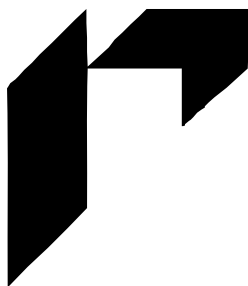


REGAL ENTERTAINMENT AND CONSULTANTS LTD.



Twentyfirst Annual Report 2012-13

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 : Friday, 27th September 2013
Time : 2.30 p.m.
Venue : Green Village Resorts
Opp. Akashwani 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. : 022-4043 0200

NOTICE

Notice is hereby given that the Twentyfirst Annual General Meeting of the members of REGAL ENTERTAINMENT AND CONSULTANTS LIMITED will be held on Friday, September 27, 2013 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 2013 and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Dhiraj Mehta who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Surendra Salgia who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By order of the Board

Place: Mumbai
Date: August 14, 2013

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 Friday, 20th September 2013 to Wednesday, 25th September 2013 (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. The members / proxies should bring the attendance slip duly filled in and signed for attending the meeting.
7. Members are requested to kindly bring their copies of the Annual Report to the meeting.

By order of the Board

Place: Mumbai
Date: August 14, 2013

DINESH GUPTA
Managing Director

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

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

1. Mr. Dhiraj Mehta aged around 64 years was first appointed on the Board on November 25, 1994 as an additional director. Shri Dhiraj Mehta is qualified Cost Accountant & Company Secretary. He has over 39 years of rich & varied experience in the area of finance, project & general management, presently he is Managing Director of Javelin Auto Finance Pvt. Ltd. Mr. Mehta does not hold any share in the company as on March 31, 2013.

Other Directorship

Master Financial Services Ltd.
Javelin Auto Finance Pvt. Ltd.
Suyash Realtors Pvt. Ltd.

Committee Membership

Regal Entertainment &
Consultants Ltd.
Shareholder's Committee
Remuneration Committee

2. Mr. Surendra Salgia aged around 58 years was first appointed on the Board on November 25, 1994 as an additional director. Shri Surendra Salgia holds a Bachelor's degree in Commerce and is a practicing Chartered Accountant with over 29 years of experience in Taxation, Auditing & company law matter. Mr. Salgia does not hold any share in the company as on March 31, 2013.

Other Directorship

Hbarous Trading & Consultants Pvt. Ltd.

Committee Membership

Regal Entertainment &
Consultants Ltd.
Audit Committee
Remuneration Committee

By order of the Board

Place : Mumbai
Date : August 14, 2013.

DINESH GUPTA
Managing Director

REGISTERED OFFICE

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

Twentyfirst Annual Report 2012-13

DIRECTORS' REPORT

Your Directors presents their Twentyfirst Annual Report and Audited Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS :

	For the year ended March 31, 2013 (Rs. in Lakh)	For the year ended March 31, 2012 (Rs. in Lakh)
Income from operation	7.92	27.97
Profit before tax	(7.77)	(0.64)
Less: Earlier Year Item	----	0.08
Deffered tax liability	(0.06)	(0.01)
Profit after tax	(7.71)	(0.71)
 Add: Profit brought forward from last year	 (43.68)	 (42.97)
 Profit available for Appropriation	 <u>(51.39)</u>	 <u>(43.68)</u>
 APPROPRIATIONS:		
Balance Carried Forward	<u>(51.39)</u>	<u>(43.68)</u>

DIVIDEND :

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

OPERATIONS AND OUTLOOK :

The total income from operation decreased to Rs.7.92 Lakh from Rs.27.97 Lakh and the company incurred a loss of Rs. 7.71 Lakh, as against loss of Rs.0.71 Lakh in the last year.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- That in the presentation of the annual accounts for the financial year ended 31st March, 2013, 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 2013 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 at the Stock Exchange, Mumbai and Madras and listing fee for the financial year 2013-14 have been paid to the concerned Stock Exchanges.

DIRECTORS :

Shri Dhiraj Mehta and Shri Surendra Salgia retire by rotation and eligible for reappointment, which the directors recommend.

AUDITORS AND AUDITORS REPORT :

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 read together with notes to accounts are self explanatory and do not call for any further information & explanation under section 217 (3) of the Companies Act, 1956.

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 : August 14, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and development
Financial year 2012-13 was a challenging year for the Indian economy. The economy grew by around 5% reflecting lower than expected growth in both industry and service sector. During the fiscal inflation was also at elevated level.
2. Overview
The financial statements have been prepared in compliance with requirement of Companies Act, 1956 and guidelines issued by SEBI.
3. Outlook
The company feels that while there may be short term challenges, the strong underlying fundamental of Indian economy alongwith policy measures by Government would address some of the economic challenges. The Company's activities will have major emphasis on investment banking that will include Equity Capital Market, Advisory Services relating to capital raising etc.
4. Opportunities and Threats
There are and always will be challenges, from outside & within, policy & strategic will need to change when course correction is required. 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 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.
8. Financial Performance:
The total income from operation decreased to Rs. 7.92 Lakh from Rs. 27.97 Lakh and the company incurred a loss of Rs. 7.71 Lakh, as against loss of Rs. 0.71 Lakh 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.

By order of the Board

DINESH GUPTA
Managing Director

SATISH KUSUMBIWAL
Jt. Managing Director

Place : Mumbai

Date : August 14, 2013.

CORPORATE GOVERNANCE

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

2. BOARD OF DIRECTORS:

As on March 31, 2013 Regal had 6 Directors on its Board, of which four are non-executive directors. The directors are qualified professionals having experience in respective functional area. The board mainly deals with policy formulation, evaluation of performance & control functions.

The board met five times during the year on 14th May 2012, 14th August 2012, 29th August 2012, 14th November 2012 and 11th February 2013

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

Name of Director	Position	Attendance Particular		No of Directionship & committee Membership / chairmanship		
		Board Meeting	Last AGM	Other Directorship	Committee Membershp	Committee Chairmanship
Dinesh Gupta	P, E	5	Present	3	1	—
Satish Kusumbiwal	P, E	5	Present	2	1	—
Dhiraj Mehta	N, I	5	Present	3	1	1
Surendra Salgia	N, I	5	Present	1	1	1
Brijesh Mathur	N, I	5	Present	1	1	—
K.B. Agarwal	N, I	5	Present	10	1	1

P= Promoter E= Executive N= Non Executive I= Independent

3. AUDIT COMMITTEE :

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

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

The duly constituted committee met five times on the following date where all the members of the committee were present, 14th May 2012, 14th August 2012, 29th August 2012, 14th November 2012 and 11th February 2013

4. a) REMUNERATION TO DIRECTORS :

The remuneration of the directors is as per the ceiling approved by the Shareholders. Details of remuneration paid to Managing Director and Jt. Managing Director during the year ending March 31st, 2013 is as under

Name	Designation	Remuneration (Rs.)		
		Salary	Allowance	Total
Dinesh Gupta	Managing Director	1,80,000	96,000	2,76,000
Satish Kusumbiwal	Jt. Managing Director	1,80,000	96,000	2,76,000

b) REMENNERATION COMMITTEE :

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

No remuneration was paid to non-executive directors. No equity shares of the company are held by any non executive directors as on 31st March 2013.

A declaration signed by Managing Director is given below:

I hereby confirm that, the company has obtained from all the members of the board and senior management, affirmation that they have complied with the code of business conduct and ethics for directors and senior management in respect of the financial year 2012 – 13.