

REGAL ENTERPRISES LTD
CIN: L18101DL1989PLC269075
Annual Report 2016-17

Declaration With Regards To Audited Financial Results

In Compliance of SEBI (LODR) (Amendments) Regulations, 2016 this is to declare that with regard to the Annual Standalone Audited Financials Results of the Company for the Financial Year ended March 31, 2017, adopted by the Board of Directors of the Company at their meeting held on May 30, 2017, the Statutory Auditors Report, on the same is, unmodified.

For and on behalf of the Board of Directors of Regal Enterprises Ltd		For Kunder D'mello & Associates Chartered Accountant
Sd/-	Sd/-	Sd/-
Sudha Sharma Whole time Director DIN: 06885302	Abhishek V. Sharma Director DIN: 03533071	Mr. Vijay Kunder FRN:130093W Mem No:133062

Date: May 30, 2017.

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Board of Directors*	
Ms. Sudha Sharma	Whole Time Director
Mr. Abhishek Vishwanath Sharma	Independent Non-Executive Director
Ms. Reeta Amit Somani	Independent Non-Executive Director
Mr. Vivek Vippin Vij	Independent Non-Executive Director
Company Secretary & Compliance Officer	Ms. Dimpal Toshniwal
Auditor	M/s. Kunder D'mello & Associates
Registered office	308,Basement, Defence Colony, New Delhi, Delhi – 110024 E-mail Id regalenterpriseslimited@gmail.com Website: www.regalenterprise.in
Registrar & Share Transfer Agent	M/s. Adroit Corporate Services Pvt. LtdAdd:17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059 Tel.: 011-26387281/83; Fax.: 011-26387384 Email.: pratapp@adroitcorporate.com

NOTICE TO SHAREHOLDER

Notice is hereby given that 28th Annual General Meeting of the members of **REGAL ENTERPRISES LTD** will be held on Thursday, 28th September 2017 at 3.00 P.M at D-50E, 2nd Floor, Chattarpur Enclave, Phase- 1 308, Delhi – 110074 to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2017, the Auditors' Report thereon, the Directors' Report along with Management Discussion and Analysis Report.
2. To appoint Director in place of Ms. Sudha Sharma (**DIN 03077672**) who retires by rotation and being eligible offers herself for reappointment.
3. To appoint M/s. Kunder D'mello & Associates, (Firm Registration No. 133062W), Chartered Accountants.

“RESOLVED THAT pursuant to the provisions of Section 139, 141, and other applicable provisions if any of the Companies Act, 2013, and the rules framed thereunder, as amended from time to time, consent of the members of the Company be and hereby accorded for appointment of M/s. Kunder D'mello & Associates, Chartered Accountants (Firm Registration No. 133062W), as Statutory Auditors, who shall hold office from conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Company subject to annual ratification by the shareholders at every Annual General Meeting and to authorize the Board of Directors or Committee thereof to fix their remuneration, in consultation with the Auditors and upon recommendation of the Audit Committee”.

Dated : September 05, 2017
Place: Delhi

Registered Office:
308, Basement, Defence Colony,
New Delhi,
Delhi - 110024

By Order and on behalf of the
board
For Regal Enterprises Ltd
Sd/-
Sudha Sharma
Whole Time Director
(DIN - 06885302)

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
Under the Companies Act, 2013, voting is by a show of hands unless a poll is demanded by a member or members present in person, or by proxy, holding at least one-tenth of the total shares entitled to vote on the resolution or by those holding paid-up capital of at least Rs. 50,000. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The instrument of Proxy in order to be effective, should be deposited at the Registered 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. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority letter, as applicable.
3. Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting hall.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2017 to September 28, 2017(both days inclusive) for the purpose of this Annual General Meeting.
5. Members are requested to bring their copy of the Notice at the time of attending the Annual General Meeting.
6. 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 not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Transfer Agent, M/s. Adroit Corporate Services Pvt. Ltd, details of such folio together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s. after making requisite changes thereon
8. Non-resident Indian Shareholders are requested to inform the Company immediately:
 - a. Change in residential status on return to India for permanent settlement.
 - b. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - c. Copy of Reserve Bank of India permission.
9.
 - a. Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.
 - b. Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID number, to their respective Depository Participants.

10. Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialized. The ISIN No. of the Company is INE384R01014
11. Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.
12. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent i.e. M/s. Adroit Corporate Services Pvt. Ltd.

Members may also note that the Notice of the Annual General Meeting will also be available on the Company's website www.regalenterprise.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: regalenterpriseslimited@gmail.com

The procedure and instructions for members for voting electronically are as under:-

1. E-voting

In Compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The E-voting period for all items of business contained in this Notice shall commence from Monday the September 25, 2017 at 9.00 a.m. and will end on Wednesday, the September 27, 2017 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of September 21, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

2. The Company shall appoint Ajit K sharma & Associates, Company Secretary as a Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
3. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
4. The instructions and process for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Regal Enterprises Limited" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

- PAN*
- Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)-
 - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Demat account/folio number in the PAN field.

- In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

DOB# Enter the Date of Birth as recorded in your Demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details #Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said Demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Regal Enterprises Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- (b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- (c) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- (d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on September 25, 2017 from 9.00 a.m and ends on September 27, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Dated : September 05, 2017
Place: Delhi

Registered Office:
308, Basement, Defence Colony,
New Delhi,
Delhi – 110024

By Order and on behalf of the board
For Regal Enterprises Ltd
Sd/-
Sudha Sharma
Whole Time Director
(DIN - 06885302)

ANNEXURE TO THE NOTICE

Name of Director	Ms. Sudha Sharma
DIN	06885302
Date of Appointment	30/05/2014
Directorships in other Public Companies as on March 31, 2017	1
Memberships of Committees in Public Companies	Nil
Chairmanships of Committees in Public Companies	Nil
Shareholding in the Company	Nil

DIRECTOR'S REPORT

Your directors present herewith the 28th Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2017:-

	(Amount in Lac)	
FINANCIAL RESULTS	31.03.2017	31.03.2016
Revenue from operations	13,80,225.00	68,73,048.00
Other Income	–	–
Total Revenue	13,80,225.00	68,73,048.00
Less: Cost of material consumed	10,19,673.00	53,21,500.00
Less : Employee benefit expense	1,06,000.00	1,92,410.00
Less: Depreciation	2,34,564.00	2,82,519.00
Less: Finance Cost	4,410.00	1,539.00
Less: Other Expense	3,94,759.00	10,00,955.00
Less: Share Purchase	–	–
Total Expense	17,59,406.00	67,98,923.00
Profit/ (Loss) Before Taxation	(3,79,181.00)	74,125.00
Less: Current Tax	–	22,904.00
Net Profit After Tax	(3,79,181.00)	51,221.00

TRANSFER TO RESERVES:

The Company has not credited the balance of Profit and Loss account is transferred to reserves in Balance sheet.

DIVIDEND:

The Board of Directors of the Company has decided to plough back the profit and therefore dividend is not declared.

SHARE CAPITAL:

During the year under review, there were no changes in the capital structure of the Company. As on 31st March 2017, the paid up capital of the Company was Rs. 31,648,000 /- comprising of 31,64,800 equity shares of Rs. 10/- each.

CORPORATE GOVERNANCE:

The Company has vigorously taken steps to follow the best corporate governance practices aimed at building trust among the key stakeholders, shareholders, employees, customers, suppliers and other stakeholders on four key elements of corporate

governance - transparency, fairness, disclosure and accountability and the Certificate from Practicing Company Secretary forms a part of this Report.

OPERATIONS AND BUSINESS PERFORMANCE:

TURNOVER

During the year ended March 31, 2017 the company's total revenue is Rs. 13,80,225 /- as against Rs. 6,873,048 in the previous period.

DIRECTOR

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Ms. Sudha Sharma (**DIN 06885302**), Director will retire by rotation at the ensuing AGM, and being eligible, offer herself for re-appointment in accordance with the provisions of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS: {SECTION 134 (3)(D)}

The Independent Directors of the Company are not associated with the Company in any manner as stipulated under section 149(6) of Companies Act, 2013 and at same time possess relevant expertise and experience that are additive to the Board of the Company for delivering higher growth and higher value.

The brief resume of the Directors being appointed/ reappointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

The Directors recommend their appointment/re-appointment at the ensuing AGM.

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Sudha Sharma
Ms. Dimpal Toshniwal

Whole time Director
Company Secretary & Compliance Officer

The Board of Directors of the Company has appointed Ms. Dimpal Toshniwalas Company Secretary & Compliance officer w.e.f. January 1, 2016

PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/ EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are NIL employees drawing remuneration in excess of the limits prescribed in the act.

BOARD MEETINGS

During the financial year 2016-2017, the Board of Directors met 6 times during the financial year and the date of Board Meeting were 25/05/2016, 30/05/2016, 13/08/2016, 14/11/2016, 02/01/2017, 13/02/2017. The gap between any two meetings has been less than 120 days.

Details of the Board of Directors and Attendance Record of Directors during the financial year ended March 31, 2017 is as under:

Name	DIN	Board Meetings held	Board Meetings attended
Abhishek Vishwanath Sharma	03533071	6	6
Reeta Amit Somani	06857083	6	4
Sudha Sharma	06885302	6	4
Vivek Vippin Vij	06885380	6	6

There is no change in Directors on Board.

RELATED PARTIES TRANSACTIONS

All the transactions with related parties are in the ordinary course of business and on arm's length basis. The details of the transactions entered into between the Company and the related parties on an arm's length basis.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review the Company has not entered into any transactions under section 186 of the Companies Act, 2013.

SIGNIFICANT / MATERIAL ORDERS PASSED IMPACTING ON GOING CONCERN STATUS AND COMPANY'S OPERATIONS

There have been no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 with respect to the directors' responsibility statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2017 the applicable Accounting standards had been followed along with proper explanation relating to the material departures;
- (b) the Directors of the Company had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company, as at March 31, 2017 and profit of the Company for the year ended March 31, 2017.
- (c) the Directors of the Company had taken proper and sufficient care for the maintenance of proper accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors of the Company had prepared the accounts of the Company for the financial year ended March 31, 2017 on a going concern basis and;
- (e) the Directors of the Company had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS AND THEIR REPORT

Pursuant to section 139 of the Act, your Company has appointed M/s. Kunder, D'mello & Associates, Chartered Accountants, (FRN: 130093W) as Statutory Auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting (AGM), subject to ratification of re-appointment by the members at every AGM.

You are requested to ratify the re-appointment of Auditors and to authorize the Board to fix their remuneration. The auditors M/s. Kunder, D'mello & Associates, Chartered Accountants, are eligible for re-appointment. A certificate from the auditors has been received to the effect that their re-appointment, if made, would be within the prescribed limits. The Auditor's Report for the FY 16-17 does not contain any qualification, reservations, adverse remark or disclaimer. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

SECRETARIAL AUDITORS AND THEIR REPORT

M/s. Ajit K. Sharma & Associates, Company Secretaries, were appointed as Secretarial Auditors of the Company for the financial year 2016-17 Pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as `Annexure II` and forms part of this report.

The qualifications and observations or other remarks of the Secretarial Auditors in the Report issued by them for the financial year 2016-17 are self explanatory and does not call for any explanation from the Board of Directors.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, are not applicable to the Company.

Details of Foreign Earning & Outflow are stated below:

Particulars	Amount (Rs.) 2016-17	Amount (Rs.) 2015-16
Foreign Earning	Nil	Nil
Foreign Exchange Out-flow	Nil	Nil

CAPITAL STRUCTURE AND LISTING OF SHARES

The Company's shares are listed on the following stock exchanges. The details of the same are mentioned below as on March 31, 2017:

Name of the Stock Exchange	Number of shares (Equity) listed on the stock exchange
Ahmedabad Stock Exchange Limited	3164800
Metropolitan Stock Exchange of India Limited (Formerly Known as MCX Stock Exchange Limited)	3164800

EXTRACT OF THE ANNUAL RETURN

An extract of the Annual Return for the year ended March 31, 2017 as provided under sub-section (3) of Section 92 and prescribed under Rule 12 of Companies (Management & Administration) Rules, 2014 is attached as **Annexure- I** and forms part of this report.

BOARD COMMITTEE:

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently three Committees of the Board, as follows:

- Audit Committee
- Nomination and Remuneration Committee

- Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has not invited/accepted any deposits from the public during the financial year ended March 31, 2017. There were no unclaimed or unpaid deposits as on March 31, 2017.

INTERNAL FINANCIAL CONTROL

The Company believes that internal control is a necessary concomitant of the principle of prudent business governance that freedom of management should be exercised within a framework of appropriate checks and balances. The Company remains committed to ensuring an effective internal control environment that inter alia provides assurance on orderly and efficient conduct of operations, security of assets, prevention and detection of frauds/errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information.

The Company's independent and Internal Audit processes, both at the Business and Corporate levels, provide assurance on the adequacy and effectiveness of internal controls, compliance with operating systems, internal policies and regulatory requirements.

The Financial Statements of the Company are prepared on the basis of the Significant Accounting Policies that are carefully selected by management and approved by the Board. These, in turn are supported by a set of divisional Delegation Manual & Standard Operating Procedures (SOPs) that have been established for individual units/ areas of operations.

The Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless the Company recognizes that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

RISK & MITIGATION

The Company has identified various risks faced by the Company from different areas. As per the provision of the Companies Act, 2013 and listing agreements, the, the Board had adopted a risks management policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled.

A combination of policies and procedures attempts to counter risks as and when they evolve.

COST AUDITORS

As the Company is operating in the service industry, cost audit is not applicable to the Company and hence no reporting is required.

DISCLOSURE ON DEPOSIT UNDER CHAPTER V

The Company has neither accepted nor renewed any deposits during the Financial Year 2016-17 in terms of Chapter V of the Companies Act, 2013

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation of SEBI (LODR) Regulations, 2015 with the Stock Exchanges in India, is annexed to this report.

DEPOSITS:

During the year, the Company has not accepted /renewed any public deposits under the Companies Act, 2013.

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Company has in place a formal policy for prevention of sexual harassment of its women employees.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year.

Number of Complaints received: NIL

Number of Complaints disposed off: NIL

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

INDUSTRIAL RELATIONS:

The Company maintained healthy, cordial and harmonious industrial relations at all levels the enthusiasm and unstinting efforts of employees have enabled the company to remain at the leadership position in the industry it has taken various steps to improve productivity across organization.

ACKNOWLEDGEMENTS:

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

Dated : September 06, 2017
Place: Delhi

By Order and on behalf of the board
For Regal Enterprises Ltd
Sd/-
Sudha Sharma
Whole Time Director
(DIN NO- 06885302)

By Order and on behalf of the board
For Regal Enterprises Ltd
Sd/-
Abhishek V. Sharma
Director
DIN: 03533071

Registered Office:
D-50E, 2nd Floor, Chattarpur
Enclave, Phase- 1,
Delhi – 110074.

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

CIN	L18101DL1989PLC269075
Registration Date	06/11/1989
Name of the Company	Regal Enterprises Ltd
Category/Sub-category of the Company	Limited Company
Address of the Registered office & contact details	D-50E, 2 nd Floor, Chattarpur Enclave, Phase- 1 308, Delhi – 110074.
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Adroit Corporate Services Pvt.Ltd 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059 Tel :

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Textile & Trading in Goods	4641	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S r.	Name and Address of the Company	CIN/GLN	Holding, Subsidiary and	% of share	Applicable
1.	N.A	N.A	N.A	N.A	N.A

i) Individual shareholders holding nominal share capital upto Rs.1 lakh	308000	496100	804100	25.41	308000	496100	804100	25.41	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	2054600	287800	2342400	74.01	2054600	287800	2342400	74.01	0.00
Sub-total (B)(2)	2362600	792900	3155500	99.71	2362600	792900	3155500	99.71	0.00
Total Public Shareholding(B)= (B)(1)+(B)(2)	2362600	792900	3155500	99.71	2362600	792900	3155500	99.71	0.00
C. Shares held by Custodian for GDRs & ADRs.									
Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
Public -	0	0	0	0	0	0	0	0	0
Sub-total (C)	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2362600	802200	3164800	100	2362600	802200	3164800	100	0

B) Shareholding of Promoter-

Sl No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	BABY RASHEE GUPTA	3800	0.12	0.00	3800	0.12	0.00	0.00
2	MOHIT GUPTA HUF	650	0.02	0.00	650	0.02	0.00	0.00
3	MOHIT GUPTA	3600	0.11	0.00	0	0.00	0.00	0.11

4	RENU GUPTA	1250	0.04	0.00	0	0.00	0.00	0.00	-
5	RENU GUPTA	0	0.00	0.00	1250	0.04	0.00	0.00	0.04
6	MOHIT GUPTA	0	0.00	0.00	3600	0.11	0.00	0.00	0.11
	TOTAL	9300	0.29	0.00	9300	0.29	0.00	0.00	0.00

C) Change in Promoters' Shareholding (please specify, if there is no change)

SI No.		Name of Promoter's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	RENU GUPTA	01/04/2016	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year		10/03/2017	1250	0.04	1250	0.04
	At the End of the year		31/03/2017	0	0.00	1250	0.04
2	At the beginning of the year	MOHIT GUPTA	01/04/2016	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year		10/03/2017	3600	0.11	3600	0.11
	At the End of		31/03/2017	0	0.00	3600	0.11

	the year						
3	At the beginning of the year	BABY RASHEE GUPTA	01/04/2016	3800	0.12	3800	0.12
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	3800	0.12
4	At the beginning of the year	MOHIT GUPTA	01/04/2016	3600	0.11	3600	0.11
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		03/03/2017	-2950	0.09	650	0.02
5	At the beginning of the year	MOHIT GUPTA HUF	01/04/2016	650	0.02	650	0.02
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	650	0.02
6	At the beginning of the year	RENU GUPTA	01/04/2016	1250	0.04	1250	0.04
	Date wise Increase /			NIL	NIL		

	Decrease in Promoters Share holding during the year						
	At the End of the year		03/03/2017	0	0.00	1250	0.04

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year	Cumulative Shareholding during the year		% of total shares of the company
				No. of Shares	% of total shares of the company	No. of shares	
1	At the beginning of the year	ANJU MUKHIJA	01/04/2016	250000	7.90	250000	7.90
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	250000	7.90
2	At the beginning of the year	BATULBAI SAIFFUDDIN KHARGONWALA	01/04/2016	100000	3.16	100000	3.16
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	100000	3.16

3	At the beginning of the year	SAKINA JUZAR ANGOOTHIWALA	01/04/2016	100000	3.16	100000	3.16
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	100000	3.16
4	At the beginning of the year	AZIZA MUSTANSIR ANGOOTHIWALA	01/04/2016	100000	3.16	100000	3.16
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	100000	3.16
5	At the beginning of the year	FATEMA JUZER KHARGOONWALA	01/04/2016	100000	3.16	100000	3.16
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	100000	3.16
6	At the beginning of the year	NIDHI BHANSALI	01/04/2016	50000	1.58	50000	1.58
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	50000	1.58
7	At the beginning of the year	NARENDRA KUMAR BHANSALI	01/04/2016	50000	1.58	50000	1.58

	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	50000	1.58
8	At the beginning of the year	DEVENDRA KUMAR BHANSALI	01/04/2016	50000	1.58	50000	1.58
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	50000	1.58
9	At the beginning of the year	ARVINDBHAI GORDHANBHAI KAKADIYA HUF	01/04/2016	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		30/09/2016	50000	1.58	50000	1.58
	At the End of the year		31/03/2017	0	0.00	50000	1.58
10	At the beginning of the year	ARVIND GORDHANBHAI KAKADIYA	01/04/2016	50000	1.58	50000	1.58
	Date wise Increase / Decrease in Share holding during the year		30/09/2016	-50000	1.58	0	0.00
	At the End of the year		31/03/2017	0	0.00	0	0.00

E) Shareholding of Directors and Key Managerial Personnel:

S N	Shareholding of each Directors and each Key Managerial	Shareholding at the beginning of the year	Cumulative Shareholding during the year
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	Personnel	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1		Nil	Nil	Nil	Nil

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (in Rs.)
						Rupees
1	Gross salary	Nil	Nil	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil

n										
Overall Ceiling as per the Act (₹ 1,00,000 Per Meeting)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil	1,80,000	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	1,80,000	Nil	Nil

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE – II

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,
The Members,
Regal Enterprises Ltd
308, Basement, Defence Colony,
New Delhi, Delhi-110024**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Regal Enterprises Limited (CIN: L18101DL1989PLC269075)** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Regal Enterprises Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Regal Enterprises Limited for the financial year ended on 31st March, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **(During the period under review, the Company has not entered into any transaction requiring compliances with the Foreign Exchange Management Act, 1999 and rules made thereunder)**

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008)**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998)**

OTHER APPLICABLE LAWS:

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange

where the securities of the Company are listed.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1. The Company has not appointed Chief Financial Officer (CFO) and Company Secretary as per the provisions of Section 203 of Companies Act, 2013, during the period under review
2. The Company has not appointed Internal Auditors as per the provision of Section 138 of the Companies Act, 2013
3. The Company has not filed certain e-forms with the Registrar of Companies during the Financial Year ended March 31, 2017.

This Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this Report.

Annexure A

To,
The Members,
Regal Enterprises Ltd
D-50E, 2nd Floor, Chattarpur Enclave,
Phase- 1 308, Delhi – 110074

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ajit K. Sharma & Associates
SD/-
Ajit K. Sharma
M. No.:33076; C.P. No.: 13248

September 4, 2017
Place: Mumbai

CORPORATE GOVERNANCE

In accordance with SEBI (LODR) Regulations , 2015 as entered with the Stock Exchange and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes is as follows: At Regal Enterprise Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders are playing very important role in our success, and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the nine core values of Honesty, Integrity, Respect, Fairness, Purposefulness, Trust, Responsibility, Citizenship and Courage. The corporate governance is an important tool for the protection of shareholder and maximization of their long term values. The objective of Corporate Governance is to achieve excellence in business thereby increasing stakeholders' worth in the long term which can be achieved keeping the interest of stakeholders' and comply with all rules, regulations and laws. The principal characteristics of Corporate Governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility along with efficient performance and respecting interests of the stakeholders and the society as a whole.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on corporate governance is been founded on the fundamental ideologies of the group viz., Trust, Value and Service. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. On adopting corporate governance, the Company shall make a constant endeavor to achieve excellence in Corporate Governance on continuing basis by following the principles of transparency, accountability and integrity in functioning, so as to constantly striving to enhance value for all stakeholders and the society in general. As a good corporate citizen, the Company will maintain sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success. We are making continuous efforts to adopt the best practices in corporate governance and we believe that the practices we are putting into place for the company shall go beyond adherence to regulatory framework. The Company's corporate governance philosophy has been further strengthened by adopting a Code of Fair Practice in accordance with the guidelines issued by Reserve Bank of India from time to time.

APPLICABILITY

As per SEBI (LODR), 2015,(i) companies with equity share capital of less than Rs 10 crores, (ii) companies having net worth not exceeding of Rs 25 crores, and (iii)

companies listed on SME and SME-ITP platforms of the stock exchanges has to comply with the provision of SEBI (LODR) Regulation, 2015. Since the Paid Share Capital of the Company is below the Limit specified under the SEBI (LODR) Regulations , 2015, the provision / requirements of Corporate Governance as laid down under the SEBI (LODR) Regulations , 2015 is not applicable to the Company. However, the Company itself follow the standards of Corporate Governance, but the disclosures required to be done under Regulation 27 (2) of SEBI (LODR) Regulations , 2015 is not applicable to the Company.

AS PER SEBI (LODR) REGULATIONS, 2015, OF SCHEDULE V: ANNUAL REPORT, FOLLOWING ADDITIONAL DISCLOSURE (PARA A AND F) OF SCHEDULE V IS AS FOLLOWS:

PARA A: DISCLOSURE AS PER SEBI (LODR), REGULATIONS, 2015 IN RESPECT TO RELATED PARTY TRANSACTIONS

SR.NO.	IN THE ACCOUNTS OF	DISCLOSURES OF AMOUNTS AT THE YEAR END AND THE MAXIMUM AMOUNT OF LOANS/ ADVANCES/ INVESTMENTS OUTSTANDING DURING THE YEAR.	REMARKS
1.	Holding Company	<input type="checkbox"/> Loans and advances in the nature of loans to subsidiaries by name and amount. <input type="checkbox"/> Loans and advances in the nature of loans to associates by name and amount. <input type="checkbox"/> Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.	N.A.
2.	Subsidiary	Loans and advances in the nature of loans to holding company by name and amount. <input type="checkbox"/> Loans and advances in the nature of loans to associates by name and amount. <input type="checkbox"/> Loans and advances in the nature of loans to Firms / companies in which directors are interested by name and amount.	N.A.
3.	Holding	Investments by the loanee in the	N.A.

	Company	shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.	
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MANAGEMENT DISCUSSION AND ANALYSIS (Annexure to Director Report)

Forward – Looking Statements:

This Report contains forward – Looking Statements. Any, statement that address expectations or projections about the future, including but not limited to statements about the Company’s strategy and growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future growth. The Company cannot guarantee that these assumptions are accurate and will be realized. The Company’s actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on basis of any subsequent developments, information or events.

Outlook:

The management looks forward to strengthen the business of the Company The Company is planning to expand and diversify the operational activities in the coming years ahead in order to tap higher revenues.

Risk and Concerns:

Due to stiff competitions in the finance field where the company’s activities are centered in, the overall margins are always under pressure, but maintainable with the constant effort and good services rendered by the company.

Internal Control Systems and their Adequacy:

The Company has adequate internal control systems to commensurate with the nature and size of business. The system ensures authenticity of authorization and execution of business transactions. Safeguarding of Assets from unauthorized usage forms the core principle of the Company’s internal control system. The organizational structure of the Company is designed to establish increasing responsibility with increasing authority. Duplication indecision making and reporting is avoided.

Analysis of Financial Conditions and Results of Operations:

The Financial Statements have been prepared in accordance with the requirements of the Act, Indian Generally Accepted Principles (Indian GAAP) and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India.

The Management believes that it has been objective and prudent in making estimates and judgments relating to the Financial Statements and confirms that these Financial Statements are a true and fair representation of the Company's Operations for the period under review.

Development on Human Resource Front:

At Regal Enterprises Limited our human resource are critical to our success and carrying forward our mission. With their sustained, determined and able work efforts we were able to cruise smoothly through the hard time of the economic volatility and rapidly changing market conditions.

The requirement of the markets given the economic scenario has made this even more challenging. Attracting newer talent with the drive, training and upgrading existing skill sets and getting all to move in an unified direction will definitely be task in the company.

Plans to execute the mandate on this count are already underway and we should see it impacting the results from the third quarter of the next financial year.

By creating conducive environment for career growth, company is trying to achieve the maximum utilization of employee's skills in the most possible way.

There is need and the company is focused on retaining and bringing in talent keeping in mind the ambitious plans despite the market and industry scenario.

The company also believes in recognizing and rewarding employees to boost their morale and enable to achieve their maximum potential. The need to have a change in the management style of the company is one of the key focus areas this year.

Industrial Relations:

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

PARA F. DISCLOSURE AS PER SEBI (LODR), REGULATIONS, 2015 IN RESPECT DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The listed entity need to disclose the following details and as long as there are shares in the demat suspense account or unclaimed suspense account:

SR.NO.	PARTICULARS	REMARKS
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	NIL
2.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	NIL
3.	Number of shareholders to whom shares were transferred from suspense account during the year	NIL
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	NIL
5.	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	NIL

Dated: September 05, 2017
Place: Delhi

By Order and on behalf of the board
For Regal Enterprises Ltd
Sd/-

Registered Office:
D-50E, 2nd Floor, Chattarpur Enclave,
Phase- 1 308, Delhi – 110074.

Sudha Sharma
Whole Time Director
(DIN NO- 06885302)

CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

I, Mr. Sudha Sharma, Whole Time Director of Regal Enterprises Ltd, to the best of our knowledge and belief certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, efficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - significant changes in internal control during the year;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company 's internal control.
 -

Dated : September 05, 2017
Place: Delhi

By Order and on behalf of the board
For Regal Enterprises Ltd

Registered Office:
D-50E, 2nd Floor, Chattarpur Enclave,
Phase- 1 308, Delhi – 110074.

Sd/-
Sudha Sharma
Whole Time Director
(DIN: 06885302)

**[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration Rules,2014-MGT-11]**

Regal Enterprises Ltd

CIN: L18101DL1989PLC269075 / email: regalenterpriseslimited@gmail.com/ website:

Registered Office: D-50E, 2nd Floor, Chattarpur Enclave, Phase- 1 308, Delhi – 110074.

Proxy Form

Name of the Member(s) :
Registered address :
E-mail Id :
Folio No./Client ID No:
DP ID :

I/We, being the member(s) of _____ Shares of Regal Enterprises Ltd, hereby appoint

1. Name: _____ E-mail Id: _____

Address: _____ Signature: _____ or failing him

2. Name: _____ E-mail Id: _____

Address: _____ Signature: _____ or failing him

3. Name: _____ E-mail Id: _____

Address: _____ Signature: _____ or failing
him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on held on 28th September 2017 at 3.00 AM at D-50E, 2nd Floor, Chattarpur Enclave, Phase- 1 308, Delhi – 110074and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Accounts, Report of Board of Directors and Auditors for year ended 31st March, 2017.

2. Re-appointment of Ms. Sudha Sharma (DIN 06885302) as Director retiring by rotation.

3. Appointment of Vijay Kunder (Membership No.133062), Chartered Accountants as Statutory Auditors.

Signed this _____ day of _____ 2017

Signature(s) of Member(s) _____

Signature of Proxy holder(s) _____

NOTE: The Proxy, in order to be effective, must be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix revenue stamp of not less than Rs.1

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ATTENDANCE SLIP

Name of the Member(s) :
Registered address :
E-mail Id :
Folio No./Client ID No:
DP ID :

I confirm that I am a member/proxy for a member of the Company.

I hereby record my presence at the Twenty Eight Annual General Meeting of the Company to be held on 28th September 2017 at 3.00 PM at D-50E, 2nd Floor, Chattarpur Enclave, Phase- 1 308, Delhi – 110074.

Name of the Member/Proxy

Signature of attending Member/Proxy holder(s)

*Applicable for Investors holding shares in electronic form.

NOTE: Members attending the meeting in person or by proxy are requested to complete this attendance slip and handed over at the entrance of the Meeting Hall.