

23th October, 2018

To,

Bombay Stock Exchange Limited
Dept. of Corporate Services
Floor 25, P.J. Towers
Dalal Street,
Mumbai 400 001

Dear Sir,

Sub: Submission of Annual report for the FY 2017-18

Pursuant to requirement of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith a copy of Annual report for the FY 2017-18.

Please acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

Regal Entertainment & Consultants Limited



Shreyash Chaturvedi
Managing Director



26th Annual Report 2017-2018

REGAL ENTERTAINMENT AND CONSULTANTS LIMITED

CORPORATE INFORMATION

CIN: L65923MH1992PLC064689

BOARD OF DIRECTORS

Executive Directors.

Mr. Shreyash Chaturvedi	(Appointed as a Managing Director w.e.f 30.05.2017)
Mr. Dinesh Gupta	(Resigned as a Company Secretary w.e.f 12.07.2017 and Managing Director w.e.f. 24.03.2018)
Mr. Satish Kusumbiwal	(Resigned as a CFO w.e.f. 12.07.2017 and Joint Managing Director w.e.f 24.03.2018)

Non –Executive Independent Director.

Mr. Manish Chaturvedi	(Appointed w.e.f 21.04.2016)
Mr. Sudeb Sarbhadhikary	(Appointed w.e.f 30.05.2017)
Mrs. Alyzaa Merchant	(Appointed w.e.f 30.05.2017)
Mr. Brijesh Mathur	(Resigned w.e.f 30.05.2017)
Mr. K. B. Agarwal	(Resigned w.e.f 30.05.2017)
Mrs. Anita Gupta	(Resigned w.e.f 30.05.2017)

REGISTERED OFFICE

161, Floor 1, Citi Mall, Andheri Link Road,
Next to Royal Classic, Andheri West.
Mumbai-400053.
www.regalentertainment.in

BANKERS

Yes Bank

STATUTORY AUDITORS

M/s. Chokshi and Co. LLP,
Chartered Accountants, Mumbai

STOCK EXCHANGE

Bombay Stock Exchange Limited.

ANNUAL GENERAL MEETING

September 29, 2018, Saturday at 10.00 A.M.
Anmol Banquets Hall, 2nd Floor, Harmony Mall,
At Carnival Cinemas, Opposite Royal Enfield Showroom,
Link Road, Goregaon West,
Mumbai-400104.

REGISTRARS AND SHARE TRANSFER AGENTS

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri East,
Mumbai-400059.
Maharashtra.
Tel: 022 62638200 Fax: 02262638299.
www.bigshareonline.com
ujata@bigshareonline.com

NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF REGAL ENTERTAINMENT AND CONSULTANTS LIMITED WILL BE HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2018 AT 10.00 A.M. AT ANMOL BANQUETS HALL, 2ND FLOOR, HARMONY MALL, AT CARNIVAL CINEMAS, OPPOSITE ROYAL ENFIELD SHOWROOM, LINK ROAD, GOREGAON WEST, MUMBAI-400104. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To ratify the appointment of Statutory Auditor and to fix their remuneration and in this connection, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139,142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Company (Audit and Auditors) Rules, 2014 framed there under, as amended from time to time or any other law for the time being in force, the Company hereby ratifies the appointment of M/s. Chokshi and Co. LLP, (Firm Registration No. 131228W/W100044), Chartered Accountants, as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of 27th Annual General Meeting to be held in 2019 at such remuneration as may be decided by the Board of Directors of the Company.”

For and on behalf of Board

Shreyash Chaturvedi
Director

Place: Mumbai

Date: 30.05.2018

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

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

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

7. **The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2018 to 29th September, 2018 (both days inclusive).**
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Big Share, for consolidation into a single folio.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Bigshare Services Pvt. Ltd.
12. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
13. The company has designated an exclusive email ID viz. info@regalentertainment.in to enable investors to register their complaints/ grievances, if any.
14. In compliance with provisions of the Companies Act 2013, the company is also offering the e-VOTING FACILITY to the members to enable them to cast their votes electronically. E-voting facility would remain open only from 26.09.2018 to 28.09.2018 (both days inclusive).

MR. ANSHUMAN CHATURVEDI, PRACTICING COMPANY SECRETARY, 32, Jolly Maker Chamber II, Nariman Point, Mumbai - 400 021 (COP No. 15990) has been appointed as Scrutinizer for scrutinizing e-voting system in a fair and transparent manner and to give her report thereon.

E-VOTING INSTRUCTIONS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26.09.2018 at 10.00 A.M. and ends on 28.09.2018 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Regal Entertainment and Consultants Limited

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and**

Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded 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. (xv) above to cast vote.
- (B) The voting period begins on 26.09.2018 at 10.00 A.M. and ends on 28.09.2018 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2018, 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 and on behalf of Board

Shreyash Chaturvedi
Director

Place: Mumbai
Date: 30.05.2018

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF
THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 2 of the accompanying Notice dated. 30.05.2018.

Item 2

In the last AGM held on 29.09.2017, M/s. Chokshi and Co. LLP, (Firm Registration No. 131228W/W100044), Chartered Accountants, has been appointed as Auditors for a period of 5 years i.e. from the conclusion of 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting, subject to ratification by members every year. Accordingly, in this 26th AGM, the members are required to ratify their appointment as Auditors until the conclusion of 27th AGM to be held in 2019.

A written consent towards such appointment has been obtained from M/s. Chokshi and Co. LLP, (Firm Registration No. 131228W/W100044), Chartered Accountants along with a written certificate to the effect that their appointment if made will be within the limits prescribed under section 139 of the Companies Act, 2013 and that they are not disqualified for appointment under section 141 of the Act.

Yours directors recommend the resolution for your approval. None of the Directors is concerned or interested in this resolution.

IMPORTANT COMMUNICATION TO MEMBERS
The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company’s Share Transfer Agent Bigshare Services Pvt. Ltd. Email: ujata@bigshareonline.com

DIRECTORS' REPORT

To,
The members of
Regal Entertainment and Consultants Limited

Your Directors presents their Twenty Sixth Annual Report and Audited Accounts for the year ended March 31, 2018.

FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2018 is summarized below:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Income from operation	9,43,055	21,46,073
Profit Before tax	(10,69,509)	(16,84,029)
Less: Deferred Tax Liability	(2,26,786.99)	(5,796)
Profit after tax	(8,42,722)	(16,89,825)
Add: Profit Brought forward from last year	(1,21,53,289)	(1,04,63,464)
Profit available for Appropriation	(1,29,96,011)	(1,21,53,289)
Appropriations		
Balance Carried Forward	(1,29,96,011)	(1,21,53,289)

OPERATIONS AND OUTLOOK

The total income from operation decreased to Rs. 9,43,055 from Rs. 21,46,073 in the last year and the company incurred a loss of Rs. 8,42,722, as against loss of Rs. 16,89,825 in the last year.

DIVIDEND

In view of the loss incurred by the Company, your Directors have not recommended any dividend for the FY ended 31st March, 2018.

TRANSFER TO RESERVES

No amount has been transferred to General Reserves for the financial year 2017-18.

FIXED DEPOSITS

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

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- i. In the preparation of the annual accounts for the year ended March 31,2018, the applicable accounting standards have been followed and there are no material departure from the same;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31,2018 and of the loss of the Company for the year ended on that date;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts on a going concern basis;
- v. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively ; and

- vi. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

CORPORATE GOVERNANCE

In view of the paid up equity share capital of the company is not exceeding Rs. 10 crores and networth not exceeding Rs. 25 crores as on the last day of the previous financial year, the compliance with Corporate Governance provisions are not applicable to the company as per Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

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 Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

The company has not entered into any contracts/ arrangements/transactions during the financial year with related parties except loan given to relatives of KMP. During the year, the Company had not entered into any contract/ arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your Directors draw attention of the members to Note 8 to the financial statement which sets out related party disclosures.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements.

LISTING

The equity shares of the company are listed at BSE Ltd and listing fee for the financial year 2018-19 has been paid to the concerned Stock Exchange.

BOARD OF DIRECTORS

As on 31st March, 2018, the Company had (4) Directors consisting of (3) Independent Directors and One (1) Managing Director on its Board.

Appointments/Resignations of Directors and Key Managerial Personnel (KMP) during the FY 2017-18

1. Based on the recommendations of the Nominations and Remuneration Committee and Board's approval, Mr. Sudeb Sarbhadhikary was appointed as Non Executive Independent Director of the Company w.e.f. 30/05/2017 and Mrs. Alyzaa Merchant was appointed as Non Executive Independent Director (Woman Director) of the Company w.e.f. 30/05/2017.
2. Mr. Dinesh Gupta had resigned from the post of Company Secretary w.e.f. 12/07/2017 and Mr. Satish Kusumbiwal had resigned from the post of CFO w.e.f. 12/07/2017.

Change in Designation Based on the recommendations of the Nominations and Remuneration Committee and Board' approval, Mr. Dinesh Gupta was designated from Managing Director to Non Executive Non Independent Director w.e.f. 04.08.2017 and Mr. Satish Kusumbiwal was designated from Joint Managing Director to Non Executive Non Independent Director w.e.f. 04.08.2017. Thereafter, Mr. Dinesh Gupta and Mr. Satish Kusumbiwal both resigned w.e.f. 24.03.2018.

3. Based on the recommendation of the Nomination and Remuneration Committee, Mr. Shreyash Chaturvedi was appointed as an Additional Director on the Board of the Company with effect from May 30th , 2017 to hold office upto the date of the Annual General Meeting. He was also appointed as the Managing Director and CFO of the Company with effect from August 04, 2017, subject to the approval of the Members. He was regularised in the AGM held on 29.09.2017.

4. During the Financial Year Following Directors had Resigned - Mr. Brijesh Mathur (Resigned w.e.f 30.05.2017) Mr. K. B. Agarwal (Resigned w.e.f 30.05.2017) Mrs. Anita Gupta (Resigned w.e.f 30.05.2017).

Declaration by Independent Director under sub-section (6) of section 149

The Company has received Declaration that the Independent Director meets the criteria of Independence laid down in sub-section (6) of section 149 of the Companies Act 2013. The declaration in respect of the same is received at the first Board meeting of the Financial Year.

POLICIES

a) Policy for Selection of Directors and determining Directors' Independence

1. Policy

Qualification and Criteria

- a) The Nomination and Remuneration (NR) Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with understanding of industry & strategy of the Company.
- b) In evaluating the suitability of individual Board members, the NR Committee may take into account factors, such as:
 - General understanding of the Company's business & industry.
 - Educational and professional background
 - Personal and professional ethics, integrity and values
- c) The proposed appointee shall also fulfill the entire requirement as may be prescribed, from time to time, under the Companies Act, 2013 and other relevant laws.

2. Criteria of Independence

- a) The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationship are disclosed by a Director.
- b) The criteria of independence, as laid down in Companies Act, 2013 shall be followed.
- c) The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule V to the Companies Act, 2013.

b) Remuneration policy for Directors, Key Managerial Personnel and other Employees

A. Introduction

The Company has formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

- i) Ensuring that the level and composition of remuneration is reasonable to attract, retain and motivate, to run the company successfully.
- ii) Ensuring that relationship of remuneration to performance is clear.

B. Scope and Exclusion

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

C. Terms and References

In this Policy, the following terms shall have the following meanings:

- i) **“Director”** means a director appointed to the Board of the Company.
- ii) **“Key Managerial Personnel”** means
 - a) The Chief Executive Officer or the managing director or the manager;
 - b) The Company Secretary;
 - c) The Whole-time Director;
 - d) The Chief Financial Officer; and
 - e) Such other officer as may be prescribed under the Companies Act, 2013
- iii) **“Nomination and Remuneration Committee”** means the committee constituted by Company’s Board in accordance with the provisions of Section 178 of the Companies Act,

D. Policy

1. Remuneration to Executive Directors and Key Managerial Personnel

The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits as per the law / approved by the shareholders.

2. Remuneration to Non-Executive Director

The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits as per the law / approved by the shareholders.

3. Remuneration to other employees

Remuneration to individual employee shall be accordingly to their qualification and work Experience.

BOARD EVALUATION

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors on the basis of various aspects /criteria of board/ Committee Governance.

The criteria & aspects covered in the evaluation included knowledge to perform the role, level of oversight, performance of duties and the fulfilment of Directors’ obligations and fiduciary responsibilities , including but not limited to, active participation at the Board and Committee meeting.

Further, the Independent Directors at their meeting, reviewed the performance of Board, Chairman of the Board and of Non-Executive Directors.

TRAINING OF INDEPENDENT DIRECTORS

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company’s’ Organization structure, our business, constitution, board procedures and management strategy. They are provided with Company annual reports, etc.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197 (12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. There are no employee drawing remuneration in excess of the limits set out in the said rules.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below.

- i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name	Designation	Remuneration paid for F.Y. 2017-18 (Amt in Rupees)	Times per Median of employee remuneration
Dinesh Gupta	Managing Director & Company Secretary	NIL	NIL
Satish Kusumbiwal	Jt. Managing Director & C.F.O.	NIL	NIL

- ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;-

Name	% Change
Dinesh Gupta, Managing Director & Company Secretary	Nil
Satish Kusumbiwal, Jt. Managing Director & C.F.O.	Nil

- iii) The percentage increase in the median remuneration of employees in the financial year NIL
- iv) The permanent employees on the rolls of the Company - 4
- v) There is no increase in managerial remuneration during the year whereas in median Remuneration of the employee increased by NIL

AUDITORS AND AUDITOR'S REPORT

STATUTORY AUDITOR

In the last AGM held on 29.09.2017, M/s. Chokshi and Co. LLP, (Firm Registration No. 131228W/W100044), Chartered Accountants, has been appointed as Auditors for a period of 5 years i.e. from the conclusion of 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting, subject to ratification by members every year. Accordingly, in this 26th AGM, the members are required to ratify their appointment as Auditors until the conclusion of 27th AGM to be held in 2019.

A written consent towards such appointment has been obtained from M/s. Chokshi and Co. LLP, (Firm Registration No. 131228W/W100044), Chartered Accountants along with a written certificate to the effect that their appointment if made will be within the limits prescribed under section 139 of the Companies Act, 2013 and that they are not disqualified for appointment under section 141 of the Act.

Yours directors recommend the resolution for your approval. None of the Directors is concerned or interested in this resolution.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR

The Board has appointed Mr. Anshuman Chaturvedi, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as **Annexure I** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

DISCLOSURES**Audit Committee**

The Audit Committee was reconstituted and adopted on 04/08/2017. All the recommendations made by the Audit Committee were accepted by the Board.

Audit Committee

Existing Members		New Members	
K.B. Agarwal	Chairman	Manish Chaturvedi	Chairman
Manish Chaturvedi	Member	Sudeb Sarbadhikary	Member
Satish Kusumbiwal	Member	Shreyash Chaturvedi	Member

VIGIL MECHANISM

The Company's whistle Blower Policy/ Vigil Mechanism (mechanism) is formulated for securing/ reporting deterring/ punishing/ rectifying any unethical, unlawful acts, behavior etc. and to enable to voice/ address bonafide concern of malpractice, deviation from the policies of the Company internally in an effective and systematic manner after its discovery.

The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at **www.regalentertainment.in**

Code for Fair disclosure, Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015, The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website **www.regalentertainment.in**

MEETING OF THE BOARD

Four meetings of the Board of Directors were held during the financial year from April 01, 2017 to March 31, 2018. The dates on which the meetings were held are as follows:-

May 30, 2017, August 04, 2017, November 13, 2017 and February 14, 2018.

COMMITTEES OF THE BOARD

The company has following committee of the Board:-

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

The compositions, powers, roles, terms of reference, etc. and no. of meeting held of relevant Committees are as per the requirements of the applicable laws.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to the clarification dated February 13, 2015 issued by Ministry of Corporate Affairs and Section 186(11) of the Companies Act, 2013, the provisions of Section 186(4) of the Companies Act, 2013 requiring disclosure in the financial statements of the full particulars of the loan given, investment made

or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security is not applicable to banking company.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The company does not envisage any risk, which may threaten the existence of the company. Company takes all necessary steps to identify measures & manage risk effectively.

EXTRACT OF ANNUAL RETURN

As per the amendments carried out by the Companies (Amendment) Act, 2017 in section 92(3), every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's report. A copy of Annual Return of the Company is available on our website www.regalentertainment.in

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. No orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo.

Your company is into the business of Financial Services. Since this business does not involve any manufacturing activity the information required to be provided under Section 134 (3)(m) of the Companies act, 2013 read with the Companies (Accounts) Rules, 2014 are nil / Not applicable.

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

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, customers, Board members and members of the company during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's employees.

For and on behalf of the Board

Shreyash Chaturvedi
Managing Director

Manish Chaturvedi
Independent Director

Place : Mumbai
Date: 30.05.2018

ANNEXURE TO DIRECTOR'S REPORT

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31STs MARCH, 2018

(Pursuant to section 201(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

**To,
The Members,**

REGAL ENTERTAINMENT AND CONSULTANTS LIMITED

I have conducted the Secretarial Audit (Standalone basis) of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Regal Entertainment and Consultants Limited (CIN No. L65923MH1992PLC064689)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2018** ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2018 according to the provision of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the provisions of the following Regulations were not applicable to the Company:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- (vi) The Company has identified as per the Reserve Bank of India Act, 1934 with regards to Non-Banking Financial Company (NBFC), the other applicable laws related to NBFC as specifically applicable to the company.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the company has complied all the laws applicable specifically to the Company except some compliances.

As informed to us by the Management of the Company, during the year under review, the company management has been changed during the financial year and the Company was not engaged in major commercial activity and the income earned by the Company was from Sale of Shares/ Securities and Interest & Miscellaneous Income and company suffered financial crunch & losses during the financial year 2017-18.

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

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

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except some listing compliances and delay form fillings in ROC and other laws.

As informed to us by the Management, the Company has not appointed the Company Secretary, Compliance Officer and Internal Auditor in the Company during the financial year 2017-18.

I further report that :

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

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

Decisions of the Board Meeting, as represented by the management, were taken on the basis of majority/ unanimously.

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

I further report that during the audit period the company had no specific actions having a major bearing on the Company's' affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards etc. referred to above.

For **A. CHATURVEDI & ASSOCIATES**
(Company Secretaries)

Anshuman Chaturvedi
M. No. - 43219
C.P. No. – 15990

Date : 28th August, 2018
Place : Mumbai

ANNEXURE – A

To,

The Members

REGAL ENTERTAINMENT AND CONSULTANTS LIMITED

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

1. Maintenance of Secretarial Records is to be responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on sample basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. I do not assure / confirm by virtue of this report that the company is in 100% compliance with the requirement of various statute/laws since we have carried out this out on sample basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For A. CHATURVEDI & ASSOCIATES

(Company Secretaries)

Anshuman Chaturvedi

M.No. – 43219

C.P. No.- 15990

Date : 28th August, 2018

Place : Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and development

Global economic growth continued to be slow. Falling global demand and slow down across developed and emerging market economics remained key concern. However, India's economic indicator remained favourable.

2. Overview

The financial statements have been prepared in compliance with requirement of Companies Act and guidelines issued by SEBI.

3. Outlook

Despite uncertainties in global economic India's macro economic indicators remained favourable. This was due to fiscal consolidation, narrowing current account deficit, lower inflation, falling interest rate, forex reserves etc. The company's activities will have major emphasis on Investment Banking that will include Equity Capital Market, advisory services relating to fund raising etc. and dealing in shares and securities.

4. Opportunities and Threats

There are and always will be challenges, from outside & within. The company aims to address risk, opportunities & threats posed by its business environment strategically. The improved economic & investing activity may result in emergence of many opportunities, but these will have to be carefully evaluated in the long term interest of the company and its Shareholders.

5. Segment wise Reporting

During the year under review Company had only one segment viz Finance.

6. 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.

7. Internal Control System:

The company maintains an adequate and effective internal control & risk mitigation 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.

8. Financial Performance:

The total income from operation decreased to Rs. 9,43,055 from Rs. 21,46,073 in the last year and the company incurred a loss of Rs. 8,42,722, as against loss of Rs. 16,89,825 in the last year.

9. Human resources management:

Relation with the employees continued to remain cordial during the year. Training is imparted as per the requirement of the job.

10. 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.

For and on behalf of the Board

Shreyash Chaturvedi
Managing Director

Manish Chaturvedi
Independent Director

Place : Mumbai
Date: 30.05.2018

INDEPENDENT AUDITOR'S REPORT

To,

The Members,

Regal Entertainment and Consultants Ltd.

1. Report on the Financial Statements

We have audited the accompanying financial statements of **REGAL ENTERTAINMENT AND CONSULTANTS LIMITED ("the Company")**, which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements and for Internal Financial Controls over Financial Reporting:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act") and other accounting principles generally accepted in India

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

The Company's management is responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the size of Company and essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit and to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under Section 143(11) of the Act

We conducted our audit of the financial statement in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, referred under Section 143(10) of the Act. to the extent applicable to an audit of internal Financial Controls , both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable

assurance about whether the financial statements are free from material misstatement and whether adequate internal financial controls over financial reporting as established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidence about the amounts, the disclosures in the financial statements and adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting and the financial statements.

4. Meaning of Internal Financial Controls over Financial Reporting:

reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

5. Inherent Limitations of Internal Financial Controls over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

6. Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. In the case of the balance sheet, of the state of affairs of the company as at 31 March 2018;
- b. In the case of the statement of profit and loss, of the loss for the year ended on that date ; and
- c. In the case of the cash flow statement, of the cash flow for the year ended on that date.

7. Report on Other Legal and Regulatory Requirements:

- i. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- II. As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as at 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as at 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. In our opinion considering nature of business, size of operation and organisational structure of the entity the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company is not required to transfer funds to the Investors Education and Protection Fund.

8. Other Matter:

The comparative financial information of the Company for the year ended 31st March 2017 are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006, were audited by the then auditors whose report for the year ended 31st March 2017 dated 30th May 2017 expressed an unmodified opinion on those financial statements, have been relied upon by us.

For **CHOKSHI AND CO LLP**
Chartered Accountants
FRN – 131228W/W100044

Kalpen Chokshi
(Partner)
M.No.135047

Place: Mumbai
Date : 30th May, 2018

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 8(I) under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date)

- (i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The fixed assets have been physically verified by the management as per the program of verification followed by the Company. In our opinion, the frequency of verification of the fixed assets by the management is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) The Company does not hold any immoveable properties in its name. Hence, clause 3(i)(c) of the Order is not applicable to the Company.
- (ii) As the Company does not have inventories the clause 3(ii) of the Order is not applicable
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ("the Act"). Accordingly, clause 3(iii) (a) to 3(iii) (c) are not applicable to the Company.
- (iv) According to the information and explanations given to us there are no loans, investments, guarantees and security covered by the provisions of Section 185 and 186 of the Act.
- (v) The Company has not accepted any public deposits within the meaning of Sections 73 to 76 of the Act and rules framed there-under. We are informed that no order has been passed by the Company Law Board or Reserve Bank of India or any Court or any other Tribunal. Accordingly paragraph 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us, the Company has not undertaken manufacturing activity during the current year. Hence the clause 3(vi) of the Order regarding maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.
- (vii) a) In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, goods and service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities during the year.
- b) According to the records of the Company and representation made available to us by the Company, there are no dues of income tax or sales tax or goods and service tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute.
- (viii) In our opinion, and according to the information and explanations given to us, the Company has not borrowed any money from financial institutions, banks or debenture holders. Accordingly, the provision of clause 3(viii) of the Order is not applicable to the Company.
- (ix) The Company has not raised any fund by way of public issue or from term loan.
- (x) During the course of our examination of the books of accounts, carried out in accordance with the generally accepted auditing standards in India, and according to the information and explanation given to us, we have not come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, either noticed or reported during the year, on or by the Company.

Regal Entertainment and Consultants Limited

- (xi) As per the Information and explanation given to us, no managerial remuneration paid hence the clause (xi) of the Order regarding managerial is not applicable.
- (xii) The Company is not in the nature of a Nidhi Company as defined under Section 406 of the Act. Accordingly paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting under paragraph 2(xiv) of the Order is not applicable to the Company
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him and hence clause 3(xv) of the Order is not applicable to the Company.
- (xvi) The company is registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the registration certificate has been obtained.

For **CHOKSHI AND CO LLP**

Chartered Accountants

FRN – 131228W/W100044

Kalpen Chokshi

(Partner)

M.No.135047

Place : Mumbai

Date : 30th May, 2018

BALANCE SHEET AS AT 31ST MARCH 2018

Particulars		Note No.	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
A	EQUITY AND LIABILITIES			
	Shareholders' funds			
	(a) Share capital	3	30,721,000	30,721,000
	(b) Reserves and surplus	4	(12,896,011)	(12,053,289)
			17,824,989	18,667,711
	Non-current liabilities			
	(a) Long term Borrowings	5	147,500	-
	(b) Deferred tax liabilities (Net)	6	29,418	256,205
			176,918	256,205
	Current liabilities			
	(a) Other current liabilities	7	115,572	211,400
	(b) Short-term provisions	8	36,533	-
			152,105	211,400
	TOTAL		18,154,013	19,135,317
B	ASSETS			
	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	9	5,805	10,830
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(b) Non-current investments		-	-
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances	10	-	-
	(e) Other non-current assets		-	-
			5,805	10,830
	Current assets			
	(a) Inventories	11	1,872,765	2,606,727
	(b) Cash and cash equivalents	12	605,010	1,034,410
	(c) Short-term loans and advances		14,837,899	13,821,209
	(d) Other current assets	13	832,535	1,662,144
			18,148,208	19,124,489
	TOTAL		18,154,013	19,135,317
Notes forming part of the financial statements				

As per our Report of even date attached.

Chokshi and Co. LLP
Chartered Accountants
FRN: 131228W/ W100044

Kalpen Chokshi
Partner
M. No: 135047

For and on behalf of the Board of Directors
Regal Entertainment & Consultants Ltd.

Shreyash Chaturvedi
Managing Director

Manish Chaturvedi
Independent Director

Place: Mumbai
Date : 30th May, 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

SN	Particulars	Note No.	For the year ended 31st March, 2018 (Amount in Rs.)	For the year ended 31st March, 2017 (Amount in Rs.)
I.	Revenue from operations	14	943,055	2,146,073
II.	Other income			
III.	Total Revenue (I + II)		943,055	2,146,073
IV.	Expenses:			
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods, WIP and Stock-in-Trade		733,962	1,804,258
	Employee benefits expense	15	292,420	825,716
	Depreciation and amortization expense		5,022	8,075
	Other expenses	16	981,160	1,192,053
	Total expenses		2,012,564	3,830,102
V.	Profit/(Loss) before exceptional and Extraordinary items and tax (III-IV)		(1,069,509)	(1,684,029)
VI.	Exceptional items		-	-
VII.	Profit before extraordinary items and tax (V - VI)		(1,069,509)	(1,684,029)
VIII.	Extraordinary Items			
IX.	Profit before tax (VII- VIII)		(1,069,509)	(1,684,029)
X	Tax expense:			
	(a) Current tax expense for current year		-	-
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense		-	-
	(e) Deferred tax		(226,786.99)	5,796
XI	Profit (Loss) for the period (IX-X)		(842,722)	(1,689,825)
XII	Earnings per equity share:			
	Basic and Diluted Earning per share (of Rs.10/- each):		(0.27)	(0.55)
Notes forming part of the financial statements				

As per our Report of even date attached.

Chokshi and Co. LLP
Chartered Accountants
FRN: 131228W/ W100044

Kalpen Chokshi
Partner
M. No: 135047

For and on behalf of the Board of Directors
Regal Entertainment & Consultants Ltd.

Shreyash Chaturvedi
Managing Director

Manish Chaturvedi
Independent Director

Place: Mumbai
Date : 30th May, 2018

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET
FOR THE YEAR ENDED 31ST MARCH 2018**

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before Tax and Extraordinary Items	(1,069,509)	(1,684,029)
Adjusted for :		
Depreciation	5,022	8,075
Preliminary and Deferred Revenue Expenditure	-	-
Profit/(Loss) on sale of Fixed Assets	-	-
Profit on sale of Investments	-	-
Operating Profit before working capital changes	(1,064,487)	(1,675,954)
Adjusted for :		
Current Assets	546,881	490,303
Current Liabilities	(59,295)	(209,100)
(Increase) / Decrease in Net Current Assets	487,586	281,203
Cash generated from Operations	(576,901)	(1,394,751)
Taxation	-	-
Net Cash from operating activities	(576,901)	(1,394,751)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase/Sale of Fixed Assets	-	-
Net Cash used in Investing Activities	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Share Capital	-	-
Share and Bonds Premium	-	-
Loans borrowed (Net of Repayment)	147,500	-
Net Cash from Financing Activities	147,500	-
Net Increase/(Decrease) in cash and Cash Equivalent (A-B-C)	(429,401)	(1,394,751)
Cash and Cash equivalent at the beginning of the year	1,034,410	2,429,161
Cash and Cash equivalent at the close of the year	605,009	1,034,410

As per our Report of even date attached.

Chokshi and Co. LLP
Chartered Accountants
FRN: 131228W/ W100044

Kalpen Chokshi
Partner
M. No: 135047

For and on behalf of the Board of Directors
Regal Entertainment & Consultants Ltd.

Shreyash Chaturvedi
Managing Director

Manish Chaturvedi
Independent Director

Place: Mumbai
Date : 30th May, 2018

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

NOTES

1 CORPORATE INFORMATION

Name : Regal Entertainment & Consultants Ltd.
Address: 161, Floor 1, Citi Mall, Andheri Link Road, Next to Royal Classic,
Andheri West. Mumbai- 400053.
Nature of Business: Financial Activities

2 NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. Basis for Accounting:

These financial statements have been prepared under historical cost convention from books of accounts maintained on an accrual basis (unless otherwise stated hereinafter) in conformity with accounting principles generally accepted in India and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013, of India. The accounting policies applied by the company are consistent with those used in previous year.

2. Depreciation:

Depreciation has been provided based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.

3. Inventories:

Inventories of shares and securities are carried at cost.

4. 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.16,12,629/- on which the Company charges no Interest.
- (c) Revenue from Dividend is recognized when right to receive the same is established.
- (d) Revenue from Capital Market Transactions is recorded at the point of squaring up of transactions.

5. Accounting for Fixed Assets as per AS 15:

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.

6. Accounting for Retirement Benefits Of Employers as per AS 15:

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

7. Segment Reporting under Accounting Standard (AS) 17:

Not applicable to the Company as Company operates only one segment of Business i.e. Finance

8. 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
Key Management Personnel	1. Mr. Satish Kusumbiwal (Joint Managing Director) resigned w.e.f. 12-07-2017	Managerial Remuneration	Rs. NIL
	2. Mr. Dinesh Gupta (Managing Director) resigned w.e.f. 12-07-2017	Managerial Remuneration	Rs. NIL
	3. Mr. Shreyash Chaturvedi (Managing Director) appointed w.e.f. 30-05-2017	Managerial Remuneration	Rs. NIL

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	Name of the party	Nature of Transaction	Amount
Relative's of Key Management Personnel	Vinod Kumar Chaturvedi	Interest on Loan	135,000.00
	Father,s of Managing Director		
	Smt. Samta Chturvedi	Interest on Loan	112,500.00
	Mother,s of Managing Director		

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 parties.

9. Lease Accounting as per Accounting Standard 19:

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

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

Not applicable as the Company does not have any subsidiary.

11. 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 & timing difference 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.

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

Not applicable as the Company does not have intangible Assets.

13. Deferred Revenue Expenditure:

Not applicable as there is no deferred revenue expenditure during the previous year.

14. Financial Reporting of Interest in Joint Venture as per Accounting Standard (AS -27)

Not applicable as the Company does not have any Joint Venture

15. 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 the assets as per Accounting Standard 28.

16. 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.

17. There are no S.S.I. creditors above 30 days exceeding Rs. 1,00,000 /-.**18. Expenditure on employee getting remuneration not less than Rs. 60,00,000 / - p.a. or Rs. 5,00,000 / - p.m. is Nil.****19. Contingent Liabilities: Nil****20. Taxes on Income as per Accounting Standard (AS) 22**

	Balance as on 31.03.17	Arising during the year	Balance as on 31.03.2018
Deferred Tax Liabilities on account of timing difference in Depreciation	342,908	(226,787)	116,121
Deferred tax assets	86,703	-	86,703
Net Amount	256,205	(226,787)	29,418

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

21. Debit and Credit balances of the parties are subject to confirmation.
22. In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the values stated, if realized in the ordinary course of business. Certain Balances in 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.
23. Details of Auditor's Remuneration

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	45000	21000
For other services	0	0
Total	45000	21000

3 SHARE CAPITAL

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
AUTHORISED CAPITAL 50,00,000 Equity Shares of Rs. 10/- each (Previous Year : 50,00,000 Equity Shares of Rs. 10/- each)	50000000	50000000
TOTAL	50000000	50000000
ISSUED, SUBSCRIBED & PAID UP CAPITAL 30,72,100 Equity Shares of Rs. 10 each fully paid up for cash	30721000	30721000
TOTAL	30721000	30721000

- i. The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- each,. Each Holder of equity share is entitled to vote.
- ii. Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period.

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
Equity shares with voting rights Year ended 31 Dec, 2017		
- Number of shares	3,072,100	3,072,100
- Amount Rs.	30,721,000	30,721,000
Year ended 31 March, 2017		
- Number of shares	3,072,100	3,072,100
- Amount Rs.	30,721,000	30,721,000

- iii. There are no rights, preference and restriction attached to any shares

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

iv. Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Shreyash Vinodkumar Chaturvedi	1,076,981	35.06	-	-
Satish Kusumbiwal	-	-	222408	7.24
Dinesh Gupta	-	-	194066	6.32
Swajay Finance Pvt.Ltd.	168909	5.50	168909	5.50

4 RESERVE & SURPLUS

Particulars		As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
(a)	Reserve u/s 45-IC of Reserve Bank of India Act, 1934		
	As per Last Balance Sheet	-	-
	Add : Transferred from surplus in the Statement of Profit and Loss	-	-
	Closing balance	-	-
(b)	Surplus in the Statement of Profit and Loss		
	As per Last Balance Sheet	(12,153,289)	(10,463,464)
	Add : Profit for the current year	(842,722)	(1,689,825)
	Less :- Appropriation		
	Transfer to Reserve u/s 45IC of Reserve Bank of India Act, 1934	-	-
	Closing balance	(12,996,011)	(12,153,289)
(c)	General Reserves		
	Opening balance	100,000	100,000
	Add: Transferred from surplus in Statement of Profit and Loss	-	-
	Closing balance	100,000	100,000
	Total	(12,896,011)	(12,053,289)

5 LONG TERM BORROWINGS

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
Unsecured		
(a) Term loan:		
(i) Loan from Directors	147,500	-
TOTAL	147,500	-

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

6 DEFERRED TAX LAIAIBILITIES (NET)

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
On Account of depreciation	29,418	256,205
Deferred tax Liabilities (Net)	29,418	256,205

7 OTHER CURRENT LIABILITES

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
Statutory Dues	-	-
Sundry Creditors for Expenses	115,572	24,150
Outstanding Expense	-	187,250
Total	115,572	211,400

8 SHORT TERM PROVISIONS

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
(a) Others		
Contingent Provision for Standard Asset	36,533	-
Total	36,533	-

9 PROPERTY, PLANT AND EQUIPMENT

Description	Gross Block				Depreciation			Net Block	
	As at 4/1/2017	Addition During the Year	Deduction During the Year	As at 3/31/2018	As at 4/1/2017	For the Year	As at 3/31/2018	As at 3/31/2018	As at 3/31/2017
Air Conditioner	49,500	-	-	49,500	47,025	-	47,025	2,475.00	2,475.00
Office Equipment	24,135	-	-	24,135	22,928	-	22,928	1,207.00	1,207.00
Computer	42,500	-	-	42,500	35,355	5,022	40,377	2,123.07	7,144.95
TOTAL	116,135	-		116,135	105,308	5,022	110,330	5,805.07	10,826.95

10 SHORT TERM LOANS & ADVANCES

(Unsecured - considered good)

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
(a) Deposit	224,500	256,500
(b) Other Loans and Advances	14,744,399	13,695,709
Less - Provision for Dobtful assets	(131,000)	(131,000)
Total	14,837,899	13,821,209

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**11 INVENTORIES**

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
Stock in Trade(Shares & Securities)	1,872,765	2,606,727
Total	1,872,765	2,606,727

12 CASH AND BANK BALANCE

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
(a) Cash on hand	501,629	335,112
(b) Balances with banks In current accounts	103,381	699,298
(c) Other Fixed Deposits	-	-
Total	605,010	1,034,410

**13 OTHER CURRENT ASSETS
(Unsecured - considered good)**

Particulars	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
(a) Prepaid Expenses	6,452	-
(b) Others Current Assets	826,083	1,662,144
Total	832,535	1,662,144

14 REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March, 2018 (Amount in Rs.)	For the year ended 31st March, 2017 (Amount in Rs.)
Sale of Services		
Sale of Shares/Securities	131,748	1,121,211
Derivatives/Share Trading	-	(30,595)
Dividend	-	7,116
Interest Others	811,307	1,042,046
Interest from Bank	-	4,333
Interest on IT Refund	-	1,962
TOTAL	943,055	2,146,073

15 EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended 31st March, 2018 (Amount in Rs.)	For the year ended 31st March, 2017 (Amount in Rs.)
Salaries, Bonus & Allowance	291,605	825,132
Staff Welfare Expenses	815	584
TOTAL	292,420	825,716

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

16 OTHER EXPENSES

Particulars	For the year ended 31st March, 2018 (Amount in Rs.)	For the year ended 31st March, 2017 (Amount in Rs.)
A.G.M. Exp.	-	2,500
Advertisement Exp.	36,330	30,405
Auditor's Remuneration	45,000	24,490
Bad Debts	-	333,387
Bank Charges	1,363	690
Books & Periodicals	680	60
Conveyance & Travelling Exp.	2,459	4,789
Demat Exp.	1,873	2,676
Depository Expenses	24,259	75,741
Electricity Expenses	57,860	111,000
Commission	12,500	-
Legal & Professional charges	450,286	29,885
Listing Fee	1,200	229,000
Miscellaneous Expenses	3,095	-
Office Expenses	11,995	19,346
Office Rent	182,548	153,000
Postage & Courier	19,304	33,005
Printing & Stationery	52,179	48,404
Repairs & Maintenance	4,575	18,664
Telephone Exp.	37,150	75,707
Provision for Standard Assets	36,505	-
Sundry Balance W/Off	-	(696)
TOTAL	981,160	1,192,053

As per our Report of even date attached.

Chokshi and Co. LLP
Chartered Accountants
FRN: 131228W/ W100044

Kalpen Chokshi
Partner
M. No: 135047

For and on behalf of the Board of Directors
Regal Entertainment & Consultants Ltd.

Shreyash Chaturvedi
Managing Director

Manish Chaturvedi
Independent Director

Place: Mumbai
Date : 30th May, 2018

REGAL ENTERTAINMENT AND CONSULTANTS LIMITED**CIN : L65923MH1992PLC064689**

Regd. Office: 161, Floor 1, Citi Mall, Andheri Link Road, Next to Royal Classic,
Andheri (West), Mumbai - 400053. www.regalentertainment.in, info@regalentertainment.in

BALLOT FORM

Name : _____

Registered Address of the sole/first named Shareholder : _____

1. Name (s) of the Joint Shareholder (s) if any :
2. Registered Folio/DPID & Client ID No. :
3. No. of Shares held :

(As on 31st August 2018 being the cut-off date for Dispatch of Notice of AGM)

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of Annual General meeting of the Company scheduled on **Saturday, 29th September, 2018**, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (P) mark at the appropriate box below

Item No.	Description	Type of Resolution	No. of equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	Abstain
ORDINARY BUSINESS						
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon	Ordinary				
2.	To ratify the appointment of Statutory Auditor and to fix their remuneration	Ordinary				

Date:

Signature of Shareholder

Place:

NOTE : Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer by 5.00 p.m. on 29th September, 2018 shall only be considered.

INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutiniser, Mr. Anshuman Chaturvedi, Practising Company Secretary, Regal Entertainment And Consultants Limited C/o. Bigshare Services Pvt. Ltd. 1st floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059. Tel: + Tel: +91-022-62638204. Fax: +91-022-28475207 Email: ujata@bigshareonline.com, so as to reach by 5.00 p.m. on or before 28th September, 2017. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.
4. In the event 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 ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Bigshare Services Pvt. Ltd). Members are requested to keep the same updated.
7. The voting rights shall be reckoned on the basis of number of equity shares held by the members as on 21st September [cut-off date for the purpose as per rule 20 (4) (vii) of the Companies (Management and Administration) Rules, 2014, as amended].
8. There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
9. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
10. Where the Ballot Form has been signed by an authorised representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorisation/Board resolution to vote should accompany the Ballot Form.
11. Instructions for e-voting procedure are available in the Notice of annual general meeting and are also placed on the website of the Company.

REGAL ENTERTAINMENT AND CONSULTANTS LIMITED**CIN : L65923MH1992PLC064689**

Regd. Office: 161, Floor 1, Citi Mall, Andheri Link Road, Next to Royal Classic,
Andheri (West), Mumbai - 400053. www.regalentertainment.in, info@regalentertainment.in

ATTENDANCE SLIP**26TH ANNUAL GENERAL MEETING ON SATURDAY, 29TH SEPTEMBER, 2018 AT 10.00 A.M.**

Registered Folio / DP ID and Client ID	
Name and Address of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I/ We hereby record my / our presence at the **26TH ANNUAL GENERAL MEETING ON SATURDAY, 29TH SEPTEMBER, 2018 AT 10.00 A.M** at Anmol Banquets Hall, 2nd Floor, Harmony Mall, At Carnival Cinemas, Opposite Royal Enfield Showroom, Link Road, and Goregaon (West), Mumbai-400104.

Member's Folio / DP ID-
Client ID No.

Member's/ Proxy's name in
Block Letters

Member's/ Proxy's
Signature

NOTES:

- Only Member/ Proxy holder can attend the Meeting.
- Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
- Shareholder/ Proxy holder desiring to attend the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.

**REGAL ENTERTAINMENT AND CONSULTANTS LIMITED****CIN : L65923MH1992PLC064689**

Regd. Office: 161, Floor 1, Citi Mall, Andheri Link Road, Next to Royal Classic,
Andheri (West), Mumbai - 400053. www.regalentertainment.in, info@regalentertainment.in

PROXY FORM**Form No MGT- 11**

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

Name of the member (s) : _____

Registered address : _____

E-mail 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 : _____
E-mail Id : _____ Signature : _____ or failing him

(2) Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him

(3) Name : _____ Address : _____
E-mail Id : _____ Signature : _____

Resolution No.	Resolution
Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon
2.	To ratify the appointment of Statutory Auditor and to fix their remuneration

Signed this 29th day of September 2018

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

The Page is intentionally left blank.

If undelivered please return to:



Regd. Office:
161, Floor 1, Citi Mall, Andheri Link Road,
Next to Royal Classic, Andheri (west)
Mumbai-400053.
www.regalentertainment.in