

REGALIAA REALTY LIMITED

[CIN: L70101TN1994PLC028978]

Registered Office: 10, Tarapore Avenue, Harrington Road, Chennai - 600 031

Website: regaliaarealty.com; E-mail- info@regaliaarealty.com

The BSE Limited,
Floor: 25, P.J. Towers,
Dalal Street, Fort, Mumbai- 400 001

4th SEPTEMBER 2019

Dear Sir,

Sub: Furnishing of Annual Report for the year 2018-19 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code: 530807/ ISIN: INE098H01011

We are sending our Annual Report for the financial year 2018-19 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We shall arrange to send/file the Annual Report again once the same is approved and adopted by the members

Kindly take the same on record.

Thanking you,

Yours faithfully,
For REGALIAA REALTY LTD.



Chairman & Managing Director



**Twenty Fifth Annual Report
2018 - 2019**

Board of Directors	<ol style="list-style-type: none">1. D. Sudhakara Reddy - Chairman & Managing Director2. Deeptha Reddy - Director3. Kavitha Renganathan - Independent Director4. Sandeep Thiru - Independent Director
Annual General Meeting	27.09.2019
Venue	No.7, 5th Avenue, Harrington Road, Chetpet, Chennai - 600031.
Compliance Officer	Mr.Krishnamurthy Ramasamy, Company Secretary
Legal Advisor	Mr. George Cherian, No.16/2, First Floor, Pycrafts Garden Road, Chennai - 600 006.
Auditors	Mr.RAMANATHAN GANESAN, Characted Accountant, Old No.12, New No.36, New Street, 1st Floor, Nungambakkam, Chennai- 600034.
Bankers	INDIAN BANK
Registered Office	No.10, Tarapore Avenue, Harrington Road, Chetpet, Chennai - 600031.
Corporate Office	No.7, 5th Avenue, Harrington Road, Chetpet, Chennai - 600031. Phone No: 044 42111612

E – mail	info@regaliaarealty.com csregaliaarealty@gmail.com
Website	www.regaliaarealty.com
CIN	L70101TN1994PLC028978
Listing of Equity Shares	Bombay Stock Exchange Ltd., No.25, P.J. Towers, Dalal Street, Mumbai – 400 001
Stock Code	530807
ISIN No.	INE098H01011
Share Transfer Agent	Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai – 600 002. Phone : 044 2846 0390.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 25th Annual General Meeting of the Members of REGALIAA REALTY LIMITED will be held on Friday, 27th September, 2019 at 9.30 a.m at No.7, 5th Avenue, Harrington Road, Chepet, Chennai – 600 031, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Board of Directors and Auditors thereon
2. To appoint a Director in place of Ms. Deeptha Reddy Lalani (DIN: 02610179) Director, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint M/s. V.Senthilnathan & Co., Chartered Accountants, (ICAI Firm Registration No.003711S) as the Statutory Auditors of the Company and to fix their remuneration and for the purpose, to consider and if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s), thereof for the time being in force, and pursuant to the recommendation of Audit Committee and the Board of Directors of the Company, M/s. V.Senthilnathan & Co., Chartered Accountants, (ICAI Firm Registration No. 003711S) be and is hereby appointed as the Statutory Auditors of the Company for a term of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting and that the Board be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees thereof) and/or the Company Secretary of the Company be and are hereby severally authorised for and on behalf of the Company to take all necessary steps and to do all such acts, deeds matters and things which may deem necessary, proper or expedient to give effect to this resolution”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 149, 152 , 161 and any other applicable provisions of the Companies Act 2013 and rules made there under (including any statutory modification and reenactment thereof for the time being in force) read with rule 3 of the Companies (Appointment and Qualification of Director) rules, 2014 and SEBI (LODR) Regulations, 2015, approval of the Company be and is hereby accorded to the re-appointment of Ms.Kavitha Renganathan (DIN 08165748) as an Independent Director of the Company to hold office for the term up to 31st March 2022 and not liable to retire by rotation

“RESOLVED FURTHER THAT Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 149, 152 , 161 and any other applicable provisions of the Companies Act 2013 and rules made there under (including any statutory modification and reenactment thereof for the time being in force) read with rule 3 of the Companies (Appointment and Qualification of Director) rules, 2014 and SEBI (LODR) Regulations, 2015, approval of the Company be and is hereby accorded to the re-appointment of Mr.Sandeep Thiru (DIN : 08196221) as an Independent Director of the Company to hold office for the term up to 31st March 2022 and not liable to retire by rotation

“RESOLVED FURTHER THAT Managing Director and Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

Place :- Chennai
Date :- 31.07.2019

By Order of the Board of Directors
sd/-

Registered Office:
No.10, Tarapore Avenue, Harrington Road, Chetpet Chennai –
600031 , Tel: 044 2846390.
(CIN: L70101TN1994PLC028978)
Website: www.regaliaarealty.com / E-mail: info@regaliaarealty.com

D.Sudhakara Reddy
Chairman & Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A FORM OF PROXY IS ENCLOSED. The Instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and the Transfer Books will remain closed from 21-09-2019 to 27-09-2019 (both days inclusive)..
5. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting. ONLY MEMBERS/PROXIES WILL BE ADMITTED INTO THE HALL FOR THE MEETING.
6. Members are requested to intimate the Company regarding any change of address, if any. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General meeting. Shareholders are requested to kindly bring their copies to the meeting.
7. Members are requested to lodge their e-mail ID's along with their Name and Folio / Client ID No. to Company's Share Transfer Agent, M/s. Cameo Corporate Services Limited, 'Subramanian Building', Company to send all future communications including Annual Report through electronic mode.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. Members desiring any information on accounts are requested to write to the Compliance Officer at an early date so as to enable the Management to reply.
10. The shares of the Company can also be held in DEMAT Form with NSDL & CDSL. Any shareholder who is desirous of availing the facility, can contact the Registrar and Transfer Agents of the Company, M/s. Cameo Corporate Services Limited at No.1, Subramaniam Building, Club House Road, Chennai- 600002.
11. The Company has implemented the “Green Initiative” as per circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs to enable electronic delivery of notices/ documents and annual reports to shareholders. Henceforth, the email addresses indicating in your respective Depository Participant (DP) accounts will be deemed to be your registered email address for serving notices / documents including those covered under Section 219 of the Companies Act, 1956.
12. Instructions for members for voting electronically:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, t h e Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

- I. In case of members receiving E-mail:
- i) Log on to the e-Voting website www.evotingindia.com.
 - ii) Click on "Shareholders" tab.
 - iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
 - v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
 - vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format	
Dividend Bank Details #	Enter the Dividend Bank Details as record in your demat account or in the Company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company / DepositoryParticipant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- x) Click on <Company Name> on which you choose to vote.
- xi) On the voting page, you will see Resolution Description and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II) In case of members receiving the physical copy:

- A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B) The voting period begins on 24.09.2019 (9:00 a.m.) and ends on 26.09.2019, (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20.09.2019, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- C) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.co.in under help Section or write an email to helpdesk.evoting@cDSLindia.com.

III. General instructions:

- I) Mr. G.Naresh, Practising Company Secretary (Membership No. ACS 32734) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

- ii) The Scrutinizer shall, within a period not exceeding three(3) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 20.09.2019.
- iv) The Results shall be declared at the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.regaliaarealty.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

Place :- Chennai
Date :- 31.07.2019

By Order of the Board of Directors
sd/-

Registered Office:
No.10, Tarapore Avenue, Harrington Road, Chetpet Chennai -
600031 , Tel: 044 2846390.
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D.Sudhakara Reddy
Chairman & Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.4

Pursuant to section 152,161 and any other applicable provisions of the Companies Act, 2013 read with rule 3 of Company (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015 the Board of Directors on recommendation of Audit Committee have re-appointment of Ms.Kavitha Renganathan (DIN 08165748) as an (Additional) Director at its Meeting held on 16th July, 2018 subject to the approval of Shareholders of the Company.

Her qualification and experience are detailed under the heading “Information about the Directors to be appointed / re-appointed” which forms part of this Notice.

Ms.Kavitha Renganathan represents as an Independent Women Director on the Board. She does not hold by herself or for any other person on a beneficial basis, any Shares in the Company.

None of the Directors and Key Managerial Personnel of the Company is interested in this resolution. The Board commends passing of the Resolution set out at item No.4 of the Notice convening the Meeting.

Item No.5

Pursuant to section 152,161 and any other applicable provisions of the Companies Act, 2013 read with rule 3 of Company (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015 the Board of Directors on recommendation of Audit Committee have re-appointment of Mr.Sandeep Thiru (DIN : 05150918) as an Independent Director at its Meeting held on 17th May, 2019 subject to the approval of Shareholders of the Company.

His qualification and experience are detailed under the heading “Information about the Directors to be appointed / re-appointed” which forms part of this Notice.

Mr.Sandeep Thiru represents as an Independent Women Director on the Board. He does not hold by himself or for any other person on a beneficial basis, any Shares in the Company.

None of the Directors and Key Managerial Personnel of the Company is interested in this resolution. The Board commends passing of the Resolution set out at item No.5 of the Notice convening the Meeting.

In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 details of directors seeking re- appointment at the ensuing Annual General Meeting are as follows:

Particulars	Ms. Kavitha Renganathan	Mr. A. Sandeep Thiru
DIN	08165748	05150918
Date of First Appointment and Qualification	16.07.2018 MBA	17.05.2019 Chartered Accountant
Date of Birth	10.07.1978	12.10.1963
Expertise in specific functional areas	15 years in General Administration, Secretarial functions, Sales Co-ordination & Customer Service	Qualified Chartered Accountant practicing for over 25 years
Directorships held in other Public/ private Companies (excluding foreign Companies and Section 8 companies)	Apai private Limited	NIL
Committee / Executive position held in other companies	NIL	NIL
Number of shares held in the Company	NIL	NIL
Relationship with other Directors	She is not related to any other Directors	He is not related to any other Directors

DIRECTORS' REPORT:

Your Directors are pleased to present the 25th Annual Report of the Company together with the Audited Accounts for the financial year ended March 31, 2019.

FINANCIAL RESULTS:

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
	Rs.	Rs.
Total Revenue	NIL	NIL
Total Expenditure	17.21	20.59
Profit Before Tax		
Provision for Taxation 1. Deferred Taxes (net) 2. Current Tax Tax pertaining to earlier years	-	-
Profit / Loss Carried to Balance Sheet	(17.21)	(20.59)

OPERATIONS REVIEW

There is no income during the year 2018-19 (previous year NIL)

COMPANY PERFORMANCE

Though the Company has resolved all outstanding issues relating to the lenders and also the land owner during 2016-17, Phase II of “The Ferns” project could not be taken up due to adverse market conditions and lack of working capital.

DIVIDEND

No provision has been made for Dividend as there was no Revenue during the year under review.

TRANSFER TO GENERAL RESERVE

The Board of Directors of your Company has not transferred any amount to the general reserve for the year under review.

SHARE CAPITAL

The Company during the year under review has not issued any Sweat Equity Shares or Shares with Differential Rights or under Employee Stock Option Scheme nor did it Buy Back any shares. The Authorised Capital remained the same as previous year. The paid up equity share capital as on 31st March, 2019 was Rs.360.00 lakhs

LISTING WITH STOCK EXCHANGES

The company confirms that it has paid the Annual Listing Fees for the year 2019-20 to the BSE Limited where the company's shares are listed.

BOARD MEETING

Six Board Meetings were held during the financial year end on 7th May, 2018, 16th July, 2018, 27th July, 2018, 13th August, 2018, 31st October, 2018, 31st January, 2019. The intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013. The details of the meetings and directors attendance are as below:.

S. No	Name of the Director	Designation and Category	No. of Board Meetings held during the year	No. of Board Meetings attended during the year	Attendance of Last AGM
1	Mr. D. Sudhakar Reddy	Executive, Managing Director	6	6	Yes
2	Ms. Kavitha Rengnathan	Director, Non executive Independent	6	6	Yes
3	Ms. Rukmini Roy Basu	Director, Non executive Independent	6	3	No
4	Mr. A. Sandeep Thiru	Director, Non executive Independent	6	1	No
5	Ms. Deeptha Reddy	Director, Non executive	6	5	No
6.	Vinoth Jagdeesan	Director, Non executive	6	5	No

Ms. Rukmini Basu has resigned from the Board with effect from 31st January, 2019

Mr. A. Sandeep Thiru has been appointed as Director with effect from 17th May 2019

Mr. Vinoth Jagadeesan has been appointed as additional Director with effect from 13th August, 2018

Ms. Kavitha Rengnathan has been appointed as additional Director with effect from 16th July, 2018.

Mr. Vinoth Jagadeesan has resigned from the Board with effect from 31st January 2019.

AUDIT COMMITTEE:

The Audit Committee consists of three (3) Independent Directors. All the members of the Audit Committee have accounting, financial and management expertise. The composition, powers, role and terms of reference of the Committee are constituted as per the Section 177 mentioned under the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015).

The present Audit Committee comprises of the following Directors and the details of the meeting and directors attendance are as follows:-

Name of the Member	Status	Category	Meetings	
			Held	Attended
Mr.D.Sudhakara Reddy	Chairman	Director	4	2
Ms.D.Deeptha	Member	Director	4	2
Ms.Kavitha Ranganathan	Member	Independent Director	4	2

All the recommendations of Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE:

Term of reference:

The Nomination and Remuneration Committee has been empowered and authorized to exercise powers as entrusted under the provisions of Section 178 of the Companies Act, 2013.

The Board has framed a policy to determine and identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors and Key Managerial Personnel.

The Committee met two times during the year on 31st July, 2018 and 18th September, 2018 to determine and recommend the appointment of Directors and acceptance of resignation of Director.

The present Nomination and Remuneration Committee Comprises of the following Members as on March 31, 2019:

Sl No.	Name of the Member	Designation/Status
1	Mr. D. Sudhakara Reddy	Chairman
2	Mrs. D. Deeptha	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee oversees, inter-alia, redressal of Shareholders and Investor grievances, transfer/ transmission/transposition of shares, Split, consolidation, issue of duplicate shares certificates, recording dematerialization/ re-materialization of shares, non receipt of Annual Reports and related matters.

The committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act.

* Consider and resolve the grievances of security holders.

* Consider and approve issue of share certificates, transfer and transmission of securities, etc

During the year, the Committee met 6 times which was attended by Members of the Committee. During the year under review, the Company has not received any grievance / complaint.

The composition and details of the meeting and directors attendance are as follows:

Name of Directors	Status in the Committee	No. of Meetings	
		Held	Attended
Mr. D. Sudhakara Reddy	Chairman	6	6
Mrs. D. Deeptha	Member	6	3

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism / Whistle Blower Policy in place pursuant to section 177 (9) of the Companies Act 2013 and as per SEBI (LODR) Regulations, 2015.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS:

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

DEPOSITS:

The Company has not accepted any fresh deposits from the public and there are no outstanding dues in respect of the same .

DIRECTORS/ KEY MANAGERIAL PERSONNEL:

The Board comprises of one Managing Director and proper mix of non - executive Directors and Independent Directors.

Ms. Deeptha Reddy Lalani (DIN: 02610179) who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act 2013 and being eligible, seeks reappointment

At the Board meeting held on 31st July, 2019, Mr. Krishnamurthy Ramaswamy has been appointed as Company Secretary of the Company with effect from 31st July, 2019.

Pursuant to the provisions of Section 203 of the Companies Act 2013, Mr. D. Sudhakara Reddy, Managing Director, and Mr. Krishnamurthy Ramaswamy Company Secretary of the Company are the Whole-Time Key Managerial Personnel (KMP) of the Company as on date of this report. The remuneration and other details of KMP for the year 2018-19 are provided in Extract of the Annual Return which forms part of this Directors' report.

DECLARATION GIVEN BY INDEPENDENT DIRECTOR:

As required under Section 149(7) all the Independent Directors of the Company have submitted their annual declaration stating that they meet the criteria of independence as stated Section 149(6) of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES:

None of the employees draws remuneration exceeding the limit specified under the provisions of Companies Act, 2013. Hence, details of the employees of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not furnished.

ANNUAL EVALUATION BY THE BOARD

Pursuant to Section 134 of Companies Act, 2013 and in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors has carried out an annual performance evaluation of the Board, its Committees and Directors individually and is carried out as per the criteria laid down by the Nomination and Remuneration Committee.

Accordingly, as per Schedule V of Companies Act, 2013, the Independent Directors of the Company at their separate meeting evaluated the performance of non independent directors and the Board as a whole. They also evaluated the performance of Chairman of the Company and flow of information from the Management to the Board.

SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATION, POSITIVE ATTRIBUTES, INDEPENDENCE OF DIRECTOR:

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS:

There is no payment made to non-executive Directors during the year.

PERFORMANCE OF SUBSIDIARY /JOINT VENTURE/ASSOCIATE COMPANIES:

The Company does not have any Subsidiary/ Joint Venture / Associate Company

RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, ENERGY CONSERVATION:

The particulars prescribed by the section 134 (3) (m) of the Companies Act 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 relating to Conservation of Energy, Technology Absorption, Foreign Exchange are furnished below:

- a) Conservation of Energy : The Company tries to conserve energy wherever possible
- b) Technology Absorption : NIL
- c) Foreign Exchange Earnings : NIL
& outgo

GREEN INITIATIVE:

During the year 2018-19, we continued the sustainability initiative with the aim of going green and minimizing our impact on the environment. Like the previous year, this year too, we are publishing only the statutory disclosures in the print version of the Annual Report. Additional information is available on our website, www.regaliarealty.com

Electronic copies of the Annual Report 2018-19 and Notice of the 25th AGM are sent to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are sent in the permitted mode. Members requiring physical copies can send a request to the Company. The Company is providing remote E-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for remote E-voting are provided in the Notice.

AUDITORS:

The Shareholders of the Company at their meeting held on 28th September, 2018 on recommendation of the Board of Directors had appointed M/s. Arooran Associates Chartered Accountants (ICAI Firm Registration No.013968S) as the Statutory Auditors of the Company to conduct the audit for the financial year 2018-19 and to hold office up to the conclusion of this Annual General Meeting on such a remuneration as may be mutually decided by the Board of Directors and Auditors.

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, M/s. Arooran Associates, Chartered Accountants, (ICAI Firm Registration No.002908C), the present Statutory Auditors of the Company complete their term as Auditors in this Annual General Meeting.

As per the SEBI (LODR) Regulation, 2015 and Institute of Chartered Accountant of India (ICAI) , all listed Companies would be audited by only those who have been certified by the Peer Review Board of the Institute and hold peer review certificate issued by the Board. As M/s. Arooran Associates, Chartered Accountants, Statutory Auditors of the Company does not hold peer review certificate as required under SEBI (LODR) Regulations, 2015 has expressed their unwillingness to continue as Statutory Auditors and hence resigned from the Company.

In view of the above, M/s. V.Senthilnathan & Co., Chartered Accountants, (ICAI Firm Registration No. 003711S) who holds Peer Review Certificate have been appointed as Statutory Auditors of the Company for a term of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting on such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

Accordingly, the Directors recommend the resolution set out in the notice and placed before the Members be approved

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the year under review.

SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Mr.G.Naresh, Practicing Company Secretary (C.P. No.13129), Chennai to undertake the Secretarial Audit of the Company. There is no secretarial audit qualification for the year under review. The Secretarial Audit Report is annexed as Annexure-1

INTERNAL AUDITORS

Internal audit exercise does not arise as there is no activity in the Company during the year under review.

COST AUDIT REPORT

Cost audit exercise does not arise as there is no activity in the Company during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed discussion on the industry structure as well as on the financial and operational performance is contained in the 'management Discussion and 'Analysis Report ' that forms an integral part of this Report. The Management discussion Analysis Report is annexed as Annexure-2

CORPORATE GOVERNANCE:

Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, does not apply to your Company, as your Company's equity share Capital and net worth is below the threshold limit prescribed under the said Regulation. Hence, the Report on Corporate Governance is not provided.

RELATED PARTY TRANSACTIONS:

There was no contract or arrangements made with related parties falling under Section 188 of the Companies Act, 2013 during the year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS.

There are no significant material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments have occurred, affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

EXTRACT OF ANNUAL RETURN

The details forming part of the Extract of the Annual Return in form MGT 9 is enclosed herewith as Annexure-3 and the Extract of Annual Return has been placed in the web site of the company and web-link for the same is disclosed hereunder for reference as per provisions of Section 92 Sub Section 3 of the Companies Act, 2013. website link is www.regaliaarealty.com

INDUSTRIAL RELATIONS

During the year under review, your company enjoyed cordial relationship with workers and employees at all levels

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act 2013 pertaining to Corporate Social Responsibility are not applicable to the Company.

RISK MANAGEMENT:

The Company has in place a risk management policy which lays down a vigorous and active process for identification and mitigation for risks. The Policy has been adopted by the Board of Directors of the Company and the Audit Committee reviews the risk management on the mitigation plan from time to time.

GENERAL BODY MEETINGS

Sl No	Date and Time	Venue
1	28th September 2016 09.30 A.M	No. 10, Tarapore Avenue, Harrington Road, Chetpet, Chennai - 600 031
2	27th September 2017 09.30 A.M.	No. 10, Tarapore Avenue, Harrington Road, Chetpet, Chennai - 600 031
3	28th September 2018 10.00 A.M	No. 10, Tarapore Avenue, Harrington Road, Chetpet, Chennai - 600 031

COMPLIANCES OF THE COMPANY:

There have been no instances of non compliance by the Company on any matters related to the capital markets nor have any penalty/strictures been imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on such matters.

WHISTLE BLOWER POLICY:

The Company is yet to establish a mechanism for Whistle Blower Policy which is a non-mandatory requirement.

NON-MANDATORY REQUIREMENTS:

- i) The Board : The Company has an Executive Chairman. The composition of the Board of Directors and Committees of the Board are in line with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable provisions.
- ii) Shareholder rights : The quarterly / annual financial results of the Company are published in one English and one Tamil newspaper. Hence half-yearly financial performance of the Company is not sent individually to the household of shareholders.
- iii) The Directors are taking steps to remit all the statutory dues in the current year.
- iv) Training of Board members and Mechanism for evaluating non-executive Board members : The Directors on the Board are from diverse fields and have enough experience and expertise in their respective fields.

1.COMMUNICATION:

The Board of Directors of the Company approves and takes on record the un-audited/audited financial results and accounts in the proforma prescribed by the SEBI (LODR) Regulations, 2015 and Listing Agreement with Stock Exchanges after the financial results were reviewed by the Audit Committee and thereafter,

announces forthwith the results to all the Stock Exchanges where the shares of the Company are listed.

INTERNAL CONTROL SYSTEMS

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and that transaction are authorised, recorded and reported correctly.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year the company has not received any complaint under Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

1. In the preparation of the accounts for the financial year ended 31st March 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. The Directors have 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 at the end of the financial year and of the profit of the Company for that period;

3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Directors have prepared the accounts for the financial year ended 31st March 2019 on a 'going concern' basis.
5. The directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGMENT:

The Company and its Directors wish to extend their sincere thanks to the Members of the Company, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

For & on behalf of the Board of Directors
sd/-

Place :- Chennai
Date :- 31-07-2019

D.Sudhakara Reddy
Chairman & Managing Director

Annexure - 1

To,
The Members,
M/s.REGALIAA REALTY LIMITED,
CIN: L70101TN1994PLC028978
No.10, Tarapore Avenue, Harrington Road,
Chetpet, Chennai: 600031, Tamil Nadu.

Our Secretarial Audit Report (Form No. MR-3) of even date, for the financial year ended 31-03-2019 is to be read along with this letter.

Management Responsibility:

It is responsibility of the management of the Company to maintain Secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

1. Our responsibility is to express an opinion on these Secretarial records, standards and procedures followed by the Company with respect to Secretarial compliances.
2. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
3. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer:

4. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
5. We have not verified the correctness and appropriateness of financial records and books of account of the company.

CS. NARESH G.
Practicing Company Secretary,
Membership No. FCS 10180
C.P.No. 13129

Place: Chennai
Date : 15.08.2019

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[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,
REGALIAA REALTY LIMITED,
CIN: L70101TN1994PLC028978
No.10, Tarapore Avenue, Harrington Road,
Chetpet, Chennai: 600031, Tamil Nadu

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by REGALIAA REALTY LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of REGALIAA REALTY LIMITED books, papers, 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 31st March 2019, has 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:

I have examined the books, papers, forms and returns filed and other records maintained by REGALIAA REALTY LIMITED (“the Company”) for the financial year ended on 31st March 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
-The provisions of the Companies Act, 2013 applicable to listed Companies, Board Composition, various Committees, Key Managerial Personnel, Appointment of Independent Director and related procedures, Managerial Remuneration procedures, Retirement of Director by rotation, Maintenance of Statutory Records including Board / Committee / AGM Minutes, and various disclosures by Directors, not been complied with.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; -
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (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;- [Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment]

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (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, 2009; (NOT APPLICABLE)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (NOT APPLICABLE)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (NOT APPLICABLE)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (NOT APPLICABLE)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (NOT APPLICABLE)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (NOT APPLICABLE)
- (vi) The Management has identified and confirmed the following laws are specifically applicable to the Company and Company has complied with following laws wherever applicable;
- i. Construction and Demolition Waste Management Rules, 2016
 - ii. Building And Other Construction Workers (Regulation Of Employment and Conditions Of Service) Act, 1996
 - iii. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Central Rules, 1998
 - iv. The Building And Other Construction Workers' Welfare Cess Act, 1996 Building and Other Construction Workers Welfare Cess Rules, 1998
 - v. Building and Other Construction Workers Welfare Cess Rules, 1998
 - vi. Real Estate Regulation and Development Act, 2016

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

- (I) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India:- Complied with

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with BSE Limited;

During the period under review the Company has complied with provisions of the Act, Rules Regulations, Guidelines, and Standards Etc.,

I further report that;-

➤ The Board of Directors of the Company is not constituted with proper balance of Non-Executive Directors and Independent Director. There was a slight change in the composition of the Board of Directors during the period under review.

➤ Adequate notice is given to all directors to schedule the Board Meetings, which is sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

➤ All the decisions of the Board and Committees thereof were carried out with requisite majority;

➤ I further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificates (s) issued by the Company Secretaries and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

➤ As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that during the audit period there were no following specific events / actions having major bearing on Company affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc.

CS. NARESH G.
Practicing Company Secretary
Membership No. FCS 10180
C.P.N o.
13129.

Place: Chennai
Date: 15.08.2019

Annexure - 2 MANAGEMENT

DISCUSSION & ANALYSIS

This discussion covers the financial results for the Financial Year April 2018 – March 2019 taking into account the likely economic growth in both Global & Indian Economy.

GLOBAL & INDIAN ECONOMY

The Global economy has been going through challenging times due to political conflicts, cross border terrorism and uncertain economic situation.

Due to tightening of money flow by RBI to control inflation, and large NPAs with Banks, availability of funds at reasonable cost became impossible and thus impacted Realty Industry.

The growth in Realty Industry during the year was static with over supply in the market and the general recessionary environment and slow down in economy.

FUTURE PROSPECTS :

The country is facing a difficult economic situation due to escalating interest rate and inflation. The prospects for the present year does not look bright for the Realty Industry.

OPPORTUNITIES :

Though the Company has resolved all outstanding issues relating to the lenders and also the land owner during 2016-17, Phase II of “The Ferns” project could not be taken up due to adverse market conditions and lack of working capital.

THREATS :

The interest rate on Housing Loan is on the higher side and there are no sign of substantial reduction. The competition is also increasing almost every month in the city of Chennai with several new Builders coming in from various parts of the country with established brand names.

There has been a substantial increase in the cost of labour, fluctuating cost of important construction materials and non availability of migrant labourers has affected the prospects of the Industry.

RISK MANAGEMENT:

The Company has in place a risk management policy which lays down a vigorous and active process for identification and mitigation for risks. The Policy has been adopted by the Board of Directors of the Company and the Audit Committee reviews the risk management on the mitigation plan from time to time.

Annexure - 3
Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L70101 TN 1994 PLC 028978
- ii) Registration Date : 19.10.1994
- iii) Name of the Company : REGALIAA REALTY LTD
- iv) Category / Sub-Category of the Company : PUBLIC LIMITED COMPANY
- v) Address of the registered office and contact details : No.10 Tarapore Avenue,
Harrington Road,
Chennai – 600 031
- vi) Whether listed Company : YES, Listed in BSE
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Cameo Corporate Services Ltd.
Subramanian Building,
No. Club House Road,
Chennai 600 002

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: PROPERTY DEVELOPMENT

S.No	Name and Description of Main Product/ Services	NIC Code of the Product	% to Total Turnover of the Company
1.	NOT APPLICABLE	-	NIL

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I Category-wise Share Holding

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights		Total as a % of Total Voting rights			No.(a)	As a % of total Shares held (b)	No.(a)	As a % of total Shares held (b)		
									Class X	Class Y									Total
1.	INDIAN																		
a.	Individuals/Hindu undivided Family		1	166670	0	0	166670	4.63	166670	0	166670	4.63	0	4.63	0	0	0	0	166670
	Names :																		
	SUDHAKAR REDDY	AAGPR3101F		166670			166670	4.63	166670	0	166670	4.63		4.63	0	0	0	0	166670
b.	Central Government/ State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c.	Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d.	ANY OTHER																		
	Sub-Total (A)(1)		1	166670	0	0	166670	4.63	166670	0	166670	4.63	0	4.63	0	0	0	0	166670
2.	FOREIGN																		
a.	Individuals (Non-Resident Individuals/ Foreign Individuals)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
b.	Government		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c.	Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d.	Foreign Portfolio Investor		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
f.	ANY OTHER																		
	Sub-Total (A)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		1	166670	0	0	166670	4.63	166670	0	166670	4.63	0	4.63	0	0	0	0	166670
Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.																			

I Category-wise Share Holding

Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV + V + VI)	Shareholding% calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (X)			No. of Shares Outstanding convertible securities (including Warrants) (X)	Total Shareholding - as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked-in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of Total Voting rights	No.(a)	As a % of total Shares held (b)	No. (a) (Not applicable)		As a % of total Shares held (Not applicable) (b)
								Class X	Class Y	Total								
1. INSTITUTIONS																		
a. Mutual Funds/		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
b. Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
c. Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
d. Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
e. Foreign Portfolio Investor (Corporate)		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
f. Financial Institutions/ Banks		1	3400	0	0	3400	0.09	3400	0	3400	0.09	0	0	0	NA		0	
g. Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
h. Pension Funds/ Provident Funds/		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
i. ANY OTHER																		
l. Market Maker		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
Sub-Total (B)(1)		1	3400	0	0	3400	0.09	3400	0	3400	0.09	0	0	0	NA		0	
2. Central Government/ State Government(s)/ President of India		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
Sub-Total (B)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
3. NON-INSTITUTIONS																		
a. INDIVIDUALS																		
i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		1061	681851	0	0	681851	18.94	681851	0	681851	18.94	0	0	0	NA		319351	
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		6	470275	0	0	470275	13.06	470275	0	470275	13.06	0	0	0	NA		236675	
Names :																		
RISON C H			207800	0	0	207800	5.77	207800	0	207800	5.77	0	0	0	0		0	
NARGESH K PARAKH	AAAP7723R		40000	0	0	40000	1.11	40000	0	40000	1.11	0	0	0	0		40000	
RAJESHWARI S S	AAAPR6127M		96800	0	0	96800	2.69	96800	0	96800	2.69	0	0	0	0		96800	
SANJEEV KUMAR MANCHANDA	AJFPM6681D		64700	0	0	64700	1.8	64700	0	64700	1.8	0	0	0	0		64700	
NBFCs registered with SEI		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
c. Employee Trusts		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
d. Overseas Depositories (holding DRs)		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
e. ANY OTHER																		
BODIES CORPORATE		24	2210093	0	0	2210093	61.39	2210093	0	2210093	61.39	0	0	0	NA		2172393	
Names :																		
VIGFIN HOLDINGS (P) LIMITED	AAACV0908K		43350	0	0	43350	1.2	43350	0	43350	1.2	0	0	0	0		43350	
PEETI SECURITIES LIMITED	AABCPC2138A		41300	0	0	41300	1.15	41300	0	41300	1.15	0	0	0	0		41300	
KARVY FINANCIAL SERVICES LIMITED	AACCR6354L		2000100	0	0	2000100	55.56	2000100	0	2000100	55.56	0	0	0	0		2000100	
Cleaning Members		1	200	0	0	200	0.01	200	0	200	0.01	0	0	0	NA		200	
HINDU UNDIVIDED FAMILIES		14	4696	0	0	4696	0.13	4696	0	4696	0.13	0	0	0	NA		4696	
NRI - Non- Repat		1	100	0	0	100	0	100	0	100	0	0	0	0	NA		100	
NRI - Repat		19	62715	0	0	62715	1.74	62715	0	62715	1.74	0	0	0	NA		415	
e. Foreign Portfolio Investor (Individual)		0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0	
Sub-Total (B)(3)		1126	3429930	0	0	3429930	95.28	3429930	0	3429930	95.28	0	0	0	NA		2734130	
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		1127	3433330	0	0	3433330	95.37	3433330	0	3433330	95.37	0	0	0	NA		2734130	
Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):																		
Details of Shares which remain unclaimed may be given bear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.																		

(ii) Shareholding of Promoters

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	M/s.KARVY FINANCIAL SERVICES PVT. LTD.	2000100	55.56	0.0000	2000100	55.56	0.0000	0.0000

(iii) Change in Promoters' Shareholding (please specify, if there is no change)- No Change

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No of Shares	% Total Shares of the Company
1	M/s. KARVY FINNCIAL SERVICES PVT.LTD.				
	At the beginning of the year	2000100	55.56	No change	55.56
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	2000100	55.56	No change	55.56

S.No	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No of Shares	%Total Shares of the Company
2	Mr. KIRON CH				
	At the beginning of the year	207800	5.77	No Change	5.77
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	207800	5.77	No Change	5.77

S.No	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No of Shares	%Total Shares of the Company
3	Mr.Sudhakar Reddy				
	At the beginning of the year	166670	4.62	No Change	4.62
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	166670	4.62	No Change	4.62

S.No	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No of Shares	%Total Shares of the Company
4	Mrs.RAJESHWARI S.S.				
	At the beginning of the year	96800	2.68	No Change	2.68
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	96800	2.68	No Change	2.68

S.No	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No of Shares	%Total Shares of the Company
5	M/S. VIGFIN HOLDINGS (P) LTD				
	At the beginning of the year	43350	1.20	No Change	1.20
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year)	43350	1.20	No Change	1.20

S.No	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No of Shares	%Total Shares of the Company
6	M/s PEETI SECURITIES LTD				
	At the beginning of the year	41300	1.14	No Change	1.14
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	41300	1.14	No Change	1.14

S.No	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No of Shares	%Total Shares of the Company
7	HEENA SHAH				
	At the beginning of the year	40000	1.11	No Change	1.11
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Sale on 20 Sep 18 4525	0.12	35475	0.98
	At the End of the year (or on the date of separation, if separated during the year)	35475	0.98	No Change	No Change

S.No	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No of Shares	%Total Shares of the Company
8	NARGESH K PARAKH				
	At the beginning of the year	40000	1.11	No Change	1.11
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	40000	1.11	No Change	1.11

S.No	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No of Shares	%Total Shares of the Company
9	JAYAGOPAL RAJAGOPAL				
	At the beginning of the year	34700	0.96	No Change	0.96
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	34700	0.96	No Change	0.96

S.No	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No of Shares	%Total Shares of the Company
10	Mr. GRORICH CONSULTANTS P LTD				
	At the beginning of the year	34600	0.96	No Change	0.96
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	34600	0.96	No Change	0.96

Independent Auditors' Report

To the Members of
M/s. Regaliaa Realty Limited,
No.10, Tarapore Avenue, Harrington Road,
Chennai – 600 031.

Report on the Financial Statements

Opinion

I have audited the accompanying Standalone financial statements of M/s. Regaliaa Realty Limited (“the Company”) which comprises the Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and loss for the year ended on that date.

Basis for Opinion

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. I am independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities;

selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, I report that:

I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.

- a. In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- b. The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- c. In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- d. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- e. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate Report in “Annexure B”.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

RAMANATHAN GANESAN
Chartered Accountant
Membership No: 212873

Place: Chennai
Date: 15.05.2019

“Annexure A” to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019;

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in my opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 3) In my opinion and according to the information and explanations given to me, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 4) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 5) (a) According to information and explanations given to me and on the basis of my examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Goods and service tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to me, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanation given to me, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and Good and service tax outstanding on account of any dispute.

- 6) In my opinion and according to the information and explanations given to me, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 7) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 8) Based upon the audit procedures performed and the information and explanations given by the management, I report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 10) In my opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 11) In my opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 12) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 13) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 14) In my opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

RAMANATHAN GANESAN
Chartered Accountant
Membership No: 212873

Place: Chennai
Date: 15.05.2019

“Annexure B” to the Independent Auditor's Report of even date on the Standalone Financial Statements of M/s. Regaliaa Realty Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

I have audited the internal financial controls over financial reporting of M/s. Regaliaa Realty Limited Company as of March 31, 2019 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on these responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

RAMANATHAN GANESAN

Chartered Accountant

Membership No: 212873

Place: Chennai

Date: 15.05.2019

Regaliaa Realty Limited				
CIN: L7010TN1994PLC028978				
10, Tarapore Avenue, Harrington Road, Chennai - 600 031				
BALANCE SHEET AS AT 31st MARCH 2019				
	Particulars	Note No	AS AT 31-03-2019 Rs.	AS AT 31-03-2018 Rs.
	1	2		
I	<u>EQUITY AND LIABILITIES</u>			
	(1) <u>Shareholder's Funds:</u>			
	(a) Capital	1	36,000,000	36,000,000
	(b) Reserves and Surplus	2	(61,320,014)	(59,598,774)
	(C) Money received against share Warrants		-	-
	(2) Share Application Money Pending Allotment		-	-
	(3) <u>Non-Current Liabilities</u>			
	(a) Long Term Borrowings	3	51,648,937	50,787,739
	(b) Deferred Tax Liabilities (Net)		-	-
	(c) Other Long Term Liabilities		-	-
	(d) Long Term Provisions		-	-
	(4) <u>Current Liabilities</u>			
	(a) Short Term Borrowings		-	-
	(b) Trade Payables	4	25,072,841	25,072,841
	(c) Other Current Liabilities	5	17,707,103	17,176,335
	(d) Short Term Provisions	6	6,093,316	5,900,000
	Total		75,202,183	75,338,141
II	<u>ASSETS</u>			
	(1) <u>Non - Current Assets</u>			
	(a) Fixed Assets			
	(i) Tangible Assets	7	5,619,605	5,755,564
	(ii) Intangible Assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(b) Non Current Investments		-	-
	(c) Deferred tax Assets (Net)	8	6,209,919	6,209,919
	(d) Long term Loans and Advances		-	-
	(e) Other non-current assets		-	-
	(2) <u>Current Assets</u>			
	(a) Current Investments		-	-
	(b) Inventories	9	58,429,425	58,429,425
	(c) Trade Receivables	10	420,045	420,045
	(d) Cash and Cash equivalents	11	6,869	6,869
	(e) Short Term Loans and Advances	12	4,516,320	4,516,320
	Total		75,202,183	75,338,141
As per our report of even date				
For & on behalf of the Board of Directors REGALIAA REALTY LTD				
RAMANATHAN GANESAN				
Chartered Accountant				
M.No : 212873				
Date : 15-05-2019				
Place : Chennai				
		D.Sudhakara Reddy Chairman & Manging Director (DIN : 01574231)		Kavitha Renganathan Director (DIN : 08165748)

Regaliaa Realty Limited CIN: L7010TN1994PLC028978 10, Tarapore Avenue, Harrington Road, Chennai - 600 031 STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2019				
	Particulars	Note No.	For the year ended 31-03-2019 Rs.	For the year ended 31-03-2018 Rs.
I	Revenue from Operations			
II	Other Income	13	-	-
III	Total Revenue (I+II)		-	-
IV	Expenses			
	Cost of Raw Material Consumed		-	-
	Purchase of Stock in trade		-	-
	Changes in Finished Goods,WIP and Stock in Trade		-	-
	Employee Benefits Expenses	14	172,222	575,061
	Finance Cost	15	683,871	437,371
	Depreciation and Amortisation Expenses	7	135,958	145,725
	Other Expenses	16	729,189	900,802
	Total Expenses		1,721,240	2,058,959
V	Profit before exceptional and extraordinary items and taxes (III - IV)		(1,721,240)	(2,058,959)
VI	Exceptional Items		-	-
VII	Profit before extra ordinary items and taxes (V-VI)		(1,721,240)	(2,058,959)
VIII	Extra ordinary Items		-	-
IX	Profit before Tax		(1,721,240)	(2,058,959)
X	Tax Expenses			
	(i) Current Tax		-	-
	(ii) Deferred Tax		-	-
XI	Profit/(Loss) for the period from continuing operations (VII-VIII)		(1,721,240)	(2,058,959)
XII	Profit/(Loss) from Discontinuing Operations		-	-
XIII	Tax Expenses of Discontinuing Operations		-	-
XIV	Profit and Loss from Discontinuing Opearations (after Tax) (XII-XIII)		-	-
XV	Profit /(Loss) for the Period (XI+XIV)		(1,721,240)	(2,058,959)
XVI	Earning Per Equity Shares (Face Value Rs. 10/-)			
	Basic		(0.48)	(0.57)
	Diluted EPS			
	Notes on Accounts	17		
As per our report of even date				
For & on behalf of the Board of Directors REGALIAA REALTY LTD				
RAMANATHAN GANESAN Chartered Accountant M.No : 212873 Date : 15-05-2019 Place : Chennai				
D.Sudhakara Reddy Chairman & Manging Director (DIN : 01574231)				
Kavitha Renganathan Director (DIN : 08165748)				

Regaliaa Realty Ltd
10, Tarapore Avenue, Harrington Road, Chennai - 600 031

Cash Flow Statement for the year ended 31st March 2019

Inflow of Cash

Unsecured Loans:

Suhakara Reddy (MD)		185,540
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Outflow of Cash

Expenses:

Conveyance	645	
Postage & courier	3,245	
Printing & stationery	9,228	
Service charges	200	
Salary	170,000	
Staff welfare	2,222	185,540

Net Inflow		0
Cash and Cash equivalents as at 1st April 2018		6,869
Cash and Cash equivalents as at 31st March 2019		6,869
Net increase in cash & Cash Equivalents		0

Cash & Cash Equivalents

As on

31st March 2019 31st March 2018

Cash in Hand	1,994	1,994
Cash at Bank	4,875	4,875
Cash & Cash equivalents as stated	6,869	6,869

**For & on behalf of the Board of Directors
REGALIAA REALTY LTD**

RAMANATHAN GANESAN

Chartered Accountant

M.No : 212873

Date : 15-05-2019

Place : Chennai

D.Sudhakara Reddy
Chairman & Managing Director
(DIN : 01574231)

Kavitha Renganathan
Director
(DIN : 08165748)

Regaliaa Realty Limited			
10, Tarapore Avenue, Harrington Road, Chennai - 600 031			
Particulars		Year ended 31-03-2019 Rs.	Year ended 31-03-2018 Rs.
<u>NOTE 1: CAPITAL</u>			
Authorised Share Capital			
72,00,000 Equity Shares of Rs.10/- each		72,000,000	72,000,000
3,60,000 Preference Shares of Rs.100/- each		36,000,000	36,000,000
		108,000,000	108,000,000
Issued, Subscribed & Paid-up			
36,00,000 Equity Shares of Rs.10/- each		36,000,000	36,000,000
Total		36,000,000	36,000,000
<u>NOTE 2: RESERVES AND SURPLUS</u>			
<u>a) Profit & Loss a/c</u>			
Opening Balance		(64,197,745)	(62,138,786)
Addition During the Year		(1,721,240)	(2,058,959)
Total		(65,918,985)	(64,197,745)
<u>b) Securities Premium a/c</u>			
Opening Balance		745,200	745,200
Addition During the Year		-	-
Total		745,200	745,200
<u>c) General Reserve a/c</u>			
Opening Balance		3,853,771	3,853,771
Total		(61,320,014)	(59,598,774)
<u>NOTE 3: LONG TERM BORROWINGS</u>			
<u>a) Term Loans</u>			
<u> i) Secured Loans</u>			
		-	-
		-	-
<u> ii) Unsecured Loans</u>			
Others		51,648,937	50,787,739
		51,648,937	50,787,739
Total		51,648,937	50,787,739

Regaliaa Realty Limited 10, Tarapore Avenue, Harrington Road, Chennai - 600 031		
Particulars	Year ended 31-03-2019 Rs.	Year ended 31-03-2018 Rs.
<u>NOTE 4: TRADE PAYABLE</u>		
Creditors for Trade	25,072,841	25,072,841
Total	25,072,841	25,072,841
<u>NOTE 5: OTHER CURRENT LIABILITIES</u>		
Creditors for Expenses	3,200,000	3,200,000
Advance from parties	5,755,000	5,755,000
Other Liabilities	8,752,103	8,221,335
Total	17,707,103	17,176,335
<u>NOTE 6: SHORT TERM PROVISIONS</u>		
Provision for Taxation	5,900,000	5,900,000
Provision for Professional charges	168,316	
Provision for Audit fees	25,000	-
Total	6,093,316	5,900,000
<u>NOTE 8: DEFERRED TAX ASSETS:</u>		
As per last year's Balance Sheet	6,209,919	6,209,919
For the period transferred from Profit & Loss A/c	-	-
Total	6,209,919	6,209,919
<u>NOTE 9: INVENTORIES</u>		
THE FERNS -WIP	58,429,425	58,429,425
Total	58,429,425	58,429,425
<u>NOTE 10: TRADE RECEIVABLES</u>		
[considered good & in respect of which the company holds no security other than debtors personal security]		
Outstanding over Six Months	420,045	420,045
Other Debts	-	-
Total	420,045	420,045
<u>NOTE 11: CASH AND CASH EQUIVALENTS</u>		
Cash in Hand	1,994	1,994
Indian Bank - Homcourt A/c.	4,875	4,875
Total	6,869	6,869
<u>NOTE 12: SHORT TERM LOANS AND ADVANCES</u>		
[Considered good & in respect of which the company holds no security other than personal security]		
Advances recoverable in cash or in kind	-	-
Advances and Deposit - Others	-	-
Advance Tax ,TDS	4,516,320	4,516,320
Total	4,516,320	4,516,320

Regaliaa Realty Limited 10, Tarapore Avenue, Harrington Road, Chennai - 600 031		
Particulars	Year ended 31-03-2019 Rs.	Year ended 31-03-2018 Rs.
<u>NOTE 13: OTHER INCOME</u>		
Other Income	-	-
	-	-
<u>NOTE 14: EMPLOYEE BENEFITS EXPENSES</u>		
Salary	170,000	572,961
Staff Welfare	2,222	2,100
Total	172,222	575,061
<u>NOTE 15: FINANCE COST</u>		
Interest	683,871	437,371
Total	683,871	437,371
<u>NOTE 16: OTHER EXPENSES</u>		
Auditor's Remuneration	25,000	25,000
Conveyance	645	2,170
Filing Fees	77,815	72,000
Listing Fee	295,000	301,666
Postage & Courier	3,245	3,724
Printing & Stationery	9,228	1,885
Professional Charges	312,156	284,167
Repairs & Maintenance	-	170
Service Charges	6,100	73,181
Subscription, Membership & Regn. Fees	-	136,839
Total	729,189	900,802

NOTE 7-FIXED ASSETS & DEPRECIATION

31-03-19

Date of Purchase / Put to use	Particular	Original Cost (Rs)	Dep charged upto 31.03.2018	WDV as on 01.04.2018	Life as per AS-6	Life as per Co. Act, 2013	Useful Life Taken	Life Used till 31/03/2019	Remaining Life	Salvaged value	Depreciable amount over whole life	Excess Dep. (Already charged)	Rate of Dep.	Dep for the Year 2018-19	Adjusted with Retained Earning	WDV as on 31st Mar 2019	
(A) LAND	Club House	2,869,000	-	2,869,000		-	-	-	-	-	-	-	0.00%	-	-	2,869,000	
(B) Buildings																	
1-Nov-2010	Building-Club house	2,786,200	738,661	2,047,539		60.00	60.00	6.42	53.58	139,310	2,646,890	-	4.89%	100,169	-	1,947,370	
13-Nov-1997	Building-SB Road	2,558,856	1,807,575	751,281		60.00	60.00	19.39	40.61	127,943	2,430,913	-	4.27%	32,046	-	719,234	
13-Nov-1997	Building-Temple	298,853	211,109	87,744		60.00	60.00	19.39	40.61	14,943	283,910	-	4.27%	3,743	-	84,001	
				2,886,563												135,958	2,750,605
				5,755,563												135,958	5,619,605

Note - 17

Notes on Accounts

I Summary of Significant Accounting Policies:

Basis of Preparation of Accounts

- 1 The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013 ('the Act'), read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except the change in accounting policy explained below.

Change in accounting policy

Depreciation of fixed assets : Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year is likely to hold good for future years also.

Useful lives/depreciation rates : Considering the applicability of Schedule II Companies act 2013, the management has re-estimated useful lives and residual values of all its fixed assets. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets prescribed under Schedule II.

- 2 Development of Projects in Progress are valued at cost.

II Notes

- 1 Dues to Micro, Small and Medium Enterprises to the extent identified - Rs.Nil (Previous Yr.-Nil).
No Interest has been paid/payable on such outstanding if any during the year. (Previous Yr.-Nil).

2 <u>Basis & Diluted Earnings per share</u>	<u>3/31/2019</u>	<u>3/31/2018</u>
Share Capital	36000000	36000000
Profit after Tax	(1721240)	(2058959)
Share Premium	745200	745200
General Reserve	3853771	3853771
	<u>38877731</u>	<u>38540012</u>
Weighted average No. of Equity Shares during the year	3600000	3600000
Basic & Diluted Earnings per share	(0.48)	(0.57)

3 Figures of previous period have been regrouped wherever necessary.

4 Related Parties Disclosure :-

Name of the Key Management Personnel

Mr.D.Sudhakara Reddy - Chairman and Managing Director

Managerial Remuneration Paid during the Year - Rs. Nil

5 Deferred Taxation

Deferred Tax resulting from timing difference that are temporary in nature being the difference between the depreciation under Companies Act. and Income Tax Act, has been made. As the depreciation under the Companies Act is more than the one under Income Tax Act, Deferred Tax Assets has been made and included with the existing deferred tax assets in the Balance Sheet.

6 Provision for Taxation

Income Tax provision for the Current year has been made on the basis that , all the outstanding dues as on Balance Sheet Date to be remitted before the filing of the Return of Income.

7 Break up of Audit Fees

	<u>FY 2018-19</u>	<u>FY 2017-18</u>
Statutory Audit Fees	25,000	50,000
Certification Fees	-	-
Service Tax	-	-
	<u>25,000</u>	<u>50,000</u>

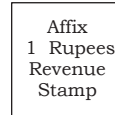
REGALIAA REALTY LTD

Regd. Office: 10, Tarapore Avenue, Harrington Road, Chennai - 600 031.

PROXYFORM

I/We.....
of in the District of
..... being the Member(s) of Regaliaa Realty Ltd., hereby appoint
Mr./Ms..... of
in the District of
as my/our Proxy to attend and vote for me/us, on my/our behalf at the 25th Annual General Meeting of the Company to be held on Friday the 27th September 2019, at No. 7, 5th Harrington Road, Chennai - 600 031, at 09.30 A.M. and at any adjournment thereof.

Signed 27th day of September 2019



The instrument appointing a Proxy must be deposited at the Registered Office of the Company not less than Forty Eight hours before the time of holding the Meeting.

REGALIAA REALTY LTD

Regd. Office: 10, Tarapore Avenue, Harrington Road, Chennai - 600 031.

ATTENDANCESLIP

(To be handed over at the entrance of the Meeting Hall)

Full Name of the Member attending (in Block Letters)

Full Name of the First Joint-holder
(To be filled-in if first named joint-holder does not attend the Meeting)

Name of the Proxy
(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 25th Annual General Meeting of the Company on Friday the 27th September' 2019 at No. No. 7, 5th Harrington Road, Chennai - 600 031.

Regd. Folio No

No. of Shares held

Member's/Proxy's Signature
(to be signed at the time of handing over this slip)

If Undelivered, Please Return to:
REGALIAA REALTY LTD.,
No.7, 5th Avenue,
Harrington Road, Chetpet,
Chennai (TN) - 600 031.