

VICTORIA ENTERPRISES LTD.

32nd ANNUAL REPORT
2013-2014

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CORPORATE PROFILE

BOARD OF DIRECTORS

Mr. Krishna Kumar Pittie	Executive Director
Mrs. Sangeeta Pittie	Executive Director
Mr. Hasmukh Shah	Independent & Non-Executive Director
Mr. Umesh Synghal	Independent & Non-Executive Director

COMMITTEE DETAILS

Audit Committee

Mr. Hasmukh Shah	Chairman
Mr. Krishna Kumar Pittie	Member
Mr. Umesh Synghal	Member

Shareholders Grievance Committee

Mr. Hasmukh Shah	Chairman
Mr. Krishna Kumar Pittie	Member
Mr. Umesh Synghal	Member

STATUTORY AUDITORS

Messrs. Parekh Shah & Lodha
Chartered Accountants
Mumbai

BANKERS

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

REGISTERED OFFICE

Vaibhav Chambers, 2nd Floor, Opposite Income Tax Office,
Bandra Kurla Complex, Bandra East,
Mumbai - 400050

REGISTRAR & SHARE TRANSFER AGENT

Messrs. Computech Sharecap Ltd,
147, Mahatma Gandhi Road, Opp Jehangir Art Gallery,
Fort, Mumbai – 400 023

32nd Annual General Meeting on, Tuesday, 30th September, 2014 at 11.00 a.m. at Registered Office of the Company.

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of **VICTORIA ENTERPRISES LIMITED** will be held on Tuesday, 30th September, 2014 at 11.00 a.m. at the Registered Office of the Company at Vaibhav Chambers, 2nd Floor, Opposite Income Tax Office, Bandra Kurla Complex, Bandra East, Mumbai – 400 050 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and Profit & Loss Account of the Company for the year ended on that date, and the Reports of 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.

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

   "Resolved that Mr. Krishna Kumar Pittie, Director of the Company, who retires by rotation, and being eligible, offers himself for re-appointed, he be and is hereby reappointed as a director of the Company."

3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

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

Krishna Kumar Pittie
Chairman

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

Date: 30th May, 2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

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

2. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, 22nd September, 2014 to Friday, 26th September, 2014 (both days inclusive).

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

4. Members are requested to kindly bring their copies of the Annual Report to the Meeting.

5. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.

DIRECTORS' REPORT

To,
The Members of,
VICTORIA ENTERPRISES LTD.

The Directors have pleasure in submitting their Annual Report together with the audited statement of accounts for the year ended 31 March, 2014.

1. FINANCIAL HIGHLIGHTS:

Particulars	2013-14	(Rs. In Lacs) 2012-13
Turnover for the period (including increase/(decrease) in Work in Progress)	405.99	898.01
Other Income	11.16	13.85
Total Income	417.15	911.86
Profit before depreciation, interest & tax	164.76	8.80
Interest & Finance Cost	156.19	--
Deprecation	0.93	1.17
Profit before tax	7.64	9.97
Tax including deferred tax and provisions for earlier years	2.56	3.60
Profit after tax	5.08	6.37

2. OPERATIONS:

The Company is engaged in the business of real estate development. The Company is also in the process to acquire some more real estate development projects in Mumbai and also outside Mumbai. The Company is concentrating in development of both commercial as well as residential projects.

Presently the real estate market in the India is doing very well and the management of the Company is positive to crystallize the opportunities of the market and 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.

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

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

3. GOVERNMENT INITIATIVES:

The Government of India announced stimulus package which, coupled with the Reserve Bank of India's move allowing banks to provide special treatment to the real estate sector, is likely to impact the Indian real estate sector in a positive way.

Foreign Investment Promotion Board (FIPB) announced new foreign direct investment policy (FDI) during the current year aimed at simplifying existing norms to attract foreign investment into India.

Besides the above measures, the government also announced an economic stimulus package keeping in mind the impact of the global slowdown on the Indian real estate sector. Public sector banks and private sector banks announced a package for home loan borrowers in various categories. This is expected to increase borrowing for homes and in turn give a boost to the realty sector. Moreover, excise duty cuts on cement and steel are expected to bring down construction cost.

4. OPPORTUNITIES AND THREATS:

With the downturn in the Real Estate market caused by the global economic slowdown, there is an opportunity of creating portfolios in the affordable Real Estate market and to grow the largely untapped mid-market segment. Real estate companies have seized the opportunity to re-classify their products / offerings in order to cater to the high volume affordable housing segment. Other measures include postponing new launches, re-allocating funds and focusing on completion of pre-committed projects, re-orienting product portfolio in favour of mid-income / affordable homes and cutting construction cost via value engineering to survive the ongoing slump. The present crisis presents an opportunity to every real estate company to correctly identify end-user needs and keep affordability in mind before embarking on newer projects. There is also an urgent need for deregulation of most of the laws pertaining to the real estate sector.

5. RISKS AND CONCERNS:

Macro risks

- Global geo-political risk, economic shocks and policy reversal
- Economic risks – rising interest rates, inflation and currency risks
- Event risks – riots, natural calamities, etc.
- Rising costs of operation
- Constrained urban and physical infrastructure in cities
- Disparities in regional development within States
- Declining property rates

6. DIVIDEND:

Due to conserve the resources of the Company, your Director have not recommend any dividend.

THE COMPANIES ACT, 2013

The Ministry of Corporate Affairs (MCA) has notified 282 sections of the Companies Act, 2012 (CA2013/Act) in tranches in September 2013 and March 2014 with majority of the sections as well as rules being notified in March 2014. The Companies Act, 1956 continues to be in force to the extent of the corresponding provisions of the CA2013 which are yet to be notified. MCA vide its Circular dated April 4, 2014 has clarified that the financial statements and documents annexed thereto, auditor's report and board's report in respect of financial year that have commenced earlier than April 1, 2014 shall be governed by the provisions of the Companies Act, 1956 and in line with the same, the Bank's financial statements, auditor's report and Board's report and attachments thereto have been prepared in accordance with the provisions of the Companies Act, 1956. With respect to other provisions of the Act, appropriate references have been made in this report to the extent these provisions have been applicable effective April, 2014.

7. FIXED DEPOSITS:

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

8. DIRECTORS:

The Director Mr. Krishna Kumar Pittie retires by rotation at the close of AGM and being eligible for re-appointment offered herself for the same and the board recommends her appointment.

9. 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 31 March, 2014 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 31 March, 2014 on a Rs. going concern' basis.

10. 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.

11. CONVERSATION 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(I)(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.

12. AUDITORS:

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