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BOARD OF DIRECTORS

1. SUDHA SHARMA : Whole Time Director
2. RAMESH GOYAL : Promoter & Non-Executive Director
3. SONAM GOYAL : Promoter & Non-Executive Director
4. ABHISHEK VISHWANATH SHARMA : Independent Non-Executive Director
5. REETA AMIT SOMANI : Independent Non-Executive Director
6. VIVEK VIPPIN VIJ : Independent Non-Executive Director
7. ANUJ GOYAL : Independent Non-Executive Director

CORPORATE INFORMATION

STATUTORY AUDITOR

**M/s. M. L. Puri & Co.
(Chartered Accountants)**

REGISTERED OFFICE

**308, Basement, Defence Colony, New Delhi,
Delhi-110024**

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **REGAL ENTERPRISES LTD** will be held on Monday, 29th September 2014, at 11:00 a.m. at the Registered office of the Company at 308, Basement, Defence Colony, New Delhi, Delhi-110024 to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2014, the Balance Sheet as at that date, the Auditors' Report thereon, the Directors' Report along with Management Discussion and Analysis Report and the Statement of Corporate Governance.
2. To appoint a Director in place of Ms. Sonam Goyal (DIN 03518230), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider & if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT pursuant to the provisions of Sections 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. V. V. Ketkar., Chartered Accountants, having membership No. 047388, issued by the Institute of Chartered Accountants of India be and are hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s. M. L. Puri & Co., Chartered Accountants, who have expressed their unwillingness for re-appointment, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the year ending March 31, 2015”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Abhishek Vishwanath Sharma (DIN 03533071), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years upto March 31, 2019.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Ms. Reeta Amit Somani (DIN:06857083), a Non-Executive Director of the Company, who has submitted a

declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years upto March 31, 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Vivek Vippin Vij (DIN: 06885380), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years upto March 31, 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Anuj Goyal (DIN: 00962389), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years upto March 31, 2019.”

Place: New Delhi

Date : September 4, 2014

**By the order 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.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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, as applicable.

- (2) An Explanatory Statements pursuant to provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
- (3) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday 23rd September, 2014 to Monday 29th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
- (4) Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting Hall.
- (5) Members are requested to bring their copy of the Annual Report at the time of attending the Annual General Meeting.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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 physical form can submit their PAN details to the Company.
- (10) Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2014 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 in Delhi 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: regalenterpriselimited@gmail.com.
- (11) **Voting through electronic means**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
- (12) **The instructions for members for voting electronically 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 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.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) 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.
 - (vi) 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

- Members who have not updated their PAN with the Company 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.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- 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.
- 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.
- 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 at 9.00 A.M. on September 25, 2014 and ends at 6.00 P.M. on the same day i.e. September 25, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the August 29,

2014, 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

For members who wish to vote using ballot form:

Pursuant to Clause 35B of the listing agreement, Members may fill in the ballot form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, Mr. Ajit K. Sharma c/o. Regal Enterprises Limited, 308, Basement, Defence Colony, New Delhi, Delhi-110024. so as to reach by 6.00 p.m. on September 25, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignore.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

For Item No. 4 to 7

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Abhishek Vishwanath Sharma, Ms. Reeta Amit Somani, Mr. Vivek vippin vij and Mr. Anuj Goyal as Independent Directors of the Company at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. Pursuant to clause 49 of the Listing Agreement with Stock Exchanges (to come into force w.e.f. October 1, 2014), an Independent Director cannot hold office for more than two consecutive terms of five years each and any tenure of an Independent Director on the commencement of the Companies Act, 2013 shall not be counted as a term.

Mr. Abhishek Vishwanath Sharma, Ms. Reeta Amit Somani Mr. Vivek vippin vij, and Mr. Anuj Goyal, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

Mr. Abhishek Vishwanath Sharma, Ms. Reeta Amit Somani Mr. Vivek Vippin Vij and Mr. Anuj Goyal, are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Abhishek Vishwanath Sharma, Ms. Reeta Amit Somani Mr. Vivek vippin vij and Mr. Anuj Goyal, for the office of Directors of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday

Place: New Delhi

Date : September 4, 2014

**By the order of the Board
For Regal Enterprises Ltd**

SD/-

**Sudha Sharma
Whole Time Director
DIN: 06885302**

ANNEXURE TO NOTICE

DETAILS OF DIRECTORS TO BE APPOINTED /SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GERERAL MEETING (Pursuant to clause 49 of the Listing Agreement)

Name of the Director	Abhishek Vishwanath Sharma	Reeta Amit Somani	Vivek Vippin Vij	Anuj Goyal,	Sonam Goyal
DIN	03533071	06857083	06885380	00962389	03518230
Date of Birth	28/03/1987	01/12/1987	06/09/1984	10/01/1985	05/12/1986
Shareholding In Regal Enterprises Ltd	Nil	Nil	Nil	Nil	Nil
Directorships held in other public limited companies in India	Nil	Goyal Achal Sampatti Vikas And Niyojan Nigam Limited (Director)	Nil	U. P. Metblast & Energy Limited (Director) Hind Tradex Limited (Managing Director)	U. P. Metblast & Energy Limited (Director)
Membership/ Chairmanship of committees in public limited companies in India	Nil	Nil	Nil	Nil	Nil

- *Directorship does not include the Directorship in section 25 and Private Companies*

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors are pleased to present the 25th Annual Report of your Company together with the audited statement of accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS:

(Amount in Rs.)

PARTICULARS	YEAR ENDED 31st MARCH 2014	YEAR ENDED 31st MARCH 2013
Total Income	2,70,440.00	86,000.00
Total Expenditure	1,27,042.00	84,318.00
Profit/Loss before tax	1,43,398.00	1,682.00
Less- Provision for taxation	44,310.00	520.00
Profit / (loss) after taxation	99,088.00	1,162.00
Paid up Share Capital	2,25,24,500.00	2,25,24,500.00
Reserves	(3,95,661.00)	(494,749.00)

DIVIDEND:

- In order to conserve the resources of the Company the Company do not recommend any dividend this year

DIRECTORS

- The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered into with Stock Exchanges, appointed Mr. Abhishek Vishwanath Sharma, Ms. Reeta Amit Somani, Mr. Vivek vippin vij, and Mr. Anuj Goyal as Independent Directors of the Company. As per Section 149(4) of the Companies Act, 2013, which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors.

In accordance with the provisions of Section 149 of the Companies Act, 2013, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Pursuant to the requirements of the Companies Act, 2013 and Articles of Association of the Company, Ms. Sonam Goyal (DIN 03518230), Director of the Company is liable to retire by rotation and being eligible offer himself for re-appointment. Board recommends the appointment of the Director of the Company.

Brief details of Directors proposed to be appointed/re-appointed as required under Clause 49 of the Listing Agreement are provided in the Notice of Annual General Meeting forming part of this Annual Report.

Mr. Ramesh Goyal (DIN. 03077672) earlier appointed as a Director not liable to retire by rotation, proposed to be appointed as a Director whose period of office is liable to determination by rotation.

CORPORATE GOVERNANCE

To comply with the conditions of Corporate Governance, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, a Report on Corporate Governance and Auditor's Certificate, are included in the Annual Report as **Annexure – I**.

PARTICULARS OF EMPLOYEES

No employee is covered under the Provisions of Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

DEPOSITS

The Company has not invited/accepted any deposits from the public during the financial year ended March 31, 2014. There were no unclaimed or unpaid deposits as on March 31, 2014.

INFORMATION UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956

The particulars relating to conservation of energy and technology absorption required to be furnished pursuant to Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 pertaining to conservation of energy and technology absorption, are not applicable to the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, as amended by the Companies (Amendment) Act, 2000, the Directors confirm that –

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanations relating to material departures, if any.
- (ii) appropriate accounting policies have been selected and applied consistently and the Directors have 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 31st March, 2014 and of the Profits for the financial year from 1st April, 2013 to 31st March, 2014.
- (iii) proper and sufficient care has been taken 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) the annual accounts have been prepared on a going concern basis.

AUDITORS

M/s. M. L. Puri & Co., Chartered Accountants, existing Auditors have shown their unwillingness to continue as the statutory auditors of the Company. The Board of Directors at their meeting held on September 4, 2014 upon recommendation from the audit committee have appointed M/s. V. V. Ketkar, Chartered Accountant, Mumbai as the statutory auditors of the Company to

hold office upto the conclusion of the next Annual General Meeting. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014,

M/s. V. V. Ketkar, Chartered Accountants, Mumbai are proposed to be appointed as Auditors, to hold office up-to the conclusion of the next Annual General Meeting.

Pursuant to the provisions of Companies (Audit and Auditors) Rules, 2014, M/s. V. V. Ketkar has certified the following:

- a. They are eligible for appointment and are not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and rules/regulations made thereunder;
- b. The proposed appointment is as per the term provided under the Companies Act, 2013;
- c. The proposed appointment is within the limits laid down by or under the authority of the Companies Act, 2013;
- d. There are no proceedings against the audit firm or any partner of the audit firm pending with respect to professional matters of conduct.

The Board of Directors recommends to the shareholders the appointment of M/s. V. V. Ketkar, as Auditors of the Company.

The observations and comments given in the report of the Auditors read together with notes to accounts are self explanatory and hence do not call for any further information and explanation under Section 217(3) of the Companies Act, 1956.

ACKNOWLEDGEMENTS

Your Directors wish to record their appreciation of the commitment and excellent performance of the management team and all employees.

Place: New Delhi

Date : September 4, 2014

**By the order of the Board
For Regal Enterprises Ltd**

SD/-

**Ramesh Goyal
Director
DIN: 03077672**

SD/-

**Sudha Sharma
Whole Time Director
DIN: 06885302**

Report on Corporate Governance

Clause 49 of the listing agreement with the Indian Stock Exchanges stipulates the norms and disclosure standards that have to be followed on the Corporate Governance front by listed Indian companies.

1. Company's Philosophy on Code of Governance:

It has been a constant endeavor on the part of the Company to achieve excellence in Corporate Governance by following the principles of transparency, accountability and integrity in functioning so as to constantly enhance value for all stakeholders and fulfill the social obligations entrusted upon the corporate sector:

The Company has also complied with the requirements of Corporate Governance Code, the disclosure requirements of which are given below:

2. The Board of Directors:

The Board comprises of Executive and Non-Executive Directors. The strength of the Board as on 31st March 2014 was Three Member comprising of Two Promoter Non- Executive Directors, and one Independent Director.

The Board has a formal schedule of matters reserved for its consideration and decision which includes reviewing, company performance and reporting to shareholders. During the year, the Board met 9 times and there is no time gap of more than four months between any two meetings. Board members ensure that their other responsibilities do not materially impact on their responsibilities as a director of the company.

The minutes of the proceeding of each Board and Committee Meetings are properly recorded. Draft minutes are circulated to all the members of the Board for their comments. The minutes of proceedings of a meeting are entered in the Minutes Book within 30days from the conclusion of the meeting.

During the Financial Year 2013-2014, 9 meeting of the Board were held. The Composition of the Board of Director, there attendance at the Board meeting held during the year and the number of other directorship held by them are given below:

- i. The Chairman of the Company is a non-executive director and the number of independent directors is more than one third of the total strength of the Board.
- ii. The Board of Directors of the Company is comprised of three Directors, who are detailed as follows:

Sr. No.	Name of Director	Category	Executive/ Non Executive
1	Ms. Sudha Sharma*	Promoter	Whole Time Director
2	Mr. Ramesh Goyal	Promoter	Non Executive
3	Ms. Sonam Goyal	Promoter	Non Executive
4	Mr. Anuj Goyal	Independent	Non Executive
5	Mr. Abhishek Vishwanath Sharma**	Independent	Non Executive
6	Ms. Reeta Amit Somani**	Independent	Non Executive
7.	Mr. Vivek Vippin Vij**	Independent	Non Executive

*Appointed as Whole Time Director on May 30, 2014

** Appointed as Non – Executive Independent Directors on May 30, 2014

The details of the Board Meeting/s held during the year and attendance thereat are as follows:

Sr. No.	Date of Board Meeting	Total No. of Directors	No. of Directors attended the meeting
1	May 15, 2013	3	3
2	May 27, 2013	3	3
3	July 26, 2013	3	3
4	August 14, 2013	3	3
5	October 4, 2013	3	3
6	November 14, 2013	3	3
7	February 7, 2014	3	3
8	March 1, 2014	3	3
9	March 29, 2014	3	3

vii. The last Annual General Meeting held 30th September 2013 was attended by Mr. Anuj Goyal and Mr. Ramesh Goyal.

viii. Code of Conduct

The Code of Conduct for all Directors and senior management personnel as laid down by the Board, is applicable to all Board Members and senior management executives. The Code is circulated annually among all Board members and senior management; the compliance is affirmed by them annually. A declaration signed by two Directors regarding affirmation of the compliance with the Code of Conduct by the Board members and senior management is provided as Annexure IA to this report.

3. Audit Committee:

- i. The term of reference of Audit Committee are stipulated by the Board of Directors, in accordance with the clause 49 IID of the Listing Agreement.
- ii. The Composition of audit committee and the details of the meeting attended by the Directors are given below:

Name of Member	Category	No. of Meetings held during 2013-2014	No. of Meeting attended during 2013-2014
Mr. Ramesh Goyal	Promoter-Non Executive	4	4
Ms. Sonam Goyal	Promoter-Non Executive	4	4
Mr. Anuj Goyal	Independent-Non Executive	4	4

iii. The details of the Audit Committee Meetings held during the year and attendance thereat are as follows:

Sr. No.	Date of Audit Committee Meeting	Total No. of Directors	No. of directors attended the meeting
1	May 27, 2013	3	3
2	August 14, 2013	3	3
3	November 14, 201	3	3
4	February 7, 2014	3	3

4. Shareholders/ Investor's Grievance Committee

The Shareholders met 4 times during the year on May 27, 2013, August 14, 2013, November 14, 2013, February 7, 2014. The Composition of Shareholders Committee and details of the meeting attended by Director/s are as follows:

Name	Category	No. of Meeting attended during the year 2013 - 2014
Ramesh Goyal	Promoter-Non Executive	4
Anuj Goyal	Promoter-Non Executive	4
Sonam Goyal	Independent-Non Executive	4

5. General Body meetings:

i. Location and time, where last three AGMs held.

Date	Date	Location
2012-2013	30/09/2013	Vikas Nagar, Near Clock Tower, Ludhiana Punjab
2011-2012	29/09/2012	Vikas Nagar, Near Clock Tower, Ludhiana Punjab
2010-2011	30/09/2011	Vikas Nagar, Near Clock Tower, Ludhiana Punjab

ii. There was no resolution passed through Postal Ballot during last Year.

6. Disclosures:

Related Party Transaction

During the year there was no materially significant related party transaction/s that may have potential conflict with the interests of company at large.

Statutory Compliances, Penalties and strictures

The Company has complied with the requirements of the Stock Exchange or SEBI or any other statutory authority, on matter/s related to capital markets during the last three years. No Penalty and strictures has been imposed on the Company by these authorities.

Whistle Blower policy

The Company has adopted a Whistle Blower policy to provide a mechanism whereby the employees are given a direct access to the Chairman and Audit Committee to report about the unethical behaviour, fraud and violation of Company's Code of Conduct and to provide sufficient provisions for the protection against the victimization of employees who avail such mechanism and It is affirmed that no personnel has been denied access to the audit committee. Details of compliance with mandatory requirements and adoption of the non mandatory requirements of this clause.

The Company has complied with mandatory requirements of clause 49 of Listing Agreement.

CEO and CFO Certification

The certificate required under Clause 49(V) of the Listing Agreement, duly signed by two Directors of the Company, was placed before the Board. The same is provided as Annexure IB to this report.

7. Means of communication:

Quarterly Results

The Quarterly results are published in the performa prescribed by the Listing Agreement are approved and taken on record by the Board of Directors. The approved results are forthwith sent to the Stock Exchange where the shares of the Company are listed.

8. General Shareholder Information:

i. AGM : Date, time and venue

The Annual General Meeting of the Company is scheduled to be held on 29th September 2014, at 11:00 a.m. at the Registered office of the Company at 308, Basement, Defence Colony, New Delhi, Delhi-110024

ii. Financial year

The Financial Year of the Company ended on 31st March, 2014.

iii. Date of Book closure

The Register of Members and Share Transfer Books will be closed from the 23rd September 2014 to the 29th September 2014 (Both days inclusive).

iv. Dividend Payment Date

In order to plough back the profits of the Company, no dividend was paid during the financial year ended 31st March 2014.

v. Listing on Stock Exchanges

The Company's Equity Shares are listed on

Ahmadabad Stock Exchange, Kamdhenu Complex, Opp. Sahajanand College, Panjarapole, Ambawadi, Ahmedabad – 380001

Ludhiana Stock Exchange, Feroze Gandhi Market, Ludhiana Punjab 141001

Delhi Stock Exchange, DSE House, 3/1, Asaf Ali Road, New Delhi -110002

vi. Stock Code

Nil

vii. Market Price Data: High, Low during each month in last financial year

The Share of the Company continued to be listed on the Ahmadabad Stock Exchange, Ludhiana Stock Exchange & Delhi Stock Exchange. However, no trading was carried out during the financial year, thus no data is available in respect of market price.

viii. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.

Since there was no trading in the Shares of the Company during the financial year, thus no comparative data is available.

ix. Share Transfer System

The requests of transfers/ transmission/ and other requests from the investors were taken care by Shareholders/ Investor's Grievance Committee.

x. Distribution of shareholding as on 31st March, 2014

Sr. No.	Range	No. of Shareholders	% of total no. of shareholders	No. of Shares held	% of shareholding
1	1 to 5000	84	18.06	32000	1.01
2	5001 to 10000	208	44.73	196700	6.21
3	10001 to 20000	156	33.55	232300	7.34
4	20001 to 30000	-	-	-	-
5	30001 to 40000	-	-	-	-
6	40001 to 50000	-	-	-	-
7	50001 to 100000	-	-	-	-
8	Above 100001	47	3.66	2703800	85.44
	Total	465	100	3164800	100

xi. Dematerialization of shares and liquidity

The Shares of the Company are not held in Dematerialized form.

xii. GDRs/ADRs/Warrants or any Convertible instruments

The Company has not issued GDRs/ADRs/Warrants or any Convertible instruments during the year.

xiii. Plant Locations

Not Applicable

xiv. Address for Correspondence

308, Basement, Defence Colony,
New Delhi, Delhi-110024

9. The Certificate of Compliance as stipulated under clause 49 of the listing agreement is obtained from Auditors of the Company M/s. M. L. Puri & Co., Chartered Accountants. The same is enclosed herewith and marked as Annexure IC

Place: New Delhi

Date :

**By the order of the Board
For Regal Enterprises Ltd**

**Ramesh Goyal
Director
DIN: 03077672**

**Sudha Sharma
Whole Time Director
DIN: 06885302**

Annexure IA

Declaration

We hereby confirm that the Company has received from all the members of the Board and Senior Management, for the financial year ended March 31, 2014, a confirmation that they are in compliance with the Company's Code of Conduct.

Place: New Delhi

Date : September 4, 2014

**By the order of the Board
For Regal Enterprises Ltd**

**Ramesh Goyal
Director
DIN: 03077672**

**Sudha Sharma
Whole Time Director
DIN: 06885302**

Annexure IB

Chief Executive Officer (CEO)/Chief Financial Officer (CFO) certification

We, Ramesh Goyal, and Sudha Sharma, Director of Regal Enterprises Ltd certify to the Board that:

(a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2014 and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading

(ii) these statements together present a true and fair view of the company's affairs and are in compliance with 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 for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such 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:

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) 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 system over financial reporting.

Place: New Delhi

Date : September 4, 2014

SD/-

Ramesh Goyal
Director
DIN: 03077672

By the order of the Board
For Regal Enterprises Ltd
SD/-

Sudha Sharma
Whole Time Director
DIN: 06885302

DECLARATION BY THE CEO UNDER CLAUSE 49 I (D) OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Clause 49 sub- clause I (D) of the Listing Agreement with the Stock Exchange, I hereby confirm that, all the All the Directors and the Senior Management personnel of the Company have affirmed their compliance with the Codes of Conduct as applicable to them for Financial Year ended March 31, 2014

CERTIFICATE ON CORPORATE GOVERNANCE

To
The member
Regal Enterprises Ltd

We have examined the compliance of conditions of corporate governance by Regal Enterprises Ltd ("The Company") for the year ended 31st March 2014 as stipulated in clause 49 of listing agreement of the said company with the Ahmadabad Stock Exchange, Ludhiana Stock Exchange & Delhi Stock Exchange

The compliance of the conditions of the corporate governance is the responsibility of the management.

Our examination was limited to procedures and implementation thereof adopted by the company ensuring the compliance of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company. In our opinion and to the best of our information and according to the explanation given to us we certify that the company has complied with the condition of corporate governance as stipulated in the above listing agreement.

We state that no investor grievance is pending for a period exceeding one month against the company as per records maintained by the company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Gupta Manish & Associates
Company Secretaries**

**SD/-
Manish Gupta
CP NO.:9908**

REGAL ENTERPRISES LTD

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

PROXY FORM

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

CIN : L18101DL1989PLC269075
 Name of the Company : REGAL ENTERPRISES LTD
 Registered Office : 308, Basement, Defence Colony, New Delhi, Delhi-110024
 Name of the member(s) :
 Registered Address :
 Email ID :
 Folio No./Client ID/DP ID :

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

1) Name : Address :
 Email ID: Signature :

or failing him

2) Name : Address:
 Email ID: Signature:

or failing him

3) Name: Address:
 Email ID: Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Monday, 29th September 2014, at 11:00 a.m. at the Registered office of the Company at 308, Basement, Defence Colony, New Delhi, Delhi-110024 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary business

1. Adoption of financial statements for the financial year ended March 31, 2014 and Reports of Directors' and Auditors' thereon.
2. Appointment of Director in place of retiring Director.
3. Appointment of auditors in place of the retiring Auditor and fixing their remuneration.
4. Appointment of Mr. Abhishek Vishwanath Sharma (DIN 03533071) as Non - Executive Independent Director.
5. Appointment of Ms. Reeta Amit Somani (DIN:06857083), as Non - Executive Independent Director.
6. Appointment of Mr. Vivek Vippin Vij (DIN: 06885380), as Non - Executive Independent Director.
7. Appointment of Mr. Anuj Goyal (DIN: 00962389) as Non - Executive Independent Director.

Signed this day of 2014.

Affix Re.1 Revenue Stamp

.....
 Signature of shareholder

.....
 Signature of Proxy holder(s)

Notes:

1. **This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.**
2. **Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.**

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REGAL ENTERPRISES LTD

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

ATTENDANCE SLIP

FOLIO NO. (Shares in physical mode)	
DP ID	
CLIENT ID	
NO. OF SHARES HELD	

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General meeting of the Company to be held on 29th September 2014, at 11:00 a.m. at the Registered office of the Company at 308, Basement, Defence Colony, New Delhi, Delhi-110024 and at any adjournment thereof.

Signature of Member/Proxy

(THIS ATTENDANCE SLIP DULY FILLED TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

Date: May 30, 2014

Form A
(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	REGAL ENTERPRISES LTD
2.	Annual Financial statements for the year ended	March 31, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

For _____ Limited

For _____ Limited

For _____
Chartered Accountant

Managing Director
Din: _____

Chairman Audit Committee
Din: _____

Membership No.