

REGAL ENTERPRISES LIMITED

REGD OFF:- 3rd Floor House Number 158, PH 2 Lankmark, Near Inderlok Metro station,
Shazada Bagh, New Delhi-110035

CIN: L18101DL1989PLC269075 **Email id:** regalenterpriseslimited@gmail.com

8th September, 2024

To,
Head-Listing & Compliance
Metropolitan Stock Exchange of India Limited
205A, 2nd Floor,
Piramal Agastya Corporate Park,
Kamani Junction, LBS Road,
Kurla (West), Mumbai-400070

Sub: Outcome of Board Meeting held on Sunday 8th September, 2024

Ref: REGAL ENTERPRISES LIMITED

Meeting Conclusion Time: 2.45 PM

MSEI Symbol: REGAENTER
ISIN: INE384R01014

Dear Sir,

Pursuant to the provisions of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 we hereby wish to inform you that Board of Directors at their meeting held today i.e, on Sunday, 8th September, 2024 at 2:00 P.M and following was discussed and approved by the board.

1. Considered and approved the alteration in main objects of the Company, subject to the approval of the shareholders in the ensuing Annual General Meeting.

The details required under SEBI Circular no: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 for amendment in the Main Object clause of Memorandum of Association of the company is annexed herewith and marked as **Annexure-A**.

2. Pursuant to the resignation of M/s Kunder D'Mello & Associates from the position of Statutory Auditor of the Company, the Audit committee in its meeting held on Sunday, 8th September, 2024 has recommended the appointment of M/s MKRJ & Co., as Statutory Auditors of the company for the FY 2024-25 to fill the casual vacancy caused due to the resignation of the previous auditor. Further the Board in its meeting held on the same date i.e, Sunday, 8th September, 2024 has considered and approved the appointment of M/s MKRJ & Co., as the

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Statutory Auditors subject to the approval of shareholders in ensuing general meeting of the company.

Furthermore, pursuant to Section 139(1) of Companies Act, 2013, the Audit Committee and Board has recommended and approved the appointment of M/s MKRJ & Co., Chartered Accountants (Firm Registration No. 0030311N), as the Statutory Auditors of the Company for a term of 5 consecutive years commencing from 2024-25 till 2028-29 which is subject to the approval of shareholders in the ensuing general meeting of the company.

Details with respect to change in Auditor of the Company as required under regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 is enclosed and marked as **Annexure - B**.

3. Approved the Notice for convening Annual General Meeting of the members of the Company to be held on Monday, September 30, 2024 along with Directors' Report, Management Discussion Analysis for the year ended March 31, 2024
4. Approved Book Closure for the purpose of determining the shareholders for the Annual General Meeting (AGM). The Books will be closed from 24th September, 2024 to 30th September, 2024 (both days inclusive).

For Regal Enterprises Limited

Amit Somani

Amit Somani

Director

DIN: 05327511

**REGD ADD: 2ND FLOOR, HOUSE NO 158, PH 2
LANDMARK NEAR INDERLOK MATRO STATION,
SHAHZADA BAGH, NEW DELHI-110035**

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Annexure-A

THE DETAILS REQUIRED UNDER SEBI CIRCULAR NO: SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED 13TH JULY, 2023 FOR AMENDMENT IN THE MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors has considered and approved the alteration in Clause III(A) relating to Main Object of the Company by way of inserting the following objects after the existing Main Objects as stated in the Memorandum of Association of the Company (1 to 4), subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company. The proposed altered objects are as follows:

5. To carry on or deal in the business of advertising either as contractors or agents or as both and to act as media planner for trade and industry. Further to undertake the business of advertising including booking of advertisements for clients in newspapers, magazines, television and other audio-visual (space on any Radio Station, television centre, internet), print medium and media and publicity, mass communication, consumer research, industrial and sociological research, market, research. To act as printers of the advertising material of every kind and to engage in the business of outdoor advertising media and signage and in particular large format spectacular displays, to manufacture and maintain media and signage products, to market media and signage products and advertising techniques including Souvenirs, hoardings, neon signs and other display devices of all kinds and descriptions to promote the sale or any other interest of trade and in industry, and to deal in all kinds of equipment, and material required for the for the purpose of carrying on the business of advertising agents and contractors.
6. To carry on the business of manufacturers or dealers of apparatus, appliances, or material employed by advertising contractors or agents in their business and to purchase or otherwise acquire and undertake the whole or any part of the business, property and liability of any person or firm or an company, carrying on such or similar business or advertising contractors or agents or any other business which may be usefully carried on in connection therewith; to act as dealers in pictures and other artworks, artist colors, oils, paints and other instruments and ingredients and ingredients relating to advertising business;

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ANNEXURE-B

THE DETAILS IN CHANGE IN AUDITORS (APPOINTMENT OF STATUTORY AUDITORS) AS REQUIRED UNDER REGULATION 30 READ WITH CLAUSE 7 OF SCHEDULE III OF SEBI LISTING REGULATIONS AND SEBI CIRCULAR SEBI/HO/CFD/CFD-POD1/P/CIR/2023/123 DATED JULY 13, 2023

APPOINTMENT OF M/S MKRJ & Co., CHARTERED ACCOUNTANTS, (FRN: 0030311N) AS STATUTORY AUDITORS

S.No.	Details of the Events	Information of Such Events
1.	Reason for Change viz. appointment, cessation, resignation, removal, death or otherwise	To fill up the Casual Vacancy: Appointment of M/s MKRJ & Co., Chartered Accountants, FRN: 0030311N , as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Kunder D'Mello & Associates, Chartered Accountants, FRN: 130093W Appointment recommended for a term of 5 consecutive years: Appointment of M/s MKRJ & Co., Chartered Accountants, FRN: 0030311N , as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years commencing from 2024-25 till 2028-2029.
2.	Date of Appointment/cessation (as applicable) & term of Appointment	Appointed w.e.f. September 07, 2024 subject to the approval of the shareholders in the ensuing general meeting of the Company.
3.	Brief profile (in case of appointment)	Name of Auditor: MKRJ & Co., Chartered Accountants, FRN: 0030311N Brief Profile of the Auditor: The Firm is having a vast experience of more than 10 years. It is a leading Chartered Accountancy Firm rendering comprehensive professional services and consists of distinguished Chartered Accountants. They have an expertise in providing Auditing, finance, legal, taxation, assurance & regulatory services focusing on business excellence.
4.	Disclosure of relationships between Directors (in case of appointment of a director)	NOT APPLICABLE

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NOTICE TO SHAREHOLDER

Notice is hereby given that 34th Annual General Meeting of the members of **REGAL ENTERPRISES LIMITED** will be held on Monday, 30th September, 2024 at 11.30 A.M at 3rd Floor House Number 158, PH 2 Lankmark, Near Inderlok Metro station, Shazada Bagh, New Delhi-110035

ORDINARY BUSINESS

ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

To consider and adopt the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2024 the Auditors' Report thereon, the Directors' Report along with Management Discussion and Analysis Report.

ITEM NO. 2- APPOINTMENT OF MR. AMIT SHIVBHAGWAN SOMANI (DIN: 05327511) AS DIRECTOR LIABLE TO RETIRE BY ROTATION

To consider and if thought fit, to pass, the following resolution as an **"ORDINARY RESOLUTION"**:

To appoint Director in place of Mr. Amit Shivbhagwan Somani (DIN: 05327511) who retires by Rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

ITEM NO. 3- APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 **(the "Act")**, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on Sunday, 8th September, 2024, the appointment of M/s MKRJ & Co., Chartered Accountants (Firm Registration No. 0030311N), be and is hereby approved as the Statutory Auditors of the Company, on such terms and conditions as mentioned in the explanatory statement, to fill the casual vacancy caused by the resignation of M/s Kunder D'Mello & Associates, Chartered Accountants (FRN: 130093W), as Statutory Auditors.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, manners and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies.”

ITEM NO. 4- APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139, 142 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014 (**the “Act”**) and other applicable provisions, if any of the Act, as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or enactment thereof for the time being in force), upon the recommendation of the Audit Committee, M/s MKRJ & Co., Chartered Accountants (Firm Registration No. 0030311N), be and is hereby appointed as Statutory Auditors of the Company, for a period of 5 (Five) consecutive years commencing from the conclusion of the ensuing Annual General Meeting till the conclusion of 39th Annual General Meeting (“AGM”) to be held in the year of 2029 at such remuneration including the out of pocket expenses as may be mutually decided amongst the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, manners and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies.”

ITEM NO. 5- TO APPOINT MS. FIRADAUS (DIN: 10650301) AS A NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an “**ORDINARY RESOLUTION**”:

“**RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152 and 161 read with other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded that Ms. Firdaus (DIN: : 10650301) who was appointed as an Additional Director in the category of Non-Executive Non-Independent Director by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee with effect from 16th July, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, is hereby appointed as Non-Executive Non-Independent Director of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect

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to this resolution.”

ITEM NO. 6- TO ALTER OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a “SPECIAL RESOLUTION”:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of Registrar of Companies, Delhi, the consent of the members of the Company be and is hereby accorded to alter the Main Object Clause i.e. Clause III(A) of the Memorandum of Association of the Company by inserting the following new main object 5 and 6 after the existing objects of the Company (1 to 4) as stated in the Memorandum of Association;

5. To carry on or deal in the business of advertising either as contractors or agents or as both and to act as media planner for trade and industry. Further to undertake the business of advertising including booking of advertisements for clients in newspapers, magazines, television and other audio-visual (space on any Radio Station, television centre, internet), print medium and media and publicity, mass communication, consumer research, industrial and sociological research, market, research. To act as printers of the advertising material of every kind and to engage in the business of outdoor advertising media and signage and in particular large format spectacular displays, to manufacture and maintain media and signage products, to market media and signage products and advertising techniques including Souvenirs, hoardings, neon signs and other display devices of all kinds and descriptions to promote the sale or any other interest of trade and in industry, and to deal in all kinds of equipment, and material required for the for the purpose of carrying on the business of advertising agents and contractors.
6. To carry on the business of manufacturers or dealers of apparatus, appliances, or material employed by advertising contractors or agents in their business and to purchase or otherwise acquire and undertake the whole or any part of the business, property and liability of any person or firm or an company, carrying on such or similar business or advertising contractors or agents or any other business which may be usefully carried on in connection therewith; to act as dealers in pictures and other artworks, artist colors, oils, paints and other instruments and ingredients and ingredients relating to advertising business;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as maybe deemed necessary, proper, expedient or incidental for giving effect to the foregoing resolutions

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and to further authorise and delegate all or any of the powers conferred herein in any manner as they may deem fit"

SD/-

Dated :8th September, 2024

Place: Delhi

Registered Office: 3rd Floor House Number
158, PH 2 Lankmark, Near Inderlok Metro
station, Shazada Bagh, New Delhi-110035

**By Order and on behalf of the board
For Regal Enterprises Ltd**

Sd/-

Amit Somani

Director

(DIN – 05327511)

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NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto.
2. Members are not entitled to appoint a proxy to attend and to vote instead of members since the Company has only two members and both members are required to be present in the meeting personally in order to fulfill the requirement of quorum of the General Meeting.
3. Corporate members are requested to send a duly certified true copy of the Board Resolution/
Authorisation Letter authorizing their representatives to attend and vote at the AGM.
4. Documents, if any, referred to in this Notice and Explanatory Statement annexed hereto, are available for inspection of the members of the Company at the registered office of the Company on all working days between 9.00 a.m. to 6.00 p.m.
5. Route map and land mark details for the venue of general meeting are as below.

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"ANNEXURE A TO THE NOTICE"

DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI'), INFORMATION IN RESPECT OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE AGM, IS PROVIDED HEREIN BELOW:

Name of Director	Mr. Amit Shivbhagwan Smani	Ms. Firdaus
Age	42 Years	30 years
Date of Appointment by the Board of Directors	2 nd January ,2016	16 th July, 2024
Brief Resume and nature of expertise in functional areas	He is having sound knowledge of accounts and finance.	She is young enthusiastic professional who is ready to take up the Management Responsibility of the Company. She is Graduate, young and enthusiastic professional having the working experience for over 2 years.
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	Not any	Not Any
Terms and conditions of appointment or re - appointment	NIL	On such terms & conditions as mutually agreed by the Board.
The remuneration last drawn	NIL	NIL
The number of Meetings of the Board attended during the year	4	NIL
No. of Directorships held in other listed Companies	NIL	NIL
Memberships / Chairmanships of Committees of other listed Companies	NIL	NIL
Number of shares held in the Company	NIL	NIL

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:

The following statement sets out all material facts relating to certain special business mentioned in the accompanying Notice of AGM:

ITEM NO. 3&4: APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

The Members of the Company at its 32nd Annual General Meeting ("**AGM**") held on 30th September, 2022 had appointed M/s Kunder, D'Mello & Associates, Chartered Accountants to hold office for a period of five years.

M/s Kunder, D'Mello & Associates, Chartered Accountants, vide their letter dated September 05, 2024 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditors as envisaged by Section 139(8) of the Companies Act, 2013. In this connection this is to inform the members that in accordance with the provisions of Section 139(8) of the Companies Act, 2013, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and shall hold the office till the conclusion of the next annual general meeting. Accordingly, the Audit Committee of the Company in its meeting held on September 05, 2024 considered various parameters like capability of M/s MKRJ & Co., Chartered Accountants to serve a business landscape as that of the Company, etc. The Audit Committee found M/s. MKRJ & Co., Chartered Accountants to be best suited to handle the audit of the financial statements of the Company. Therefore, considering the experience of M/s. MKRJ & Co., Chartered Accountants, the Audit Committee of the Company recommended the proposal:

- a)** to appoint them as Statutory Auditors of the Company to **fill the casual vacancy** caused by the resignation of M/s Kunder, D'Mello & Associates, Chartered Accountants; and
- b)** to appoint them as the Statutory Auditor for a period of **Five (5) consecutive years** commencing from the conclusion of ensuing AGM of the Company till the conclusion of the AGM to be held in year 2029.

The above proposals were subsequently approved and recommended by the Board of Directors at their meeting held on September 05, 2024, for further approval of the members of the Company.

M/s MKRJ & Co., Chartered Accountants (Firm Registration No. 0030311N), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation on that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under sec on 141 of the Companies

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Act, 2013. In light of the above facts the Board of Directors recommends the passing of the Resolution contained in this Item no. 3 & 4 of the accompanying Notice as an Ordinary Resolutions.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company is concerned or interested in the said resolution.

Details required to be provided as per Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the appointment of the Statutory Auditors is provided below:

Proposed Fee payable to auditor	Rs 50000/-
Term of appointment	For a term of 5 years
Material change in the fee payable to such auditor including rational for such change	Not Applicable
Brief Profile of the firm	The Firm is having a vast experience of more than 10 years. It is a leading Chartered Accountancy Firm rendering comprehensive professional services and consists of distinguished Chartered Accountants. They have an expertise in providing Auditing, finance, legal, taxation, assurance & regulatory services focusing on business excellence.

ITEM NO. 5

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee has appointed Ms. Firdaus (DIN: 10650301) as an Additional Director in the category of Non-Executive Non-Independent Director on the Board with effect from 16th July, 2024 till the conclusion of the ensuing General Meeting of the Company Accordingly, approval of the shareholders is sought to comply with SEBI Listing Regulations and Companies Act, 2013. Ms. Firdaus is eligible to be appointed as Non-Independent Director in terms of Section 164(2) of the Companies Act, 2013. The consent to act as Director has been received from Ms. Firdaus. Further, she has also confirmed that he is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority. The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. Ms. Firdaus's terms of appointment shall be liable to retire by rotation.

Brief Profile of Ms. Firdaus

Ms. Firdaus is young enthusiastic professional who is ready to take up the Management Responsibility of the Company. She is Graduate, young and enthusiastic professional having the working experience for over 2 years.

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The Board considers that the association of Ms. Firdaus would benefit the Company, given the knowledge, experience and performance of Ms. Firdaus and accordingly, the Board recommends the Ordinary Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

As required under Regulation 36(3) of the SEBI Listing Regulations 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings, other requisite information is annexed hereto and forms part of this Notice and marked as **Annexure-A**.

A copy of Appointment Letter of Ms. Firdaus as Non-Executive Non-Independent Director setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company.

Except Ms. Firdaus and her relatives, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Accordingly, based on the recommendation of the NRC, the Board recommends the resolution as set out in item No. 5 of the Notice for approval by the members as **Ordinary Resolution**.

ITEM 6:

TO APPROVE THE ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Company is in the process of commencing certain new business activities and consequently the company is also altering its main objects. In light of the same, the Board has proposed to alter the Clause III(A) of the Memorandum of Association via inserting the new clauses as mentioned in the proposed resolution under the agenda item no. 6 of the notice. The new objects will be inserted after the existing Main Objects of the company.

Draft amended copy of the Memorandum of Association of the company is available at the registered office of the Company for inspection during business hours till the date of the meeting. The Board recommends the resolution as set out in item No. 6 of the Notice for approval by the members as **Special Resolution**.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Dated :8th September, 2024

Place: Delhi

Registered Office: 3rd Floor House Number
158, PH Station, Shazada Bagh, New Delhi-
110035 2 Lankmark, Near Inderlok Metro

By Order and on behalf of the board

For Regal Enterprises Ltd

Sd/-

Amit Somani

Director

DIN – 05327511

REGAL ENTERPRISES LIMITED
BALANCE SHEET AS AT 31st MARCH' 2024

				NOTES	AS AT 31.03.2024	AS AT 31.03.2023
					(')	(')
I.	EQUITY AND LIABILITIES					
	1 Shareholders' funds					
	(a)	Share capital		1	3,16,48,000.00	3,16,48,000.00
	(b)	Reserves and surplus		2	(18,97,357.54)	(19,37,681.50)
	(c)	Money Received Against Share Warrants				
	2 Share application money pending allotment					
	3 Non-current liabilities					
	(a)	Long-term borrowings		3	-	-
	(b)	Deferred tax liabilities (Net)			-	-
	(c)	Other Long term liabilities			-	-
	(d)	Long-term provisions			-	-
	4 Current liabilities					
	(a)	Short Term Borrowings				
	(b)	Trade payables		4	-	-
	(c)	Other current liabilities		6	-	-
	(d)	Short-term provisions		7	1,69,000.00	57,000.00
	TOTAL				2,99,19,642.46	2,97,67,318.50
II.	ASSETS					
	Non-current assets					
1	(a)	Fixed assets		8		
	(i)	Tangible assets			5,84,333.00	6,94,960.00
	(ii)	Intangible assets			-	-
	(iii)	Capital work-in-progress				
	(b)	Non-current investments		9	85,00,000.00	85,00,000.00
	(c)	Deferred tax assets (net)			-	-
	(d)	Long-term loans and advances		10	2,07,04,498.75	2,05,69,498.75
	(e)	Other non-current assets				
	2 Current assets					
	(a)	Current Investments				
	(b)	Inventories				
	(c)	Trade receivables		13	-	-
	(d)	Cash and cash equivalents		14	52,060.71	2,859.75
	(e)	Short-term loans and advances		15	-	-
	(f)	Other current assets		16	78,750.00	-
	TOTAL				2,99,19,642.46	2,97,67,318.50

Significant Accounting Policies & other notes

Notes 1 to 16 & 23 form an integral part of this Balance Sheet

For KUNDER D'MELLO & ASSOCIATES

Chartered Accountants

Firm Registration No. 130093W

sd/-

VIJAY KUNDER

PARTNER

M.No. 133062

Place: VASAI

Date:04/09/2024

For and on behalf of the Board of Directors of Regal Enterprises Limited sd/-

Ravindra Waghmare

Director

DIN :02128258

Date:04.09.2024

Amit Somani

Director

DIN:05327511

Date:04.09.2024

REGAL ENTERPRISES LIMITED			
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH' 2024			
	NOTES	CURRENT YEAR ENDED	PREVIOUS YEAR ENDED
		(')	(')
INCOME			
Revenue from operations	17	-	-
Other income	18	9,33,250.00	-
Total Revenue		9,33,250.00	-
EXPENSES			
Cost of materials consumed			
Purchases of Stock-in-Trade	19	-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	20	20,000.00	-
Finance costs	21	7,05,299.04	9,872.26
Depreciation and amortization expense	22	1,10,627.00	1,33,434.00
Other expenses	23	57,000.00	42,000.00
Share Purchase		-	-
Total Expenses		8,92,926.04	1,85,306.26
Profit before exceptional and extraordinary items and tax		40,323.96	(1,85,306.26)
Exceptional items		-	-
Profit before extraordinary items and tax		40,323.96	(1,85,306.26)
Extraordinary Items		-	-
Profit before tax		40,323.96	(1,85,306.26)
Tax Expense:			
- Excess provision for earlier years		-	-
- Current tax			
- Deferred tax		-	-
Profit (Loss) for the period		40,323.96	(1,85,306.26)
Earnings per equity share:			
(1) Basic		0.01	(0.06)
(2) Diluted			
Significant Accounting Policies & other notes 23			
Notes 17 to 22 & 23 form an integral part of this Balance Sheet			
<div> <div> AUDITOR'S REPORT As per our separate report of even date attached. KUNDER D'MELLO & ASSOCIATES Chartered Accountants FRN 130093W SD/- CA VIJAY KUNDER Membership No. 133062 PARTNER Place: Mumbai Date- 04/09/2024 </div> <div> For and on behalf of the board of REGAL ENTERPRISES LIMITED SD/- Ravindra Waghmare Director DIN :02128258 Date:04.09.2024 </div> <div> SD/- Amit Somani Director DIN:05327511 Date:04.09.2024 </div> </div>			

<p style="text-align: center;">REGAL ENTERPRISES LIMITED Cash Flow Statement for the Quarter ended March 31, 2024</p>		
PARTICULAR	31.03.2022 (Rs.)	31.03.2021 (Rs.)
CASH FLOW FROM OPERATING ACTIVITIES		
(Loss) / Profit before tax expenses	40,323.96	(1,85,306.26)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation / amortisation	1,10,627.00	1,33,434.00
Other Income	-	-
Profit on sale on Investments	-	-
Interest income on FDR	-	-
Dividend Income	-	-
Operating (Loss) /profit before working capital changes	1,50,950.96	(51,872.26)
Movements in working capital :		
Increase / (Decrease) in trade payables	-	1,59,071.86
Decrease / (Increase) in inventories	-	-
Decrease / (Increase) trade receivables	-	1,06,36,795.75
Decrease / (Increase) in other assets	78,750.00	-
Decrease / (Increase) in loans and advances	(1,35,000.00)	(82,19,497.00)
Increase / (Decrease) in provisions	-	-
Increase/ (Decrease) in other liabilities	1,12,000.00	22,000.00
Cash generated from operations	2,06,700.96	25,46,498.35
Direct taxes paid (net of refunds)		
Net cash flow from operating activities (A)	2,06,700.96	25,46,498.35
CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES		
Purchase of fixed assets	-	-
Investments Sold	-	-
Purchase of long term investments	-	1,44,87,729.00
Proceeds from sale of long term investments	-	-
Interest received	-	-
Net cash flow used in investing activities (B)	-	1,44,87,729.00
CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES		
Interest received on loan	-	-
Other Income	-	-
Dividend Income	-	-
Loans received	-	-
Issue of equity Shares	-	-
Net cash flow from financing activities (C)	-	-
Net Increase in cash and cash equivalents (A+ B +C)	1,75,105.96	1,70,02,632.35
Cash and cash equivalents as at April 1	12,18,901.00	12,18,901.00
Cash and cash equivalents as at March 31,	13,94,006.96	1,82,21,533.35
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Cash on Bank	2,578.71	59,991.84
Cash on hand	49,482.00	2,70,177.00
Note:	-	
<p>1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 on Cash Flow Statements, notified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.</p>		
<p>As per our separate report of even date attached.</p>		
<p>KUNDER D'MELLO & ASSOCIATES Chartered Accountants FRN 130093W</p>		
<p>For and on behalf of the board of REGAL ENTERPRISES</p>		
<p>Sd/-</p>		
<p>Ravindra Waghmare Director DIN :02128258</p>		
<p>Sd/-</p>		
<p>Amit Somani Director DIN:05327511</p>		
<p>Date:04.09.2024</p>		
<p>Date:04.09.2024</p>		
<p>sd/-</p>		
<p>CA VIJAY KUNDER Membership No. 133062 PARTNER Place: Mumbai Date-04/09/2024</p>		

REGAL ENTERPRISES LIMITED
NOTES FORMING PART OF BALANCE SHEET

NOTE 1	AS AT	AS AT
	31.03.2024	31.03.2023
SHARE CAPITAL	(')	(')
AUTHORISED		
35,00,000 Equity Shares of Rs. 10 each (Previous year 35,00,000 Equity Shares of Rs 10 Each)	3,50,00,000.00	3,50,00,000.00
	3,50,00,000.00	3,50,00,000.00
ISSUED, SUBSCRIBED AND PAID UP		
31,64,800 Equity Shares of Rs.10 each (Previous Year 31,64,800 Equity Shares of Rs 10 Each)	3,16,48,000.00	3,16,48,000.00
Allotment money in arrears	-	-
	3,16,48,000	3,16,48,000

a) Rights, preference & restrictions attached to shares

Equity Shares

The Company has only one class of equity shares having a par value of ` 10/- per share. Each shareholder is eligible for one Vote per Share.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

b) Details of shares in the company held by each shareholder holding more than 5% shares:

Name of Shareholder	31.03.2024	
	No. of Shares held	No. of Shares held
Anju Mukhija	2,50,000	2,50,000
Vallabhbhai Gordhanbhai Kakadiya	1,00,000	1,00,000
Batulbai Saifuddin Khargonwala	1,00,000	1,00,000
Aziza Mustansir Angoothiwala	1,00,000	1,00,000
Sakina Juzar Angoothiwala	1,00,000	1,00,000

b) Details of shares in the compnay held by each shareholder holding more than 5% shares:

Name of Shareholder	31.03.2024	
	No. of Shares held	No. of Shares held
Anju Mukhija	2,50,000	2,50,000

c) Reconciliation of the Number of Shares outstanding at the beinging and at the end of the reporting period

	31.03.2024	31.03.2023
At the beginning of the Period	3,16,48,000.00	3,16,48,000.00
Add: Calls received during the year	-	-
Add: Issued during the period	-	-
At the end of the Period	3,16,48,000.00	3,16,48,000.00

REGAL ENTERPRISES LIMITED
NOTES FORMING PART OF BALANCE SHEET

d) For the period of Five years immediately preceding the date at which the balance sheet is prepared:

- A) Aggregate Number and Class of shares allotted as fully paid-up Pursuant to contracts
without Payment being received in cash
B) Aggregate number and class of shares allotted as fully paid-up by way of Bonus Shares
C) Aggregate number and class of shares bought back

e) Calls unpaid

f) Forfeited Shares

- -
- -

NOTE 2	AS AT 31.03.2024	AS AT 31.03.2023
<u>RESERVES & SURPLUS</u>	(Rs.)	(Rs.)
a) Capital Reserve	-	-
b) General Reserve	85,212.00	85,212.00
c) Security Premium Reserve		
d) Surplus		
Opening balance	(20,22,893.50)	(18,37,587.24)
(-) Provision for Income tax		
(+) T.D.S.	-	
(-) Balance Difference		
(+) Net Profit/(Net Loss) For the current year	40,323.96	(1,85,306.26)
Closing Balance	(18,97,357.54)	(19,37,681.50)

NOTE 3	AS AT 31.03.2024	AS AT 31.03.2023
<u>LONG TERM BORROWINGS</u>	(Rs.)	(Rs.)
Bonds / Debentures	-	-
Term Loans - Secured from Banks	-	-
Term Loans - Unsecured from Other Parties	-	-
Deposits	-	-
Loans and Advances from Related Parties	-	-
Other Loans and advances	-	-
	-	-

NOTE 4	AS AT 31.03.2024	AS AT 31.03.2023
<u>CURRENT LIABILITIES</u>	(Rs.)	(Rs.)
Trade Payables	-	-
Others	-	-

NOTE 5	AS AT 31.03.2024	AS AT 31.03.2023
<u>SHORT TERM PROVISIONS</u>	(Rs.)	(Rs.)
(a) Provision for employee benefits		
(b) Others	-	-

REGAL ENTERPRISES LIMITED
NOTES FORMING PART OF BALANCE SHEET

NOTE 6	AS AT 31.03.2024	AS AT 31.03.2023
<u>OTHER CURRENT LIABILITIES</u>	(Rs.)	(Rs.)
Expenses Payable	-	-
Interest Accrued but Not Due	-	-
Interest Accrued and Due	-	-
Income Received in Advance	-	-
Unpaid Dividend	-	-
Unpaid Matured Deposits / Debentures and Interest	-	-
Other Payable	-	-
	-	-

NOTE 7	AS AT 31.03.2024	AS AT 31.03.2023
<u>SHORT TERM PROVISIONS</u>	(')	(')
(a) Provision for employee benefits	-	-
(b) Others (Listing Fees Payable)	-	-
Others	70,000.00	-
Director Remuneration Payable	-	-
Provision for Income Tax (Net)	-	-
Provision for Audit Fees	99,000.00	57,000.00
	1,69,000.00	57,000.00

NOTE 9	AS AT 31.03.2024	AS AT 31.03.2023
<u>NON CURRENT INVESTMENTS</u>	(Rs.)	(Rs.)
(Non-trade investments, Unquoted, valued at Cost)	-	-
Investment in Property	-	-
Investment in Mutual Funds	-	-
Investment in Equity Instruments	85,00,000.00	85,00,000.00
(Unquoted at Cost)	-	-
Other Non Current Investment	-	-
Investment in Partnership Firm	-	-
	85,00,000.00	85,00,000.00

NOTE 10	AS AT 31.03.2024	AS AT 31.03.2023
<u>LONG TERM LOANS AND ADVANCES</u>	(Rs.)	(Rs.)
(unsecured and considered good)	-	-
Capital Advances	-	-
Security Deposits	81,370.00	81,370.00
Staff Advances	-	-
Loans and Advances to Related Parties	2,06,23,128.75	2,04,88,128.75
Other loans and advances	-	-
	2,07,04,498.75	2,05,69,498.75

REGAL ENTERPRISES LIMITED
NOTES FORMING PART OF BALANCE SHEET

NOTE 11	AS AT	AS AT
<u>OTHER NON-CURRENT ASSETS</u>	31.03.2024	31.03.2023
	(Rs.)	(Rs.)
Trade receivables (including trade receivables on deferred credit terms)	-	-
Others	-	-
	-	-

NOTE 12	AS AT	AS AT
<u>INVENTORIES</u>	31.03.2024	31.03.2023
	(Rs.)	(Rs.)
Raw Materials and components	-	-
Work-in-progress	-	-
Finished goods	-	-
Stock-in-trade	-	-
	-	-

NOTE 13	AS AT	AS AT
<u>TRADE RECEIVABLES</u>	31.03.2024	31.03.2023
	(Rs.)	(Rs.)
(Unsecured and considered good)	-	-
- outstanding for a period exceeding 6 months	-	-
- other debts	-	-
	-	-

NOTE 14	AS AT	AS AT
<u>i) CASH AND CASH EQUIVALENTS</u>	31.03.2024	31.03.2023
	(Rs.)	(Rs.)
Balance with Banks	2,578.71	1,127.75
Cash on Hand	49,482.00	1,732.00
<u>i) OTHER BANK BALANCES</u>		
Fixed deposits with banks	-	-
	52,060.71	2,859.75

NOTE 15	AS AT	AS AT
<u>SHORT TERM LOAN & ADVANCES</u>	31.03.2024	31.03.2023
	(Rs.)	(Rs.)
(unsecured and considered good)	-	-
Loans and advances to related parties		
Other short term advances		
	-	-
NOTE 16	AS AT	AS AT
<u>OTHER CURRENT ASSETS</u>	31.03.2024	31.03.2023
	(Rs.)	(Rs.)
Other Current Assets - TDS Receivables	-	-
	78,750.00	-
	78,750.00	-

REGAL ENTERPRISES LIMITED
NOTES FORMING PART OF PROFIT & LOSS ACCOUNT

NOTE 17	For Year Ended 31.03.2024	For Year Ended 31.03.2023
REVENUE FROM OPERATIONS	(')	(')
Sale of products - Textiles		
Sale of products - Shares	-	-
Sale of services	-	-
Other operating revenues	-	-
	-	-

NOTE 18	For Year Ended 31.03.2024	For Year Ended 31.03.2023
OTHER INCOME	(')	(')
Dividend Income	-	-
Interest Received FDR	7,87,500.00	-
Profit / (Loss) on sale of Shares		
Miscellaneous Income	1,45,750.00	-
Other Non Operating Income	-	-
	9,33,250.00	-

NOTE 19	For Year Ended 31.03.2024	For Year Ended 31.03.2023
PURCHASE	(')	(')
	-	-
Purchases of Raw Materials	-	-
	-	-

NOTE 20	For Year Ended 31.03.2024	For Year Ended 31.03.2023
EMPLOYEE BENEFITS EXPENSES	(')	(')
(a) Salaries and incentives	20,000.00	-
(b) Contributions to -	-	-
(i) Provident fund	-	-
(c) Gratuity fund contributions	-	-
(d) expense on Employee Stock Option Scheme (ESOP) and Employee Stock Purchase Plan (ESPP),	-	-
(f) Staff welfare expenses	-	-
	20,000.00	-

NOTE 21	For Year Ended 31.03.2024	For Year Ended 31.03.2023
FINANCE COSTS	(')	(')
Interest expense	7,00,000.00	-
Bank Charges	5,299.04	8,872.26
Other Expenses		1,000.00
	7,05,299.04	9,872.26

NOTE 22	For Year Ended	For Year Ended
	31.03.2024	31.03.2023
<u>DEPRECIATION AND AMORTIZATION EXPENSE</u>	(')	(')
Depreciation (refer note no. 8)	1,10,627.00	1,33,434.00
Amortization of Goodwill (refer note no. 8)	-	-
Amortization of Merger Expenses	-	-
	1,10,627.00	1,33,434.00

NOTE 23	For Year Ended	For Year Ended
	31.03.2024	31.03.2023
<u>OTHER EXPENSES</u>	(')	(')
Advertising Expenses	-	-
Audit Fees	57,000.00	42,000.00
Telephone Expenses	-	-
Conveyance Expenses	-	-
Travelling Expenses	-	-
Electricity Charges	-	-
Listing & Filing Fees	-	-
Miscellaneous Expenses	-	-
Professional Fees	-	-
Register Transferred Expenses	-	-
Rent,Rates & Taxes	-	-
Printing & Stationery	-	-
Office Expenses	-	-
Other Expenses	-	-
TOTAL	57,000.00	42,000.00

F.Y.2023 - 2024

F.Y.2023 - 2024

F.Y.2023 - 2024

Schedule “23”: Notes to Accounts

1. Statement of Accounting Policies :

a) Basis of Accounting:

The accompanying financial statements have been prepared in compliance with the requirements under section 133 of the Companies Act, 2013 (to the extent notified), read with Rule 7 of the Companies (Accounts) Rules, 2014, and other generally accepted accounting principles (GAAP) in India, to the extent applicable, under the historical cost convention, on the accrual basis of accounting. GAAP comprises mandatory accounting standards as specified in the Companies (Accounting Standards) Rules, 2006.

b) Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. Any revision to accounting estimates is recognized in accordance with the requirement of the respective accounting standard.

c) Fixed Assets and Depreciation:

Depreciation on tangible assets is provided as per useful life and rate as mentioned under as per part “C” of Schedule II of The Companies Act 2013.

d) Inventories:

The Company does not have any inventories in the books.

e) Revenue Recognition:

Sales are recognised in accordance with Accounting Standard (AS) 9 — Revenue Recognition viz. when the seller has transferred to the buyer, the property in the goods, for a price, or significant risk and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding its collection.

f) Statutory Payments:

Statutory payments are accounted on accrual basis.

g) Employee Benefits:

During the year the Company has not created the provision towards payment of Gratuity and other benefits, as required by the Accounting standards prescribed.

h) Provisions and Contingent Liabilities:

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates. Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company.

When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

i) Taxation:

Tax expense comprises current and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rate and tax laws enacted or substantially enacted as at the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

j) Cash and Cash Equivalents:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

k) Events after Balance Sheet Date:

Material events occurring after the Balance Sheet are taken into cognizance. Accounting policies not referred to specifically otherwise are consistent with generally accepted principles.

2. Balances of Sundry debtors, sundry creditors are subject to confirmation and reconciliation.
3. In the opinion of the Board of Directors, the Current Assets, Loans and Advances are having the value at which they are stated at Balance Sheet if realized in ordinary course of business.
4. Expenses incurred in foreign currency Rs. Nil (Outgo is for payment made to creditor for import purchases)
5. Earnings in foreign currency Rs Nil.
6. As required under Accounting Standard 18 "Related Party Disclosure" (AS-18), following are details of transactions during the year with the related parties of the Company as defined in AS 18:

a) Key Management personnel

Mr. Amit S. Somani	Director
Mr. Shivbhagwan M. Somani	Director
Mrs. Reeta A. Somani	Director
Mr. Ravindra Waghmare	Director
Mr. Satish Sharma	Director

b) Name of the enterprises having same Key Management Personnel and / or their relatives as the reporting enterprise with whom the Company has entered into transactions during the year.

NIL

Following are the transaction entered during the year with the above mentioned parties:

Nature of Transactions	In relation to (a) above		In relation to (b) above		In relation to (c) above	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Director Remuneration	Nil	Nil	Nil	Nil	Nil	Nil
Office Expenses	Nil	Nil	Nil	Nil	Nil	Nil
Purchase	Nil	Nil	Nil	Nil	Nil	Nil
Sales	Nil	Nil	Nil	Nil	Nil	Nil
Unsecured Loans Taken	Nil	Nil	Nil	Nil	Nil	Nil
Repayment of Loans Taken	Nil	Nil	Nil	Nil	Nil	Nil
Loan Granted	Nil	Nil	Nil	Nil	Nil	Nil
Loan Repaid	Nil	Nil	Nil	Nil	Nil	Nil
Amount outstanding as on 31st March 2024						
Sundry Creditors	Nil	Nil	Nil	Nil	Nil	Nil
Sundry Debtors	Nil	Nil	Nil	Nil	Nil	Nil
Loan Payables	Nil	Nil	Nil	Nil	Nil	Nil
Loan Receivables	Nil	Nil	Nil	Nil	Nil	Nil

Note: Related Parties are as disclosed by the Management and relied upon by the Auditor

7. Earnings Per Share:

Amount used as numerator (Net profit after tax)	Rs. 40,323/-
Weighted Average Equity Shares	No3,16,48,00 /-
Nominal Value of Shares	Rs. 10/-
Earnings Per Share	Rs. 1.27

8. Contingent Liabilities and Commitments (to the Extent not Provided for)

Contingent Liabilities

- Claims against the Company not acknowledged as debt – Rs. Nil (Rs. Nil)
- Guarantees - Rs. Nil (Rs. Nil)

Commitments

- a. Estimated amount of contracts remaining to be executed on Capital Account – Rs Nil (Rs. Nil)
- b. Uncalled liability on Shares and other Investments partly paid – Rs. Nil (Rs. Nil)
- 9. The Company has not received any intimation from the vendors regarding their status under Micro Small and Medium Enterprises Development Act 2006 and hence disclosures if any relating to amounts unpaid as at year end together with interest paid / payable as required under the said Act have not been furnished.
- 10. The business activity of the Company falls within one broad segment hence Segment Reporting disclosure requirement as specified by AS 17 are not applicable to the Company.
- 11. As a matter of prudent accounting policy deferred tax assets are not recognized in the books of accounts during the year.
- 12. Previous year's figures are regrouped / rearranged wherever found necessary.

As per our report of even date annexed

For and on behalf of Board
Regal Enterprises Limited

Sd/-

**For Kunder D'mello & Associates
Chartered Accountants**

Vijay Kunder

**Membership No. 133062
Partner**

**Place : Mumbai
Date : 04.09.2024**

SD/-

**Ravindra Waghmare
Director
DIN :02128258**

Date:04.09.2024

**Amit Somani
Director
DIN:05327511**

Date:04.09.2024

REGAL ENTERPRISES LTD
CIN: L18101DL1989PLC269075
Annual Report 2023-24

DIRECTOR'S REPORT

Your directors present herewith the 34th Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2024:-

FINANCIAL RESULTS	31.03.2024	31.03.2023
Revenue from operations	-	-
Other Income	9,33,250	-
Total Revenue	9,33,250	
Less: Cost of material consumed	-	-
Less: Purchases of stock in trade	-	-
Less : Employee benefit expense	20,000	-
Less: Depreciation	7,05,299.04	1,33,434
Less: Finance Cost	1,10,627	9872.26
Less: Other Expense	57,000	42,000
Less: Share Purchase	-	-
Total Expense	8,92,926.04	1,85,306.26
Profit/ (Loss) Before Taxation	40,323.96	1,85,306.26
Less: Current Tax	-	-
Net Profit After Tax	40,323.96	1,85,306.26

TRANSFER TO RESERVES:

The Company has not credited the balance of Profit and Loss account is transferred to reserves in Balance sheet.

DIVIDEND:

The Board of Directors of the Company has decided to plough back the profit and therefore dividend is not declared.

SHARE CAPITAL:

During the Financial Year under review, there is no change in the Share Capital of the Company.

CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its nature of business.

CORPORATE GOVERNANCE:

As per Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance provisions as specified in Regulation 17 to 27, clauses (b) to (i) [and (t)] of sub-regulation (2) of regulation 46 and Paragraph C, D and E of Schedule V are not applicable on the companies whose paid- up share capital and net worth is less than Rupees Ten Crore and Rupees Twenty-Five Crore respectively. Since the paid-up share capital and net worth of the Company is less than the aforesaid

threshold limit, the Company is not required to comply with the above mentioned Corporate Governance provisions.

DECLARATION BY INDEPENDENT DIRECTORS: {SECTION 134 (3)(D)}

The Independent Directors of the Company are not associated with the Company in any manner as stipulated under section 149(6) of Companies Act, 2013 and at same time possess relevant expertise and experience that are additive to the Board of the Company for delivering higher growth and higher value.

The brief resume of the Directors being appointed/ reappointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

The Directors recommend their appointment/re-appointment at the ensuing AGM.

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/ EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are NIL employees drawing remuneration in excess of the limits prescribed in the act.

BOARD MEETINGS

During the financial year 2023-2024, the Board of Directors met 6 times during the financial year and the date of Board Meeting were 30.05.2023, 14.08.2023, 07.09.2023, 14.11.2023 & 14.02.2024.

RELATED PARTIES TRANSACTIONS

All the transactions with related parties are in the ordinary course of business and on arm's length basis. The details of the transactions entered into between the Company and the related parties on an arm's length basis.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review the Company has not entered into any transactions under section 186 of the Companies Act, 2013.

SIGNIFICANT / MATERIAL ORDERS PASSED IMPACTING ON GOING CONCERN STATUS AND COMPANY'S OPERATIONS

There have been no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 with respect to the directors' responsibility statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2024 the applicable Accounting standards had been followed along with proper explanation relating to the material departures;
- (b) the Directors of the Company had 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, 2024 and profit of the Company for the year ended March 31, 2024.
- (c) the Directors of the Company had taken proper and sufficient care for the maintenance of proper accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors of the Company had prepared the accounts of the Company for the financial year ended March 31, 2024 on a going concern basis and;
- (e) the Directors of the Company had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITOR AND AUDITOR'S REPORT

Statutory Auditor:

Pursuant to section 139 of the Act, your Company has appointed M/s. Kunder, D'mello & Associates, Chartered Accountants, (FRN: 130093W) as Statutory Auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting (AGM), subject to ratification of re-appointment by the members at every AGM.

Secretarial Auditors

M/s Prachi Bansal & Associates, Practicing Company Secretaries was appointed as Secretarial Auditor of the Company pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Rules framed thereunder for the financial year 2023-2024.

The Secretarial Audit Report in Form MR-3 for the financial year ended March 31, 2023, is annexed herewith as **Annexure-II**. Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, are not applicable to the Company.

Details of Foreign Earning & Outflow are stated below:

Particulars	Amount (Rs.) 2023-24	Amount (Rs.) 2023-23
Foreign Earning	Nil	Nil
Foreign Exchange Out-flow	Nil	Nil

CAPITAL STRUCTURE AND LISTING OF SHARES

The Company's shares are listed on the following stock exchanges. The details of the same are mentioned below as on March 31, 2024

Name of the Stock Exchange	Number of shares (Equity) listed on the stock exchange
Ahmedabad Stock Exchange Limited	3164800
Metropolitan Stock Exchange of India Limited (Formerly Known as MCX Stock Exchange Limited)	3164800

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the Financial Year 2023-24 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report as **Annexure - I**.

BOARD COMMITTEE:

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently two Committees of the Board, as follows:

- Audit Committee
- Nomination and Remuneration Committee

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Board of Directors of your Company has established a vigil mechanism to hear the grievances of the any person in the company and take steps to resolve the issues amicably and report the same to the Board of Directors of the Company.

INTERNAL FINANCIAL CONTROL

The Company believes that internal control is a necessary concomitant of the principle of prudent business governance that freedom of management should be exercised within a framework of appropriate checks and balances. The Company remains committed to ensuring an effective internal control environment that inter alia provides assurance on orderly and efficient conduct of operations, security of assets, prevention and detection of frauds/errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information.

The Company's independent and Internal Audit processes, both at the Business and Corporate levels, provide assurance on the adequacy and effectiveness of internal controls, compliance with operating systems, internal policies and regulatory requirements.

The Financial Statements of the Company are prepared on the basis of the Significant Accounting Policies that are carefully selected by management and approved by the Board. These, in turn are supported by a set of divisional Delegation Manual & Standard Operating Procedures (SOPs) that have been established for individual units/ areas of operations.

The Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or

operation was observed. Nonetheless the Company recognizes that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

RISK & MITIGATION

The Company has identified various risks faced by the Company from different areas. As per the provision of the Companies Act, 2013 and listing agreements, the, the Board had adopted a risks management policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled. A combination of policies and procedures attempts to counter risks as and when they evolve.

CORPORATE SOCIAL RESPONSIBILITY POLICY

Pursuant to the provisions of Section 135(1) of the Companies Act, 2013, the provisions related to Corporate Social Responsibility (CSR) are applicable on companies having net worth of rupees five hundred crore or more; or turnover of rupees one thousand crore or more; or a net profit of rupees five crore or more. The present financial position of the Company does not make it mandatory for the Company to undertake CSR initiatives or to formulate CSR Policy during the Financial Year ended March 31, 2023. The Company will constitute CSR Committee, develop CSR Policy and implement the CSR initiatives whenever the same becomes applicable on the Company.

COST AUDITORS

As the Company is operating in the service industry, cost audit is not applicable to the Company and hence no reporting is required.

DISCLOSURE ON DEPOSIT UNDER CHAPTER V

The Company has neither accepted nor renewed any deposits during the Financial Year 2023-24 in terms of Chapter V of the Companies Act, 2013

COMPLIANCE WITH SECRETERIAL STANDARDS

Pursuant to Secretarial Standard issued by the Institute of Company Secretaries of India, company has complied with the applicable secretarial standard i.e. SS-1 & SS-2 (Meetings of Board of Directors & General Meetings) respectively, during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation of SEBI (LODR) Regulations, 2015 with the Stock Exchanges in India, is annexed to this report.

DEPOSITS:

During the year, the Company has not accepted /renewed any public deposits under the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

INDUSTRIAL RELATIONS:

The Company maintained healthy, cordial and harmonious industrial relations at all levels the enthusiasm and unstinting efforts of employees have enabled the company to remain at the leadership position in the industry it has taken various steps to improve productivity across organization.

ACKNOWLEDGEMENTS:

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

Dated : 8th September, 2024
Place: Delhi

**By Order and on behalf of the
board
For Regal Enterprises
Ltd
Sd/-**

**Amit Somani
Director**

**By Order and on behalf of the
board
For Regal Enterprises Ltd
Sd/-**

**Reeta Somani
Director**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

On macroeconomic front the financial year 2022-2023 was among the most challenging years. The policy and governance environment impacted the economic scenario. Persistent inflation resulted in the regulator raising the policy rates leading to a high interest-rate environment.

There has been a slowdown in the economy visible in many sectors primarily on account of falling exports due to European economic crisis, high rate of interest caused by steep inflationary trend and unprecedented high price of crude in the global market. Many sectors including the finance and investment operations have been adversely affected by both domestic and external factors. The cost of funds being very high it was a difficult year not only for the manufacturing units but also for the Companies operating in the investment and the financial sector. The unfavourable investment climate in the country coupled with significantly low inflow of foreign investment kept the stock market weak for the major part of the year. In an effort to maintain a balance between growth and inflation, RBI is seemingly more concerned about high inflation than slow rate of growth. The financial sector is eagerly waiting for the fall in inflation followed by the rate cut which is likely to help the sector regaining its lost ground.

STRENGTH/ OPPORTUNITIES AND THREATS

The Company yet to work out its future working strategy. The management will strengthen its working force to keep pace with the market condition as and when it plans to start activities at certain level. The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk.

OUTLOOK

The long term objective of the Company is to remain strong player in the market with strong emphasis on product and market development. Your Company is also continuously improving its operational efficiency, and cost control which alone can improve the bottom line in future in highly competitive environment. Further, your Company is hopeful to get advantage of this overall boom likely to happen for the Indian markets and will do all out efforts to secure the bigger share of the increasing market in future.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized used or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

The Company recognizes that its people are the primary source of competitiveness and therefore strives to support and build people capabilities to make them achieve better results. As a result and in view of the current megatrend of globalizing and internationalizing business processes, our HR systems are integrated to develop a continuously learning organization in order to create a win-win situation for both the employees and the organization.

There has been no material development on the Human Resources front during the year. As on 31st March, 2024.

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year.

DISCLOSURES BY MANAGEMENT TO THE BOARD

All disclosures relating of financial and commercial transactions where Directors may have a potential interest are provided to the Board and the interested directors do not participate in the discussion nor do they vote on such matters.

For and Behalf of Board
Regal Enterprises Limited

SD/-
Amit Shivbhagwan Somani
Director
DIN: 05327511

SD/-
Reeta Amit Somani
Director
DIN: 06857083

Dated: 08.09.2024

Place: Delhi



PRACHI BANSAL AND ASSOCIATES
COMPANY SECRETARIES
Address- House no 837 Sector
Faridabad, 121008
Phone no-9899563128
Mail id-Prachi.jain2805@gmail.com

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31/03/2023**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members
Regal Enterprises Limited
3rd floor, House no 158, PH 2 Landmark,
Near, Inderlok Metro station, Shahzada Bagh,
New Delhi New Delhi 110035

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **REGAL ENTERPRISES LTD** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and accordingly, expressing my opinion thereon.

Based on our inspection, verification of 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 has possibly 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder 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');





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- 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018; (No transaction has been recorded during the Audit Period)
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021; (No transaction has been recorded during the Audit Period)
- e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (No transaction has been recorded during the Audit Period)
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (No transaction has been recorded during the Audit Period)

In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of our audit and the reporting is limited to that extent.

In respect of Direct and Indirect Tax Laws like Income Tax Act, Goods & Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditor of the company.

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

1. Secretarial Standard issued by The Institute of Company Secretaries of India with respect to board and general meetings.
2. The Listing Agreement entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above except in respect of matters specified below:

1. There were many instances where Company has given late intimation(s) and disclosures to the Stock Exchange and made delay in Compliances pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.
2. The Company has not updated Website as per the provisions Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013.





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3. The Company has not provided E-Voting facility to the members as per Section 108 of Companies Act, 2013 for Annual General Meeting held on Saturday 30th September, 2023.
4. The company does not have optimum combination of Board of Directors as per Companies Act, 2013
5. The Company has not appointed Internal Auditor during the year under review under Section 138 of Companies Act, 2013.
6. The Company was not in compliance of provision of Section 203 of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect of appointment of Company Secretary.

Adequate notice is not given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and there exist the system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

All decisions of the Board were unanimous and the same are captured and recorded as part of the minutes.





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We further report that there is scope to improve the systems and processes in the company and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that as informed to us, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For Prachi Bansal & Associates
Company Secretaries**

Y. Prachi



**CS Prachi Bansal
Practicing Company Secretary
CP No.: 23670
Membership No.: 43355**

UDIN: A043355F001171493

Place: Faridabad

Date: 07/09/2024

"This report is to be read with our letter of even date which is annexed as Annexure-A forming part of an integral."



PRACHI BANSAL AND ASSOCIATES
COMPANY SECRETARIES
Address- House no 837 Sector
Faridabad, 121008
Phone no-9899563128
Mail id-Prachi.jain2805@gmail.com

Annexure-A

To,

The Members,
REGAL ENTERPRISES LTD
3rd floor, House no 158, PH 2 Landmark,
Near, Inderlok Metro station, Shahzada Bagh,
New Delhi New Delhi 110035

Our report is to be read along with this letter.

- I. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.
- II. We 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 test basis to ensure that correct facts are reflected in secretarial record. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- III. We have not verified the correctness and appropriateness of financial records and books of the accounts of the company.
- IV. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- V. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.





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VI. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

**For Prachi Bansal & Associates
Company Secretaries**

CS Prachi Bansal

Practicing Company Secretary

CP No.: 23670

Membership No.: 43355



UDIN: A043355F001171493

Place: Faridabad

Date: 07/09/2024