REGAL FINANCE AND CONSULTANTS LIMITED
Registered Office : 24, Gunbow Street, Fort, Bombay 400 001 • Tel. : 261 4376
Corporate Office : 2nd Floor, Amina Building, 170/172 Mody Street, Fort, Bombay 400 001
Tel : 261 2811 • Fax : (91-22) 261 2822

NOTICE

Notice is hereby given that the 3rd Annual General Meeting of Members of REGAL FINANCE AND CONSULTANTS LIMITED will be held on Thursday 10th August, 1995 at 4.00 p.m. at the Registered Office of the Company to transact the following business :-

ORDINARY BUSINESS :

1. To receive and adopt the audited accounts for the year ended 31st March. 1995 and the Reports of the Directors and the Auditors thereon.

2. To declare dividend.

3. To consider and if thought fit to pass with or without modification following resolution as an Ordinary Resolution.

   "Resolved that Dr. K. U. Mada be and is hereby appointed as the Director of the company liable to retire by rotation".

4. To consider and if thought fit to pass with or without modification following resolution as an Ordinary Resolution.

   "Resolved that Mr. Dhiraj Mehta be and is hereby appointed as the Director of the company liable to retire by rotation".

5. To consider and if thought fit to pass with or without modification following resolution as an Ordinary Resolution.

   "Resolved that Mr. R. C. Maheshwari be and is hereby appointed as the Director of the company liable to retire by rotation".

6. To consider and if thought fit to pass with or without modification following resolution as an Ordinary Resolution.

   "Resolved that Mr. Anurag Gupta be and is hereby appointed as the Director of the company liable to retire by rotation".

7. To consider and if thought fit to pass with or without modification following resolution as an Ordinary Resolution.

   "Resolved that Mr. Surendra Salgia be and is hereby appointed as the Director of the company liable to retire by rotation".

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8. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

By Order of the Board of Directors.

Dinesh Gupta
Managing Director

Bombay
July 10, 1995

Note : 1) A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and a proxy need not be a member. Proxies must reach the company's registered office not less than 48 hours before the meeting.

2) Explanatory statement pursuant to section 173 of the Companies Act, 1956 are annexed here with.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956

Item No. 3

Dr. K. U. Mada M. A., Ph. D.(Economics) is a senior Banker and has a long standing experience in the field of finance. Board Co-opted him on the Board w.e.f. 25.11.94 to broad base the Board's strength and by virtue of section 260 of the Companies Act 1956 read with Article 153 of Articles of Association of the Company hold office upto the date of 3rd Annual General Meeting. Company has received notices from members signifying their intention to propose Dr. Mada for the office of Director.

None of the Directors except Dr. K. U. Mada are concerned or interested in the resolution.

Item No. 4

Mr. Dhiraj Mehta is a qualified Cost Accountant and having over 25 years rich experience in the area of finance, project and general management. Board Co-opted him on the Board w.e.f. 25.11.94 to broad base the Board's strength and by virtue of section 260 of the Companies Act 1956 read with Article 153 of Articles of Association of the Company hold office upto the date of 3rd Annual General Meeting. Company has received notices from members signifying their intention to propose Mr. Dhiraj Mehta for the office of Director.

None of the Directors except Mr. Dhiraj Mehta are concerned or interested in the resolution.

Item No. 5

Mr. R. C. Maheshwari, B. Com., LLB, FCA, FCS is a leading stock broker of Delhi Stock Exchange. Board Co-opted him on the Board w.e.f. 25.11.94 to broad base the Board's strength and by virtue of section 260 of the Companies Act 1956 read with Article 153 of Articles of Association of the Company hold office upto the date of 3rd Annual General Meeting. Company has received notices from members signifying their intention to propose Mr. Maheshwari for the office of Director.

None of the Directors except Mr. R. C. Maheshwari are concerned or interested in the resolution.

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REGAL FINANCE AND CONSULTANTS LIMITED

DIRECTOR'S REPORT

The Directors have pleasure in presenting their Third Annual Report together with the Audited Statements of Account for the year ended March 31, 1995

FINANCIAL RESULTS :	(Rupees) Current Year	(Rupees) Previous Year
Gross Income	1112467	102203
Profit Before Tax	792428	44,510
Tax	370000	27,000
Profit After Tax	422428	17510
Balance brought form previous year	859	8,569
	423287	26,079
Proposed Dividend	159153	5,220
Transfer to Reserve A/c	20000	20000
Balance Carried Forward	244134	859
	423287	26,079

COMPANY'S PERFORMANCE :

The overall performance of the company for the year ended 31st March 1995 is very encouraging. Profit before Taxation has increased to Rs. 792,428 from Rs. 44,510/- in the previous year and net profit after taxation has increased to Rs. 422,428 from Rs. 17,510/- in the previous year.

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PUBLIC ISSUE :

In June 1995 Your company has made its maiden public issue of 1600000 Equity shares of Rs 10/- for cash at par aggregating to Rs. 160 lacs. Despite the adverse Capital Market conditions prevailing at that time, the issue was subscribed more than two times. The Directors thank the investors for resposing their confidence in the company.

The allotment of which will be done in the next month.

FUTURE OUTLOOK :

After coming out with Public Issue your company has already started fund based activities. Like ICD, Leasing, Investments etc. Moreover the Company has planned to suplement its nonfund based activities with fund based activities. The Company is very much confident of achiving its target as set out in the prospectus.

DIVIDEND:

Your Directors are pleased to recommend dividend of 10% on annualised basis subject to deduction of tax at source.

FIXED DEPOSITS :

Your Company has neither invited nor accepted any fixed deposits from the Public

DIRECTORS :

Mr. B. N. Iyer resigned from the Board w.e.f 25.11.94. Board place on record their appreciation for the valuable guidence given by Mr. Iyer during his tenure of Directorship.

Dr. K. U. Mada, Mr. Dhiraj Mehta, Mr. R. C. Maheshwari, Mr. Anurag Gupta and Mr. Surendra Salgia was Co-opted on the Board w.e.f. 25th Nov. 94 and who holds the office till the enduring Annual General meeting. Company has received notices u/s 257 of the Companies Act, 1956 from the members signifying their intention to propose Dr. Mada, Mr. Mehta, Mr. Maheshwari, Mr. Gupta and Mr. Salgia for the office of Director.

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AUDITORS :

M/s Balwant Jain & Co. Chartered accountants, Auditors of the company retire, as auditors of the Company and being eligible, offer themselves for reappointment.

EMPLOYEES :

The provision of Sect. 217(2-A) of the Companies Act, 1956 read with the Companies (Purticulars of Employees) Rules 1975 are not applicable to your Company since none of the employee employed on a remuneration of Rs. 25,000/- p. m. or Rs. 3,00,000/- p.a. or more.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGOES :

The provision of Sec. 217(1)(e) of the Companies Act, 1956 read with the companies (Discloser in the Report of Board of Directors) Rules 1988 are not applicable to your company.

On behalf of the Board of Directors.

Bombay
July 10, 1995

Dinesh Gupta
Managing Director

Balwant Jain & Co.
CHARTERED ACCOUNTANTS
Balwant V. Jain B.Com., F.C.A., F.C.S., A.A.S.M.

8/10, Telwadi, 3rd Fl.,
Vithal Wadi,
BOMBAY - 400 002.
Tel. : 208 42 31
Pager No. : 941 14 32

AUDITORS REPORT TO THE MEMBERS

We have audited the attached Balance Sheet of REGAL FINANCE & CONSULTANTS LIMITED as at 31st March, 1995 and also the Profit and Loss Account for the year ended on that date annexed thereto and report that :

1. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988, issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in the paragraph 4 and 5 of the said Order.

2. Further to our comments in the Annexure referred to in paragraph 1 above we state that :

a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of such books.

c) The Balance Sheet and Profit and Loss Account referred to in this report are in agreement with the books of account.

d) In our opinion and to the best of our information and according to the explanations given to us, the said Balance sheet and Profit and loss account read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :

i) Insofar it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 1995 and

ii) Insofar as it relates to the Profit and Loss account, of the profit of the Company for the year ended on that date.

DATED :
PLACE

FOR BALWANT JAIN & CO.
CHARTERED ACCOUNTANTS

(BALWANT JAIN)
Proprietor

ANNEXURE TO THE AUDITORS REPORT

Referred to in paragraph 1 of our Report of even date on the Accounts for the year ended on 31st March, 1995.

1. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. Physical verification of fixed assets has been conducted by the Management at the year end and no discrepancy was noticed on such verification.

2. None of the fixed assets have been revalued during the year.

3. The Company has not taken any loans from companies, firms or other parties as listed in the register maintained under section 301. However we have been informed that there were no Companies under the same management as defined under sub-section (IB) of section 370 of the Companies Act, 1956 .

4. The Company has not granted any loans and advances in the nature of loans to the companies, firms, and other parties listed in the register maintained under section 301. We are informed that there were no companies under the same management as defined under section 370 of the Companies Act, 1956 during the last year. In respect of loans and advances in the nature of loans granted to other parties the parties are regular in repaying the principal as stipulated and are regular in payment of interest whereever stipulated.

5. In our opinion and to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regards to purchase of plant and machinery.

6. The Company has not accepted deposits from the public as such the provisions of Section 58A of the Companies Act, 1956 and the rules framed there under are not applicable to the company.

7. The paid up capital of the Company did not exceeded Rs.25 lakhs at the commencement of the and accordingly weare not required to comment on its internal audit system.

8. As explained to us the provident fund Act and the Employees State Insurance Act are not applicable to the Company.

9. According to the information and explanations given to us and books and records examined by us, there are no undisputed amounts payable in respect of income-tax, sales tax, customs duty and excise duty outstanding as on the last day of the said accounting year for a period of more than six months from the date they became payable.

10. No personal expenses of employees or directors have been charged to revenue account other than those payable under con-

REGAL FINANCE & CONSULTANTS LIMITED, BOMBAY

BALANCE SHEET AS AT MARCH 31, 1995

	SCHEDULE		AS AT 31.3.1995 Rs.		AS AT 31.3.1994 Rs.
SOURCES OF FUNDS					
1) SHARE HOLDERS FUNDS					
Capital	1		6,477,200		52,200
Share Application Money			1,625,000		NIL
Reserves & Surplus	2		284,134		20,859
2) LOAN FUNDS :					
Secured Loans			NIL		NIL
Unsecured Loans	3		NIL		349,650
	TOTAL Rs.		8,386,334		422,709
APPLICATION OF FUNDS					
1. FIXED ASSETS	4				
Gross Block		480,280		NIL	
Less : Depreciation		5,258		NIL	
Net Block			475,022		NIL
2. INVESTMENTS	5		450,000		39,475
3. CURRENT ASSETS, LOANS & ADVANCES					
Current Assets	6	1,412,191		415,704	
Loans & Advances	7	6,508,210		14,575	
			7,920,401		430,279
Less :					
CURRENT LIABILITIES & PROVISIONS					
Current Liabilities	8	88,279		5,200	
Provisions	9	535,587		44,220	
			623,866		49,420
NET CURRENT ASSETS			7,296,536		380,859
MISCELLANEOUS EXPENDITURE					
Preliminary Expenses (To the extent not written off)			164,776		2375
	TOTAL Rs.		8,386,334		422,709

Significant Accounting Policies	11
Notes on Accounts	12

As per our report of even Date attached
For BALWANT JAIN & CO
Chartered Accountants

(Balwant Jain)
Proprietor

For REGAL FINANCE & CONSULTANTS LTD.

DIRECTOR

DIRECTOR

Place : Bombay
Date : 10 JUL 1995

REGAL FINANCE & CONSULTANTS LIMITED, BOMBAY

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 1995

		CURRENT YEAR	PREVIOUS YEAR
INCOME	SCHEDULE	Rs.	Rs.
Profit on Sale of Shares/Securities		28,924	99,108
Interest ((T.D.S. Rs. 52202) Previous Year Nil)		237,325	2,381
Professional Fees Recd		845,750	NIL
Other Operations	9	468	714
TOTAL Rs.		1,112,467	102,203
EXPENDITURE			
Office and Adm. Expenses	10	260,935	46,663
Depreciation		5,258	265
Interest		35,507	10,765
Preliminary Exp. W/O		18339	NIL
		320,039	57,693
PROFIT BEFORE TAXATION		792,428	44,510
Provision for taxation		370,000	27,000
Profit after taxation		422,428	17,510
Balance brought forward		859	8,569
Amount available for appropriation		423,287	26,079
Propsoed Dividend (Subject to deduction of tax at source)		159,153	5,220
Transfer to Gen.Reserve		20,000	20,000
Carried forward to Balance Sheet		244,134	859
		423,287	26,079

Significant Accounting Policies	11
Notes on Accounts	12

As per our report of
even date attached

For BALWANT JAIN & CO
Chartered Accountants

(Balwant Jain)
Proprietor

For REGAL FINANCE & CONSULTANTS LTD.

DIRECTOR

DIRECTOR

PLACE : BOMBAY
DATE : 10 JUL 1995

REGAL FINANCE & CONSULTANTS LIMITED, BOMBAY

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 1995

	As at 31.3.1995 Rs.	As at 31.3.1994 Rs.
SCHEUDLE 1 :		
SHARE CAPITAL		
Authorised :		
3500000 (9980) Equity Shares of Rs. 10 each	35,000,000	99,800
Nil (20) Redeemable Preference Share of Rs. 10 each	NIL	200
	35,000,000	100,000
Issued, Subscribed, and Paid-up		
6,47,720 (5220) Equity Shares of Rs. 10 each	6,477,200	52,200
TOTAL RS.	6,477,200	52,200

	As at 31.3.1995 Rs.	As at 31.3.1994 Rs.
SCHEDULE 2		
RESERVE AND SURPLUS		
General Reserve		
Opening Balance	20,000	NIL
TR. FR. Profit & Loss A/c	20,000	20,000
	40,000	20,000
Profit and Loss A/c	244,134	859
TOTAL RS.	264,134	20,859

	As at 31.3.1995 Rs.	As at 31.3.1994 Rs.
SCEHDULE 3 :		
Unsecured Loans		
om Directors & Shareholders	NIL	314,150
From others	NIL	35,500
TOTAL RS.	NIL	349,650

REGAL FINANCE & CONSULTANTS LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 1995

SCHEUDLE 4 :

FIXED ASSETS

	GROSS BLOCK			DEPRECIATION			NET BLOCK	
Descripton	As at 31.03.94	Additions during Year	As at at 31.03.95	As at 31.03.94	for the Year	As at at 31.03.95	As at 31.3.94	As at 31.3.95
COMPUTER	NIL	131,000	131,000	NIL	1,968	1.968	NIL	129,032
CAR	NIL	125,000	125,000	NIL	2,968	2,968	NIL	122,032
GOODWILL	NIL	200,000	200,000	NIL	NIL	NIL	NIL	200,000
FURNITURE	NIL	24,280	24,280	NIL	322	322	NIL	23,958
	NIL	480,280	480,280	NIL	5,258	5,258	NIL	475,022
Previous year	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

REGAL FINANCE & CONSULTANTS LIMITED, BOMBAY

		As at 31.3.1995 Rs.	As at 31.3.1994 Rs.
SCHEDULE 5 : Investments			
45000 Eq. Shares of Guj. Chemi Plasto Ltd. (Quoted) Market Value Rs. 585,000(previous year 56000)		450.000	34,475
Shares Unquoted		NIL	5000
	TOTAL RS.	450,000	39,475
SCHEDULE 6 : Current Assets			
Cash in hand		13,784	13,842
Receivables (Unsecured considered good)			
Outstanding for less than six Months		70,750	NIL
Uthres		482,475	300,000
Bank Balance with scheduled bank On currrent account		845,182	2,946
Stock in trade (Shares. & Units)		NIL	98,916
	TOTAL RS.	1,412,191	415,704
SCHEDULE 7 : Loans and Advances			
Deposits		190,000	
Loans to others		6,037,011	NIL
Advance Tax & T.D.S.		66,199	13,975
Advances Recoverable in cash or kind for the value to be received		215,000	600
	TOTAL RS.	6,508,210	14,575
SCHEDULE 8 : Current Liabilities			
Creditors		NIL	4,000
Other Liabilities		88,279	1,200
	TOTAL RS.	88,279	5,200
Provisions :			
Proposed Dividend		159,153	5,220
Provision for taxation		376,434	39,000
	TOTAL RS.	535,587	44,220

REGAL FINANCE & CONSULTANTS LIMITED, BOMBAY

	Year ended 31.3.1995	Year ended 31.3.1994
SCHEDULE 9 : Income From Other Operations :		
Dividend ((T.D.S. Rs.197 Previous Year Rs. 175))	468	714
TOTAL RS.	468	714

	Year ended 31.3.1995	Year ended 31.3.1994
SCHEDULE 10 : Office and Administration Expenses		
Salaries	172,640	22,600
Staff Welfare Expenses	3,395	2,500
Conveyance	3,317	1,200
Printing & Stationery	7,877	NIL
elephone Exp.	2,833	3,977
Postage & Courier	539	NIL
Office Rent	24,317	7,200
Directors' Fee	1,500	2,000
Bank Charges	542	NIL
Books & Periodicals	1,135	2,486
Auditor's Remuneration	9,000	3,000
Electricity Exp.	1,865	NIL
Brokerage	20000	NIL
ofession Tax	600	600
Legal & Professional charges	4,700	NIL
Miscellaneous Expenses	6,678	1,100
TOTAL RS.	260,935	46,663

REGAL FINANCE & CONSULTANTS LIMITED

SCHEDULE 11 :

SIGNIFICANT ACCOUNTING POLICIES :

1. Basis of Accounting :

a) Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

b) The accounts have been prepared on accrual basis,except in the case of dividend income which is accounted when received.

2. Fixed Assets & Depreciation :

a) Fixed assets are stated at cost less depreciation.

b) Depreciation is provided on straight line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

3. Investments :

Investments are stated at cost of acquisition and dividend thereon is accounted for as and when received.

4. Goodwill

Goodwill is accounted at its cost.