



## REGENCY TRUST LTD.

September 3, 2021

To,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

**Scrip Code** : 511585  
**Sub** : Annual Report of the Company for the FY 2020-21

Dear Sir / Madam,

In compliance with Reg. 34 of the SEBI (LODR) Regulations, 2015, please find attached herewith Annual Report of the Company for the FY 2020-21 along with notice of Annual General Meeting.

Date of Annual General Meeting - September 30, 2021.

This is for your record and information.

Thanking you,

Yours faithfully,

For **Regency Trust Limited**

**Rajesh Kapoor**  
**Director (Finance) and CFO**  
**DIN - 02757121**

---

---

# **REGENCY TRUST LIMITED**

---

---

**Annual Report 2020-21**

---

---

## CONTENTS

<b>PARTICULARS</b>	<b>PAGE NO.</b>
<b>AGM Notice</b>	<b>1-11</b>
<b>Directors' Report</b>	<b>12-18</b>
<b>Details of Conservation of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo</b>	<b>19</b>
<b>Extract of Nomination and Remuneration Policy</b>	<b>20</b>
<b>Corporate Governance</b>	<b>21-31</b>
<b>Management Discussion and Analysis</b>	<b>32-33</b>
<b>Secretarial Audits' Report</b>	<b>34-38</b>
<b>Statutory Auditors' Report</b>	<b>39-50</b>
<b>Balance Sheet</b>	<b>51</b>
<b>Statement of Profit and Loss Account</b>	<b>52</b>
<b>Cash Flow Statement</b>	<b>53</b>
<b>Notes to Financial Statements</b>	<b>54-61</b>

# REGENCY TRUST LIMITED

**Reg. Off:**39 R B C Road, Ground Floor, Near DumDum Central Jail, Kolkata – 700028  
**Corp. Off:**G-10, Harmony, 3<sup>rd</sup> Cross Lane, Lokhandwala Complex, Andheri (West), Mumbai – 400053  
**CIN –** L27109WB1988PLC045119 | **Website:** www.regencytrust.co.in

---

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of Regency Trust Limited will be held on Thursday, September 30, 2021 at 9:00 A.M. at the Registered Office of the Company at 39 R B C Road, Ground Floor, Near Dum Dum Central Jail, Kolkata - 700028, in view of the COVID-19 pandemic, the Annual General Meeting will be convened through Video Conferencing ("VC")/Other Audio-Visual Means ("OVAM") in compliance with the applicable provisions of Companies Act, 2013 and the rules notified there under to transact the following business:

---

### ORDINARY BUSINESS(s):

#### 1. ADOPTION OF ACCOUNTS:

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 together with the Report of the Board of Directors and the Auditors thereon.

#### 2. REAPPOINTMENT OF AUDITORS

**"RESOLVED THAT** pursuant to the provision of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s Dinesh H. Agarwal & Company, Chartered Accountants (FRN 129273W), be and are hereby reappointed as the Statutory Auditors of the Company to hold office for a further period of two (2) financial years (for FY 2021-2022 till FY 2022-2023) i.e from conclusion of this Annual General Meeting till conclusion of subsequent second Annual General Meeting, at a remuneration to be determined by the Board of Directors and Auditors;

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution."

**SPECIAL BUSINESS(s):**

**3. REAPPOINTMENT OF MS. NEHA BADLANI (DIN: 07428157) AS INDEPENDENT NON-EXECUTIVE DIRECTOR:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provision of Section 149, 196 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Ms. Neha Badlani be and is hereby re-appointed as Independent Director of the Company for a further period of 5 (five) years, i.e. from March 23, 2021 to March 22, 2026.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

**By order of the Board  
Regency Trust Limited**

**Rajesh Kapoor  
Director (Finance) & CFO  
DIN: 02757121**

**Date: August 12, 2021  
Place: Mumbai**

**Reg. Office:** 39 R B C Road, Ground Floor,  
Near DumDum Central Jail, Kolkata - 700028

**NOTES:**

1. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.
2. The Company has appointed **M/s. Maitihili Nandedkar & Associates**, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process.
3. The result of the e-voting shall be declared by the director of the company.
4. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
5. For the convenience of the Members, for proper conduct of the Meeting and as a measure to save cost, Members are requested to bring their copy of Annual Report along with the Ballot Paper and Attendance Slip to the Meeting and hand over the Slip at the entrance duly signed by them. Duplicate Admission slips will not be provided at the meeting hall.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting
7. The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2021 to September 26, 2021 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
8. The e-voting period begins on Monday, September 27, 2021 at 10.00 a.m. and ends on Wednesday, September 29, 2021 at 5.00 p.m. During this period, shareholders' of the Company, holding shares as on the cut-off date i.e. September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
9. For security reasons, no gadgets, mobile phones, cameras, article/baggage will be allowed at the venue of the Meeting. The Members/attendees are strictly requested not to bring any gadgets, mobile phones, cameras, article/baggage, etc. to the venue of the Meeting. Members/Proxies are requested to carry their Original Photo ID.
10. All documents referred to in this notice are open for inspection at the Registered Office of the Company between 11.00 am to 4.00 pm on any working day till the date of AGM.
11. The facility for voting through polling paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.
12. Pursuant to proviso to Regulation 40(1) of the Regulations, effective 1st April 2019, the Company is not permitted to process requests for transfer of securities, other than transmission or transposition of names in physical form. So, persons holding shares in physical form are requested to take actions for dematerialisation of their holdings to ensure hassle free transactions in the shares.
13. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may obtain the nomination form from the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
14. Members may note that as per the Secretarial Standard 2 notified by the Government, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting and hence there will be no distribution of packaged items in connection with the meeting.

**By order of the Board  
Regency Trust Limited**

**Rajesh Kapoor  
Director (Finance) & CFO  
DIN: 02757121**

**Date:** August 12, 2021  
**Place:** Mumbai

**Reg. Office:** 39 R B C Road, Ground Floor,  
Near DumDum Central Jail, Kolkata - 700028

# REGENCY TRUST LIMITED

**Reg. Off:**39 R B C Road, Ground Floor, Near DumDum Central Jail, Kolkata – 700028  
**Corp. Off:**G-10, Harmony, 3<sup>rd</sup> Cross Lane, Lokhandwala Complex, Andheri (West), Mumbai – 400053  
**CIN** – L27109WB1988PLC045119 | **Website:**www.regencytrust.co.in

---

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3: REAPPOINTMENT OF MS. NEHA BADLANI (DIN: 07428157) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as Independent Directors. Ms. Neha Badlani is an Independent Non Executive Director of the Company. She was appointed w.e.f. March 23, 2016 for a period of five years, i.e. upto March 22, 2021. The Board of Directors, recommended the re-appointment of Ms. Neha Badlani as an Independent Non-Executive Director of the Company for a further period of five years, i.e. from March 23, 2021 to March 22, 2026, without any remuneration and not liable to retire by rotation. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice in writing for appointment of Ms. Neha Badlani as an Independent Non-Executive Director. The Board has undertaken due diligence of Ms. Neha Badlani to determine his eligibility for re-appointment as Independent Director on the Board, based upon her qualification, expertise, track record, integrity etc.

Further, in the opinion of the Board, Ms. Neha Badlani fulfills the conditions specified in the Act and the rules made there under, and that she is independent of management.

#### Profile of Ms. Neha Badlani:

Ms. Neha Badlani, is a graduate, and has over 10 years of extensive experience in administration and management. She is not related to any other Director of the Company and is also not a Director in any other listed Company. She or her relatives do not hold any shares in the Company.

She is member of Audit committee, Nomination and remuneration committee and stakeholder grievance committee of the company

#### Memorandum of Interest:

Except Ms. Neha Badlani, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

The Board recommends passing the Resolution set out in the notice by way of Special Resolution to re-appoint Ms. Neha Badlani as Independent Non Executive Director of the Company.

**By order of the Board  
Regency Trust Limited**

Sd/-

**Rajesh Kapoor  
Director (Finance) & CFO  
DIN: 02757121**

**Date: August 12, 2021**

**Place: Mumbai**

**Reg. Office:** 39 R B C Road, Ground Floor, Near DumDum Central Jail, Kolkata – 700028

Dear Shareholder(s),

This is to inform you that the Company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new SEBI listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this, we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form, you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :  
PAN :  
E-mail ID :  
Telephone No. :  
Name and i.  
Signatures ii.  
iii.

Thanking you,

Yours Faithfully,

**For Regency Trust Limited**

**Rajesh Kapoor**  
**Director (Finance) & CFO**  
**DIN – 02757121**



The instructions for e-voting are as under: -

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.regencytrust.co.in](http://www.regencytrust.co.in) The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Monday, September 27, 2021 at 10.00 a.m. and ends on Wednesday, September 29, 2021 at 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 i.e. September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.

Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 3) Next enter the Image Verification as displayed and Click on Login.
- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field</li></ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **REGENCY TRUST LIMITED** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [rtltd2011@gmail.com](mailto:rtltd2011@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [support@purvashare.com](mailto:support@purvashare.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [rtltd2011@gmail.com](mailto:rtltd2011@gmail.com). These queries will be replied to by the company suitably by email. On receipt of request from shareholder, company's RTA shall share a link with shareholder for joining the meeting before 48 hours before of the date of AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [rtltd2011@gmail.com](mailto:rtltd2011@gmail.com) or [support@purvashare.com](mailto:support@purvashare.com).
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [rtltd2011@gmail.com](mailto:rtltd2011@gmail.com) or [support@purvashare.com](mailto:support@purvashare.com)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**DIRECTORS' REPORT**

To,  
The Members,  
**Regency Trust Limited**

Your Directors have pleasure in presenting Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2021

**1. FINANCIAL RESULTS**

Your Company financial performance during the year 2020-21 is summarized below:

**(Amount in Lakhs)**

Particulars	2020-21	2019-20
Income from operations	47.50	92.50
Other Income	0.00	0.00
Total Income	47.50	92.50
Less: Expenses	(74.76)	(93.19)
Profit/(Loss) Before Tax and Extraordinary Items	(27.26)	(0.64)
Less: Extraordinary Items	0.00	0.00
Less: Taxation	0.00	0.04
Profit After Tax	(27.26)	0.26
EPS (in Rs.)	0.00	0.00

**2. FINANCIAL SUMMARY**

The Company earned a Total Income of Rs. 47.50 Lakhs during the FY 2020-21, as compared to the Total Income of Rs. 92.50 Lakhs earned in the previous FY 2019-20. The Company's Net Profit for the Financial Year ended March 31, 2021 stood at Rs. (27.26) Lakhs as against a Net Profit of Rs. 0.26 Lakhs in the previous year.

**3. CHANGE IN NATURE OF BUSINESS**

There is no change in the nature of the business of the company.

**4. TRANSFER TO RESERVES**

Profit during the year has been transferred to Reserves.

**5. CHANGES IN SHARE CAPITAL**

The Authorised Share Capital of the Company is Rs. 10,00,00,000/- and the paid-up share capital of the Company is Rs. 1,00,00,000/-.

There was no change in the share capital of the Company during the year under review.

The Company has not issued any kind of shares or securities during the year under review.

**6. DIVIDEND**

The Board of Directors expressed their inability to recommend any dividend on equity shares for the year ended March 31, 2021.

**7. PUBLIC DEPOSITS**

During the year, the Company has not accepted any deposits from public nor during the previous financial year.

**8. BUY-BACK / SWEAT EQUITY / BONUS SHARES**

The Company has neither bought back its shares nor has issued any sweat equity or Bonus shares during the year under review.

**9. EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the Employees.

**10. STATUTORY AUDITORS**

The Members had appointed M/s. DD & Company (erstwhile M/s. Dinesh H. Agarwal & Company), Chartered Accountants, as Statutory Auditor of the Company at the Annual General Meeting held on September 29, 2018 for a period of three years from FY 2018-19 till FY 2020-21.

Further, M/s. DD & Company (erstwhile M/s. Dinesh H. Agarwal & Company), Chartered Accountants reappointed as the Statutory Auditors of the Company to hold office for a further period of two (2) financial years (for FY 2021-2022 till FY 2022-2023) i.e from conclusion of this Annual General Meeting till conclusion of subsequent second Annual General Meeting, at a remuneration to be determined by the Board of Directors and Auditors.

**11. INTERNAL AUDITOR**

The Internal Auditor was appointed for a further period of three years from FY 2019-20 to FY 2021-22. Hence Ms. Srashti Jain is the Internal Auditor of the Company for the FY 2020-21.

**12. STATUTORY AUDIT REPORT**

The Auditors' Report on the financial statement for the current year is self-explanatory, therefore does not require any further explanation. The Company has already submitted declaration pursuant to Regulation 33(3)(d) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to the Stock Exchange(s).

**13. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

M/s. Maithili Nandedkar & Associates, Practicing Company Secretary was reappointed as Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Years 2021-22 to 2023-24 pursuant to Section 204 of the Companies Act, 2013 and rules made there under. The Secretarial Audit Report for the Financial Year 2020-2021 forms part of the Annual Report. The Secretarial Auditors' Report to the Members for the year under review is qualified. The Secretarial Audit Report is annexed to this Report.

The secretarial Audit report for the current year is self-explanatory, therefore does not require any further explanation and listing fees has not paid due to financial crises faced by the company.



**14. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143**

There are no frauds reported by the Statutory Auditors of the Company under Section 143 (12).

**15. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the Companies Act, none of the Directors are liable to retire by rotation at the ensuing Annual General Meeting.

During the year under review, CS Pavan Kumar Gupta was appointed as Company Secretary and Compliance Officer of the Company w.e.f. September 24, 2020 and resigned w.e.f. June 30, 2021

**16. ANNUAL RETURN**

The the Annual Return along with Notice of AGM is uploaded on the website of the Company. The web link for the same is as under: [www.regencytrust.co.in](http://www.regencytrust.co.in)

**17. DETAILS OF SUBSIDIARIES/ASSOCIATES/JOINT VENTURES, IF ANY:**

As on March 31, 2021, the Company does not have any subsidiary, associate or joint venture.

**18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed to this report as **Annexure I**.

**19. VIGIL MEGHANISM**

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. The web link for the policy is as under: <http://www.regencytrust.co.in/download/Policy/6.%20Whistle%20Blower%20Policy.pdf>

**20. CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Corporate Social Responsibility are not applicable to the Company as it does not fall within the purview of Section 135(1) of the Companies Act, 2013.

**21. RELATED PARTY TRANSACTIONS**

There were no contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013. The related party transactions as per IND AS 24 are given in the notes to the financial accounts and forms part of the Annual Report.

The policy on Related Party Transactions is part of the website of the Company. The web link for the policy on related party transaction is as under: <http://www.regencytrust.co.in/download/Policy/7.%20Related%20Party%20Transaction.pdf>

**22. RISK MANAGEMENT**

The Company has devised and implemented a mechanism for risk management.

**23. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry. Details of the Familiarization program for Independent Directors form part of the website of the Company. The web link of Familiarization program is as under:

<http://www.regencytrust.co.in/download/Policy/1.%20Familiarisation%20of%20Independent%20Director.pdf>

**24. CORPORATE GOVERNANCE**

Pursuant to Regulation 15(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015, compliance of Corporate Governance is not mandatory. However, the company has complied with the provisions of Regulation 17 to 27 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent possible. A separate section on Corporate Governance forms part of the Directors' Report as stipulated in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is included in the Annual Report.

**25. STATEMENT OF COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS:**

The Board hereby states that the Company has complied with all the applicable secretarial standards to the extent possible.

**26. INDEPENDENT DIRECTOR'S MEETING**

The Board of Directors of the Company meets once in every Financial Year without the presence of Executive Directors and Management of the Company. The role of the Directors is as per the provisions of Companies Act, 2013 as well as the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**27. DECLARATION BY INDEPENDENT DIRECTOR**

Pursuant to Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Independent Directors of the Company have given the declaration to the Company that they qualify the criteria of independence as required under the Act.

**28. BOARD EVALUATION**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee, including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

**29. PARTICULARS OF LOANS GIVEN, GUARANTEES GIVEN OR INVESTMENTS MADE UNDER SECTION 186 OF COMPANIES ACT, 2013**

Particulars of loans, guarantees and investments made by Company pursuant to Section 186 of the Companies Act, 2013 are given in the notes to the financial accounts forming part of the Annual Report. The loans and advances made by the Company, during the financial year under review, are within the limits prescribed in the section 186 of the Companies Act, 2013

**30. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR**

There have been no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report. Due to Current Pandemic situation Company's operation has come to standstill. As per MCA Circular, Current year AGM is being held through Video Conferencing. Necessary procedure is given in the AGM Notice. Members are requested to update their Email ID either by writing to the Company or through the Register or Transfer Agents.

**31. SIGNIFICANT AND / OR MATERIAL ORDERS PASSED BY THE REGULATORS**

No significant and/or material order was passed by any Regulator, any Court in India or any Tribunal, impacting the going concern status and the Company's operations in future.

**32. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.**

As on March 31, 2021, there is no proceeding pending under the Insolvency and Bankruptcy Code, 2016

**33. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

There is no one time settlement done with bank or any financial institution.

**34. IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTORS REPORT SHALL EXPLAIN THE REASON THEREOF;**

The trading of the company has not been suspended

**35. NOMINATION AND REMUNERATION POLICY**

An extract of the Company's policy relating to directors appointment, payment of remuneration and discharge of their duties is annexed herewith as **Annexure II**. The web link to the Nomination and Remuneration Policy is as under:

<http://www.regencytrust.co.in/download/Policy/NominationandRemunerationPolicy.pdf>

**36. PARTICULARS OF EMPLOYEES**

The Company does not have any employee/Director who is in receipt of remuneration aggregating to the sum prescribed in Section 197 of the Companies

Act, 2013 ("the Act") read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company had constituted an Internal Complaints Committee for prevention and redressal of complaints of sexual harassment against women. The Board thereafter constituted a sexual harassment committee where the chairperson of the Committee is Ms. Neha Badlani, and Mr. Rohit Thorve and Mr. Ashok Gangar are the Members. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

- a. number of complaints filed during the financial year - NIL
- b. number of complaints disposed of during the financial year - NIL
- c. number of complaints pending as on end of the financial year - NIL

**38. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

The Company does not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**39. ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has adequate internal financial controls besides timely statutory audit and limited reviews of performance taking place periodically.

**40. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 of the Act, the Directors state that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit for the Company for the year ended March 31, 2021;
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis;
- (e) Proper internal financial controls were followed by the Company and such internal financial controls are adequate and were operating effectively;
- (f) Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**41. COVID-19 AND ITS IMPACT**

During the year under review the covid-19 pandemic developed rapidly globally thereby forcing the government to enforce complete lock-down since March 24, 2020 of almost all economic activities except essential services which are allowed to operate with limited staff strength during the lock down period your company continued its operations by strictly adhering to the minimal staff strength requirement and maintaining social distance and other precautions as per government directions. The pandemic has drastically effected the operations and the financials of the company.

**42. REGISTRATION WITH INDEPENDENT DIRECTORS DATABANK**

The Independent directors of the company are yet to be registered with Independent director databank.

**43. ACKNOWLEDGEMENT**

Your Directors takes opportunity to show gratitude towards the assistance and co-operation received from Shareholders, Bankers and Regulatory Bodies.

For and on Behalf of the Board of Directors of  
**REGENCY TRUST LIMITED**

**Place:** Mumbai

**Date:** August 12, 2021

**Director**

**Director**

**ANNEXURE I****DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO****A. CONSERVATION OF ENERGY****(a) Major energy conservation measures taken during the year:**

The Company has taken adequate measures to conserve energy by continuous monitoring and effective use of energy, which is a continuous process.

**(b) Additional investment and proposals, if any, being implemented for reduction of consumption of energy:**

No additional investment proposed.

**(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:**

Since it is continuous process of monitoring and usage, the impact is not quantifiable.

**(d) During the year company has only consumed electricity.****B. TECHNOLOGY ABSORPTION**

Particulars with respect to technology absorption are given below:

**A. Research and Development (R & D)****i. Specific areas in which R & D carried out by the Company:**

The Company has not carried out any research and development activities during the year under review.

**ii. Benefits derived as a result of the above R & D : Not Applicable****iii. Future plan of Action : NIL****iv. Expenditure on R & D.: NIL****B. Technology absorption, adoption and innovations: NIL****C. FOREIGN EXCHANGE EARNINGS AND OUTGO: NIL**

**ANNEXURE II****NOMINATION AND REMUNERATION POLICY**

**Extract of the Policy is as under:**

**Appointment of Directors:**

The appointments of Directors are recommended by the Nomination and Remuneration Committee of the Company however all the appointments are subject to approval of Board of Directors of the Company.

**Remuneration to Directors and Key Managerial Personnel:**

None of the directors are entitled to any Remuneration or any sitting fees however reimbursement of expenses is allowed wherever expense is made for the Company.

The Company Secretary of the Company is entitled to fixed remuneration which is fixed by the Managing Director of the Company.

**Discharge of Duties:**

Directors and KMP are required to perform all the duties which are mentioned under the Articles and all other duties as may be prescribed by the Board of Directors of the Company.

The web link of the Nomination and Remuneration policy is as under:

<http://www.regencytrust.co.in/download/Policy/NominationandRemunerationPolicy.pdf>

## CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company firmly believes that Corporate Governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders, clients, and the good reputation of the Company and the unquestioned integrity of all personnel involved with the Company.

Pursuant to Regulation 15(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015, compliance of Corporate Governance is not mandatory. However, the company has complied with the provisions of Regulation 17 to 27 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent possible.

The Company's philosophy on Corporate Governance envisages the attainment of highest levels of transparency, accountability and equity, in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, the government and lenders.

### BOARD OF DIRECTORS

The Board of Directors along with its Committees provides leadership and vision to the management and supervises the functioning of the Company. In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before Board to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of stakeholders.

Details of Composition of Board as on March 31, 2021 are given below: -

Sr. No.	Name of the Director	Category	Date of Appointment	Directorship in Other Companies#	Membership of Committee	Member as Chairman of Committee
1.	Rohit Thorve	Non-executive Independent Director	March 30, 2015	0	3	3
2.	Ashok Gangar	Non-executive Independent Director	March 30, 2015	0	3	0
3.	Rajesh Kapoor	Director (Finance) & Chief Financial Officer	January 5, 2016	1	0	0
4.	Neha Badlani	Non-executive Independent Director	March 23, 2016	0	3	0
5.	Adarsh Kapoor	Managing Director	June 10, 2019	0	0	0

#Includes Private Companies but excludes Limited Liability Partnership, Foreign Companies, Section 8 Companies & Alternate Directorship

\*includes Audit Committee and Stakeholders Relationship Committee only, of all companies including this company

None of the Directors of the Company are directors in any other listed Company



Note: None of the Director is a member of more than 10 committees or acting as Chairman of more than 5 committees across all companies in which he is a director.

During the financial year 2020-21, Six (06) Board Meetings were held i.e. on August 28, 2020; August 31, 2020; September 4, 2020; September 24, 2020; November 12, 2020; February 12, 2021.

#### ATTENDANCE OF DIRECTORS FOR THE YEAR 2020-21

Name of Director	Board Meeting	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	AGM
Adarsh Kapoor	4 of 6	-	-	-	Yes
Ashok Gangar	5 of 6	4 of 5	2 of 2	3 of 4	Yes
Rohit Thorve	5 of 6	5 of 5	2 of 2	4 of 4	Yes
Rajesh Kapoor	6 of 6	-	-	-	Yes
Neha Badlani	1 of 6	1 of 5	1 of 2	1 of 4	Yes

#### DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE

None of the Directors of the Company are related to each other. None of the Directors hold any share in the Company.

#### NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS;

None of the Directors/KMP holds any shares in the Company

#### CHART OF SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:

The following are the skills/competencies determined as required for the discharge of the obligations by the Board:

Major Classification	Sub Classification	Remarks
Industry Related	Specific Skills	Good knowledge about the trading business and industry and the issues specific to the Company.
	Technical Skills	Technical/professional skills and specialist knowledge about the Company, its market, process, operations, etc. (For Executive Directors).
Strategy & Policy	Strategy	Ability to identify and critically assess strategic opportunities and threats to the business.Guiding development of strategies to achieve the overall goals.
	Policies	Guidance for development of policies and other parameters within which the Company should operate for better control and management.

	Crisis Management	Ability to guide crisis management and provide leadership in hours of need.
Risk Compliance &	Operational	Identification of risks related to each area of operation.
	Legal	Monitor the risks and compliances and knowledge of regulatory requirements.
	Financial	Experience in accounting and finance, ability to analyze the financial statements presented, assess the viability of various financial proposals, oversea funding arrangements and budgets.

### INDEPENDENT DIRECTORS

In the opinion of the board, the independent directors fulfill the conditions specified in SEBI (LODR) Regulations, 2015, and are independent of the management of the Company.

### RESIGNATION OF INDEPENDENT DIRECTORS

No independent director has resigned from the Board of the Company before the expiry of his/her tenure.

### AUDIT COMMITTEE

The terms of reference of the Audit committee include the matters specified under Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee, *inter alia*, include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions;
  - g. modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization

- of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence, performance, and effectiveness of audit process;
  - approval or any subsequent modification of transactions of the listed entity with related parties;
  - scrutiny of inter-corporate loans and investments;
  - valuation of undertakings or assets of the listed entity, wherever it is necessary;
  - evaluation of internal financial controls and risk management systems;
  - reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - discussion with internal auditors of any significant findings and follow up there on;
  - reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - to review the functioning of the whistle blower mechanism;
  - approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  - Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The Audit Committee met Five (5) times during the year ended March 31, 2021, i.e. on August 28, 2020; August 31, 2020; September 4, 2020; November 12, 2020; and February 12, 2021

The Composition of Audit Committee is as under:

<b>Name of the Member</b>	<b>Status</b>
Mr. Rohit Thorve – Independent Director	Chairperson
Mr. Ashok Gangar – Independent Director	Member
Ms. Neha Badlani – Independent Director	Member

## **NOMINATION AND REMUNERATION COMMITTEE**

### **a) Brief description of terms of reference**

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The Nomination and Remuneration Committee met Two (2) times during the year, i.e. on August 28, 2020; September 24, 2020.

**b) Composition**

The Committee of the Company has the following composition

<b>Name of the Member</b>	<b>Status</b>
Mr. Rohit Thorve – Independent Director	Chairperson
Mr. Ashok Gangar – Independent Director	Member
Ms. Neha Badlani – Independent Director	Member

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

- a. The Committee looks into issues relating to shareholders / investors, including complaints relating to transfer / transmission of shares, issue of duplicate share certificates, non-receipt of annual report etc. and their redressal.
- b. The Committee presently comprises of three Members:

<b>Name of the Member</b>	<b>Status</b>
Mr. Rohit Thorve – Independent Director	Chairperson
Mr. Ashok Gangar – Independent Director	Member
Ms. Neha Badlani – Independent Director	Member

- c. The Board has delegated power of approving transfer of shares to RTA.
- d. Mr. Rohit Thorve, Non-Executive Independent Director is heading the committee.
- e. The Company Secretary of the Company is the Compliance Officer.
- f. During the year under review, no complaints were received from Shareholders / Investors.

During the year, the Stakeholder Relationship Committee met Four (4) times during the year, i.e. on August 28, 2020; August 31, 2020, November 12, 2020 and February 12, 2021

**GENERAL BODY MEETINGS**

The details of Annual General Meetings (AGM) of the Company held in last 3 years are as under:

<b>AGM</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
2017-18	29/09/2018	09.00 a.m.	Registered Office
2018-19	30/09/2019	09.00 a.m.	Registered Office
2019-20	30/09/2020	10.00 a.m.	Registered Office

Director attended the last Annual General Meeting.

Details of special resolution passed in last three Annual General Meetings:

<b>AGM</b>	<b>Date</b>	<b>Special Resolutions passed</b>
2017-18	29/09/2018	Shifting Of Registered Office And Consequential Alteration In The Memorandum Of Association
2018-19	30/09/2019	1. Appointment of Mr. Adarsh Kapoor (DIN: 08476437) as Managing Director: 2. Reappointment of Mr. Rajesh Kapoor (DIN: 02757121) as Whole Time Director Designated as Director (Finance) and Chief Financial Officer 3. Reappointment of Mr. Ashok Gangar

		(Din: 06417144) as Independent Non-Executive Director 4. Reappointment of Mr. Rohit Thorve (Din: 07116102) as Independent Non-Executive Director
2019-20	30/09/2020	No Special Resolution passed during the year

No special resolution was passed through postal ballot in the current and previous financial year under review.

### MEANS OF COMMUNICATION

The quarterly, half-yearly and Annual financial results of the Company are emailed / uploaded with BSE Limited on which the Company's shares are listed and are published in leading newspapers.

The results and official news are generally available on [www.bseindia.com](http://www.bseindia.com) and the website of the Company - [www.regencytrust.co.in](http://www.regencytrust.co.in)

### MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report forms part of the Annual Report.

### GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

#### a. Annual General Meeting

Day & Date: September 30, 2021

Venue: Registered Office

Time: 09:00 a.m.

Financial Calendar: 1st April, 2021 to 31st March, 2022

#### b. Financial year April 1, 2021 – March 31, 2022 Calendar (tentative dates of declaration of Quarterly results)

1<sup>st</sup> Quarter: Within 45 Days from end of respective quarter

2<sup>nd</sup> Quarter: Within 45 Days from end of respective quarter

3<sup>rd</sup> Quarter: Within 45 Days from end of respective quarter

4<sup>th</sup> Quarter: Within 60 Days from end of respective quarter

c. **Date of Book Closure** : September 24, 2021 to September 26, 2021. (Both days inclusive).

d. **Dividend Payment** : NIL

e. **Listing of Shares** :Bombay Stock Exchange Limited

P.J. Towers, Dalal Street, Mumbai – 400 001

f. **Listing Fees** :The Company is in process of paying the Listing Fees for the financial year 2020-21

g. **Stock Code** : 511585

h. **Demat ISIN No. in NSDL & CDSL**: INE425F01028

## i. Market Price Data :

Month	Price on BSE (Rs.)			
	Open	High	Low	Close
Apr 2020	NA	NA	NA	NA
May 2020	2.72	2.72	2.62	2.62
June 2020	2.62	2.62	2.62	2.62
July 2020	2.62	2.62	2.62	2.62
Aug 2020	2.62	2.63	2.24	2.24
Sept 2020	2.20	2.20	1.98	2.05
Oct 2020	2.05	2.05	1.92	1.95
Nov 2020	1.98	2.09	1.95	2.05
Dec 2020	2.01	2.21	2.01	2.10
Jan 2021	2.09	2.11	2.04	2.05
Feb 2021	2.04	2.04	2.01	2.01
Mar 2021	2.00	2.00	1.84	1.90

## j. BSE Sensex

Month	Open	High	Low	Close
Apr-20	29,505.33	33,887.25	27,500.79	33,717.62
May-20	32,748.14	32,845.48	29,968.45	32,424.10
Jun-20	32,906.05	35,706.55	32,348.10	34,915.80
Jul-20	35,009.59	38,617.03	34,927.20	37,606.89
Aug-20	37,595.73	40,010.17	36,911.23	38,628.29
Sep-20	38,754.00	39,359.51	36,495.98	38,067.93
Oct-20	38,410.20	41,048.05	38,410.20	39,614.07
Nov-20	39,880.38	44,825.37	39,334.92	44,149.72
Dec-20	44,435.83	47,896.97	44,118.10	47,751.33
Jan-21	47,785.28	50,184.01	46,160.46	46,285.77
Feb-21	46,617.95	52,516.76	46,433.65	49,099.99
Mar-21	49,747.71	51,821.84	48,236.35	49,509.15

## k. Shareholding Pattern as on March 31, 2021

Categories	No. of Shares	% of Shareholding
Resident Individuals	66,01,599	66.02
Bodies Corporate	26,71,616	26.72
Clearing Members	32,740	0.33
Foreign Portfolio Investor (Corporate)	4,30,012	4.30
N.R.I. (Non-Repatriate)	300	0.00
N.R.I. (Repatriate)	27,125	0.27
Hindu Undivided Family	2,36,608	2.37
<b>Total</b>	<b>1,00,00,000</b>	<b>100.00</b>

**I. Registrar and Transfer Agent  
Purva Share Registry India Pvt. Ltd.**

**Address:** 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg,  
Opp. Kasturb Hospital, Lower Parel (East), Mumbai –400011

**m. Share Transfer System:** Share Transfer in physical form are generally registered and returned within 15 days from the date of receipt in case if documents are complete in all respects.

**n. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity:** NIL

**o. Dematerialization of shares and liquidity:** 99.69% of the shares are held in DEMAT form. Company has DEMAT connectivity with CDSL & NSDL.

Bifurcations of shares held in physical and demat form as on 31<sup>st</sup>March, 2021.

Particulars	No. of Shares	%
Physical Segment	30836	0.31
<b>Demat Segment</b>	<b>99,79,164</b>	<b>99.79</b>
NSDL	4978126	49.78
CDSL	4991038	49.91
<b>Total</b>	<b>1,00,00,000</b>	<b>100.00</b>

**p. Nomination**

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from your Company's Registrar and Share Transfer Agent.

**q. Address for Communication**

Corporate Office of the Company is at G-10, Harmony, 3rd Cross Lane, Lokhandwala Complex, Andheri West, Mumbai – 400053

Registered Office of the Company is at 39, R B C Road, Ground Floor, Near DumDum Central Jail, Kolkata – 700028

The Investors can send all correspondence to the Registered Office of the Company or to the Corporate Office of the Company.

The contact details:

Mobile: +91 8108892327; E-mail ID: rtltd2011@gmail.com

**r. Credit Ratings:** The Company has not obtained any credit rating for its securities.

**s. Other Disclosures:**

(i.) Disclosures on materially significant related party transactions:

The Company does not have any materially significant related party transactions, which may have potential conflict with the interest of the Company.

(ii.) **Cases of Non-compliances / Penalties: BSE has imposed penalty for delay in filing of quarterly compliance. The company has applied for waiver**

(iii.) Vigil Mechanism / Whistle Blower:

Information relating to Vigil mechanism has been provided in the Board's Report. The Company has adopted the Whistle Blower Policy with direct access to Chairman of Audit Committee. The policy is available on the website of the company.

- (iv.) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements: The Company has complied with all mandatory and applicable requirements. However there has been delay in LODR Compliance  
The Company has complied with all mandatory and applicable requirements
- (v.) Policy for determining material subsidiaries:  
The Company does not have any subsidiary. Hence, the Company does not require formulating Policy for determining material subsidiaries
- (vi.) Policy on dealing with Related Party Transactions:  
Policy on dealing with Related Party Transactions is disseminated on the website of the company:  
<http://www.regencytrust.co.in/download/Policy/7.%20Related%20Party%20Transaction.pdf>
- (vii.) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:  
The Company has not undertaken any Foreign Exchange or hedging activities.
- (viii.) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):  
Not applicable
- (ix.) Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors: Attached separately
- (x.) Recommendations of the Committee which were not accepted by the Board of Directors: None
- (xi.) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:  
There were no payments to the Statutory Auditor or other entities in the network firm/network entity of which the statutory auditor is a part by the Company, other than the audit fee and related payments as disclosed in the financial statements.
- (xii.) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 –
  - a. number of complaints filed during the financial year - NIL
  - b. number of complaints disposed of during the financial year - NIL
  - c. number of complaints pending as on end of the financial year - NIL
- (xiii.) The Register of Contracts/ Statement of related party transactions are placed before the Board/ Audit Committee regularly.
- (xiv.) None of the shares of the Company are held by the non-executive Directors of the Company.
- (xv.) There were no pecuniary transactions of the Non-executive Directors viz-a-viz the Company.
- (xvi.) The Auditors has given an unmodified opinion on the financial statement.
- (xvii.) Internal Audit Report is placed before the Audit committee.

#### **CODE OF CONDUCT**

The Company's Board of Directors has adopted the code of conduct which governs the conduct of all Directors / Employees. All Directors and senior management personnel have affirmed compliance with respective codes for the year ended on March 31, 2021. The Declaration by Board of Directors to this effect is reproduced below.

#### **CEO/CFO CERTIFICATION**

A certificate signed by Director is attached with this report.



**DECLARATION**

It is hereby declared that all the Board Members and Senior Managerial Personnel have affirmed compliance of code of conduct, pursuant to Corporate Governance, for the year ended 31<sup>st</sup> March 2021.

For and on Behalf of the Board of Directors of

**Regency Trust Limited**

Place: Mumbai

Date: August 12, 2021

**Director**

**Director**

**CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO)  
CERTIFICATION**

To  
The Board of Directors,  
**Regency Trust Limited**

I, Chief Financial Officer of the Company, do hereby certify that:

1. We have reviewed the financial statements and the cash flow statement for the year 2020-21 and to the best of our knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. These statements present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
  - a. Significant changes in internal control over financial reporting during the year;
  - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on Behalf of the Board of Directors of  
**Regency Trust Limited**

**Date: August 12, 2021**  
**Place: Mumbai**

**Rajesh Kapoor**  
**Director (Finance) & CFO**  
**DIN: 02757121**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company is into the business of trading. The key issues of the Management Discussion and Analysis are given hereunder:

### Industry Structure and Development

The recent global economic situation has witnessed immense highs and lows including some unfortunate happenings. Timing is the most important factor while trading. This fluctuates on rapid basis. According to experts most of the time markets have overvalued or undervalued. With the help of Indian market today one need to test one's financial knowledge, analytical capabilities, thought process and mental strength.

### Discussion on financial performance with respect to operational performance

During the year under review, the Company has incurred Profit of Rs. (27.26) Lakhs as compared to the Profit of Rs. (0.25) Lakh earned during the previous financial year 2019-20. The Directors are hopeful that company will do better during the current year.

### Segment-wise or product-wise performance

The Company is into single reportable segment only.

### Outlook

Regency Trust Limited remains confident of the long term growth prospects & opportunities ahead of it in its business.

### Internal control system and adequacy

The system of internal control has been established to provide reasonable assurance of safeguarding assets, maintenance of proper accounting records in compliance with applicable Laws and Regulations to ensure reliability of financial statements and reports. The Statutory Auditors and the Audit Committee review all financial statements and ensure adequacy of internal control systems.

### Opportunities and Threats

The strength of a company is known from sound advices. It also depends on the Government policies of taxation. Introduction of GST may give a big boost to the market.

### Risks Management

Risk evaluation and management of risk is an ongoing process in the company.

### Human Resources

The Company continues to have cordial relations with all the employees.

**Details of Significant Changes in key financial ratios, along with detailed explanations therefor:**

- (i) Debtors Turnover: 0.98 times
- (ii) Inventory Turnover: NIL (no inventory)
- (iii) Interest Coverage Ratio: NIL (no interest expenses)
- (iv) Current Ratio: 2.00:1
- (v) Debt Equity Ratio: 0.19
- (vi) Operating Profit Margin (%): NIL
- (vii) Net Profit Margin (%): NIL

**Details of change in Return on Net Worth as compared to immediately previous financial year along with the detailed explanation thereof**

RoNW (FY 2020-21): (0.27%)  
RoNW (FY 2019-20): (0.01%)  
RoNW (FY 2018-19): 0.47%

Return on Net Worth has decreased during the financial year under review as compared to the previous financial year due to reduction in turnover.

**Cautionary Statement**

Statements in the Management discussion and analysis describing the company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand/supply and prices, conditions in the domestic and overseas markets in which the company operates/ going to operate, changes in government regulations, tax laws and other statutes and other incidental factors.

For and on Behalf of the Board of Directors of  
**Regency Trust Limited**

**Rajesh Kapoor**  
**Director (Finance) & CFO**  
**DIN: 02757121**

**Date: August 12, 2021**

**Place: Mumbai**

**SECRETARIAL AUDIT REPORT**  
**Form No. MR-3**

For the financial year ended on March 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014, and Regulation 24A of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members,  
**REGENCY TRUST LIMITED**  
Registered Office: 39 R B C Road, Ground Floor,  
Near DumDum Central Jail,  
Kolkata – 700028  
Corporate Office: Office No. G -10, Harmony,  
3rd Cross Lane, Lokhandwala Complex,  
Andheri West, Mumbai – 400053

CIN: L27109WB1988PLC045119

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **REGENCY TRUST 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 my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2021**, 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:

***Due to the current pandemic situation and the company's office being closed, the company was unable to produce the minutes book and other statutory records. I have relied on the management representation letter for issuing this report.***

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under and Companies Act, 1956 and Rules made there under to the extent applicable; **however statutory auditor was appointed for 3 financial years i.e. from FY 2018-2019 to FY 2020-2021. Further Company intends to re-appoint same statutory auditor for 2 financial years i.e. from 2021-2022 to 2022-2023.**
- 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 there under *(not applicable to the company during the audit period)*
- 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; *(not applicable to the company during the audit period)*;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; *(not applicable to the company during the audit period)*;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *(not applicable to the company during the audit period)*;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; *(not applicable to the company during the audit period)*;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable to the company during the audit period)*;
  - 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;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(not applicable to the company during the audit period)*;
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 *(not applicable to the company during the audit period)*;
- vi. We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. As per the representation given by the Company, it has surrendered / cancelled its NBFC license as it is not into financing activities. The Company is into trading and consultancy business.

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

- (i) The Company has complied with Secretarial Standards pursuant to Section 118(10) of the Companies Act, 2013 with regard to Annual General Meeting and Board of Directors Meetings.
- (ii) Various Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as were applicable to the Company, are complied with by the company during the period under review, however, following are our observations:
  - a. **Regulation 14 - Payment of Listing Fees to Stock Exchange is delayed.**
  - b. **Regulation 29 - Notice of Board Meetings held on 28<sup>th</sup> August, 2020 and 31<sup>st</sup> August, 2020 are not intimated in advance to Stock exchanges.**

- c. **Quarterly and Half Yearly Compliance – Quarterly Compliances for Quarter ended 31<sup>st</sup> March, 2020, 30<sup>th</sup> June, 2020 and Half Yearly Compliances for March 2020 are delayed in filing.**

**However as per information obtained from company, it has applied to BSE for waiver.**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that:**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

**I further report that:**

As per Management representation received and certificate of Auditors, Company is not carrying on any financial business activities since last more than ten years. Also since last one year, the Company is in correspondence with RBI for cancellation of its name as NBFC.

**For Maithili Nandedkar & Associates,  
Practicing Company Secretaries,**

**CS Maithili Nandedkar  
Proprietor  
FCS: 8242, C P No. 9307**

**Place: Mumbai  
Date: June 29, 2021  
UDIN: F008242C000547957**

*Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.*

## **ANNEXURE TO SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**REGENCY TRUST LIMITED**  
Office No. G -10, Harmony,  
3rd Cross Lane, Lokhandwala Complex,  
Andheri West, Mumbai – 400053

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representations about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standard is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

**For Maithili Nandedkar & Associates,  
Practicing Company Secretaries,**

**CS Maithili Nandedkar  
Proprietor  
FCS: 8242, C P No. 9307**

**Place: Mumbai  
Date: June 29, 2021  
UDIN: F008242C000547957**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(pursuant to clause C of Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015).*

To  
The Members,  
**Regency Trust Limited**

Pursuant to item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, we hereby certify that none of the directors on the board of Regency Trust Limited have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI, Ministry of Corporate Affairs or any such statutory authority.

**Mr Ashok Surji Gangar is deactivated due to Non filing of DIR 3 KYC**

**For Maithili Nandedkar & Associates,  
Practicing Company Secretaries,**

**CS Maithili Nandedkar  
Proprietor  
FCS: 8242, C P No. 9307  
UDIN: F008242C000548078**

**Place: Mumbai  
Date: June 29, 2021**



# DD & COMPANY

## CHARTERED ACCOUNTANTS

### INDEPENDENT AUDITOR'S REPORT

To  
The Members,  
**Regency Trust Limited**

#### Report on the Financial Statements

We have audited the accompanying financial statements of **Regency Trust Limited** which comprise the Balance Sheet as at March 31, 2021 & the Statement of Profit and Loss the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2021
- ii. In the case of the Statement of Profit and loss, of the loss for the year ended on that date;
- And
- iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP CITI MALL, LINK ROAD,  
ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700430 / 9821299981

TEL NO: 62215449; 66712284 Email: [andherica@gmail.com](mailto:andherica@gmail.com)  
Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com)



responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are 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 our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no significant transactions to be reported under key audit matters.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the 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 the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP CITI MALL, LINK ROAD,  
ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700430 / 9821299981  
TEL NO: 62215449; 66712284 Email: [andherica@gmail.com](mailto:andherica@gmail.com)  
Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com)



to the preparation and presentation of the financial statements 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.

The board of directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility**

Our 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 our 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.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery,

---

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP CITI MALL, LINK ROAD,  
ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700430 / 9821299981

TEL NO: 62215449; 66712284 Email: [andherica@gmail.com](mailto:andherica@gmail.com)

Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com)





intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements, or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with

---

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP CITI MALL, LINK ROAD,  
ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700430 / 9821299981

TEL NO: 62215449; 66712284 Email: [andherica@gmail.com](mailto:andherica@gmail.com)

Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com)



governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the order') issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we give in the **Annexure 'A'** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
  
2. As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  
  - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

---

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP CITI MALL, LINK ROAD,  
ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700430 / 9821299981

TEL NO: 62215449; 66712284 Email: [andherica@gmail.com](mailto:andherica@gmail.com)

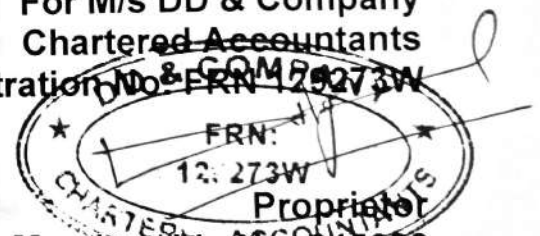
Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com)



- e. On the basis of written representations received from the directors as on March 31, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021, from being appointed as a director in terms of Section 164(2) of the Act;
- f. 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 our separate report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- g. With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and accounting to the explanations given to us:
- i. The company does not have any pending litigations which would impact its financial position;
  - ii. The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company
  - iv.

Place: Mumbai  
Date: June 29, 2021

For M/s DD & Company  
Chartered Accountants  
Firm Registration No. GOM 125273W



Membership No. 045393  
UDIN: 21045393AAAAAW9506

---

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP CITI MALL, LINK ROAD,  
ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700430 / 9821299981  
TEL NO: 62215449; 66712284 Email: [andherica@gmail.com](mailto:andherica@gmail.com)  
Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com)

## ANNEXURE A TO THE AUDITOR'S REPORT

(Referred to in paragraph (1) under the heading 'Report on the Legal and Regulatory Requirements' of our Report of even date)

1. In respect of company's fixed assets:
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b. The fixed assets of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us, the records examined by us, we report that the Company does not hold any freehold/lease assets in the name of the Company as at the balance sheet date.
2. The company does not have any inventory and thus clause 3 (ii) of the Companies (Auditor's Report) Order, 2016, is not applicable to the Company.
3. According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.
4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.
6. According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of the any activities

---

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP. STATE HIGHWAY,  
ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700430 / 9821299981  
TEL NO: 62215449; 66712284 Email: andherica@gmail.com FRN:  
Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com) 12/273W





of the Company and accordingly paragraph 3 (vi) of the order is not applicable.

7. In respect of statutory dues:
  - a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.
8. In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
9. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
10. According to the records of the company, no managerial remuneration with respect to section 197 has been paid or provided during the year under the audit. Hence, in our opinion the reporting requirement under clause (xi) of the said order does not arise.
11. The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable.
12. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
13. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.

---

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP CITI MALL, LINK ROAD,  
ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700430 / 9821288881  
TEL NO: 62215449; 66712284 Email: [andherica@dm.com](mailto:andherica@dm.com)  
Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com)

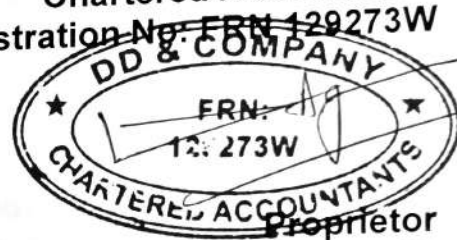


14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.

15. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Mumbai  
Date: June 29, 2021

For M/s DD & Company  
Chartered Accountants  
Firm Registration No: ERN 129273W



Proprietor  
Membership No: 045393  
UDIN: 21045393AAAAAW9506

## ANNEXURE B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Regency Trust Limited ("the Company") as of 31<sup>st</sup> March 2021 in conjunction with our 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 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 ('ICAI'). 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**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") 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

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP CITHRA LINK, ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700436 / 9821299981  
TEL NO: 62215449; 66712284 Email: andherica@gmail.com  
Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com)



Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we 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.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

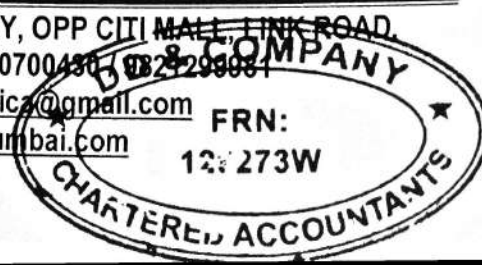
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's 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.

---

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP CITI MALL, LINK ROAD,  
ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700430 9829299884

TEL NO: 62215449; 66712284 Email: [andherica@gmail.com](mailto:andherica@gmail.com)

Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com)





## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

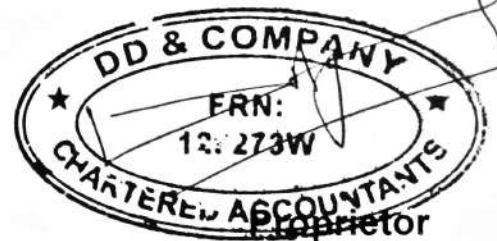
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal 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 our 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 31<sup>st</sup> March 2021, 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.

Place: Mumbai  
Date: June 29, 2021

For M/s DD & Company  
Chartered Accountants  
Firm Registration No: FRN 129273W



Proprietor  
Membership No: 045393  
UDIN: 21045393AAAAAW9506

---

705, MORYA BLUEMOON, NEAR MONGINIS CAKE FACTORY, OPP CITI MALL, LINK ROAD,  
ANDHERI WEST, MUMBAI - 400053 CELL NO: 9820700430 / 9821299981  
TEL NO: 62215449; 66712284 Email: [andherica@gmail.com](mailto:andherica@gmail.com)  
Web: [www.dhagarwal.com](http://www.dhagarwal.com) [www.ddmumbai.com](http://www.ddmumbai.com)

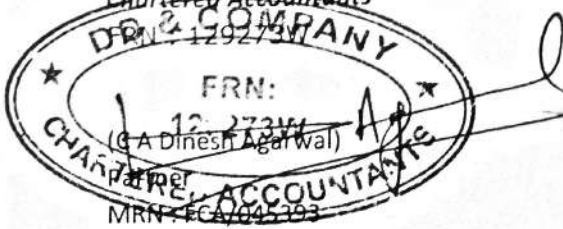
**Regency Trust Limited**  
**Balance Sheet as at 31st March 2021**

Particulars	Note	As at 31.03.2021	As at 31.03.2020
<b>1</b>	<b>2</b>	<b>(Rupees)</b> <b>3</b>	<b>(Rupees)</b> <b>4</b>
<b>ASSETS</b>			
<b>1 Non-current asset</b>			
Property, Plant and Equipment	4	594,984	671,312
<b>Total Non-Current Assets</b>		<b>594,984</b>	<b>671,312</b>
<b>2 Current Assets</b>			
Trade Receivable		2,190,000	7,540,000
Cash and cash equivalents		459,984	3,754
Bank balances other than (iii) above		959,476	217
Other current assets	5	517,900	446,650
<b>Total Current Assets</b>		<b>4,127,360</b>	<b>7,990,621</b>
<b>Total Assets</b>		<b>4,722,344</b>	<b>8,661,933</b>
<b>1 EQUITY AND LIABILITIES</b>			
Equity			
(a) Equity Share capital	2	10,000,000	10,000,000
(b) Other Equity	3	(7,186,473)	(4,460,271)
<b>Total Equity</b>		<b>2,813,527</b>	<b>5,539,729</b>
<b>LIABILITIES</b>			
<b>2 Non-current liabilities</b>			
Deferred tax liabilities (net)		15,717	15,717
<b>Total Non-Current Liabilities</b>		<b>15,717</b>	<b>15,717</b>
<b>3 Current liabilities</b>			
Trade payables		17,936	-
Provision		1,875,164	3,106,487
<b>Total Current Liabilities</b>		<b>1,893,100</b>	<b>3,106,487</b>
<b>Total Liabilities</b>		<b>1,908,817</b>	<b>3,122,204</b>
<b>Total equity and Liabilities</b>		<b>4,722,344</b>	<b>8,661,933</b>
Overview and Significant Accounting Policies	1		
The notes are an integral part of Financial Statement	11		

As per our Report of even date

For D D & Company

Chartered Accountants



Membership No.045393  
Mumbai : June 29, 2021

For and on behalf of Board of Directors  
Regency Trust Limited

Director

Director

REGENCY TRUST LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	Note No	As At 31.03.2021 (Rupees)	As At 31.03.2020 (Rupees)
<b>INCOME</b>			
Revenue from operations		4,750,000	9,250,000
Other Income		-	-
<b>Total</b>		4,750,000	9,250,000
<b>EXPENDITURE</b>			
Cost of material consumed	6	-	288,265
Employee Benefit Expenses	7	5,870,786	2,432,500
Finance Cost	8	-	1,744
Depreciation	4	91,623	86,056
Other expenses	9	1,513,793	6,505,172
<b>Total</b>		7,476,202	9,313,737
Profit / (Loss) before exceptional and extraordinary items and tax		(2,726,202)	(63,737)
Exceptional Items		-	-
Profit before extraordinary items and tax		(2,726,202)	(63,737)
Extraordinary Items		-	93,179
Profit before tax		(2,726,202)	29,442
Tax expense:			
Current tax		-	2,000
Deferred tax		-	1,522
Profit(Loss) for the year after taxation		(2,726,202)	25,920
Earning per equity share:			
(1) Basic	10	(0.27)	0.00
(2) Diluted	10	(0.27)	0.00
Overview and Significant Accounting Policies	1		
The notes are an integral part of Financial Statements	11		

As per our Report of even date

For D D & Company  
Chartered Accountants



Membership No.045393  
Mumbai : June 29,2021

For and on behalf of Board of Directors  
Regency Trust Limited

Director

Director

REGENCY TRUST LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

Particulars	March 31, 2021	March 31, 2020
	RUPEES	RUPEES
<b>Cash Flow From Operating Activities</b>		
Net Profit before tax and Extraordinary Items	(2,726,027)	(63,737)
<b>Adjustment for :</b>		
Depreciation	91,623	86,056
Operating Profit before working Capital Changes	(2,634,404)	22,319
<b>Adjustment for Capital Changes:</b>		
Increase/Decrease in Trade Receivable	5,350,000	(4,600,000)
Increase/Decrease in Inventories	-	-
Increase/Decrease in Fixed Assets	(15,295)	-
<b>Cash Generated From Operations</b>	<b>2,700,301</b>	<b>(4,577,681)</b>
Income Tax / Deferred Tax Paid	-	3,522
Extraordinary items	-	(93,179)
<b>Net cash from Operating Activities</b>	<b>2,700,301</b>	<b>(4,488,024)</b>
<b>Cash Flow From Investing Activities</b>		
Investments	-	-
Capital WIP	-	-
<b>Net Cash From Investing Activities</b>		
<b>Cash Flow From Financing Activities</b>		
Increase/Decrease in Long Term Borrowing	-	70,000
Increase/Decrease in Trade Payables	17,936	749,452
Increase/Decrease in Other Current Liabilities	(1,231,500)	2,675,112
Increase/Decrease in Cash Loans and advances	(71,250)	570,000
<b>Net Cash From Financing Activities</b>	<b>(1,284,814)</b>	<b>4,064,564</b>
<b>Net increase (Decrease) in cash &amp; cash equivalent (A+B+C)</b>	<b>1,415,487</b>	<b>(423,460)</b>
Opening Balance of Cash & Cash Equivalents	3,973	427,433
Closing Balance of Cash & Cash Equivalents	1,419,460	3,973

As per our Report of even date

For D D & Company  
Chartered Accountants



MRN: FCA/045393  
Membership No.045393  
Mumbai : June 29, 2021

For and on behalf of Board of Directors  
Regency Trust Limited

Director

Director



**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

**1. SIGNIFICANT ACCOUNTING POLICIES**

**(a) BASIS OF PRESENTATION OF FINANCIAL STATEMENTS:**

The financial statements are prepared in accordance with generally accepted accounting principles in India under the historical cost convention and on accrual basis of accounting. These financial statement have been prepared to comply in all material aspects with the mandatory and applicable Accounting Standards as prescribed by the Companies (Indian Accounting Standards) Rules, 2015, as amended and relevant provisions of the Companies Act, 2013 (to the extent notified).

All assets and liabilities have been classified as current or non - current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current non-current classification of assets and liabilities.

**(b) USE OF ESTIMATES:**

The presentation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known / materialized.

**(c) REVENUE RECOGNITION:**

The company recognizes sale of products when they are invoiced to customers. Revenue in respect of other income is recognized when no significant uncertainty as to its determination or realization exists.

**(d) FIXED ASSETS:**

Fixed assets are stated at cost less accumulated depreciation. Cost for this purpose includes purchase price, non refundable taxes or levies and other directly attributable costs of bringing the assets to its working condition for its intended use.

**(e) DEPRECIATION:**

Depreciation is provided on Straight Line method at the rates specified under Schedule II of the Companies Act, 2013. Depreciation is provided for on a pro-rata basis on the assets acquired, sold or disposed off during the year.

**(f) TAXES ON INCOME:**

- (i.) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- (ii.) Deferred tax is provided on all timing differences which are recognized during the period. Deferred Tax Asset is recognized only if there is a reasonable certainty on the reliability of the assets.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 201

PARTICULARS	AS AT 31.03.2021 (Rupees)	AS AT 31.03.2020 (Rupees)
<b>2 Share Capital</b>		
<b>Authorised</b> 10,00,00,000 Equity Shares of Rs.1 each (Previous Year 10,00,00,000 Equity Shares of Rs.1 each)	100,000,000	100,000,000
<b>TOTAL</b>	100,000,000	100,000,000
<b>Issued, Subscribed &amp; Paid-up</b> 1,00,00,000 Equity Shares of Rs.1 each (Previous Year 1,00,00,000 Equity Shares of Rs.1 each)	10,000,000	10,000,000
<b>TOTAL</b>	10,000,000	10,000,000
<b>2.1 Reconciliation of number and amount of shares</b>		

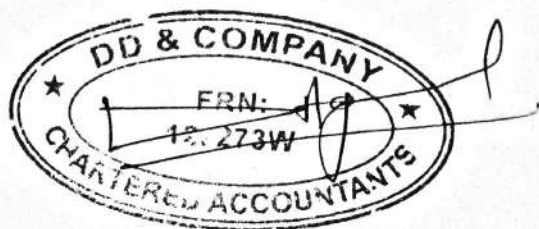
Particulars	As at March 31,2021		As at March 31,2020	
	Number	Amount (Rs)	Number	Amount (Rs)
<b>Issued, Subscribed &amp; Fully Paid up</b> Equity Shares of 1/- each				
Balance as at the beginning of the year	10,000,000	10,000,000	10,000,000	100,000,000
Add : Issued during the year	-	-	-	-
Less : Reduction in Share Capital	-	-	-	-
Balance as at the end of the year	10,000,000	10,000,000	10,000,000	100,000,000

**2.2 Details of shares held by shareholders holding morethan 5% of the aggregate shares in the company**

Particulars	As at March 31,2021		As at March 31,2020	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Sureshbhai Thakkar	-	0.00%	-	0.00%
Rashesh Paun	-	0.00%	-	0.00%
Naresh Shah	786,912	7.87%	786,912	7.87%

**2.3 Terms/Rights of Shareholders**

The Company has only one class of shares referred to as equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In the event of the liquidation of the Company, the holder of equity share will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion of the number of the equity shares held by the equity shareholders



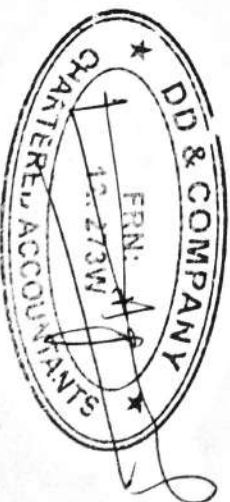
## REGENCY TRUST LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

SCHEDULES TO ACCOUNTS AS AT 31st MARCH, 2021.

Schedule 4FIXED ASSETS

PARTICULARS	Gross Block 01-04-20	Additions	Deductions	Total	Depreciation			Net Block as on 31.03.21	Net Block as on 31.03.20
					Upto 01-04-20	For The Year Year	Total as on 31.03.21		
Computer	75,345	-	-	75,345	29,255	23,837	53,092	22,253	46,090
Air Conditioner (Electrolux)	24,609	-	-	24,609	4,598	2,334	6,932	17,677	20,011
Air Conditioner (Voltas)	21,875	-	-	21,875	2,289	2,075	4,364	17,511	19,586
BMW Bike	655,179	-	-	655,179	79,429	62,155	141,584	513,595	575,750
Office Equipment	11,016	-	-	11,016	1,141	1,047	2,188	8,828	9,875
Washing Machine	-	15,295	-	15,295	-	176	176	15,119	-
<b>TOTAL (Rs.)</b>	<b>788,024</b>	<b>15,295</b>	<b>-</b>	<b>803,319</b>	<b>116,712</b>	<b>91,623</b>	<b>208,335</b>	<b>594,984</b>	<b>671,312</b>



REGENCY TRUST LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

SCHEDULES TO ACCOUNTS AS AT 31st MARCH, 2020.

Schedule 4

FIXED ASSETS

PARTICULARS	Gross Block 04-01-19	Additions	Deductions	Total	Depreciation		Total as on 31.03.20	Net Block as on 31.03.20	Net Block as on 31.03.19
					Upto 04-01-19	For The Year			
Computer	75,345	-	-	75,345	10,901	18,354	29,255	46,090	64,444
Air Conditioner (Electrolux)	24,609	-	-	24,609	2,260	2,338	4,598	20,011	22,349
Air Conditioner (Voltas)	21,875	-	-	21,875	211	2,078	2,289	19,586	21,664
BMW Bike	656,179	-	-	656,179	17,189	62,240	79,429	575,750	637,990
Office Equipment	11,016	-	-	11,016	95	1,046	1,141	9,875	10,921
<b>TOTAL (Rs.)</b>	<b>788,024</b>	<b>-</b>	<b>-</b>	<b>788,024</b>	<b>30,656</b>	<b>86,056</b>	<b>116,712</b>	<b>671,312</b>	<b>757,368</b>



REGENCY TRUST LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

SCHEDULES TO ACCOUNTS AS AT 31st MARCH, 2019.

Schedule 4

FIXED ASSETS

PARTICULARS	Gross Block 04-01-18	Additions	Deductions	Total	Depreciation		Total as on 31.03.19	Net Block as on 31.03.19	Net Block as on 31.03.18
					Upto 04-01-18	For The Year			
Computer	75,345	-	-	75,345	9,208	1,693	10,901	64,444	66,137
Air Conditioner (Electrolux)	-	24,609	-	24,609	-	2,260	2,260	22,349	-
Air Conditioner (Voltas)	-	21,875	-	21,875	-	211	211	21,664	-
BMW Bike	-	655,179	-	655,179	-	17,189	17,189	637,990	-
Office Equipment	-	11,016	-	11,016	-	95	95	10,921	-
<b>TOTAL (Rs.)</b>	<b>75,345</b>	<b>712,679</b>	<b>-</b>	<b>788,024</b>	<b>9,208</b>	<b>21,448</b>	<b>30,656</b>	<b>757,368</b>	<b>66,137</b>



**REGENCY TRUST LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

**RESERVES & SURPLUS**

PARTICULARS	AS AT 31.03.2021 (Rupees)	AS AT 31.03.2020 (Rupees)
Statutory Reserve	3,182,775	3,182,775
Other Reserve	176,000	176,000
Share Premium	40,000,000	40,000,000
Surplus		
Opening Balance	(47,819,046)	(47,844,966)
Add : Net profit after tax for the year	(2,726,202)	25,920
<b>TOTAL</b>	<b>(7,186,473)</b>	<b>(4,460,271)</b>

**5 OTHER CURRENT ASSETS**

PARTICULARS	AS AT 31.03.2021 (Rupees)	AS AT 31.03.2020 (Rupees)
Income Tax /TDS	517,900	446,650
<b>TOTAL</b>	<b>517,900</b>	<b>446,650</b>

**6 COST OF MATERIAL CONSUMED**

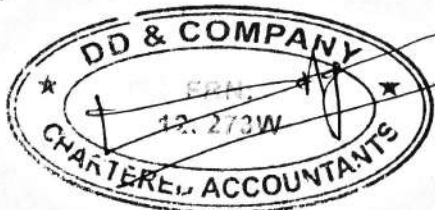
PARTICULARS	AS AT 31.03.2021 Amount (Rs)	AS AT 31.03.2020 Amount (Rs)
Opening WIP	-	-
Add : Material Charges	-	-
Add : Purchase	-	288,265
Less : Closing WIP	-	-
<b>TOTAL</b>	<b>-</b>	<b>288,265</b>

**7 EMPLOYEE BENEFIT EXPENSES**

PARTICULARS	AS AT 31.03.2021 (Rupees)	AS AT 31.03.2020 (Rupees)
Salary, Bonus & Other allownaces	5,870,786	2,432,500
Staff Welfare	-	-
<b>TOTAL</b>	<b>5,870,786</b>	<b>2,432,500</b>

**8 FINANCE COST**

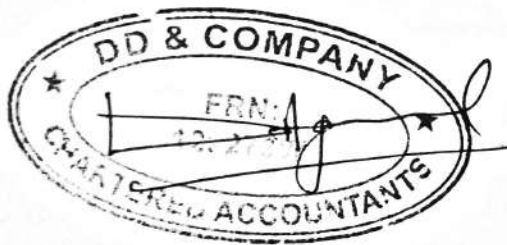
PARTICULARS	AS AT 31.03.2021 (Rupees)	AS AT 31.03.2020 (Rupees)
Bank Chagres	-	1,744





## OTHER EXPENSES

PARTICULARS	AS AT	AS AT
	31.03.2021 (Rupees)	31.03.2020 (Rupees)
Advertisement Expenses	41,962	13,000
Audit Fees	50,000	95,000
Credit Card Payments	7,500	2,000
Event Expenses	340,000	5,630,960
Legal & Professional Fees	50,000	8,000
Listing Fee	300,000	300,000
Office Expenses	1,300	18,850
Other Expenses	-	236,000
Repairs & Maintenance	-	4,000
ROC Filing Fees	105,200	114,900
Service Charges/Custodian Fee	38,000	33,000
Share Transfer Agent	104,500	49,462
Telephone Expenses	12,770	-
Travelling Expenses	460,561	-
Website Renewal Fees	2,000	-
<b>TOTAL</b>	<b>1,513,793</b>	<b>6,505,172</b>



**REGENCY TRUST LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

**10 EARNING PER SHARE**

PARTICULARS	AS AT 31.03.2021 (Rupees)	AS AT 31.03.2020 (Rupees)
Net Profit / (Loss) after current and deferred tax	(2,726,202)	25,920
No. of Shares	10,000,000	10,000,000
EPS (Rs.) - Basic and Diluted	-0.27	0.00

**11 OTHER NOTES**

**11.1 Segment Reporting-**

The Company operates in one business segment of providing advisory services. As such, there are no separate reportable business segments as per Accounting Standard, AS-17 Segment Reporting, as prescribed by the Rules.

**11.2 Related party Disclosure**

As per Accounting Standard (AS18) on 'Related Party Disclosure', the related parties are as under :

During the current year, no transaction has been carried out with the related parties.

**11.3 Previous year figures have been regrouped, and reclassified wherever considered necessary to conform to current year's classification**

As per our Report of even date

For D D & Company  
Chartered Accountants



MRN : FCA/045393  
Membership No.045393  
Mumbai : June 29,2021

For and on behalf of Board of Directors  
Regency Trust Limited

Director

Director