mythical, sports, music, news, and commercial contents and to produce, acquire, exhibit and otherwise, deal in films and all sorts of entertainments and to set up acquire, develop, construct, take on rent, lease tenancy, exchange, license, franchise, hire or otherwise any theatres, cinema hall, multiplexes, auditoriums, halls, open air theatres or any estate suitable for the purpose of business.
2. To operate, manage or run theaters, cinema halls, multiplexes, auditoriums, halls, open air theaters, art galleries shopping malls, pubs, discotheques, restaurants, cyber café, internet shops, convention centers, banquet halls, entertainment and education centers or any estate suitable for the purposes of business and to produce, acquire, distribute, exhibit or otherwise deal in content in all the forms viz., films, tele-serials, documentaries, programs, lectures, plays, games of different kinds - video games, virtual reality games, live-shows or events and all other evolving forms of entertainment.
3. To carry on the business of builders , developers , contractors , construction engineers , demolition ,renovation and improvements, and to otherwise deal, develop and/or manage real estate and infrastructure development projects like holiday resorts, townships, commercial centres, convention halls, residential buildings, theatres, etc. in any manner whatsoever including in the sale, lease , rent, hire purchase , sublease , purchase of flats , properties, development rights, projects, etc.
4. To carry on in India and/or elsewhere in the world, trade, occupation or business as general merchants , concessionaires , exporters, importers, and traders in any goods, commodities, merchandise , produce , things, paintings, art, shares on cash or ready forward basis , semi precious and precious stones on its own account or otherwise.

RESOLVED FURTHER THAT the Directors of the company be authorized to take the necessary steps as may be necessary to give effect to this resolution.”

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10. Borrowing Powers to the Directors:

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

"RESOLVED THAT, pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 and other enabling provisions, if any, the company hereby consent to the borrowing from time to time by the directors for and on behalf of the company, from financial institutions and/or banks and/or other parties by way of a loan or loans and/or deposits and/or credit facilities and/or deferred payment facilities and/or issue of debentures or bonds and/or any other form of borrowing, in any currency or currencies, of further amounts not exceeding to Rs.100/- Crore."

**By Order of the Board of Directors
For Down Town Trading & Investments
Limited**

Sd/-

Director

Mumbai 30th July, 2005

Regd. Office

Vaibhav Chambers,
Opp. Income Tax Office,
Bandra-Kurla Complex,
Bandra(E),
Mumbai - 400 051.

NOTES :

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. The instrument appointing a proxy should be deposited at the registered office of the company not less than 48 hours before the commencement of this meeting.
3. Member and proxies should bring the attendance slip duly filed in for attending the meeting.
4. Members are requested to bring their copies of annual report to the meeting.
5. The register of members and above transfer books of the company will remain closed from 6th September, 2005 to 12th September, 2005 (both days inclusive)

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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 3

As Members, would note that M/s. B.L. Sarda & Co., Chartered Accountants, Mumbai, who were re-appointed as Auditors by the members at the Annual General Meeting held on 20th September, 2004 have express their unwillingness to continue as the Statutory Auditors of the Company.

The Company has received special notice as required under section 225 of the Companies Act, 1956 proposing the appointment of M/s. Ravindra Chaturvedi & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company, as required the said auditors have forwarded certificates to the Company stating that the appointment, if made, will be within the limits specified in sub-section (1B) of Section 224 of the Companies Act, 1956. Further, they have confirmed that they are not disqualified to be appointed as the auditors under section 226 of the Companies Act, 1956.

The Directors recommend the same for your approval.

None of the Directors of the Company are/may be deemed to be concerned/interested in the resolution.

Item No. 4

Mr. Krishna Kumar Pittie was appointed as Additional Director during the year and his term of office will expire with the conclusion of the forthcoming Annual General Meeting. Meantime the Company has received a notice u/s. 257 of the Companies Act, 1956 from a member of the Company for the Notice for appointment of Mr. Krishna Kumar Pittie as Director of the Company.

Mr. Krishna Kumar Pittie is having extensive knowledge and expertise in the sphere of Construction and Real Estate Development and Company management and administration. Yours directors feel that inclusion of Mr. Krishna Kumar Pittie as a member of the Board of Directors will be extremely beneficial in the interest of the Company and its shareholders.

The Directors recommend the same for your approval.

None of the Directors except for Mrs. Sangeeta Pittie wife of Mr. Krishna Kumar Pittie of the Company are/may be deemed to be concerned/interested in the resolution.

Item No. 5

Mrs. Sangeeta Pittie was appointed as Additional Director during the year and her term of office will expire with the conclusion of the forthcoming Annual General Meeting. Meantime the Company has received a notice u/s. 257 of the Companies Act, 1956 from a member of the Company for the Notice for appointment of Mrs. Sangeeta Pittie as Director of the Company.

Mrs. Sangeeta Pittie is having extensive knowledge and expertise in the marketing area. Yours directors feel that inclusion of Mrs. Sangeeta Pittie as a member of the Board of Directors will be extremely beneficial in the interest of the Company and its shareholders.

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The Directors recommend the same for your approval.

None of the Directors of the Company except for Mr. Krishna Kumar Pittie husband of Mrs. Sangeeta Pittie are/may be deemed to be concerned/interested in the resolution.

Item No. 6

Mr. Vijay Agarwal was appointed as Additional Director during the year and his term of office will expire with the conclusion of the forthcoming Annual General Meeting. Meantime the Company has received a notice u/s. 257 of the Companies Act, 1956 from a member of the Company for the Notice for appointment of Mr. Vijay Agarwal as Director of the Company.

Mr. Vijay Agarwal is having extensive knowledge and expertise in the finance and legal area. Yours directors feel that inclusion of Mr. Vijay Agarwal as a member of the Board of Directors will be extremely beneficial in the interest of the Company and its shareholders.

The Directors recommend the same for your approval.

None of the Directors of the Company are/may be deemed to be concerned/interested in the resolution.

Item No. 7

Mr. Hasmukh N. Shah was appointed as Additional Director during the year and his term of office will expire with the conclusion of the forthcoming Annual General Meeting. Meantime the Company has received a notice u/s. 257 of the Companies Act, 1956 from a member of the Company for the Notice for appointment of Mr. Hasmukh N. Shah as Director of the Company.

Mr. Hasmukh N. Shah is having extensive knowledge and expertise in the legal area. Yours directors feel that inclusion of Mr. Hasmukh N. Shah as a member of the Board of Directors will be extremely beneficial in the interest of the Company and its shareholders.

The Directors recommend the same for your approval.

None of the Directors of the Company are/may be deemed to be concerned/interested in the resolution.

Item No. 8

With the focus of the Company shifting to entertainment and real estate development projects related areas, the Directors thought it fit that the name of the Company should reflect the main business activity of the Company. Section 21 requires the consent of the Shareholders by way of a special resolution for change of name of the Company. An application for change of name has to be made to the Central Government. Consequent to the name being changed the Memorandum & Articles of Association of the Company will have to be amended to reflect the new name.

The Directors recommend the same for your approval.