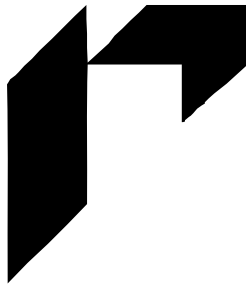

Nineteenth Annual Report 2010-11

**REGAL ENTERTAINMENT AND
CONSULTANTS LTD.**



Nineteenth Annual Report 2010-11

REGAL ENTERTAINMENT AND CONSULTANTS LTD.

BOARD OF DIRECTORS

Shri Dinesh Gupta	Managing Director
Shri Satish Kusumbiwal	Jt. Managing Director
Shri Dhiraj Mehta	
Shri Surendra Salgia	
Shri Brijesh Mathur	
Shri K. B. Agarwal	

REGISTERED OFFICE

24, Gunbow Street
Fort, Mumbai – 400 001
www.regalentertainment.in

BANKERS

Central Bank of India
Canara Bank
Axis Bank

AUDITORS

K. K. Gada & Co.
Chartered Accountants
Mumbai.

STOCK EXCHANGE

Mumbai , Madras

ANNUAL GENERAL MEETING

Date : Thursday, 29th September 2011
Time : 2.30 p.m.
Venue : Green Village Resorts
Opp. Akshwani Kendra
Marve Road, Malad (W)
Mumbai – 400 095.

REGISTRARS AND SHARE TRANSFER AGENTS

Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (E),
Mumbai – 400 072
www.bigshareonline.com
Tel. : 4043 0200

Nineteenth Annual Report 2010-11

NOTICE :

Notice is hereby given that the Nineteenth Annual General Meeting of the members of REGAL ENTERTAINMENT AND CONSULTANTS LIMITED will be held on Thursday, September 29, 2011 at 2:30 p.m. at Green Village Resorts, Opp. Akashwani Kendra, Marve Road, Malad (W), Mumbai – 400 095, to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at and the Profit & Loss Account for the year ended 31st March 2011 and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Brijesh Mathur who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri K.B. Agrawal who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
5. To consider and, if thought fit, to pass, with or without modification (s), the following resolution as a Ordinary Resolution:
“RESOLVED THAT pursuant to the provision of Section 198, 269, 309, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 (including and statutory modification or re-enactment thereof for the time being in force) read with Schedule XIII thereto, approval of the Company be and is hereby accorded for the reappointment of Mr. Dinesh Gupta as Managing Director of the Company for a period of Five(5) years with effect from 31st October 2011 on terms as to remuneration as may be decided by the Board from time to time within the limit as, prescribed in schedule XIII of the Companies Act, 1956”.
6. To consider and, if thought fit, to pass, with or without modification (s), the following resolution as a Ordinary Resolution:
“RESOLVED THAT pursuant to the provision of Section 198, 269, 309, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 (including and statutory modification or re-enactment thereof for the time being in force) read with Schedule XIII thereto, approval of the Company be and is hereby accorded for the reappointment of Mr. Satish Kusumbiwal as Jt. Managing Director of the Company for a period of Five(5) years with effect from 31st October 2011 on terms as to remuneration as may be decided by the Board from time to time within the limit as, prescribed in schedule XIII of the Companies Act, 1956”.

Place : Mumbai
Date : 30th August 2011

By order of the Board

DINESH GUPTA
Managing Director

REGISTERED OFFICE

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

NOTE :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The relevant details of Directors seeking reappointment under item no.2 & 3 as required under clause 49 of the listing agreement is annexed.
3. The Register of Members and the Share Transfer book of the Company will remain closed from Thursday, 22nd September 2011 to Tuesday, 27th September 2011 (both days inclusive)
4. Members are requested to kindly notify any change in their addresses immediately to the Company's Registered Office and to Registrar and Share Transfer Agent. Members whose Shareholding is in electronic mode are requested to direct change of address notification to their respective Depository participant.
5. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least ten days in advance, so as to enable the Company to keep the information ready.
6. Members are requested to kindly bring their copies of the Annual Report to the meeting.

Place: Mumbai
Date: 30th August 2011

By Order of the Board

REGISTERED OFFICE

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

DINESH GUPTA
Managing Director

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

ITEM NO. 5 & 6

The Board at its meeting held on August 30, 2011 decided to re-appointment Mr. Dinesh Gupta as Managing Director and Mr. Satish Kusumbiwal as Jt. Managing Director, respectively for a period of five years w.e.f. 31st October 2011 on terms as to remuneration set out under items 5 & 6 of the notice. Mr. Dinesh Gupta and Mr. Satish Kusumbiwal are the Promoter Directors of the Company and they are conducting day to day management of the company subject to the supervision, direction & control of the board. The Board feels that the appointment of Mr. Dinesh Gupta and Mr. Satish Kusumbiwal as Managing Director and Joint Managing Director respectively is in the best interest of the Company.

Mr. Dinesh Gupta and Mr. Satish Kusumbiwal may be deemed to be concerned or interested in the resolution. None of the other directors is concerned or interested in the resolution.

The resolution is proposed to be passed pursuant to Sections 198, 269, 309, 311, 314 and other applicable provisions of the Companies Act, 1956 including Schedule XIII to the said Act.

Your Director recommended this resolution to be passed as Ordinary Resolution.

ANNEXTURE

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

1. Mr. Brijesh Mathur aged around 50 years is a commerce graduate & is a Fellow Member of the Institute of Chartered Accountant of India. Mr. Mathur is practicing Chartered Accounts having rich experience in corporate taxation, audit etc. Mr. Mathur does not hold any shares in the company.

Other Directorship

.Nil

Committee Membership

Regal Entertainment &
Consultants Ltd.
Audit Committee

2. Mr. K.B. Agrawal aged around 46 years is a commerce graduate & is a Member of the Institute of Chartered Accountant of India. He also holds an Executive Post Graduate Diploma in Management from Indian Institute of Management (IIM), Indore. Mr. Agrawal is an industrialist. Mr. Agrawal does not hold any shares in the company.

Other Directorship

Palco Metals Limitd
Palco Recycle Exchange Limited
ABC Resource Traders Private Limited
Saptak Tradelink Private Limited
Manidhari Realtors Private Limited
ABC Metals & Trade Consultancy Pvt. Ltd.
Palco Recycle Industries Limited.

Committee Membership

Regal Entertainment &
Consultants Ltd.
Audit Committee
Remuneration Committee - Chairman

Place : Mumbai
Date : 30th August 2011.

REGISTERED OFFICE

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

By order of the Board

DINESH GUPTA
Managing Director

Nineteenth Annual Report 2010-11

DIRECTORS' REPORT

Your Directors presents their Nineteenth Annual Report and Audited Accounts for the year ended 31st March 2011.

FINANCIAL RESULTS :

	For the year ended March 31, 2011 (Rs. in Lakh)	For the year ended March 31, 2010 (Rs. in Lakh)
Income	94.82	83.99
Profit before tax	(0.88)	(7.51)
Less: Provision for tax	-	-
Provision for Fringe benefit tax	-	-
Earlier Year Item	0.04	1.29
Deferred tax liability	0.06	(0.22)
Profit after tax	(0.86)	(8.58)
Add: Profit brought forward from last year	(42.11)	(33.53)
Profit available for Appropriation	<u>(42.97)</u>	<u>(42.11)</u>
APPROPRIATIONS:		
Balance Carried Forward	<u>(42.97)</u>	<u>(42.11)</u>

DIVIDEND :

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

OPERATIONS AND OUTLOOK :

The total income increased to Rs.94.82 Lakhs from Rs. 83.99 Lakhs and the company incurred a loss of Rs. 0.88 Lakhs, as against loss of Rs.7.51 Lakhs in the last year.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- That in the presentation of the annual accounts for the financial year ended 31st March, 2011, the applicable accounting standards had been followed along with proper explanation relating to material departure;
- That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for the year under review;

- That the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the directors had prepared the accounts for the financial year ended 31st March 2011 on a going concern basis.

REPORT ON CORPORATE GOVERNANCE :

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

MANAGEMENT DISCUSSION AND ANALYSIS:

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

FIXED DEPOSITS :

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

LISTING :

The equity shares of the company are listed in the Stock Exchange, Mumbai and Madras and listing fee for the financial year 2011-12 have been paid to the concerned Stock Exchanges. The approval of Delhi Stock Exchange for voluntary delisting is still awaited meanwhile company has not made payment of listing fee to Delhi Stock Exchange.

DIRECTORS :

Shri Brijesh Mathur and Shri K.B. Agrawal retire by rotation and eligible for reappointment, which the directors recommend.

AUDITORS :

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

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

EMPLOYEES :

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

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

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

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

ACKNOWLEDGEMENT

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

By order of the Board

DINESH GUPTA
Managing Director

SATISH KUSUMBIWAL
Jt. Managing Director

Place : Mumbai

Date : 30th August, 2011.

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and development

The Indian economy registered 8.5% growth rate during the financial year 2010-11 according to revised estimates of the Central Statistical organisation. Industry segment, particularly capital goods exhibited slow down in the second half of the year. The equity capital market presented mixed trend during the year 2010-11

2. Outlook

The Company's activities will have major emphasis on investment banking that will include Equity Capital Market, Advisory Services relating to capital raising etc.

3. Opportunities and Threats

The 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.

4. Segment wise Reporting

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

5. Risk & Concerns:

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

6. Internal Control System:

The company maintains an adequate and effective internal control system commensurate with its size & nature of business. The observations of the audit committee, which met five times during the year were taken into consideration.

7. Financial Performance:

The total income increased to Rs. 94.82 Lakh from Rs. 83.99 Lakh and the company incurred a loss of Rs. 0.88 Lakh , as against loss of Rs. 7.51 Lakh in the last year.

8. Human resources management:

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

9. Cautionary statement:

Statement in the Management Discussion and Analysis and Statement forming part of Directors Report may contain forward looking & progressive statements within the meaning of applicable security laws & regulations. Actual results may vary from those expressed or implied depending upon economic condition, Government policies & other incidental factors.

By order of the Board

DINESH GUPTA
Managing Director

SATISH KUSUMBIWAL
Jt. Managing Director

Place : Mumbai

Date : 30th August, 2011.