

VICTORIA ENTERPRISES LIMITED

(Formerly known as Down Town Trading & Investments Limited)

DIRECTORS	:	KRISHNA KUMAR PITTIE SANGEETA PITTIE VIJAY AGARWAL HASMUKH N. SHAH
AUDITORS	:	RAVINDRA CHATURVEDI & CO. CHARTERED ACCOUNTANTS MUMBAI.
BANKERS	:	ORIENTAL BANK OF COMMERCE AMAN CHAMBERS, 1ST FLOOR PRABHADEVI, MUMBAI - 400 025.
REGISTERED OFFICE	:	VAIBHAV CHAMBERS OPP. INCOME TAX OFFICE. BANDRA-KURLA COMPLEX. BANDRA (E). MUMBAI - 400 051.
FINANCIAL YEAR	:	2005 - 2006
ASSESSMENT YEAR	:	2006 - 2007

VICTORIA ENTERPRISES LTD.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF **VICTORIA ENTERPRISES LIMITED (FORMERLY KNOWN AS DOWN TOWN TRADING AND INVESTMENTS LIMITED)** WILL BE HELD ON 30th SEPTEMBER, 2006 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 2006 together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a director in place of Mrs. Sangeeta Pittie who retires by rotation and being eligible offers herself for re-appointment.

"RESOLVED that Mrs. Sangeeta Pittie be and is hereby reappointed as Director of the Company."

3. To reappoint 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 reappointed as the Statutory Auditors of the Company, 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. Borrowing Powers to the Directors:

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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 amounts not exceeding to Rs. 500/- Crore."

By Order of the Board of Directors

For Victoria Enterprises Limited


Director

Mumbai 1st September, 2006

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 23rd September, 2006 to 30th September, 2006 (both days inclusive)
6. An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business under item nos. 4 set out above is annexed hereto.

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

Item No. 3

As Members, would note that M/s. Ravindra Chaturvedi & Co., Chartered Accountants, Mumbai, who were appointed as Auditors by the members at the Annual General Meeting held on 12th September, 2005.

M/s. Ravindra Chaturvedi & Co., Chartered Accountants, Mumbai be and hereby reappointed as the Statutory Auditors of the Company, 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."

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

In the present circumstances the Chairman of your Company proposed to borrow money for the diversification and expansion and business growth and it is in the best interest of the Company.

Section 293(1)(d) of the companies Act, 1956 provides inter alia that without the consent of the members in the General meeting, the company can't borrow money exceeding Company's Paid-up capital and its free reserve. Company passed a Special resolution in Annual General Meeting held on 12.09.2005 to give borrowing power to Board of Directors upto Rs. 100 Crores now Company going in to diversification plan so require more borrowing power to Board of Director so it is therefore proposed to authorise the Board of Directors of the company to increase borrowing power upto 500 Crores seeking shareholders' approval.

In terms of provisions of Section 293 (1) (d) of the Companies Act, 1956, money borrowed together with money already borrowed earlier exceeds its paid-up capital and free reserve requires the consent of the Company members by means of Ordinary Resolution.

None of the Directors are directly or indirectly concerned or interested in this Resolution.

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


Director

Mumbai 1st September, 2006
Regd. Office
Vaibhav Chambers,
Opp. Income Tax Office,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

VICTORIA ENTERPRISES LTD.

(Formerly known as Down Town Trading & Investments Limited)

DIRECTOR'S REPORT

To,
The Members of,
VICTORIA ENTERPRISES LTD.
(Formerly known as DOWN TOWN TRADING AND INVESTMENTS LTD.)

The Directors have pleasure in submitting their 24th Annual Report together with the audited statement of accounts for the year ended 31st March, 2006.

1. FINANCIAL HIGHLIGHTS :

	(Amount in Rs.)
Turnover for the period (including increase/(decrease) in stock)	23,10,68,402
Other incomes	15,85,219
Total Income	23,26,53,621
Profit before depreciation, interest & tax	(16,96,515)
Interest & Finance Costs	15,66,198
Depreciation	6,656
Profit before tax	(32,69,369)
Profit after tax	(33,00,277)

2. OPERATIONS :

The Company has started the business of real estate development and entertainment during the current financial year. Presently the Company has taken two real estate development projects in Mumbai. The details of projects under development are Victoria Elegance located at Sivaji Park, Dadar, Mumbai 400 028. The company will construct 10 storey residential cum commercial complex. The project is expected to be completed on or before March 2008 another project is Pittie Chambers located at Bandra Kurla Link Road, Bandra (East), Mumbai – 400 051. The company will construct ground + 7 storey commercial building and it is expected to be completed on or before March 2008.

Quality, punctuality in giving possession to the customers, proper guidance to customers and foresight in selection of land for projects are the basic parameters to get success in real estate and development industry. The

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Company is also in the process to take some more projects of real estate development in the coming financial year. Considering the rich experience of the promoters in real estate development the Management is expecting good growth of this business segment of the Company in the near future.

The Company has also started entertainment business during the financial year and started production of a Hindi movie; we are expecting the release of the same by the end of next financial year apart from movie production the Company is also exploring various options in this segment like distribution of movies, acquisition of rights and financial assistance etc.

Management is expecting good growth in the business of the Company in the near future.

3. **FIXED DEPOSITS :**

During the year under review, the company has not taken any deposits from Public.

4. **DISCLOSURE OF PARTICULARS UNDER SECTION 217 (2A) :**

The company does not have any employee who is covered by section 217 (2A) of the companies Act, 1956.

5. **CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY AND FOREIGN EXCHANGE EARNING AND OUTGO :**

The company has not earned foreign exchange or incurred any expenditure in foreign exchange during the year. Since the Company does not have any manufacturing activities, the other particulars are required by Section 217(l)(e) of the Companies Act, 1956 read with companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 are not applicable to the Company. Although the company is making all efforts to conserve energy and update its technology to remain competitive in business.

6. **DIRECTORS :**

The director Mrs. Sangeeta Pittie retires by rotation at the close of AGM and being eligible for re-appointment offered her selves for the same and the board recommends her appointment.

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7. **DIRECTORS RESPONSIBILITY STATEMENT :**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility statement, it is hereby confirmed.

- i) That in the preparation of the accounts for the financial year ended 31st March, 2006 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the Directors have prepared the accounts for the financial year ended 31st March 2006 on a 'going concern' basis.

8. **AUDITORS :**

The Statutory Auditors of the Company **M/s. Ravindra Chaturvedi & Co.,** Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if reappointed.

9. **AUDITORS OBSERVATIONS:**

The comments of the auditors in their report is self explanatory and need no further clarification.

10. **CORPORATE GOVERNANCE:**

Report and details on corporate governance has not been given in the directors report as required under Clause 49 of the Listing Agreement, since



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at present this clause is not applicable or the Company, still the Company is following high standard of governance in its operations and the management always believes in high standard governance considering the size and nature of the Company. Whenever in the future requirements of corporate governance will be applicable on the Company, the Company will comply the same as per Clause 49 of Listing Agreement.

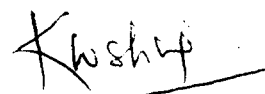
11. COMPLIANCE CERTIFICATE

In accordance with Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001 the company has obtained a certificate from a Secretary in the whole time practice confirming that the Company has complied with all the provisions of the Companies Act, 1956 copy of such certificate is annexed to this report and forms part of this report.

12. ACKNOWLEDGMENT :

Your directors wish to place on record their thanks to our Bankers. The Board also places on record their appreciation for the devoted services rendered by the employees.

For and on behalf of the Board



(Director)

Place : Mumbai

Date : 30th June, 2006.

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Ravindra Chaturvedi & Co.

CHARTERED ACCOUNTANTS

Off. : 215 , Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai - 400 053.
E-mail : ravinchaturvedi@hotmail.com / ravinchaturvedi@rediffmail.com • Tel.: 5693 1048 / 2281 1151

AUDITORS' REPORT

To,

The Members of

VICTORIA ENTERPRISES LTD.

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We have audited the attached Balance Sheet of Victoria Enterprises Ltd., as at 31st March, 2006 and also the annexed Profit and Loss Account and the Cash Flow statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

1. We conducted our audit in accordance with the auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from any material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government in terms of Sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred on in paragraph (2) above, we report that:
 - a) We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper Books of Account as required by law have been kept by the Company so far as appear from our examination of the books.
 - c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of accounts.

