REGAL FINANCE AND CONSULTANTS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 1996.

	Schedule	As at 31.03.96 Rs.	As at 31.03.95 Rs.
SOURCES OF FUNDS			
1. Shareholders' Funds			
A) Capital	1	30,721,000	6,477,200
B) Share Application Money		----	1,625,000
C) Reserves and Surplus	2	417,170	284,134
		31,138,170	8,386,334
2. Loan Funds			
A) Secured Loans	3	332,666	----
B) Unsecured Loans		----	----
TOTAL FUNDS		31,470,836	8,386,334
APPLICATION OF FUNDS			
1. Fixed Assets	4		
Gross Block		993,708	480,280
Less : Depreciation		62,250	5,258
Net Block		931,458	475,002
2. Investment	5	450,000	450,000
3. Current Assets, Loans & Advances			
A) Current Assets	6	5,129,643	1,412,191
B) Loans & Advances	7	26,281,517	6,508,210
		31,411,160	7,920,401
Less :Current Liabilities & Provisions	8	2,944,743	623,866
Net Current Assets		28,466,417	7,296,536
4. Miscellaneous Expenditure			
Preliminary Expenses		173,437	164,776
Public Issue Expenses (To the extent not written off or adjusted)		1,449,524	---
TOTAL ASSETS		31,470,836	8,386,334

Significant Accouting Policies 10
Notes forming part of the Accounts 11

As per our report of even date attached

For Balwant Jain & Co
Chartered Accountants

Balwant Jain
Proprietor

DINESH GUPTA
Managing Director

SATISH KOSUMBIWAL
Jt. Managing Director

SURENDRA SALGIA
Director

Place : Mumbai
Date : 27th August 1996

REGAL FINANCE AND CONSULTANTS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 1996

	Schedule	Year ended on 31.03.96 Rs.	Year ended on 31.03.95 Rs.
INCOME			
Sale of Shares/Securities		2,380,635	127,840
Closing Stock of Shares / Securities		2,432,675	----
Dividend		----	468
(TDS Rs. Nil Previous Year Rs. 197)			
Interest		2,920,406	237,325
(TDS Rs. 1,18,754 Previous Year Rs. 52,202)			
Financial Advisory Services		1,035,000	845,750
		8,768,716	1,211,383
EXPENDITURE			
Opening Stock of Shares/Securities		----	98,916
Purchase of Shares/Securities		4,330,565	----
Office and Administration Expenses	9	1,682,101	260,935
Depreciation		56,992	5,258
Loss on Sale of Fixed Assets		16,236	----
Interest		43,158	35,507
Preliminary Exp. W/O		21,339	18,339
		6,150,391	418,956
PROFIT BEFORE TAXATION		2,618,325	792,428
Provision for taxation		1,325,000	370,000
Profit after taxation		1,293,325	422,428
Balance brought forward		244,134	859
AMOUNT AVAILABLE FOR APPROPRIATION		1,537,459	423,287
Proposed Dividend			
(Subject to deduction of tax at source)		1,160,289	159,153
Transfer to General Reserve		20,000	20,000
Carried forward to Balance Sheet		357,170	244,134
		1,537,459	423,287

Significant Accounting Policies 10
Notes Forming part of the Accounts 11

As per our report of even date attached

For Balwant Jain & Co
Chartered Accountants

Balwant Jain
Proprietor

DINESH GUPTA
Managing Director

SATISH KUSUMBIWAL
Jt. Managing Director

SURENDRA SALGIA
Director

Place : Mumbai
Date : 27th August 1996

REGAL FINANCE AND CONSULTANTS LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 1996

	As at 31.03.96 Rs.	As at 31.03.95 Rs.
SCHEDULE "1" SHARE CAPITAL		
AUTHORISED CAPITAL		
35,00,000 Equity Shares of Rs.10/- each	35,000,000	35,000,000
ISSUED , SUBSCRIBED & PAID UP CAPITAL		
30,72,100 Equity Shares of Rs.10/- each fully paid up for Cash (Previous year 647,720 Equiry Shares of Rs. 10/- each)	30,721,000	6,477,200
SCHEDULE "2" RESERVES & SURPLUS		
General Reserve		
As per last Balance Sheet	40,000	20,000
Transferred from Profit & Loss A/c	20,000	20,000
	60,000	40,000
Profit and Loss A/c	357,170	244,134
	417,170	284,134
SCHEDULE "3" SECURED LOANS		
Hire Purchase Facility from Sai Service Station Limited (Secured by the Purchase of Car on Hire Purchase)	332,666	NIL
	332,666	NIL

SCHEDULE "4" FIXED ASSETS

Particulars	GROSS BLOCK: Opening Balance	Purchase During year	Deduction	Closing Balance on 31.03.96	DEPRECIATION: Opening Balance	For the year	Total Depri-ciation	NET BLOCK: Balance as on 31.03.95	31.03.96
Computers	131,000	60,250	----	191,250	1,968	22,544	24,512	129,032	166,738
Cars	125,000	527,269	116,236	536,033	2,968	30,841	33,809	122,032	502,224
Goodwill	200,000	----	----	200,000	---	---	----	200,000	200,000
Furniture	24,280	18,010	----	42,290	322	2,567	2,889	23,958	39,401
Office Equ.	----	24,135	----	24,135	----	1,040	1,040	----	23,095
TOTAL	480,280	629,664	116,236	993,708	5,258	56,992	62,250	475,022	931,458
Previous Year	----	480,780	----	480.280	----	5,258	5,258	----	475,022

REGAL FINANCE AND CONSULTANTS LIMITED.

SCHEDULE "5" INVESTMENTS

	As at 31.03.1996 Rs.	As at 31.03.1995 Rs.
45,000 Equity Shares of Guj. Chemi Plasto Ltd. (Quoted) Market Value Rs. 135,000 (previous year Rs. 585,000)	450,000	450,000
	450,000	450,000

SCHEDULE "6" CURRENT ASSETS

Cash in Hand	573,894	13,784
Receivables (Unsecured considered good)		
Outstanding for less than six Months	----	70,750
Others	782,475	482,475
Bank Balance with scheduled Bank On current account	1,340,599	845,182
Stock in trade (Shares, Securities)	2,432,675	----
	5,129,643	1,412,191

SCHEDULE "7" LOANS AND ADVANCES

Deposits	512,500	190,000
Loans to others	20,192,035	6,037,011
Advance Tax & T.D.S.	1,391,633	66,199
Advances Recoverable in cash or kind for the value to be received.	4,185,350	215,000
	26,281,517	6,508,210

SCHEDULE "8" CURRENT LIABILITIES AND PROVISIONS

CURRENT LIABILITIES		
Creditors	----	----
Other Liabilities	83,020	88,279
	83,020	88,279

PROVISIONS		
Proposed Dividend	1,160,289	159,153
Provision for taxation	1,701,434	376,434
	2,861,723	535,587

REGAL FINANCE AND CONSULTANTS LIMITED.

SCHEDULE FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 1996.

SCHEDULE "9" OFFICE AND ADMINISTRATION EXPENSES

	Year ended 31.03.96 Rs.	Year ended 31.03.95 Rs.
Salaries	545,362	172,640
Staff Welfare Expenses	9,835	3,393
Conveyance	71,713	3,317
Printing & Stationary	29,552	7,877
Telephone	57,077	2,833
Postage & Courier	18,168	539
Office Compensation Charges	278,250	24,317
Directors' Fee	2,000	1,500
Bank Charges	33,283	542
Books & Periodicals	541	1,135
Auditor's Remuneration	36,000	9,000
Electricity Exp.	18,831	1,865
Brokerage	----	20,000
Profession Tax	----	600
Legal & Professional Charges	237,195	4,700
Miscellaneous Expenses	23,164	6,678
Listing Exp.	25,100	NIL
Donation	2,500	NIL
Entertainment Exp.	16,387	NIL
Insurance	13,058	NIL
Advertisement Exp.	82,474	NIL
Repair & Maintanance		
Plant & Machinary	3,867	NIL
Other	4,627	NIL
Membership & Subscription	12,050	NIL
Public Issue Exp. W/o	161,069	NIL
	1,682,101	260,935

REGAL FINANCE AND CONSULTANTS LIMITED.

SCHEDULE "10" 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.

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.

4. INVENTORIES :

   Inventories are stated at the cost of acquisition.

5. GOODWILL :

   Goodwill is accounted at its cost.

SCHEDULE "11" NOTES FORMING PART OF THE ACCOUNTS

1. There were no contingent liabilities as on 31st March 1996.

2. Payment to Auditors

	1996	1995
For Statutory Audit	18,000	6,000
For Tax Audit	8,000	----
For Other Matters	10,000	3,000
	36,000	9,000

3. Previous year's figures have been regrouped/rearranged whenever considered necessary.

4. Allowances include an amount of Rs. 30,000/- of Prior Period.

As per our report of even date attached

For Balwant Jain & Co
Chartered Accountants

Balwant Jain
Proprietor

DINESH GUPTA
Managing Director

SATISH KUSUMBIWAL
Jt. Managing Director

SURENDRA SALGIA
Director

Place : Mumbai
Date : 27th August 1996

REGAL FINANCE AND CONSULTANTS LIMITED

Cash Flow Statement annexed to the Balance Sheet for the Year ended 31st March, 1996.

(Rs. in lacs)

A. Cash Flow from Operating Activities		
Net profit after Tax as per P & L Account		12.93
Tax		13.25
Net profit before Tax and extraordinary items		26.18
Adjusted for i) Depreciation	0.57	
ii) Loss on Sale of Asset	0.16	
iii) Preliminary Expenses W/off	0.21	
		0.94
Operating Profit before working capital changes		27.12
Adjusted for		
Trade & other receivables	(2.29)	
Inventories	(24.33)	
Loans	(184.48)	
Trade Payable	(0.05)	
		(211.15)
Cash generated from operations		(184.03)
Direct Taxes paid		13.26
Cash Flow before extraordinary items		(197.29)
Preliminary Expenses	0.30	
Issue Expenses	14.49	
		14.79
Net cash from operating activities		(212.08)
B. Cash Flow from Investing Activities.		
Purchase of Fixed Assets		5.30
Net Cash used in Investing Activities		(5.30)
C. Cash Flow from financing Activities		
Proceeds from issue of share capital	226.19	
Dividend paid	(1.59)	
Proceeds from long term borrowings	3.33	
Repayments of long term borrowings	--	
Net Cash used in financing activities		227.93
Net increase in Cash & Cash equivalents (A+B+C)		10.55
Opening balance of Cash & Cash Equivalents		8.59
Closing balance of Cash & Cash Equivalents		19.14

By order of the Board

Dinesh Gupta
Managing Director

Satish Kusumbiwal
Jt. Managing Director.

Mumbai
Dated : 27th August 1996

CERTIFICATE

We have examined the attached Cash Flow Statement of Regal Finance and Consultants Limited for the year ended 31st March, 1996. The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Bombay Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of 27th August, 1996 to the members of the Company.

For Balwant Jain & Co.
Chartered Accountants

Balwant Jain
Propriter

Place : Mumbai
Date : 27th August 1996

REGAL FINANCE AND CONSULTANTS LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE.

STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT,1956

I. Registration Details

Registration No. |0|1|1|-|6|4|6|8|9| State Code |1|1|

Balance Sheet Date |3|1| |0|3| |9|6|
Date Month Year

II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue |1|6|2|2|1| Bonus Issue |N|I|L|

Right Issue |N|I|L| Private Placement |8|0|2|3|
(Promoters, Directors,
their friends and relatives)

III. Position of mobilisation and deployment of funds (Amounts in Rs. Thousands)

Total Liability |3|1|4|7|0| Total Assets |3|1|4|7|0|

SOURCES OF FUNDS

Paid-up Capital |3|0|7|2|1| Reserve & Surplus | |4|1|7|

Secured Loans | |3|3|2| Unsecured Loans |N|I|L|

APPLICATION OF FUNDS

Net Fixed Assets | |9|3|1| Investments | | |4|5|0|

Net Current Assets |2|8|4|6|6| Misc. Expenditure |1|6|2|3|

Accumulated Losses |N|I|L|

IV. Performance of Company (Amount in Rs. Thousands)

Turnover | |8|7|6|9| Total Expenditure |6|1|5|0|

+/- Profit /(Loss) Before Tax +/- Profit/(Loss) After Tax

|+| | |2|6|1|8| |+| | |1|2|9|3|

(+ for Profit, - for Loss)

Earning Per
Share (Rs.)(Annalised) |0|.|5|5| Dividend Rate (%) | | | |5|

V. Generic Names of three principle products/services of the Company (as per Monetary terms)

Item Code No. (ITC Code) Product Description

NA |F|I|N|A|N|C|I|A|L| | |A|D|V|I|S|O|R|Y|
|S|E|R|V|I|C|E|S| |I|N|V|E|S|T|M|E|N|T|
|A|C|T|I|V|I|T|I|E|S| | | | | | | | |

As per our report of even date attached

For Balwant Jain & Co
Chartered Accountants

Balwant Jain
Proprietor

DINESH GUPTA
Managing Director

SATISH KUSUMBIWAL
Jt. Managing Director

SURENDRA SALGIA
Director

Place : Mumbai
Date : 27th August 1996

REGAL FINANCE AND CONSULTANTS LIMITED.

Registered Office : 24, Gunbow Street, Fort, Mumbai - 400 001.
Corporate Office : 2nd Floor, Amina Building, 170/172 Mody Street, Fort, Mumbai - 400 001.

FOLIO NO.

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall.

I hereby record my presence at the 4th ANNUAL GENERAL MEETING at South Banquet Hall, Bageecha Complex, Marve Road, Malad (West), Mumbai - 400 095, at 11.30 a.m. on Friday 27th September 1996.

Member's / Proxy's Signature

CUT HERE

REGAL FINANCE AND CONSULTANTS LIMITED.

Registered Office : 24, Gunbow Street, Fort, Mumbai - 400 001.
Corporate Office : 2nd Floor, Amina Building, 170/172 Mody Street, Fort, Mumbai - 400 001.

PROXY FORM

Folio No. ______________

I/We ______________________________
of ______________________________ being a Member/Members of Regal Finance & Consultants Limited, hereby appoint ______________
______________ of ______________ or failing him
______________ of ______________ or failing him
______________ of ______________ as my/our proxy
to vote for me/us on my/our behalf at the 4th Annual Meeting of the Company to be held on Friday 27th September, 1996 at 11.30 a.m. and at any adjournment thereof.

Dated this ______________ day of ______________ 1996.

Signature ______________ Affix one ruppe Revenue Stamp ______________

Note :

1. The form should be signed across the stamp as per specimen registered with the Company.
2. The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.
3. A proxy need not be Member.