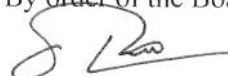


## NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the members of REGAL ENTERTAINMENT AND CONSULTANTS LIMITED will be held on Tuesday 29<sup>th</sup> September 2009 at 2.30p.m. at Green Village Resorts, Opp. Akashwani Kendra , Marve Road, Malad (W), Mumbai – 400 095, to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at and the Profit & Loss Account for the year ended 31<sup>st</sup> March 2009 and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Dinesh Gupta who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Satish Kusumbiwal who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By order of the Board



DINESH GUPTA  
Managing Director

Place: Mumbai  
Date: 27<sup>th</sup> August 2009

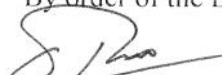
### REGISTERED OFFICE

24, Gunbow Street,  
Fort, Mumbai – 400 001.

### NOTE:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The relevant details of Directors seeking reappointment under item no. 2 & 3 as required under clause 49 of the listing agreement is annexed.
3. The Register of Members and the Share Transfer book of the Company will remain closed from Tuesday, 22<sup>nd</sup> September 2009 to Saturday, 26<sup>th</sup> September, 2009 (both days inclusive).
4. Members are requested to kindly notify any change in their addresses immediately to the Company's Registered Office and to Registrar and Share Transfer Agent. Members whose Shareholding is in electronic mode are requested to direct change of address notification to their respective Depository participant.
5. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least ten days in advance, so as to enable the Company to keep the information ready.
6. Members are requested to kindly bring their copies of the Report and Account to the meeting.

By order of the Board



DINESH GUPTA  
Managing Director

Place: Mumbai  
Date: 27<sup>th</sup> August 2009

Registered Office  
, Gunbow Street,  
t, Mumbai – 400 001.

## ANNEXTURE

**PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE REAPPOINTED.**

1. Mr. Dinesh Gupta aged around 48 years was first appointed on the Board on September 05, 1994 as an additional director. He was first appointed Managing Director on 31<sup>st</sup> October 1994. Mr. Gupta holds Bachelor's degree in commerce and is a Fellow Member of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He has around 23 years diverse experience in the field of financial management, merchant banking., corporate consultancy etc. Presently he is Managing Director of the Company. Shri Gupta holds 166420 shares in the company as on March 31<sup>st</sup>, 2009.

### Other directorship

Data Office Products Pvt. Ltd.  
Ameya Finvest Pvt. Ltd.  
Dhakla Marketing Pvt. Ltd.

### Committee Membership

Regal Entertainment &  
Consultants Ltd  
Shareholder's Committee

2. Mr. Satish Kusumbiwal aged around 47 years was first appointed on the Board on September 05, 1994 as an additional director. He was first appointed Jt. Managing Director on 31<sup>st</sup> October 1994. Mr. Kusumbiwal holds Bachelor's degree in commerce and is a Fellow Member of the Institute of Chartered Accountants of India. He was around 23 years varied experience in project evaluation, money market operation, merchant banking etc. Presently he is Jt. Managing Director of the Company. Shri Kusumbiwal holds 198654 shares in the company as on March 31<sup>st</sup>, 2009.

### Other directorship

Anurag Finvest Pvt. Ltd.  
Abhinikh Trading Pvt. Ltd.

### Committee Membership

Regal Entertainment &  
Consultants Ltd.  
Shareholder's Committee

Place: Mumbai  
Date: 27<sup>th</sup> August 2009.

By order of the Board



DINESH GUPTA  
Managing Director

## REGISTERED OFFICE

24, Gunbow Street,  
Fort, Mumbai – 400 001.

## DIRECTORS' REPORT

Your Directors presents their Seventeenth Annual Report and Audited Accounts for the year ended 31<sup>st</sup> March 2009.

### FINANCIAL RESULTS:

|                                               | For the year ended<br>March 31, 2009<br>(Rs. in Lakh) | For the year ended<br>March 31, 2008<br>(Rs. in Lakh) |
|-----------------------------------------------|-------------------------------------------------------|-------------------------------------------------------|
| Income                                        | 99.38                                                 | 198.27                                                |
| Profit before tax                             | (31.62)                                               | 29.85                                                 |
| Less: Provision for tax                       | ---                                                   | 0.62                                                  |
| Provision for Fringe benefit Tax              | 0.06                                                  | 0.05                                                  |
| Earlier Year Item                             | ---                                                   | 1.15                                                  |
| Deffered Tax Liability                        | 0.10                                                  | 0.12                                                  |
| Profit after tax                              | (31.78)                                               | 27.91                                                 |
| Add: Profit brought forward<br>from last year | (1.74)                                                | (29.65)                                               |
| Profit available for Appropriation            | <u>(33.52)</u>                                        | <u>(1.74)</u>                                         |
| APPROPRIATIONS:                               |                                                       |                                                       |
| Balance Carried Forward                       | <u>(33.52)</u>                                        | <u>(1.74)</u>                                         |

### DIVIDEND:

In view of the losses, your Directors do not recommend any Dividend.

### OPERATIONS AND OUTLOOK:

The total income decreased to Rs. 99.38 Lakh from Rs. 198.27 Lakh and the company incurred a loss of Rs. 31.78 Lakh, as against Profit of Rs. 27.91 Lakh in the last year.



## **DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with provisions of Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- i. That in the presentation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2009, the applicable accounting standards had been followed along with proper explanation relating to material departure;
- ii. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for the year under review;
- iii. That the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. That the directors had prepared the accounts for the financial year ended 31<sup>st</sup> March 2009 on a going concern basis.

## **REPORT ON CORPORATE GOVERNANCE:**

Pursuant to clause 49 of the Listing Agreement with Stock Exchange, a separate Section titled Corporate Governance has been included in this report. The auditors certificate on compliance of clause 49 of the listing Agreement by the Company is annexed to this report.

## **MANAGEMENT DISCUSSION AND ANALYSIS:**

A brief note on management discussion and analysis is annexed which forms part of the Directors Report and has been prepared in accordance with clause 49 of the listing agreement.

## **FIXED DEPOSITS:**

The Company has neither invited nor accepted any fixed deposits from the public.

## **LISTING:**

The equity shares of the company are listed in the Stock Exchange, Mumbai and Madras and listing fee for the financial year 2009-10 have been paid to the concerned Stock Exchanges. The approval of Delhi Stock Exchange for voluntary delisting is still awaited meanwhile company has not made payment of listing fee to Delhi Stock Exchange.

## **DIRECTORS:**

Shri Dinesh Gupta and Shri Satish Kusumbiwal retire by rotation and eligible for reappointment, which the directors recommend.

## **AUDITORS:**

Shareholders are requested to appoint the Auditors of the Company. M/s K. K. Gada & Co, Chartered Accountants, retiring Auditors have informed the Company that being eligible they offer themselves for reappointment, and have certified that their appointment, if made, will be in accordance with the limits specified in Section 224 (1-B) of the Companies Act, 1956.

The observations of the Auditors in their Report are self explanatory.

## **EMPLOYEES:**

None of the employee of the company is falling under the Category specified in section 217 (2A) of the companies Act 1956.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

The provision of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure in the Report of Board of Directors) Rules 1988 are not applicable to your Company, since your company is not a scheduled industries as per said rules.

Your Company neither earned nor spent any foreign exchange during the year.

## ACKNOWLEDGEMENT

The Board wishes to express its deep appreciation to the entire staff members, bankers, shareholders and clients for their valuable support to the Company.

Place: Mumbai  
Date: 27<sup>th</sup> August, 2009

  
DINESH GUPTA  
Managing Director

By order of the Board

  
SATISH KUSUMBIWAL  
Jt. Managing Director

## MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and development  
The Financial year 2008-09 had very difficult economic conditions throughout the world. Various countries are experiencing the recession, growth momentum has also dipped significantly.
2. Outlook  
We have positive outlook about the long term India story because growth prospects for India appears relatively positive compared to other countries. The Company's activities will have major emphasis on investment banking that will include Equity Capital Market, Advisory Services relating to capital raising etc.
3. Opportunities and Threats  
The Government and regulatory authorities in India have acted swiftly and are trying to arrest the slowdown and to bring back the economy on growth path. These measures have started showing positive results. Though this may result in emergence of many opportunities, these will have to be carefully evaluated in the long term interest of the company and its Shareholders.

### Segment wise Reporting

During the year under review up to 3<sup>rd</sup> May 2008 Company had two segments viz Finance and Entertainment.

The income and profit in each segment was as under: (Rs. in Lakh)

|                       | Finance | Entertainment | Unallocable | Total   |
|-----------------------|---------|---------------|-------------|---------|
| Income from Operation | 33.53   | 4.37          | -           | 37.90   |
| Profit before tax     | (16.69) | (14.58)       | (0.35)      | (31.62) |


As stated earlier with the transfer of Ice Skating Rink w. e. f. 3<sup>rd</sup> May 2008 Company now have only one segment viz financial.

### 5. Risk & Concerns:

Your company is in continues process of cost control and is taking cost reduction measures. We take all necessary steps to identify measures & manage risk effectively.



6. Internal Control System:  
The company maintains an adequate and effective internal control system commensurate with its size & nature of business. The observations of the audit committee, which met four times during the year were taken into consideration.
7. Financial Performance:  
The total income decreased to Rs. 99.38 Lakh from Rs. 198.27 Lakh and the company incurred a loss of Rs. 31.78 Lakh, as against Profit of Rs. 27.91 Lakh in the last year.
8. Human resources management:  
Relation with the employees continued to remain cordial during the year. Training is imparted as per the requirement of the job.
9. Cautionary statement:  
Statement in the Management Discussion and Analysis and Statement forming part of Directors Report may contain forward looking & progressive statements within the meaning of applicable security laws & regulations. Actual results may vary from those expressed or implied depending upon economic condition, Government policies & other incidental factors.

 By order of the Board  
DINESH GUPTA  
Managing Director

  
SATISH KUSUMBIWAL  
Jt. Managing Director

Place: Mumbai

Date: 27<sup>th</sup> August, 2009

## CORPORATE GOVERNANCE

1. **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:** Regal Entertainment and Consultants Ltd. (Regal or The company) is committed to strong corporate governance and realizes its indispensability in investor protection. Hence, the Company's philosophy on corporate governance is to ensure that information disclosure to present and potential investor is maximized, to ensure that board exercise its fiduciary responsibilities and to ensure that the directors, employees and all concerned are fully committed to maximizing long term value to their Shareholders and the company.

### 2. BOARD OF DIRECTORS:

As on March 31, 2009 Regal had 6 Directors on its Board, of which four are non-executive directors. The directors are qualified professionals having experience in respective functional area. The board mainly deals with policy formulation, evaluation of performance & control functions.

The board met five times during the year on 30<sup>th</sup> April 2008, 31<sup>st</sup> July 2008, 27<sup>th</sup> August 2008, 31<sup>st</sup> October 2008, 31<sup>st</sup> January 2009.

The composition of board, their attendance, number of other directorship are given below: -

| Name of Director  | Position | Attendance Particular |          | No of Directorship & committee Membership / chairmanship |                      |                        |
|-------------------|----------|-----------------------|----------|----------------------------------------------------------|----------------------|------------------------|
|                   |          | Board Meeting         | Last AGM | Other Directorship                                       | Committee Membership | Committee Chairmanship |
| Dinesh Gupta      | P,E      | 5                     | Present  | 3                                                        | 1                    | -                      |
| Satish Kusumbiwal | P,E      | 5                     | Present  | 2                                                        | 1                    | -                      |
| Dhiraj Mehta      | N,I      | 5                     | Present  | 3                                                        | 2                    | 1                      |
| Surendra Salgia   | N, I     | 5                     | Present  | 1                                                        | 2                    | 1                      |
| Brijesh Mathur    | N, I     | 5                     | Present  | -                                                        | 1                    | -                      |
| K. B. Agarwal     | N, I     | 5                     | Present  | 1                                                        | 2                    | 1                      |

P = Promoter E = Executive

N = Non Executive I = Independent

### 3. AUDIT COMMITTEE:

The role of the Audit committee and its terms of reference and composition are in accordance with provisions of clause 49 of the listing agreement. The role of audit committee includes overseeing the financial reporting process, to ensure proper disclosure of financial statements & reviewing it, discussion with auditor's etc.

The audit committee of the member of the board comprises of 3 non-executive directors, of which Shri Surendra Salgia is the Chairman of the committee and Shri K. B. Agarwal and Shri Brijesh Mathur are independent directors.

The duly constituted committee met four times on the following date where all the members of the committee were present, 31<sup>st</sup> July 2008, 27<sup>th</sup> August 2008, 31<sup>st</sup> October 2008 and 31<sup>st</sup> January 2009.

### 4.a) REMUNERATION TO DIRECTORS:

The remuneration of the directors is as per the ceiling approved by the Shareholders. Details of remuneration paid to Managing Director and Jt. Managing Director during the year ending March 31<sup>st</sup>, 2009 is as under.

| Name              | Designation           | Remuneration (Rs.) |           |          |
|-------------------|-----------------------|--------------------|-----------|----------|
|                   |                       | Salary             | Allowance | Total    |
| Dinesh Gupta      | Managing Director     | 1,80,000           | 72,000    | 2,52,000 |
| Satish Kusumbiwal | Jt. Managing Director | 1,80,000           | 72,000    | 2,52,000 |



## b) REMENNERATION COMMITTES

The Remuneration Committee of the member of Board comprises of three non executive, independent directors of which Shri K.B. Agrawal is the chairman and Shri Surendra Salgia and Shri Dhiraj Mehta are the members of the committee. The terms of reference of the committee amongst other includes recommendation to Board the remuneration package of Company's Managing Director & Joint Managing Director including all element of remuneration packages and to determine on behalf of the Board and on behalf of the Shareholders specific remuneration package for Company's Managing Director & Joint Managing Director.

No remuneration was paid to non-executive directors.

A declaration signed by Managing Director is given below:

I hereby confirm that, the company has obtained from all the members of the board and senior management, affirmation that they have complied with the code of business conduct and ethics for directors and senior management in respect of the financial year 2008 – 09.

## 5. SHAREHOLDER'S COMMITTEE:

The committee comprise of Shri Dhiraj Mehta who is non-executive, independent director and Chairman of the committee and Shri Dinesh Gupta & Shri Satish Kusumbiwal who are Directors and the compliance officers. The functions of the Shareholders committee mainly includes transfer of shares, redressed of shareholders grievances etc. The duly constituted committee met four times on the following date where all the members of the committee were present: -

30<sup>th</sup> April 2008, 31<sup>st</sup> July 2008, 31<sup>st</sup> October 2008 and 31<sup>st</sup> January 2009.

There was one complaint received from the shareholders during the year and the same was resolved. As on March 31<sup>st</sup> 2009, there were no pending share transfers.

## 6. GENERAL BODY MEETING:

The details of Annual General Meeting held in the last years are given below:

| Annual General Meeting / Year  | Day, Date                  | Time      | Venue                                                                            |
|--------------------------------|----------------------------|-----------|----------------------------------------------------------------------------------|
| 16 <sup>th</sup> Meeting, 2008 | Monday, September 29, 2008 | 2.30 p.m. | Jurassic Park Resort & Club, Kharodi Ali Talao Road, Malad (W) Mumbai – 400 095. |
| 15 <sup>th</sup> Meeting, 2007 | Friday, September 28, 2007 | 2.30 p.m. | Jurassic Park Resort & Club, Kharodi Ali Talao Road, Malad (W) Mumbai – 400 095. |
| 14 <sup>th</sup> Meeting, 2006 | Friday, September 29, 2006 | 2.30p.m.  | Jurassic Park Resort & Club, Kharodi Ali Talao Road, Malad (W) Mumbai – 400 095. |

No Special resolutions were put through postal till last year.

## 7. DISCLOSURES:

- There were no transactions of a material nature with the promoters, directors or the management, the company's subsidiaries or relatives of the directors during the financial year of the company which could have potential conflict with the interest of the company. Transaction with related parties are disclosed in point No. 9 of the notes to Accounts, as detailed under schedules 9 of the Annual Accounts.
- The company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to Capital Market during the last three years. No penalties or strictures have been imposed on the company by the Stock Exchanges, SEBI or statutory authorities relating to the above.

W



- c) The individual detail of directors seeking reappointment at the ensuing Annual General Meeting of the company are provided in the explanatory statement accompanying the notice of Annual General Meeting.

## SECRETARIAL AUDIT

A qualified practicing Company Secretary carried out a Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

## 8. MEANS OF COMMUNICATION:

Company's financial results like quarterly, half yearly are published regularly as per the requirement of listing agreement generally in Free Press Journal and Navshakti. The company currently does not have a website. Official news release is sent to Stock Exchange where shares are listed.

Management Discussion & Analysis is forming part of Directors Report.

## 9. GENERAL SHAREHOLDER INFORMATION:

- a. Annual General Meeting : Tuesday, September 29, 2009 at 2.30 pm. At Green Village Resorts, Opp. Akashwani Kendra, Marve Road, Malad (W), Mumbai – 400 095
- b. Financial Calendar : The company follows April – March as its financial year. The unaudited result for every quarter beginning from April are declared in the month following that quarter.
- c. Date of Book closure : 22<sup>nd</sup> September 2009 to 26<sup>th</sup> September 2009 (both days inclusive)
- d. Listing on Stock Exchange : The Stock Exchange, Mumbai  
: The Stock Exchange, Madras
- e. Listing fee : Paid for the year 2009 – 2010  
The approval of the Delhi Stock Exchange for voluntary delisting is still awaited, meanwhile company has not made payment of listing fee to Delhi Stock Exchange
- f. Stock code : 531033 Stock Exchange Mumbai
- g. Demat ISIN no : INE101E10101
- h. Market Price Data (High/Low) during each month in last financial year is given below. (Stock Exchange Mumbai)

| Months         | High | Low  | Month         | High | Low  |
|----------------|------|------|---------------|------|------|
| April 2008     | 4.08 | 3.11 | October 2008  | 6.24 | 4.09 |
| May 2008       | 4.86 | 3.70 | November 2008 | 4.45 | 4.20 |
| June 2008      | 4.43 | 3.77 | December 2008 | 5.66 | 4.04 |
| July 2008      | 4.41 | 3.72 | January 2009  | 5.00 | 4.75 |
| August 2008    | 6.40 | 4.10 | February 2009 | 5.82 | 4.80 |
| September 2008 | 6.90 | 4.57 | March 2009    | 6.11 | 4.19 |

## i. Registrar and Transfer Agents and Share Transfer System.

Share sent for physical transfer are registered and returned within 20 days of receipt, if the document are clear and complete in all respects.

There was no share transfer pending as on March 31, 2009. For carrying out physical Share Transfer / demat / remat work including demat connectivity with NSDL & CDSL, Company has appointed Big share Services Pvt. Ltd., E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E) Mumbai – 400 0072, as its transfer agents.

j. Shareholding pattern as on March 31, 2009

| Category                    | No. Of Shares  | Percentage of Total |
|-----------------------------|----------------|---------------------|
| Promoter and promoter group | 989984         | 32.23               |
| Bodies Corporate            | 407070         | 13.25               |
| Indian Public               | 1629611        | 53.04               |
| Non – resident Indians      | 6000           | 0.20                |
| Other clearing Member       | 39435          | 1.28                |
| <b>Total</b>                | <b>3072100</b> | <b>100.00</b>       |

k. Distribution of Shareholding as on March 31, 2009.

| Number of share | No. Of Shareholder | Percent of Shareholder | Total Number of Shares | Percent of Holding |
|-----------------|--------------------|------------------------|------------------------|--------------------|
| 1-500           | 1695               | 72.35                  | 399697                 | 13.01              |
| 501-1000        | 316                | 13.49                  | 269099                 | 8.76               |
| 1001-2000       | 166                | 7.08                   | 263208                 | 8.57               |
| 2001-3000       | 64                 | 2.73                   | 167123                 | 5.44               |
| 3001-4000       | 27                 | 1.15                   | 98457                  | 3.20               |
| 4001-5000       | 22                 | 0.94                   | 103061                 | 3.35               |
| 5001-10000      | 26                 | 1.11                   | 180894                 | 5.89               |
| 10000 and above | 27                 | 1.15                   | 1590561                | 51.78              |
| <b>TOTAL</b>    | <b>2343</b>        | <b>100.00</b>          | <b>3072100</b>         | <b>100.00</b>      |

l. Dematerialization of Shares

The company's shares are traded in dematerialized form only. Company has connectivity with two depositories ie National Securities Depository Ltd. (NSDL) and Central Depository Service (India) Ltd. (CDSL). As on March 31, 2009 about 74.38 % comprising 2285100 equity shares are in dematerialized form.

m. The company has not issued any GDRs / ADRs / warrents or any convertible instruments.

n. Address for correspondence

Shareholders should address their correspondence to the company's registered office or company's Registrar and share transfer agents.

Registered Office:  
24 Gunbow Street,  
Fort, Mumbai-400 001.  
Phone No. 22612811/22

Registrar and Share Transfer Agents:  
Bigshare Services Pvt. Ltd.  
E-2 , Ansa Industrial Estate, Sakivihar Road, Saki Naka,  
Andheri (E), Mumbai – 400 072. Tel. 40430200



# REGAL ENTERTAINMENT & CONSULTANTS LTD

## BALANCE SHEET AS AT MARCH 31, 2009

|                                                                | SCHEDULE | AS AT<br>31.03.2009<br>Rs. | AS AT<br>31.03.2008<br>Rs. |
|----------------------------------------------------------------|----------|----------------------------|----------------------------|
| <b>SOURCES OF FUNDS</b>                                        |          |                            |                            |
| <b>1. Shareholders' Fund</b>                                   |          |                            |                            |
| Capital                                                        | 01       | 30,721,000                 | 30,721,000                 |
| Reserves & Surplus                                             | 02       | 100,000                    | 100,000                    |
| <b>2. Loan Funds</b>                                           |          | -                          | -                          |
| <b>3. Deferred Tax liability</b>                               |          | 337,112                    | 326,768                    |
| <b>TOTAL</b>                                                   |          | <b>31,158,112</b>          | <b>31,147,768</b>          |
| <b>APPLICATION OF FUNDS</b>                                    |          |                            |                            |
| <b>1. Fixed Assets</b>                                         |          |                            |                            |
| Gross Block                                                    | 03       | 2,564,364                  | 4,877,185                  |
| Less : Depreciation                                            |          | 1,817,114                  | 1,728,051                  |
| Net Block                                                      |          | 747,250                    | 3,149,134                  |
| <b>2. Investments</b>                                          |          | -                          | -                          |
| <b>3. Current Assets, Loans &amp; Advances</b>                 |          |                            |                            |
| Current Assets                                                 | 04       | 10,444,997                 | 11,721,267                 |
| Loans & Advances                                               | 05       | 16,811,878                 | 16,406,879                 |
|                                                                |          | 27,256,875                 | 28,128,147                 |
| Less :                                                         |          |                            |                            |
| <b>Current Liabilities &amp; Provisions</b>                    | 06       | 262,184                    | 377,564                    |
|                                                                |          | 26,994,691                 | 27,750,583                 |
| <b>4. Miscellaneous Expenditure</b>                            |          |                            |                            |
| ( To the extent not written off or adjusted )                  |          |                            |                            |
| Profit & Loss Account                                          |          | 3,352,871                  | 174,202                    |
| Preliminary Expenses                                           |          | 63,300                     | 73,850                     |
| (To the extent not written off)                                |          |                            |                            |
| <b>TOTAL</b>                                                   |          | <b>31,158,112</b>          | <b>31,147,768</b>          |
| <b>Significant Accounting Policies &amp; Notes to Accounts</b> | 09       |                            |                            |

As per our report of even date attached

On behalf of the Board

For K.K.GADA & CO.  
Chartered Accountants

Kirit K. Gada  
Proprietor  
(Membership No. 38952)  
Place : Mumbai  
Date : 27/08/2009

Dinesh Gupta  
Managing Director

Surendra Salgia  
Director

Satish Kusumbiwal  
Jt. Managing Director

K. B. Agarwal  
Director

# REGAL ENTERTAINMENT & CONSULTANTS LTD

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

|                                           | SCHEDULE | CURRENT<br>YEAR<br>Rs. | PREVIOUS<br>YEAR<br>Rs. |
|-------------------------------------------|----------|------------------------|-------------------------|
| <b>INCOME</b>                             |          |                        |                         |
| Income From Operation                     | 07       | 3,789,802              | 13,448,991              |
| Closing Stock of Shares/Securities        |          | 6,148,142              | 6,377,871               |
| <b>TOTAL</b>                              |          | <b>9,937,944</b>       | <b>19,826,862</b>       |
| <b>EXPENDITURE</b>                        |          |                        |                         |
| Opening stock of Shares/ Securities       |          | 6,377,871              | 5,051,337               |
| Purchase of Shares/Securities             |          | 2,345,945              | 6,785,161               |
| Operational, Office and Adm. Expenses     | 08       | 4,286,707              | 4,734,526               |
| Depreciation                              | 04       | 89,063                 | 270,903                 |
| <b>TOTAL</b>                              |          | <b>13,099,586</b>      | <b>16,841,928</b>       |
| <b>PROFIT BEFORE TAXATION</b>             |          | <b>(3,161,643)</b>     | 2,984,934               |
| Provision for Taxation                    |          | -                      | 62,000                  |
| Items of earlier year Written Off         |          | -                      | 115,198                 |
| Profit after taxation                     |          | <b>(3,161,643)</b>     | 2,807,736               |
| Provision for Fringe Benefit Tax          |          | 6,683                  | 5,109                   |
| Deferred Tax liability Provided           |          | 10,344                 | 11,939                  |
| Profit after provisions                   |          | <b>(3,178,669)</b>     | 2,790,688               |
| Balance brought forward                   |          | <b>(174,202)</b>       | (2,964,890)             |
| <b>AMOUNT AVAILABLE FOR APPROPRIATION</b> |          | <b>(3,352,871)</b>     | <b>(174,202)</b>        |

Significant Accounting Policies & Notes to Accounts 09

As per our report of even date attached

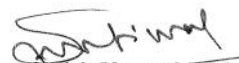
On behalf of the Board


For K.K.GADA & CO.,  
Chartered Accountants

Kirit K. Gada  
Proprietor  
(Membership No. 38952)  
Place : Mumbai  
Date : 27/08/2009

  
Dinesh Gupta  
Managing Director

  
Surendra Salgia  
Director

  
Satish Kusumbiwal  
Jt. Managing Director

  
K. B. Agarwal  
Director



# Regal Entertainment & Consultant Ltd

## SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31-3-2009

|                                                             | AS AT<br>31.03.2009<br>Rs. | AS AT<br>31.03.2008<br>Rs. |
|-------------------------------------------------------------|----------------------------|----------------------------|
| <b>SCHEDULE "01"</b>                                        |                            |                            |
| <b>SHARE CAPITAL</b>                                        |                            |                            |
| <b>AUTHORISED CAPITAL</b>                                   |                            |                            |
| 50,00,000 Equity Shares of Rs. 10/- each                    | 50,000,000                 | 50,000,000                 |
| ( Previous Year : 50,00,000 Equity Shares of Rs. 10/- each) |                            |                            |
| <b>TOTAL</b>                                                | <b>50,000,000</b>          | <b>50,000,000</b>          |
| <b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>             |                            |                            |
| 30,72,100 (30,72,100) Equity Shares of                      | 30,721,000                 | 30,721,000                 |
| Rs. 10 each fully paid up for cash                          |                            |                            |
| <b>TOTAL</b>                                                | <b>30,721,000</b>          | <b>30,721,000</b>          |
| <b>SCHEDULE "02"</b>                                        |                            |                            |
| <b>RESERVE &amp; SURPLUS</b>                                |                            |                            |
| General Reserve                                             | 100,000                    | 100,000                    |
| Profit & Loss Account                                       | -                          | -                          |
| <b>TOTAL</b>                                                | <b>100,000</b>             | <b>100,000</b>             |



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**SCHEDULE "03"  
FIXED ASSETS**

| Description          | Gross Block         |                                                                           | Depreciation        |                                                | Net Block           |                     |
|----------------------|---------------------|---------------------------------------------------------------------------|---------------------|------------------------------------------------|---------------------|---------------------|
|                      | As at<br>31.03.2008 | Addition/(Deduction)<br>During the<br>Year<br><b>As at<br/>31.03.2009</b> | As at<br>31.03.2008 | For the<br>Year<br><b>As at<br/>31.03.2009</b> | As at<br>31.03.2008 | As at<br>31.03.2009 |
| Air Conditioner      | 49,500              | -                                                                         | 18,151              | 1,489                                          | 31,349              | 29,860              |
| Computer             | 361,580             |                                                                           | 306,432             | 8,939                                          | 55,148              | 46,209              |
| Motor Car            | 974,793             |                                                                           | 418,024             | 52,893                                         | 556,769             | 503,876             |
| Goodwill             | 200,000             | -                                                                         | 100,000             | 20,000                                         | 100,000             | 80,000              |
| Office Equipment     | 24,135              | -                                                                         | 14,743              | 446                                            | 9,392               | 8,946               |
| Furniture & Fixtures | 207,432             |                                                                           | 123,775             | 5,295                                          | 83,656              | 78,361              |
| Plant & Machinery    | 1,783,365           | (1,225,259)                                                               | 558,106             | -                                              | 1,225,259           | -                   |
| Building             | 1,276,380           | (1,087,562)                                                               | 188,818             | -                                              | 1,087,562           | -                   |
| <b>TOTAL</b>         | 4,877,185           | (2,312,821)                                                               | 1,728,051           | 89,063                                         | 3,149,136           | 747,250             |
| Previous Year        | 4,268,392           | 608,793                                                                   | 1,457,148           | 270,903                                        | 2,811,245           | 3,149,134           |

Note : The Assets pertaining to Ice Skating Rink i.e. Plant & Machinery & Building is transferred as per terms of agreement



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 A signature that appears to be 'K. K. GADGAO'.

*Handwritten mark:*  
 A small circular mark or signature.

**SCHEDULE "04"****CURRENT ASSETS**

Cash on hand  
Bank Balance with scheduled banks  
on Current Account  
Sundry Debtors  
Stock in trade (Shares & Securities)  
Accrued Interest on Fixed Deposit  
Fixed Deposit With Canara Bank

AS AT  
31.03.2009  
Rs.

590,435  
1,172,886  
-  
6,148,142  
33,534  
2,500,000

AS AT  
31.03.2008  
Rs.

669,408  
2,058,894  
109,519  
6,377,871  
5,575  
2,500,000

**TOTAL**

10,444,997

11,721,267

**SCHEDULE "05"****LOANS AND ADVANCES**

Deposits  
Loans to others  
Advance Tax & T.D.S.  
Advance tax paid Under Fringe Benefit Tax  
Advances Recoverable  
in cash or kind for the  
value to be received

256,500  
12,685,832  
590,459  
13,097

256,500  
11,224,473  
502,399  
14,541

3,265,990

4,408,966

**TOTAL**

16,811,878

16,406,879

**SCHEDULE "06"****CURRENT LIABILITIES**

Sundry Creditors for Expenses  
Sundry Creditors for Purchases  
Outstanding Expense

19,883  
-  
83,618  
103,501

31,835  
185,066  
3,554  
220,455

**PROVISIONS**

Provision for Taxation  
Provision for doubtful debts  
Provision for Fringe Benefit Tax

62,000  
90,000  
6,683  
262,184

62,000  
90,000  
5,109  
377,564

**TOTAL**

2

8 12 14/8/81





**SCHEDULE "08"**  
**OPERATIONAL, OFFICE AND ADMINISTRATION EXPENSES**

|                                     |                  |                  |
|-------------------------------------|------------------|------------------|
| Salaries, Bonus & Allowance         | 630,135          | 832,215          |
| Staff Welfare Expenses              | 1,111            | 3,372            |
| Electricity Expenses                | 261,242          | 1,699,059        |
| Conveyance & Travelling Exp.        | 1,603            | 6,192            |
| Water Charges                       | 5,439            | 55,629           |
| Printing & Stationery               | 38,840           | 71,956           |
| Share of PAN India Paryatan Ltd.    | 162,374          | 1,336,471        |
| Telephone Exp.                      | 85,820           | 109,658          |
| Postage & Courier                   | 19,450           | 20,836           |
| Office Rent                         | 117,000          | 117,000          |
| A.G.M. Exp.                         | 2,000            | 1,000            |
| Bank Charges                        | 1,543            | 1,081            |
| Auditor's Remuneration              | 17,648           | 17,958           |
| Filing Fees                         | 1,500            | 2,000            |
| Listing Fee                         | 16,300           | 16,300           |
| Entertainment Exp.                  | -                | 4,879            |
| Insurance                           | 1,169            | 1,544            |
| Office Expenses                     | 7,499            | 43,614           |
| Advertisement Exp.                  | 31,100           | 19,715           |
| Demat Exp.                          | 356              | 8,020            |
| Share Application Money Written Off | 1,200,000        | 117,062          |
| Repairs & Maintenance               | 15,630           | 149,020          |
| Depository Expenses                 | 27,424           | 29,429           |
| Legal & Professional charges        | 2,000            | 10,672           |
| Preliminary Expenses W/O            | 10,550           | 10,550           |
| Miscellaneous Expenses              | 807              | 620              |
| Miscellaneous A/c written off       | -                | 23,980           |
| Membership & Subscription           | 17,617           | 3,700            |
| Security Transaction Tax            | 9,730            | 20,994           |
| Donation                            | 25,000           | -                |
| Loss On Joint Venture               | 1,562,821        | -                |
| Prior Period Item                   | 13,000           | -                |
| <b>TOTAL</b>                        | <b>4,286,707</b> | <b>4,734,526</b> |



TOTAL

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## **SCHEDULE - "09"**

### **NOTES TO ACCOUNTS FOR THE YEAR ENDED 31 ST MARCH 2009**

#### **A) SINGNIFICANT ACCOUNTING POLICIES**

##### **1. Basis for Accounting:**

Accounts are prepared under the historical cost convention. The Company has materially comply with accounting standards as recommended by the Institute of Chartered Accountants Of India.

##### **2. Depreciation:**

Depreciation is charged on all the assets on Straight Line basis (SLM) at the rates and manner prescribed in schedule XIV of the Companies Act, 1956 as amended upto date.

##### **3. Investment:**

There has been no Investment made during the Financial Year

##### **4. Inventories:**

Inventories of shares and securities are carried at cost.

##### **5. Revenue Recognition as per AS 9:**

- (a) Revenue from Sale is recognized at the time when transaction is entered into.
- (b) Revenue from Interest is recognized on time proportion basis except interest on certain loans amounting to Rs.25, 35,592/- on which the Company charged no Interest during the year.
- (c) Revenue from Dividend is recognized when dividend is received from the declaring Company.
- (d) Revenue from Capital Market Transactions is recorded on mark to market basis.

##### **6. Accounting for Fixed Assets as per AS 10:**

Fixed Assets are stated at cost less depreciation. Costs comprised of cost of acquisition and all attributable costs of bringing the assets to condition for their intended use. In case of Self-constructed Fixed Assets cost includes all costs which are directly related to specific asset and all costs that are attributable to construction activity are allocated to specific assets.

##### **7. Accounting for Retirement Benefits in Financial Statement Of Employers as per AS 15:**

Not applicable to the company since there are No Employees eligible for Retirement Benefits

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A  
K. K. GADA



### 8. Segment Reporting under Accounting Standard (AS) 17:

The Company operates in two business segments namely Entertainment and Finance. Segments Revenue results and Capital Employed at the end of the year is as follows:

| <b>Segment Revenue Results and Capital Employed</b> |                                         |                                              |                                     |
|-----------------------------------------------------|-----------------------------------------|----------------------------------------------|-------------------------------------|
| <b>(Rs. in Lakhs)</b>                               |                                         |                                              |                                     |
| Sr. No.                                             | Particulars                             | <b>Year Ended<br/>31.03.2009<br/>Audited</b> | Year Ended<br>31.03.2008<br>Audited |
| 1                                                   | Segment Revenue                         |                                              |                                     |
|                                                     | Financial                               | <b>33.53</b>                                 | 94.34                               |
|                                                     | Entertainment                           | <b>4.37</b>                                  | 40.15                               |
|                                                     | Revenue from operations                 | <b>37.90</b>                                 | 134.49                              |
| 2                                                   | Segment Result                          |                                              |                                     |
|                                                     | Profit (+)/Loss (-) before interest tax |                                              |                                     |
|                                                     | Financial                               | <b>(16.69)</b>                               | 26.44                               |
|                                                     | Entertainment                           | <b>(14.58)</b>                               | 4.38                                |
|                                                     | Total                                   |                                              | 30.82                               |
|                                                     | Less: 1) Interest                       | --                                           | --                                  |
|                                                     | 2) Unallocable Exp                      | <b>0.35</b>                                  | 0.97                                |
|                                                     | Profit before tax                       | <b>(31.62)</b>                               | 29.85                               |
| 3                                                   | Capital Employed                        |                                              |                                     |
|                                                     | (Segment assets-segment liabilities)    |                                              |                                     |
|                                                     | Financial                               | <b>274.68</b>                                | 243.94                              |
|                                                     | Entertainment                           | -                                            | 22.17                               |
|                                                     | Unallocated                             | -                                            | 40.35                               |
|                                                     | <b>Total</b>                            | <b>274.68</b>                                | 306.46                              |

The Entertainment Segment has been closed w.e.f 3<sup>rd</sup> May 2008 as BOT (Built, Operate & Transfer) basis with Pan India Paryatan Ltd has expired.

### 9. Related party disclosure as per Accounting Standard (AS) 18:

The list of related parties as identified by the management are as under:

|    |                          | Name of the party                                     | Nature of Transaction   | Amount          |
|----|--------------------------|-------------------------------------------------------|-------------------------|-----------------|
| 1. | Key Management Personnel | 1. Mr. Satish Kusumbiwal<br>(Joint Managing Director) | Managerial Remuneration | Rs. 1,80,000 /- |
|    |                          | 2. Mr. Dinesh Gupta<br>(Managing Director)            | Managerial Remuneration | Rs. 1,80,000 /- |

The Company has identified all related parties. No provision for doubtful debts or advances is required to be made and no amounts have been written off or written back during the year in respect of debts due from or to related part

### 10. Lease Accounting as per Accounting Standard 19:

Not applicable to the Company since no lease transaction took place during the year.



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**11. Earning per Share as per Accounting Standard 20:**

The particulars of Basic Earning Per Share are as follows:

|                                                                                                                                                                | <b>As on<br/>31.03.2009</b> | As on<br>31.03.2008 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|---------------------|
| Net Profit/Loss for the year (Rs.)                                                                                                                             | <b>(31,78,669)</b>          | 27,90,688           |
| No. of Equity Shares outstanding at the beginning and at the end of the year                                                                                   | <b>30,72,100</b>            | 30,72,100           |
| Nominal Value of Shares (Rs.)                                                                                                                                  | <b>10 per share</b>         | 10 per share        |
| Basic Earning per share (Rs.)<br>(Net Profit for the year attributable to Equity Shareholder / Weighted Avg. No. of Equity Shares outstanding during the year) | <b>(1)</b>                  | 0.91                |

Diluted Earning per share is not applicable as the Company has not issued any Preference Shares / Security / Warrant / Debentures which are convertible into equity shares in future.

**12. Consolidated Financial Statement as per Accounting Standard (AS) 21:**

Not applicable as the Company does not have any subsidiary.

**13. Accounting for Taxes on Income as per Accounting Standard (AS) 22:**

Income Tax expenses is accrued in accordance with AS – 22 “ Accounting for taxes on Income” Which includes Deferred Taxes. Deferred Income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and timing differences of earlier years. Deferred tax assets are recognized only to the extent that there is reasonable virtual certainty that sufficient future taxable income will be available.

**14. Discontinuing Operations as per Accounting Standard (AS) 24:**

The Company has discontinued its Operations of Ice Skating Rink w.e.f 3<sup>rd</sup> May 2008 as BOT (Built, Operate & Transfer) basis with Pan India Paryatan Ltd has expired & it has transferred Plant & Machinery & Building to Pan India Paryatan Ltd as per the agreement.

**15. Accounting Of Intangible Assets as per Accounting Standard (AS) 26:**

The Company has amortized Goodwill of Rs. 20,000/- as per Accounting Standard (AS) 26

**16. Deferred Revenue Expenditure:**

Expenses for increase in Authorised Share Capital have been written off 1/10 of the aggregate during the year

**17. Financial Reporting of Interest in Joint Venture as per Accounting Standard (AS –27)**

The Company is running an Ice Skating Rink at Esselworld, constructed on Revenue Sharing, BOT (Built, Operate & Transfer) basis with Pan India Paryatan Ltd. The Rink commenced operation from May 2003. The Agreement is for a period of 5 years beginning from the date of commencement of Commercial Operation. The Agreement expired on 3<sup>rd</sup> May 2008 & all the related Assets & Liabilities are transferred to the Pan India Paryatan Ltd as per terms of agreement.

**18. Impairment of Assets as per Accounting Standard (AS- 28):**

Since carrying amount of assets does not exceeds recoverable amount, there is no need for provision of impairment of loss of the assets as per Accounting Standard 28.

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**19. Provisions, Contingent Liabilities and Contingent Assets (AS- 29):**

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Assets are neither recognized nor disclosed in the financial statements. Contingent Liabilities, if material, are disclosed by way of notes.

**B) OTHER NOTES:**

1. Previous year figures are regrouped/rearranged wherever necessary.

**2. Sundry Debtors:**

|                                                                          | <b>AS on<br/>31.03.2009</b> | AS on<br>31.03.2008 |
|--------------------------------------------------------------------------|-----------------------------|---------------------|
| Debtors considered good in respect of which the Company is fully secured | <b>Nil</b>                  | Nil                 |
| Debtors considered good for which the Company holds no security          | <b>Nil</b>                  | 1,09,519/-          |
| Debtors considered Bad or Doubtful                                       | <b>Nil</b>                  | Nil                 |
| Debts due to Private Company in which Director is Director or member     | <b>Nil</b>                  | Nil                 |
| Debt due to firm in which Director is partner                            | <b>Nil</b>                  | Nil                 |

3. There are no S.S.I. creditors above 30 days exceeding Rs. 1,00,000 /-.

**4. Auditors Remuneration:**

|                                                      | <b>Current Year</b> | Previous Year |
|------------------------------------------------------|---------------------|---------------|
| As a Statutory Auditor<br>(Exclusive of Service Tax) | 16,000/-            | 16,000/-      |

5. Expenditure on employee getting remuneration not less than Rs. 24,00,000 / - p.a. or Rs. 2,00,000 / - p.m. is **Nil**.

6. **Contingent Liabilities: Nil**

**7. Taxes on Income as per Accounting Standard (AS) 22:**

|                                                                                | Balance as<br>on 31.03.08 | Arising<br>during the<br>year | Balance as on<br>31.03.2009 |
|--------------------------------------------------------------------------------|---------------------------|-------------------------------|-----------------------------|
| Deferred Tax Liabilities on<br>account of timing difference in<br>Depreciation | 3,26,768                  | 12,068                        | <b>3,38,836</b>             |
| Deferred tax assets                                                            | Nil                       | Nil                           | <b>Nil</b>                  |
| <b>Net Amount</b>                                                              | <b>3,26,768</b>           | <b>10344</b>                  | <b>3,37,112</b>             |

8. Debit and Credit balances of the parties are subject to confirmation.

9. In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the values stated, if realised in the ordinary course of business. Certain Balances in Sundry Debtors, Loans and Advances are subject to confirmations/reconciliation and adjustments, the effect of which in the opinion of the management will not be significant, and would be carried out as and when settled.

10. The Closing stock of Shares & Securities are valued at cost on FIFO Basis. The Market Value of the same as at 31/03/2009 is Rs. 37,37,339/- No Provision for the Loss in the diminishing Value of shares & securities has been made in the Accounts.

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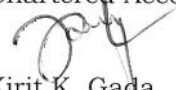
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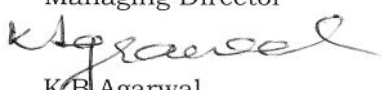


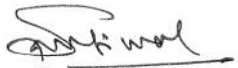
As per our report of even date attached

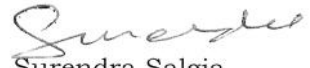
For K.K. Gada & Co.,  
Chartered Accountants,

  
Kirit K. Gada  
(Proprietor)  
Membership No. 38952

  
Dinesh Gupta  
Managing Director

  
K.B. Agarwal  
Director

  
Satish Kusumbiwal  
Jt. Managing Director

  
Surendra Salgia  
Director

Place: Mumbai

Date: 27/08/2009





**Cash Flow Statement annexed to the Balance Sheet for the Year ended 31<sup>st</sup> March 2009**

|                                                            | 31.03.09       | Rs. in Lakh<br>31.3.2008 |                |
|------------------------------------------------------------|----------------|--------------------------|----------------|
| <b>A. Cashflow from operating Activities:</b>              |                |                          |                |
| Net profit before Tax & extraordinary items                | (31.62)        |                          | 29.85          |
| Adjustment for                                             |                |                          |                |
| Depreciation                                               | 0.89           | 2.71                     |                |
| Deferred Exp., Preliminary, & issue Exp. W/off             | 0.10           | 0.11                     |                |
| Misc. A/c W/off                                            | -              | 0.24                     |                |
| Loss on sale of Fixed Assets                               | 15.63          |                          |                |
| Accrued Interest on FD                                     | <u>0.34</u>    | <u>16.96</u>             | <u>0.06</u>    |
|                                                            |                |                          | <u>3.12</u>    |
| <b>Operating profit before working capital changes</b>     | <b>(14.66)</b> |                          | <b>32.97</b>   |
| Adjustment for                                             |                |                          |                |
| Trade & other receivables                                  | 1.09           | (0.07)                   |                |
| Inventories                                                | 2.30           | (13.27)                  |                |
| Loans                                                      | (3.18)         | 1.51                     |                |
| Trade payable                                              | <u>(1.17)</u>  | <u>(0.96)</u>            | <u>(13.68)</u> |
| Cash Generated from operations                             | <b>(15.62)</b> |                          | <b>19.29</b>   |
| Direct Taxes paid                                          | 1.53           |                          | 2.66           |
| <b>Net cash from operating activities</b>                  | <b>(17.15)</b> |                          | <b>16.63</b>   |
| <b>B. Cash Flow from Investing Activities</b>              |                |                          |                |
| Purchase Sale of fixed assets                              | <u>7.50</u>    | <u>(6.09)</u>            |                |
| Net Cash used in Investing Activities                      | 7.50           |                          | (6.09)         |
| <b>C. Cash flow from financing Activities</b>              |                |                          |                |
| Proceeds from issue of share capital                       | --             |                          | --             |
| Dividend paid                                              | --             |                          | --             |
| Proceeds from long term borrowings                         | --             |                          | --             |
| Repayment of long term borrowings                          | --             |                          | --             |
| <b>Net cash used in financing activities</b>               | --             |                          | --             |
| <b>Net increase in Cash &amp; Cash equivalents (A+B+C)</b> | <b>(9.65)</b>  |                          | <b>10.54</b>   |
| Opening balance of cash Equivalents                        | <b>52.28</b>   |                          | <b>41.74</b>   |
| Closing Balance of Cash Equivalents                        | <b>42.63</b>   |                          | <b>52.28</b>   |

Mumbai  
Dated: 27<sup>th</sup> August 2009

By order of the Board  
Dinesh Gupta  
Managing Director  
Satish Kusumbiwal  
Jt. Managing director

**AUDITORS' REPORT**

We have examined the attached Cash Flow Statement of Regal Entertainment & Consultants Limited for the year ended 31<sup>st</sup> March 2009 The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Bombay Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of 27<sup>th</sup> August 2009 to the members of the company.

For K. K. Gada & Co.  
Chartered Accountants  
Kirit K. Gada  
Proprietor  
Place: Mumbai  
Date: 27<sup>th</sup> August 2009



**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE  
STATEMENT PURSUENT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACTS,  
1956**

|                        |            |    |
|------------------------|------------|----|
| I. Registration Detail | State Code | 11 |
| Registration No.       | 011-64689  |    |
| Balance Sheet Date     | 31-03-2009 |    |

**II. Capital Raised during the year (Amount in Rs. Thousand)**

|              |     |                   |     |
|--------------|-----|-------------------|-----|
| Public Issue | NIL | Right Issue       | NIL |
| Bonus Issue  | NIL | Private Placement | NIL |

**III. Position of Mobilisation and deployment of Funds (Amount in Rs. Thousand)**

|                             |       |                          |       |
|-----------------------------|-------|--------------------------|-------|
| Total Liabilities           | 31158 | Total Assets             | 31158 |
| <b>Source of Funds</b>      |       |                          |       |
| Paid-up Capital             | 30721 | Reserve and Surplus      | 100   |
| Secured Loans               | NIL   | Unsecured Loans          | NIL   |
| <b>Application of Funds</b> |       |                          |       |
| Net Fixed Assets            | 747   | Investment               | NIL   |
| Net Current Assets          | 26995 | <b>Misc. Expenditure</b> | 3416  |
| Accumulated Losses          | NIL   |                          |       |

**IV. Performance of Company. (Amount in Rs. Thousand)**

|                                            |        |                           |        |
|--------------------------------------------|--------|---------------------------|--------|
| Turnover                                   | 9937   | Total Expenditure         | 13099  |
| +/- Profit/Loss Before Tax                 | (3161) | +/- Profit/Loss After Tax | (3161) |
| (Please appropriate box, + Profit, - Loss) |        |                           |        |
| Earning Per Share in (Rs.)                 | (1.00) | Dividend Rate %           | NIL    |

**V. Generic Name of Three Principle Products/Services of Company (As per Monetary Terms)**

|                     |                     |    |
|---------------------|---------------------|----|
| Item Code No. (ITC) | Product Description | NA |
|---------------------|---------------------|----|

**ENTERTAINMENT AND  
FINANCIAL ADVISORY  
SERVICES, DEALING IN SECURITIES**

As per our report of even date attached

For **K. K. GADA & CO.**  
Chartered Accountants

**Kirit K. Gada**  
Proprietor

**DINESH GUPTA**  
Managing Director

**SURENDRA SALGIA**  
Director

**SATISH KUSUMBIWAL**  
Jt. Managing Director

**K. B. AGARWAL**  
Director

Place : Mumbai  
Date : 27<sup>th</sup> August 2009

