

Regency Investments Ltd.

October 8, 2018

To,

The BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001	Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata - 700001
Scrip Code:- 540175	ISIN:INE964R01013

Respected Sir/Madam,

Subject: Annual Report For The Financial Year 2017-18

Pursuant to Regulation 34 of the SEBI(Listing Obligations And Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the company for the Fianacial Year 2017-18 approved and adopted by the members as per the provisions of the Companies Act, 2013and SEBI(LODR) Regulations 2015, at the 25th Annual General Meeting of the Company held on 28th September, 2018 at 1.00P.M. at the corporate office of the company situated at T-4/ B , 3rd Floor, Centra Mall, Industrial Area, Phase-1, Chandigarh - 160001.

The above is also uploaded on the company's website viz. www.regencyinvestmentsltd.co.in and the portal of the stock exchange, where the securities of the company are listed.

Thanking You.

For Regency Investments Limited

For Regency Investments Ltd.



Director

Gaurav Kumar
Managing Director
DIN: 06717452



REGENCY INVESTMENTS LIMITED
ANNUAL REPORT
2017-18

NOTICE

NOTICE is hereby given that 25th Annual General Meeting of the members of Regency Investments Limited will be held on Friday, September 28, 2018 at 1.00 P.M at the corporate office of the company situated at T-4/ B , 3rd floor, Centra Mall, Industrial Area, Phase-1, Chandigarh - 160001 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the year ended on March 31, 2018, including the Audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss account for the year ended on that date, together with the report of the Board of Director"s and Auditor"s report thereon.
2. To re-appoint a Director in place of Mr. Gaurav Kumar Abrol (DIN: 06717452) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditor for the year 2018-2019. And fix their remuneration.

RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) appointment of M/s Kapil Sandeep & Associates Chartered Accountants, Mohali (FRN No 016244N) as the statutory auditor of the company is hereby ratified to hold office from conclusion of this meeting till the conclusion of next Annual General Meeting on such remuneration and all out of pocket expenses as may be fixed by the Board of Directors of the Company in connection with the audit of the accounts of the Company for the financial year ending March 31, 2019. They have confirmed their eligibility under section 141 of Companies Act 2013 and that are not disqualified for appointment and being eligible offer themselves for re-appointment

SPECIAL BUSINESS

4. **Appointment of Mrs. Neha Abrol (DIN 06935869) as Whole-Time Director**

To consider and if thought fit, to pass, with or without modification(s) as may be deemed fit, the following resolution as a **Special Resolution**

RESOLVED THAT Mrs. Neha Abrol (DIN- 06935869) who was appointed as an Additional Director by the Board of Directors of the Company on May 29, 2018 and as per the provisions of Section 161(1) of the Companies Act, 2013 whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Executive Director of the Company.

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for appointment of Mrs. Neha Abrol (DIN- **06935869**) as a Whole- Time Director of the Company, for a period of 5 (Five) years w.e.f. 28th September 2018 on the terms and conditions including terms of remuneration

as may be discussed between Mrs. Neha Abrol (DIN: **06935869**) and the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) with a liberty to the Board to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any Statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mrs. Neha Abrol (DIN- **06935869**).”

“**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mrs. Neha Abrol (DIN- **06935869**) will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof.”

“**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary and alter the terms Mrs. Neha Abrol (DIN-**06935869**) within such prescribed limit or ceiling as agreed by and between the Board and Neha Abrol (DIN-**06935869**) without any further reference to the Company in General Meeting.”

5. **Appointment of Mr. Raman Kataria (DIN: 08174441) As Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s) as may be deemed fit, the following resolution as **Ordinary Resolution**

“**RESOLVED THAT** Mr. Raman Kataria (DIN:08174441), who was appointed as an Additional Director of the company by the Board of Directors with effect from July 28,2018, in terms of Section 161(1) of the Companies Act, 2013 and whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing him candidature for the office of director be and is hereby appointed as an Independent director of the Company in terms of section 149, 152 and other applicable provisions , if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, to hold office for 5 (Five) consecutive years from the conclusion of this Annual General Meeting.

By Order and on behalf of the board
Regency Investments Limited

SD/-
Gaurav Kumar Abrol
Managing Director
DIN: 06717452

Place: Punjab
Dated: September 4, 2018

Registered Office: Unit No. 201-B , 2nd Floor, Global Business Park, Waraich Farm Compound, Nh-22, Delhi-Ambala- Chd Road Zirakpur, Mohali, Punjab -140603.

NOTES:

1. Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The disclosures required under Regulation 27 of the SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2016 agreement in respect of the Directors being appointed/ reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting.
3. Member holding shares in physical form are advised to update their address and bank account/ ECS Details with the Company's Registrar & Share Transfer Agent, **M/s. MAS SERVICES LIMITED.**
4. The Annual Report of the Company for the financial year ended March 31, 2018 has been emailed to the members whose email addresses are available with the depositories or are obtained directly from the members, as per the MCA Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 on "Green Initiative of Ministry of Corporate Affairs for Corporate Governance". For other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. **Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.**
5. In terms of the provisions of the Companies Act, 1956 and 2013, the Company was not required to transfer any unclaimed or un-encashed dividends for financial years upto 2008 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid dividend account.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
7. The Register of Members and the Transfer Books of the Company shall remain closed from Saturday, September 22 to Friday, September 28, 2018 (both days inclusive).
8. An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, in respect of Item No. 4 - 5 is annexed hereto
9. All documents referred to in accompanying Notice and Explanatory Statement is open for inspection at the registered office of the Company on all working days between 9.00 a.m. to 12.00 noon up to the date of AGM.
10. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.

11. Pursuant to the provision of Section 107 and 108, read with companies (Management and Administration) Rules 2014, the company is pleased to offer the option of E-Voting facility to all the members of the company. For this purpose, the company has entered into an agreement with National Depository Services (India) Limited (NSDL) for facilitating E-voting. The company has appointed Reena & Associates, Practicing Company Secretaries (Membership No.35020; Certificate of Practice No. 13243) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (LODR), 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, September 25, 2018 @ 9.00 a.m and ends on Thursday, September 27, 2018 @ 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday , September 21, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The “remote e-voting” end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/> (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles. (vii) Select "EVEN" of "**Regency Investments Limited**".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csreena.tekaria@ksaindia.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2018.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 21, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/info@masserv.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

A member may participate in the AGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the AGM

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the September 21, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. M/s. Reena & Associates, Practicing Company Secretaries, Chandigarh has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.regencyinvestments.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

Pursuant to Section 102 of the Companies Act, 2013 („the Act“), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 and 4 of the accompanying Notice dated September 4, 2018.

Item No. 5

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Raman Kataria (DIN 08174441) as Independent Director of the Company.

He has given a declaration to the Board that he meets the criteria of Independent Director as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Raman Kataria fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. Notices as required under Section 160 of the Companies Act, 2013 have been received from some members proposing candidature of the said Independent Director. Upon the confirmation of appointment of said director as Independent Director by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Director.

Mr. Raman Kataria (DIN 08174441) was appointed as an Additional Director by the Board of Director w.e.f. July 28, 2018. He is a person of integrity and possesses relevant expertise and experience and is eligible for appointment in the position of an Independent Director of the Company and fulfills the conditions specified by the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Board considers that his association will be beneficial and in the best interest of the Company.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which they hold Directorship, Committee Memberships/ Chairmanships etc., are separately annexed hereto.

A copy of draft letter of appointment as Non-Executive Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

The Board of Directors recommends the ordinary resolution for your approval.

He is not related to any of the Directors or Key Managerial Personnel (including relatives of the Directors and Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. Raman Kataria, himself, is concerned or interested, financially or otherwise, in this resolution.

Item No. 4

Mrs. Neha Abrol, (DIN- 06935869) was appointed as a Whole time Director according to the Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 of the Company for a period of 5 (Five) years w.e.f. September 28, 2018 on the terms and conditions including terms of remuneration as may be discussed between Mrs. Neha Abrol, (DIN- 06935869) and the Board of Directors of the Company.

The Board of Directors are of the opinion that Mrs. Neha Abrol devotes her maximum time of working hours to the company and has a significant contribution towards the working of the Company.

Your Board is of the opinion that considering the experience of Mrs. Neha Abrol (DIN- 06935869), her appointment as Whole Time Director will be beneficial to the Company. The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of her appointment is mentioned in the draft letter of appointment placed before the meeting approved by the Board of Directors/Nomination & Remuneration Committee at their meeting.

1. Basic Salary:

The Whole Time Director shall be entitled to a Monthly Salary of Rs. 50,000/- per month, with an authority to the Board to increase the same from time to time in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company's performance.

2. House Rent Allowance & Medical expenses:

In addition to the prescribed basic salary, special allowance and performance linked incentive, Mrs. Neha Abrol (DIN- 06935869) will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance, medical reimbursement, coverage under medical and personal accident insurance scheme, leave travel allowance / concession for self and her family and also the House rent and medical reimbursement, as per the rules of the Company or as may be agreed to by the Board with Mrs. Neha Abrol (DIN- 06935869).

The Remuneration Committee/Board of Directors will determine the amount of increments payable every year depending on the performance of the Managing Director, profitability of the Company and other relevant factors

Mrs. Neha Abrol satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for her appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume of Mrs. Neha Abrol, nature of her expertise in specific functional areas, names of companies in which she holds Directorships and Memberships / Chairmanships of Board Committees etc., are separately annexed hereto.

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of aforesaid Director, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said Director subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013 and if necessary, with the approval of Central Government.

The above remuneration payable to Mrs. Neha Abrol is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 10% of the net profits collectively payable to all the managerial personnel as calculated in accordance with Section 197 and 198 of the Companies Act, 2013 or any amendment thereto or any other provision as may be applicable.

The copy of resolution passed by the Board of Directors of the Company in its meeting held on May 29, 2018 approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the date of the Annual General Meeting.

Mrs. Neha Abrol is interested in this resolution which pertains to his appointment and remuneration payable to him.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, concerned or interested, financially or otherwise, in this resolution.

By Order and on behalf of the board

SD/-
Gaurav Kumar Abrol
Managing Director
DIN: 06717452

Place: Punjab

Dated: September 4, 2018

Name of Director	Mrs. Neha Abrol	Mr. Raman Kataria	
DIN	06935869	08174441	
Date of Birth	07/02/1983	22/04/1971	
Date of Appointment	29/05/2018	28/07/2018	
Profile	She worked as Senior Entrepreneurial Executive with more	He has more than 20 years of experience in retail business and in	

	than 14 years of experience in sales management, marketing, operations, personnel and merchandising at the district, regional and corporate level in retail and manufacturing companies. She is an oriented achiever with excellent track record for identifying opportunities for accelerated growth.	the field of construction business. He is an oriented achiever with excellent track record for identifying opportunities for accelerated growth	
Directorships in other Public Companies as on March 31, 2018	NIL	NIL	
Memberships of Committees in Public Companies	NIL	NIL	
Chairmanships of Committees in Public Companies	NIL	NIL	
Relationship with other director	Spouse Of Gaurav Kumar Abrol	N.A.	
Qualifications	Graduation In Economics	Graduation In Science	

DIRECTOR'S REPORT

OPERATION AND FINANCIAL RESULTS:

The summary of operation and financial results of the company for the year with comparative figures for last year is as under:

(Amount in Rs.)		
FINANCIAL RESULTS	2017-2018	2016-2017
Revenue from operations	6364294.46	4071659
Other Income	58042	211035
Less: Operational & Other expenses	3324967.70	1327731
Profit/(Loss) before Depreciation	3097368.76	2954963
Less: Depreciation	111198.35	-
Less: Finance Cost	1087931.72	-
Less: Exceptional Items	-	-
Profit/ (Loss) Before Taxation	3097368.76	2954963
Less: Provision for Tax	806386.01	886073
Less: Prior Year's Income Tax		-
Net Profit After Tax	2290982.75	2068890

REVIEW OF OPERATIONS AND FUTURE PROSPECTS:

The Company being a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India (RBI) under Category B, has generated revenue in the form of Commission for Financial and Investment advisory and consultancy services. The Company has also earned Interest on Deposit held with Scheduled Bank.

The Income from Operation of the Company has increased from Rs. 4071659/- in the FY 2016-17 to Rs. 6364294.46/- during the current financial year. During the year under review, the Company has earned other income of Rs. 58042/-

The Company has earned a Net Profit of Rs. 2290982.75/- during the financial year under review as compared to Rs. 2068890/- during the financial year 2016-17

TRANSFER TO RESERVES:

The credit Balance of the Profit and Loss Account has been transferred to reserves in the balance sheet.

DIVIDEND:

In order to conserve the reserves, the management of the Company does not propose to declare any dividend for the financial year ended 31st March 2018.

DIRECTORS:

During the year under review, the Board of Directors has appointed five Directors on the board and five Directors has been resigned from the Board.

DECLARATION BY INDEPENDENT DIRECTOR: (SECTION 134(3)(D))

Declaration by an Independent Director(s) that they meet the criteria of independence as provided in sub-section (6) of the Companies Act, 2013 is enclosed.

An Independent Director shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for reappointment for next five years on passing of special resolution by the company.

PARTICULARS OF DIRECTORS/KMP/EMPLOYEES

In the terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are No employees drawing remuneration in excess of the limits prescribed in the act.

During the year, under review, the following changes have been made in the Board structure of the Company:

Sr. No.	Name of Directors	DIN	Date of Appointment	Date of Resignation	Designation
1.	Rana Randhir	01094470	April 30, 2008	August 12, 2017	Non-Executive Independent Director
2.	Nisha Ranka	03456003	March 31, 2015	August 12, 2017	Non-Executive Independent Director
3.	Ajay I. Majithia	00196729	April 30, 2008	August 12, 2017	Non-Executive Chairman
4.	Rajiv Vashisht	02985977	September 13, 2017	July 28, 2018	Executive Director & Chairman
5.	Ashok Malik	02605240	September 13, 2017	July 28, 2018	Non-Executive Independent Director
6.	Sourav Choudhury	03635616	September 13, 2017	April 12, 2018	Non-Executive Independent Director
7.	Sahara Sharma	07682859	December 21, 2016	May, 29, 2018	Whole Time Director
8.	Narendra Kumar Gupta	00155242	August 12, 2017	November 15, 2017	Non-Executive Independent Director
9.	Ajay Kumar	AXTPK5333Q	August 12, 2017	April 12, 2018	Chief Financial Officer
10.	Anubha	BRMPA2422G	February 14, 2017	April 12, 2018	Company Secretary
11.	Vandana Garg	BAQPG7050P	April 12, 2018	-	Chief Financial Officer
12.	Shipra Anand	ALXPA0160D	June 28, 2018	-	Company Secretary
13.	Surender Kumar Singla	07974144	November 15, 2017	-	Non- Executive Independent
14.	Rashu Sarin	07903239	August 12, 2017	-	Non- Executive Independent

MATERIAL EVENTS THAT HAVE OCCURRED DURING AND AFTER THE COMPLETION OF FINANCIAL YEAR 2017-18

1. Proposed Open Offer by Mr. Rajiv Vashisht (“Acquirer1”) and Mr. Gaurav Kumar (“Acquirer 2”), collectively (“Acquirers”) to acquire up to 780052 equity shares of Rs. 10/- each for cash at a price of Rs.10/- aggregating upto Rs. 7800520 to the public shareholders of Regency Investments Limited in accordance with the Securities And Exchange Board Of India(Substantial Acquisition Of Shares And Takeovers) Regulations, 2011.

2. Corrigendum to Detailed Public Statement dated June 27, 2017 was published on June 28, 2017. Also, "Saffron Capital Advisors Private Limited appointed as "Manager to the Issue" to the captioned Open offer by the Acquirers in terms of Regulation 12(1) of the Takeover Regulations.
3. The Board Of Directors of the company at their meeting held on August 12, 2017 had made, Application for Extension Of Annual General Meeting for 2016-17 to the Registrar of Companies, Punjab and Chandigarh and have got the approval for the same on August 28, 2017.
4. Upon consummation of the open offer, Mr. Gaurav Kumar and Mr. Rajiv Vashisht has taken over the management control of the Company and the Composition of the Board of Directors have changed in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Reserve Bank of India Act, 1934 by appointment of Mr. Gaurav Kumar and Mr. Rajiv Vashisht on the Board of the Company w.e.f. September 13, 2017 and categorization of Mr. Gaurav Kumar and Mr. Rajiv Vashisht in the category of promoters.
5. Issue and allotment of 7,11,633 Equity Shares of Rs. 10/- each at premium of Rs. 25.93 up to an aggregate of Rs. 2,55,68,973.69 /-on preferential basis to Non-Promoters And Bodies Corporate after the approval of shareholders in the Extra Ordinary General Meeting held on March 30,2018.
6. Increase in the Authorised Share capital of the company from Rs. 32000000/-divided into 3200000 equity shares of Rs. 10/-each to Rs. 42000000/- divided into 4200000 equity shares of Rs. 10/- each to enable the company to issue securities on preferential basis.

MANAGEMENT DISCUSSION AND ANALYSIS

A report on the Management Discussion and Analysis is attached as a separate part of this Annual Report as **ANNEXURE B**.

CORPORATE GOVERNANCE

The Company has vigorously taken steps to follow the best corporate governance practices aimed at building trust among the key stakeholders, shareholders, employees, customers, suppliers and other stakeholders on four key elements of Corporate governance — transparency, fairness, disclosure and accountability.

Further, in terms of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the provision of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company since the paid up capital of the Company is below Rs. 10 crores and also the net worth of the Company is below Rs. 25 Crores.

Since, the Paid-up capital and Net worth of the Company is within the threshold specified under the Regulations, the Compliance with the Corporate Governance Norms are not applicable to Company and thus the Company is not required to attach the Corporate Governance report with the Report of the Board of Directors.

DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement:

- (i) That in the presentation of the annual accounts for the year ended March 31, 2018, applicable accounting standards have been followed and that there are no material departures
- (ii) That they have, in the selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year ended March 31, 2018 and of the profit of the Company for the year ended on that date;

- (iii) That they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the annual accounts have been prepared on a going concern basis.
- (v) That internal financial controls followed by the Company are adequate and were operating effectively
- (vi) That the system to ensure compliance with the provisions of all applicable laws were adequate and operating effectively

SUBSIDIARIES COMPANIES

The Company did not have any Holding/ subsidiary/Associate Company during the period under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

- (a) Energy conservation measures taken : Nil
- (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy : Nil
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods : Nil
- (d) Total energy consumption and energy consumption per unit of production: Nil

FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

- A. Power and fuel consumption : Nil
- B. Consumption per unit of production : Nil

TECHNOLOGY ABSORPTION

FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,

- I Research and Development : Nil
- II Technology Absorption, Adaptation and Innovation : Nil

FOREIGN EXCHANGE EARNINGS AND OUTGO

- I. Earnings in Foreign Exchange during the year : Nil
- II. Foreign Exchange outgo during the year : Nil

CHANGE IN SHARE CAPITAL AND LISTING OF SHARES:

During the year under review, there were no changes in the Capital Structure of the Company. The Company's shares are listed on the BSE Limited and Calcutta Stock Exchange Limited and the details of the same are given below as on March 31, 2018:

Name Of The Stock Exchange	Number Shares Listed On Stock Exchange (Equity)
Calcutta Stock Exchange Limited	30,00,200
BSE Limited	30,00,200

EXTRACT OF THE ANNUAL RETURN

An extract of the Annual Return for the year ended March 31, 2018 as provided under sub-section (3) of Section 92 and prescribed under Rule 12 of Companies (Management & Administration) Rules, 2014 in the prescribed form MGT-9 is attached as **ANNEXURE „A“** and forms part of this report.

SECRETARIAL AUDITORS AND THEIR REPORT

Ms. Reena Tekaria, Company Secretaries, was appointed as Secretarial Auditors of the Company for the financial year 2017-18. Pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR-3 is attached as **ANNEXURE „C“** and forms part of this report.

MANAGEMENT EXPLANATION TO THE AUDITORS OBSERVATIONS:

SR.NO	AUDITORS REMARKS	BOARD;S COMMENTS
1.	The Company had taken loans from Banks but Form MGT-14 w.r.t filing of resolution approving the loan has not been filed with Registrar of Companies (ROC) as required under section 179 of Companies Act, 2013 and has not created charge on the loan as required under section 77 of Companies Act, 2013.	The company will comply with the pendencies at earliest
2.	The Company has appointed Secretarial Auditors required as per Section 204, but has not filed Form MGT-14 with the Registrar of Companies as required under section 179 of Companies Act, 2013.	The company will comply with the pendencies at earliest
3.	The Company has not appointed Internal Auditors required as per Section 138 respectively, but has not filed Form MGT-14 with the Registrar of Companies as required under section 179 of Companies Act, 2013	The company will comply with the pendencies at earliest
4.	Form MGT-14 has not been filed with ROC as required U/s 179 of Companies Act, 2013 for Approval of Balance Sheet & Directors Report for the FY 2016-17	The company will comply with the pendencies at earliest

RATIFICATION OF STATUTORY AUDITOR OF THE COMPANY

The Board of Directors has ratified the appointment of M/s. Kapil Sandeep & Associates (Firm Reg. No. 016244N), Chartered Accountants, as the Statutory Auditor of the Company for the financial year 2018-19, also the Company have received the eligibility letter under section 139 of the Company Act 2013, stating that if their appointment is confirmed, it will be in conformity under the provisions of the Act.

DEPOSIT

During the period under review, your Company has not accepted or invited any deposits from public.

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

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

1. 目的と概要

本報告書は、2023年度におけるプロジェクトの進捗状況、達成した成果、および今後の計画について詳しく説明する。また、プロジェクトの成功に貢献したチームメンバーへの感謝の意を述べ、今後の活動に向けた意気込みを述べたい。

2. 進捗状況と成果

プロジェクトは予定通り進捗しており、主要なマイルストーンをすべて達成した。特に、新しい技術の導入とチームの協働が大きな成果をもたらした。また、顧客からのフィードバックに基づいて製品を改善し、市場での受け入れやすさを向上させた。

3. 今後の計画

来年度は、現在の成功を基にさらなる成長を遂げることを目指す。新しい市場への展開と、既存製品のさらなる最適化に取り組む。また、チームのスキルアップと、顧客との関係強化も重要な課題とする。

項目	計画	実績	備考
売上	1000万円	1050万円	目標達成率105%
新規顧客	500名	520名	新規顧客獲得率104%
顧客満足度	4.5/5.0	4.6/5.0	顧客満足度向上
従業員満足度	4.0/5.0	4.1/5.0	従業員満足度向上
新規製品開発	2品	2品	開発完了
市場拡大	2地域	2地域	市場拡大完了

4. 今後の展望

引き続き、顧客のニーズに応じた製品開発とサービス提供を推進する。

チームの協働とスキルアップを促進する。

市場の動向を注視し、迅速な対応を行う。

顧客との関係強化とブランド価値の向上を目指す。

本報告書は、プロジェクトの進捗状況を把握し、今後の活動に向けた意気込みを述べたい。

売上	1000万円	1050万円	目標達成率105%
新規顧客	500名	520名	新規顧客獲得率104%
顧客満足度	4.5/5.0	4.6/5.0	顧客満足度向上
従業員満足度	4.0/5.0	4.1/5.0	従業員満足度向上
新規製品開発	2品	2品	開発完了
市場拡大	2地域	2地域	市場拡大完了

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

INTERNAL FINANCIAL CONTROL

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

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

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

The Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless the Company recognizes that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

RISKS AND MITIGATION

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

COST AUDITORS

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

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal policy for prevention of sexual harassment of its women employees.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year.

Number of Complaints received	NIL
Number of Complaints disposed off	NIL

PARTICULARS OF EMPLOYEES

Particulars of employees as required to be disclosed in terms of Section 134 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are made available at the registered office of the Company. The members desirous of obtaining the same may write to the Company at the registered office.

INDUSTRIAL RELATIONS:

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

ACKNOWLEDGEMENT

Your Directors wish to acknowledge all their stakeholders and are grateful for the excellent support received from the shareholders, Bankers, Financial Institutions, Government authorities, esteemed corporate clients, customers and other business associates. Your Directors recognize and appreciate the hard work and efforts put in by all the employees of the Company and their contribution to the growth of the Company in a very challenging environment.

By Order and on behalf of the board

SD/-
Gaurav Kumar Abrol
Managing Director
DIN: 06717452

Place: Punjab

Dated: September 4, 2018

Annexure A to the Directors Report

Form No. MGT-9

Extract of Annual Return as on the financial year ended on 31st March, 2018 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

CIN	L67120PB1993PLC013169
Registration Date	29/03/1993
Name of the Company	Regency Investments Limited
Category/Sub-category of the Company	Public Limited Company
Address of the Registered office & contact details	Unit No. 201-B , 2nd Floor, Global Business Park, Waraich Farm Compound, Nh-22, Delhi- Ambala- Chd Road Zirakpur, Mohali, Punjab -140603
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Mas Services Limited T-34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi – 110020. Tel.: 011-26387281/83; Fax.: 011-26387384 Email.: info@masserv.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other Financial Services	649	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL	NIL

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

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	De mat	Physic al	Total	% of Tota l Shares	Dema t	Physic al	Total	% of Total Shar es	
A. Promoter s									
(i) Indian									
a) Individual/HUF	0	0	0	0.00	195000	0	195000	6.5	6.5
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State	0	0	0	0	0	0	0	0	0

Govt(s)									
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	0	0	0	0.00	195000	0	195000	6.50	6.5
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	5271	68300	73571	2.45	68230	0	68230	2.27	-0.18
i) Indian	0	0	0	0	0	0	0	0	
ii) Overseas	0	0	0	0	0	0	0	0	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	108937	148100	257037	8.57	736829	0	736829	24.56	15.99

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	331907	2304600	2636507	87.88	1884531	0	1884531	62.81	- 25.07
c) Others (specify)	0	0	0	0	33559	0	33559	1.12	1.12
NRI (Repat & Non Repat)	0	0	0	0	5150	0	5150	0.17	0.17
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	33085	0	33085	1.10	76901	0	76901	2.56	1.46
Trusts	0	0	0	0	0	0	0	0	0
Hindu Undivided Family	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	479200	2521000	3000200	100.00	2805200	0	2805200	100	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	479200	2521000	3000200	100.00	3000200	0	3000200	100	100.00

B) Shareholding of Promoter-

Sr.No	Promoter's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered	
1.	Gaurav Kumar	0	0	0	97500	3.25	0	3.25
2.	Rajiv Vashisht	0	0	0	97500	3.25	0	3.25
	Total				195000	6.50	0	6.50

C) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of totals hares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year RAJIV VASHISHT -97500 GAURAV KUMAR ABROL - 97500	195000	6.50	195000	6.50

D) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured loans excluding	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
* Addition	1587671.00	45844000.00	NIL	47431671.00
* Reduction	NIL	NIL	NIL	NIL
Net Change	1587671.00	45844000.00	NIL	47431671.00
Indebtedness at the end of the financial year				
i) Principal Amount	1587671.00	45844000.00	NIL	47431671.00
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
	1587671.00	45844000.00	NIL	47431671.00

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

Sr. No	NAME	No. of Shares at the beginning & End of the year	Date	Increase/ Decrease in share-holding	Reason
1.	ASHOK SHARMA	123900	01.04.2017	N.A.	N.A.
		123900	31.03.2018	N.A.	N.A.
2.	SHALINI	99600	01.04.2017	N.A.	N.A.
		99600	31.03.2018	N.A.	N.A.
3.	NIKHIL KAKKAR	102000	01.04.2017		N.A.
		99550	31.03.2018	(2450)	SALE
4.	MADHU BALA	99500	01.04.2017	N.A.	N.A.
		99500	31.03.2018	N.A.	N.A.
5.	GAURAV THAKUR	10463	01.04.2017		N.A.
		96461	31.03.2018	85998	BUY
6.	BHAVIK KALPESH SHAH	70	01.04.2017		N.A.
		60145	31.03.2018	60075	BUY
7.	PRASHANT JAYANTILAL PATEL	50	01.04.2017		N.A.
		60051	31.03.2018	60001	BUY
8.	KAMLESH	7823	01.04.2017		N.A.
		55012	31.03.2018	47189	BUY
9.	ASHOK MALIK	2000	01.04.2017		N.A.
		52521	31.03.2018	50521	BUY
10.	AMANDEEP SINGH	2	01.04.2017		N.A.
		46002	31.03.2018	46000	BUY

F) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-

<p> $\frac{1}{2} \times \frac{1}{2} \times \frac{1}{2}$ $\frac{1}{4} \times \frac{1}{4} \times \frac{1}{4}$ $\frac{1}{8} \times \frac{1}{8} \times \frac{1}{8}$ $\frac{1}{16} \times \frac{1}{16} \times \frac{1}{16}$ $\frac{1}{32} \times \frac{1}{32} \times \frac{1}{32}$ $\frac{1}{64}$ </p>			
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$\frac{1}{2} \times \frac{1}{2} \times \frac{1}{2} \times \frac{1}{2} \times \frac{1}{2}$				
<p> $\frac{1}{4} \times \frac{1}{4} \times \frac{1}{4} \times \frac{1}{4}$ $\frac{1}{8} \times \frac{1}{8} \times \frac{1}{8} \times \frac{1}{8}$ $\frac{1}{16} \times \frac{1}{16} \times \frac{1}{16} \times \frac{1}{16}$ $\frac{1}{32} \times \frac{1}{32} \times \frac{1}{32} \times \frac{1}{32}$ $\frac{1}{64}$ </p>				<p> $\frac{1}{16} \times \frac{1}{16} \times \frac{1}{16}$ $\frac{1}{32} \times \frac{1}{32} \times \frac{1}{32}$ $\frac{1}{64} \times \frac{1}{64} \times \frac{1}{64}$ </p>

$\frac{1}{2} \times \frac{1}{2} \times \frac{1}{2} \times \frac{1}{2}$		
<p> $\frac{1}{4} \times \frac{1}{4} \times \frac{1}{4} \times \frac{1}{4}$ $\frac{1}{8} \times \frac{1}{8} \times \frac{1}{8} \times \frac{1}{8}$ $\frac{1}{16} \times \frac{1}{16} \times \frac{1}{16} \times \frac{1}{16}$ $\frac{1}{32} \times \frac{1}{32} \times \frac{1}{32} \times \frac{1}{32}$ $\frac{1}{64}$ </p>		
<p> $\frac{1}{16} \times \frac{1}{16} \times \frac{1}{16}$ $\frac{1}{32} \times \frac{1}{32} \times \frac{1}{32}$ $\frac{1}{64} \times \frac{1}{64} \times \frac{1}{64}$ </p>		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		WTD	CS	Total
			Ms. Anubha	-
1	Gross salary	NIL	1,47,071. P.A	1,47,071. P.A
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	Nil	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	Nil	NIL
2	Stock Option	NIL	Nil	NIL
3	Sweat Equity	NIL	Nil	NIL
4	Commission	NIL	Nil	NIL
	- as % of profit	NIL	Nil	NIL
	others, specify	NIL	Nil	NIL
5	Others, please specify	NIL	Nil	NIL
	Total	NIL	1,47,071. P.A	1,47,071. P.A

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE – B

MANAGEMENT DISCUSSION AND ANALYSIS

Forward – Looking Statements:

This Report contains forward – Looking Statements. Any, statement that address expectations or projections about the future, including but not limited to statements about the Company's strategy and growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future growth. The Company cannot guarantee that these assumptions are accurate and will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on basis of any subsequent developments, information or events.

Overview:

During the year, Income from Operation of the Company has increased from Rs. 4071659/- in the FY 2016-17 to Rs. 6364294.46/- during the current financial year. Further, the Company has earned other income of Rs. 58042/-

Outlook:

The Company is mainly engaged in the business of financing and investment in bodies corporate in order to yield greater revenue for its stakeholders. The Company is planning to expand and diversify the operational activities in the coming years ahead in order to tap higher revenues.

Risk and Concerns:

Due to stiff competitions in the finance field where the company's activities are centered in, the overall margins are always under pressure, but maintainable with the constant effort and good services rendered by the company.

Internal Control Systems and their Adequacy:

An Audit Committee of the Board of Directors of the Company has been constituted as per provisions of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

The Internal Audit Function is looked after internally by the finance and accounts department, and reviewed by the audit committee and the management at the regular intervals.

The Internal Auditors Reports dealing with Internal Control Systems are considered by the Audit Committee and appropriate actions are taken, whichever necessary.

Analysis of Financial Conditions and Results of Operations:

The Financial Statements have been prepared in accordance with the requirements of the Act, Indian Generally Accepted Principles (Indian GAAP) and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India.

The Management believes that it has been objective and prudent in making estimates and judgments relating to the Financial Statements and confirms that these Financial Statements are a true and fair representation of the Company's Operations for the period under review.

Development on Human Resource Front:

Our human resource is critical to our success and carrying forward our mission. With their sustained, determined and able work efforts we were able to cruise smoothly through the hard time of the economic volatility and rapidly changing market conditions.

The requirement of the markets given the economic scenario has made this even more challenging. Attracting newer talent with the drive, training and upgrading existing skill sets and getting all to move in an unified direction will definitely be task in the company.

Plans to execute the mandate on this count are already underway and we should see it impacting the results from the third quarter of the next financial year.

By creating conducive environment for career growth, company is trying to achieve the maximum utilization of employee"s skills in the most possible way.

There is need and the company is focused on retaining and bringing in talent keeping in mind the ambitious plans despite the market and industry scenario.

The company also believes in recognizing and rewarding employees to boost their morale and enable to achieve their maximum potential. The need to have a change in the management style of the company is one of the key focus areas this year.

Industrial Relations:

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

By Order and on behalf of the board

SD/-

Gaurav Kumar Abrol

Managing Director

DIN: 06717452

Place: Punjab

Dated: September 4, 2018

Secretarial Audit Report
(For the period from 01/04/2017 to 31/03/2018)

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

To,

The Members
REGENCY INVESTMENTS LIMITED
CIN L67120PB1993PLC013169
Chandigarh

Dear Sir(s)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s REGENCY INVESTMENTS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/s REGENCY INVESTMENTS LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on **31/03/2018**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **REGENCY INVESTMENTS LIMITED** ("**the Company**") for the financial year ended on **31/03/2018** according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - 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; and: **(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) With respect to the compliance system prevailing in the company and on the examination of the relevant documents and records in pursuance thereof , on test check basis, the company has complied with the following laws applicable to the company, subject to the observation stated below:
1. Income tax Act, 1961 to the extent of Tax deducted at source under section and TDS returns filed.
 2. Indirect tax laws relating to the collection, deductions, wherever applicable payment made and application filed.
 3. Prudential norms and other rules, regulations, directions, and circulars, issued by the department of non –banking supervision from time to time.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India, with respect to Board and General Meetings.
- ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above ***subject to the following observations/qualifications:-***

1. The Company had taken loans from Banks but Form MGT-14 w.r.t filing of resolution approving the loan has not been filed with Registrar of Companies (ROC) as required under section 179 of

Companies Act, 2013 and has not created charge on the loan as required under section 77 of Companies Act, 2013.

2. There was delay in submission of Financial Results as well as their publication as per the requirement of Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter September 2017.
3. There was delay in submission of Compliance Certificate as per Regulation 7 (3) –certifying maintaining physical & electronic transfer facility for the first half of the financial year ended September 2017.
4. There was delay in submission of Reconciliation of Share Capital Audit. (SEBI- DP Reg.55A) for the quarter ended September 2017
5. The Company has appointed Secretarial Auditors required as per Section 204, but not filed Form MGT-14 with the Registrar of Companies as required under section 179 of Companies Act, 2013.
6. The Company has not appointed Internal Auditors required as per Section 138 respectively, but not filed Form MGT-14 with the Registrar of Companies as required under section 179 of Companies Act, 2013.
7. Form MGT-14 has not been filed with ROC as required U/s 179 of Companies Act, 2013 for Approval of Balance Sheet for the FY 2016-17.
8. The company has made delay in filing the prescribed form NBS-9 for the FY 2016-17 and FY 2017-18 and same was filed during the year.
9. The company has not given any advertisement in the newspaper w.r.t to publish of notice of AGM for the FY 2016-17 as required under regulation 29 of SEBI (LODR) regulations 2015.

2. We 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 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.

We 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.

This report is to be read with our letter of even date which is annexed as annexure-A and forms an integral part of this report.

**FOR REENA & ASSOCIATES
Company Secretaries**

Sd/-

REENA

COMPANY SECRETARY

CP No. 13243

Place: Chandigarh

Dated: 20/08/2018

Annexure A

To,

The Members,
REGENCY INVESTMENTS LIMITED
Chandigarh

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

1. Maintenance of secretarial record 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. I 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. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the 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 REENA & ASSOCIATES
Company Secretaries

Sd/-
REENA
COMPANY SECRETARY
CP No. 13243

Place: Chandigarh
Dated: 20/08/2018

INDEPENDENT AUDITOR'S REPORT

To the Members

M/S REGENCY INVESTMENTS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s Regency Investments Limited** („the Company), which comprises the Balance Sheet as at **31st March, 2018**, the statement of Profit and Loss and Cash Flow Statement of the company for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013("the Act") with respect to 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 the 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) Rule, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a) In the case of the balance sheet, of the statement of affairs of the Company as at 31st March,

2018; and

- b) In the case of statement of profit and loss and cash flow statement for the year ended on that date.

Emphasis of Matters

We draw attention to following matters

- a) As per information & Explanation given by the management and relied upon by us in the matter that no lawsuit filed against the company.
- b) The Company has appointed CFO as Required by Section 203 of the Companies Act 2013.

Report on Other Legal and Regulatory Requirements

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

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 purpose 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31st, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st 2018, from being appointed as a director 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**".
- g) with respect to the other matters to be included in the Auditor's Report in accordance with
of our information and according to the explanations given to us:
- i. The company had disclosed the impact of pending litigations on its financial position in its financial statements.
- ii. The Company has made provision , as required under the applicable law or accounting standards, for material losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For Kapil Sandeep & Associates

Chartered Accountants

FRN: 016244N

Sd/-

(CA Surinder Pal Singh)

Partner

M.No. 511569

Place: Mohali

Date: 19/07/2018

ANNEXURE - A**Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on 31st March 2018**

To,

The Members of REGENCY INVESTMENTS LIMITED

(i) In Respect of Fixed Assets

(a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

(c) All the title deeds of immovable properties are held in the name of the company.

(ii) In Respect of Inventories

The Company has no inventories; hence comments on inventories are not applicable for the time being.

(iii) Compliance under section 189 of The Companies Act, 2013

As informed, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. However, The company has availed loan of Rs. 250000/- from Raconteur Granite Private Limited in which Mr. Rajiv Vashisht is a director which falls below the prescribed limit mentioned in the section.

(a) In our opinion and according to the information and explanations given to us. The rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest to the company.

(b) In respect of loans granted, repayment of the principal amount is as stipulated and payment of interest have been regular.

(c) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the companies Act, 2013.

(iv) Compliance under section 185 and 186 of The Companies Act, 2013

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

(v) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits

Since the company is a NBFC registered with the RBI, therefore, provisions contained under Section 73 to 76

of the Companies Act 2013 are not applicable to the Company.

(vi) Maintenance of cost records

The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's product/services.

(vii) Deposit of Statutory Dues

(a) According to the information and explanations given to us and based on our examinations of the records of the company, the Company is regular in depositing the undisputed statutory dues including provident fund, employees` state insurance, income tax, sales, tax wealth tax, service tax, GST, custom duty, excise duty. Cess and other statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

(b) There are no dues in respect of income-tax, sales tax, wealth tax, service tax, GST, duty of customs, duty of excise, value added tax and cess that have been deposited with the appropriate authorities on account of any dispute.

(viii) Repayment of Loans and Borrowings

Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, bank of debenture holders.

(ix) Utilization of Money Raised by Public Offers and Term Loan For which they Raised

The company is in the process of making preferential allotment of its share for the purpose of which it has raised an amount of Rs. 1,59,70,000/- during the financial year.

(x) Reporting of Fraud During the Year

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

(xi) Managerial Remuneration

The Company has paid Managerial Remuneration to its Managing Director (Mr. Gaurav Kumar) an Amount equal to Rs. 3,00,000/- during the financial year 2017-18 and accordingly the company has complied with the provisions of Section 197 The Companies Act 2013.

(xii) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

As per information and records available with us, the company is not Nidhi Company. Accordingly, paragraph 3 (xiii) of the Order is not applicable.

(xiii) Related party compliance with Section 177 and 188 of companies Act - 2013

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 Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(xiv) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures

According to the information and explanations given to us and based on our examination of the records of the company, the Company is in the process of making preferential allotment of shares and it has raised money amounting to Rs. 1,59,70,000/- for same during the year. The company has complied with the provisions of section 42 read with Section 62(1)(c) of the Companies Act, 2013.

(xv) Compliance under section 192 of Companies Act - 2013

According to the information and explanations given to us and based on our examination of the records of the company, the company has entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with.

(xvi) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934

The company is registered under section 45-IA of the Reserve Bank of India Act, 1934

Place : Mohali
Date : 19/07/2018

FOR KAPIL SANDEEP AND ASSOCIATES
(Chartered Accountants)
Reg No. :016244N

Sd/-
SURINDER PAL SINGH
(Partner)
Membership No : 511569

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 Investments Limited** ("the Company") as of 31 March 2018 in conjunction with our audit of the 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 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.

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 March 2017, 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.

**For Kapil Sandeep &
Associates
Chartered Accountants FRN:
016244N**

Sd/-
(CA Surinder Pal Singh)
Partner
M. No. 511569

Place Mohali
Date: 19/07/2018

Regency Investments Limited
CIN: L67120PB1993PLC013169

Audited Balance Sheet as at 31st March 2018

In Rupees

	Particulars	Note No.	as at 31-03-2018	as at 31-03-2017
I.	EQUITY AND LIABILITIES			
1	Shareholders' Funds		3,47,46,323.16	3,25,95,477.00
	(a) Share Capital	1	3,00,02,000.00	3,00,02,000.00
	(b) Reserves and Surplus	2	47,44,323.16	25,93,477.00
	(c) Money Received Against Share Warrants		-	-
2	Share Application money pending allotment	3	1,59,70,000.00	-
3	Non-Current Liabilities		4,81,44,379.00	6,84,023.00
	(a) Long-Term Borrowings	4	4,74,31,671.00	-
	(b) Deferred Tax Liabilities (Net)	5	7,12,708.00	6,84,023.00
	(c) Other Long-Term Liabilities		-	-
	(d) Long-Term Provisions		-	-
4	Current Liabilities		2,91,43,818.14	3,87,798.00
	(a) Short-Term Borrowings		-	-
	(b) Trade Payables		-	-
	(c) Other Current Liabilities	6	2,82,09,989.54	1,46,757.00
	(d) Short-Term Provisions	7	9,33,828.60	2,41,041.00
	Total		12,80,04,520.30	3,36,67,298.00
II.	ASSETS			
1	Non-Current Assets		5,85,70,137.79	63,96,488.00
	(a) Fixed Assets	8	21,52,301.48	-
	(b) Non-Current Investments		-	-
	(c) Deferred Tax Assets (Net)		-	-
	(d) Long-Term Loans and Advances	9	5,60,54,634.62	63,96,488.00
	(e) Other Non-Current Assets	10	3,63,201.69	-
2	Current Assets		6,94,34,382.51	2,72,70,810.00
	(a) Current Investments		-	-
	(b) Inventories		-	-

(c) Trade receivables		-	-
(d) Cash and Cash Equivalents	11	2,20,58,238.88	11,50,020.00
(e) Short-Term Loans and Advances		-	-
(f) Other Current Assets	12	4,73,76,143.63	2,61,20,790.00
Total		12,80,04,520.30	3,36,67,298.00

The Notes referred to above form an integral part of the Balance Sheet.

As per our report of even date

For M/s Kapil Sandeep & Associates

Chartered Accountants

Firm Reg. No : 016244

Sd/-

CA Surinder Pal Singh

Partner

M. No. : 511569

For and On behalf of the Board

Sd/-

Rajiv Vashisht

Director

DIN:02985977

Sd/-

Gaurav Kumar

Director

DIN:06717452

Sd/-

Vandana Garg

CFO

BAQPG7050P

Sd/-

Shipra Anand

Company Secretary

ALXPA0160D

Place: Mohali

Date: 19/07/2018

Regency Investments Ltd.

CIN: L67120PB1993PLC013169

Audited Statement of Profit and Loss for the year ended 31st March 2018

In Rupees

	Particulars	Note No.	1-Apr-2017 to 31-Mar-2018	1-Apr-2016 to 31-Mar-2017
I	Revenue from Operations	13		
II	Other Income	14	63,64,294.46	40,71,659.00
III	TOTAL REVENUE (I + II)		64,22,336.46	42,82,694.00
IV	EXPENSES			
	Employee Benefit Expenses	15	5,46,714.00	1,62,357.00
	Finance Costs	16	10,87,931.72	-
	Other Expenses	17	15,79,123.63	11,65,374.00
	Depreciation and amortization expense	9	1,11,198.35	-
	TOTAL EXPENSES		33,24,967.70	13,27,731.00
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)		30,97,368.76	29,54,963.00
VI	Exceptional Items		-	-
VII	Profit before Extraordinary Items and Tax		30,97,368.76	29,54,963.00
VIII	Extraordinary Items		-	-
IX	Profit Before Tax		30,97,368.76	29,54,963.00
X	Tax Expense			
	Current Tax		7,77,701.01	2,02,050.00
	Deferred Tax		28,685.00	6,84,023.00
XI	Profit/(Loss) for the period from Continuing Operations(IX-X)		22,90,982.75	20,68,890.00
XII	Profit/(Loss) from Discontinuing Operations		-	-
XIII	Tax Expense of Discontinuing Operations		-	-
XIV	Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)		-	-
XV	Profit(Loss) for the Period(XI+XIV)		22,90,982.75	20,68,890.00
XVI	Earnings per Equity Share			

-Basic		0.76	0.69
-Diluted		0.76	0.69

The Notes referred to above form an integral part of the Balance Sheet.

As per our report of even date

For M/s Kapil Sandeep & Associates

Chartered Accountants

Firm Reg. No : 016244

Sd/-

Surinder Pal Singh

Partner

M. No. : 511569

For and On behalf of the Board

Sd/-

Rajiv Vashisht

Director

DIN:02985977

Sd/-

Gaurav Kumar

Director

DIN:06717452

Sd/-

Vandana Garg

CFO

BAQPG7050P

Sd/-

Shipra Anand

Company

Secretary

ALXPA0160D

Place: Mohali

Date: 19/07/2018

REGENCY INVESTMENTS LIMITED

CIN: L67120PB1993PLC013169

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
	Amt in Rs.	Amt in Rs.
<u>A. Cash Flow from Operating Activities</u>		
Net Profit after Tax	22,90,982.75	20,68,890.00
adjustments for:		
Depreciation	1,11,198.35	-
Deffered Tax Liabilities	28,685.00	6,84,023.00
Transfer to Reserves	(1,40,136.59)	(15,991.00)
Interest Income	-	(74,172.00)
Interest on Income Tax	32,022.00	10,412.00
other Income	-	-
liability no longer required	-	(1,36,863.00)
Interest on TDS	2,206.50	741.00
	33,975.26	
Operating profit before working capital changes	23,24,958.01	25,37,040.00
Ajustments for :		
(Increase)/Decrease in Trade and other receivable		-
Increase/(Decrease) in short Term Provision	6,92,787.60	(9,07,746.00)
(Increase)/Decrease in other current assets	(2,12,55,353.63	4,92,087.00
Increase/(Decrease) in Other Current Liabilities	2,80,63,232.54	(76,735.00)
	75,00,666.51	
Cash flow from operating activities	98,25,624.52	20,44,646.00
Interest on Income tax	(32,022.00)	(10,412.00)
Interest on TDS	(2,206.50)	(741.00)
	(34,228.50)	
Net Cash flow from operating activities	97,91,396.02	20,33,493.00
<u>B. CASH FLOWS FROM INVESTING ACTIVITIES</u>		

Sale (Purchase) of investments	-	43,25,895.00
Sale (Purchase) of Fixed Assets	(22,63,500.00)	-
Interest Income	-	74,172.00
Interest on Income tax refund/(paid)	-	-
Other Income	-	-
NET CASH FROM(USED) IN INVESTING ACTIVITIES	(22,63,500.00)	44,00,067.00
<u>C. CASH FLOWS FROM FINANCING ACTIVITIES</u>		
-		
Increase/Decrease in Long Term Loans & Advances	(4,96,58,146.62)	(63,96,488.00)
(Increase)/Decrease in Non Current Assets	(3,63,201.69)	-
Increase/Decrease in Long Term Borrowings	4,74,31,671.00	-
Increase/Decrease in Share application money	1,59,70,000.00	-
NET CASH FROM(USED) IN FINANCING ACTIVITIES	1,33,80,322.69	(63,96,488.00)
NET CHANGE IN CASH AND CASH EQUIVALENTS(A+B+C)	2,09,08,218.71	37,072.00
Opening cash and cash equivalents	11,50,020.00	11,12,948.00
Closing cash and cash equivalents	2,20,58,238.71	11,50,020.00

For M/s Kapil Sandeep & Associates
Chartered Accountants
Firm Reg. No : 016244

For and On behalf of the Board

Sd/-
CA Surinder Pal Singh
Partner
M. No. : 511569

Sd/-
Rajiv Vashisht
Director
DIN:02985977

Sd/-
Gaurav Kumar
Director
DIN:06717452

Sd/-
Vandana Garg
CFO
BAQPG7050P

Sd/-
Shipra Anand
Company Secretary
ALXPA0160D

Place: Mohali
Date: 19/07/2018

NOTES FORMING PART OF BALANCE SHEET**EQUITY AND LIABILITIES****(In Rupees)****Note no.-1****1. SHAREHOLDERS FUND****(A) SHARE CAPITAL**

PARTICULARS	as at 31.03.2018	as at 31.03.2017
AUTHORISED SHARE CAPITAL (32,00,000 SHARE @ RS. 10 EACH PER SHARE)	3,20,00,000.00	3,20,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL (30,00,200 SHARE @ RS.10 EACH PER SHARE)	3,00,02,000.00	3,00,02,000.00
TOTAL	3,00,02,000.00	3,00,02,000.00

Note no.-2**(B) RESERVES & SURLUS**

PARTICULARS	as at 31.03.2018	as at 31.03.2017
Profit and Loss Account:		
Op. Balance	14,00,713.00	(2,38,408.00)
Add:- Net Profit During the Year	22,90,982.75	20,68,890.00
Less: Contingent Provision For Standard Assets	1,40,136.59	15,991.00
Less: Transfer to reserve Fund in in terms of section45-IC(1) of the Reserve Bank of IndiaAct 1934	4,58,196.55	4,13,778.00
Closing Balance	30,93,362.61	14,00,713.00
Opening Balance	11,92,764.00	7,78,986.00
Add:- During the Year	4,58,196.55	4,13,778.00
Closing Balance	16,50,960.55	11,92,764.00
TOTAL	47,44,323.16	25,93,477.00

2. Share Application money pending allotment**Note no.-3**

PARTICULARS	as at 31.03.2018	as at 31.03.2017
As per List Attached	1,59,70,000.00	-
TOTAL	1,59,70,000.00	-

3. NON-CURRENT LIABILITES**Note no.-4****(A) LONG TERM BORROWINGS**

PARTICULARS	as at 31.03.2018	as at 31.03.2017
<u>Loans and Advances from Banks</u>		
ICICI Car Loan-6860	9,74,233.00	-
ICICI Car Loan-6873	6,13,438.00	-
<u>Other Loans and Advances</u>		
Elaan Impex Pvt Ltd	1,11,40,000.00	-
Raconteur Granite Pvt. Ltd.	2,50,000.00	-
E-link Associates Pvt Ltd	30,00,000.00	-
Just Look Pvt Ltd	39,00,000.00	-
M/s Kiran Udyog Pvt Ltd	1,26,54,000.00	-
Rennon Software	25,00,000.00	-
S P Jindal Industries	14,00,000.00	-
Switch 2 Nature Pvt Ltd	66,50,000.00	-
View Telly Mash Pvt Ltd	43,50,000.00	-
TOTAL	4,74,31,671.00	-

Note no.-5**(B) Deferred Tax Liabilities (Net)**

PARTICULARS	as at 31.03.2018	as at 31.03.2017
Opening Balance	6,84,023.00	-
Add:- Created During the year	28,685.00	6,84,023.00
TOTAL	7,12,708.00	6,84,023.00

4. CURRENT LIABILITIES**Note no.-6****(C) Other Current Liabilities**

PARTICULARS	as at 31.03.2018	as at 31.03.2017
Sundry Creditors (as per list attached)	8,73,765.60	-
BP Equities Pvt Ltd	-	9,500.00
Cheques issued but not Debited by Bank (HDFC)	2,45,90,000.00	-
Cheques issued but not Debited by Bank (Axis)	15,40,964.00	-
Expenses Payable (as per list attached)	10,66,151.58	1,20,357.00
Ramo AD Creation Pvt Ltd	11,340.00	15,000.00
TDS Payable	1,27,768.36	1,900.00

TOTAL	2,82,09,989.54	1,46,757.00
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Note no.-7

(D) Short-Term Provisions

PARTICULARS	as at 31.03.2018	as at 31.03.2017
Provision for Income Tax	7,77,701.01	2,02,050.00
Provision against Standard Assets	1,56,127.59	15,991.00
Audit Fee	-	23,000.00
TOTAL	9,33,828.60	2,41,041.00

II. ASSETS

Note no.-9

(D) Long-Term Loans and Advances

PARTICULARS	as at 31.03.2018	as at 31.03.2017
Ajay Kumar	1,33,000.00	-
Akshay Kharbanda	93,00,000.00	-
Amandeep Singh	50,00,000.00	-
Brothers Trading Pvt Ltd	-	7,50,000.00
Batra Showbiz	5,00,000.00	-
Dinesh Bansal	88,948.00	-
Fun and Fun Holidays	60,000.00	-
Gaurav Thakur	6,15,000.00	-
Gourav Mahajan	10,00,000.00	-
Graduate Portfolio	1,75,00,000.00	-
Harjit Singh	21,157.19	-
Harpreet Kaur	18,230.10	-
Jeewan Jyoti	5,00,005.90	-
JP Granite	6,99,500.00	-
Luxmi Narain	30,00,000.00	-
Manjit Kaur	1,00,000.00	-
Millenium Card	2,52,186.22	-
Mohinder Paul Sidana	5,00,005.90	-
Mohit Verma	1,33,396.80	-
Mukesh Mittal	3,45,200.00	-
Nikhil Gupta	10,00,000.00	-
Nikhil Kakkar	2,58,707.00	-
Nilesh Kumar	20,400.51	-
OM Traders	40,00,005.90	-
Priya Chouhan	26,189.95	-
Puneet Kohli	60,000.00	-
Rajesh Kumar	21,063.67	-
Rohan Sidana	5,00,000.00	-
Shambhunath	27,00,000.00	-
Sun and Sand Exim Private Limited	56,88,900.00	56,46,488.00
Sushma	15,00,000.00	-
Uday Fintech	5,00,000.00	-
Vijay Kumar	12,737.48	-

TOTAL	5,60,54,634.62	63,96,488.00
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Note no.-10**(E) Other Non-Current Assets**

PARTICULARS	as at 31.03.2018	as at 31.03.2017
MAT Credit	3,63,201.69	-
	3,63,201.69	-

Note no.-11**(D) CASH & CASH EQUIVALENTS**

PARTICULARS	as at 31.03.2018	as at 31.03.2017
Cash-in-Hand	51,109.00	58,785.00
Axis Bank	17,37,001.50	-
Canara Bank	13,554.00	48,922.00
Canara Bank Escrow Account	1,59,68,566.00	-
Yes Bank	1,88,008.38	2,06,313.00
Cheques in Hand	41,00,000.00	8,36,000.00
	2,20,58,238.88	11,50,020.00
TOTAL	2,20,58,238.88	11,50,020.00

Note no.-12**(F) OTHER CURRENT ASSETS**

PARTICULARS	as at 31.03.2018	as at 31.03.2017
Receivables from RJ Tex Fab Pvt Ltd	1,92,08,438.22	2,35,11,000.00
Reliance Securities	8,78,739.39	-
Cheques Deposited but not credited by bank(Axis)	2,72,555.00	-
Cheques Deposited but not credited by bank(HDFC)	2,14,26,428.00	-
TDS AY 18-19	2,33,314.00	-
TDS AY 17-18	-	3,19,790.00
TCS AY 18-19	10,673.00	-
IGST Input	13,500.00	-
Interest Receivable	8,20,027.93	-
Commission Receivable (as per list attached)	23,65,593.09	-
BSE Advance Listing Fee	21,46,875.00	22,90,000.00
	4,73,76,143.63	2,61,20,790.00
TOTAL	4,73,76,143.63	2,61,20,790.00

Note no.-13**(In Rupees)****(In Rupees)****I. REVENUE FROM OPERATIONS**

PARTICULARS	01.04.2017 to 31.03.2018	01.04.2016 to 31.03.2017
Commission Income	33,50,593.09	8,80,000.00
Interest Earned on Advances	33,16,045.98	26,79,320.00
MTM-Currency	-	36,537.00
MTM-Stock	(2,99,320.00)	3,25,286.00
Profit from F&O- MTM	(3,024.61)	1,50,516.00
TOTAL	63,64,294.46	40,71,659.00

Note no.-14**(In Rupees)****II. OTHER INCOME**

PARTICULARS	01.04.2017 to 31.03.2018	01.04.2016 to 31.03.2017
Liability No Longer required written off	53,042.00	1,36,863.00
Interest on FDR	-	74,172.00
Processing Charges	5,000.00	-
TOTAL	58,042.00	2,11,035.00

IV. EXPENSES**Note no.-15****EMPLOYEE BENEFITS EXPENSES**

PARTICULARS	01.04.2017 to 31.03.2018	01.04.2016 to 31.03.2017
Salary	5,34,714.00	1,50,357.00
Director Sitting Fees	12,000.00	12,000.00
TOTAL	5,46,714.00	1,62,357.00

Note no.-16**FINANCIAL COSTS**

PARTICULARS	01.04.2017 to 31.03.2018	01.04.2016 to 31.03.2017
Interest paid on Advances	10,45,959.72	-
Interest paid on Car Loans	41,972.00	-
TOTAL	10,87,931.72	-

Note no.-17**OTHER EXPENSES**

PARTICULARS	01.04.2017 to 31.03.2018	01.04.2016 to 31.03.2017
Advertisement Expenses	1,03,284.50	62,116.00
Annual Issue Fees	-	10,350.00
Audit Fee	75,000.00	25,000.00
Bank Charges	10,104.83	1,510.00
Conveyance Charges	-	4,000.00
Annual Custody Fee	26,481.00	-
Business Development Expenses	1,28,325.00	-
Electricity & Water Charges	74,030.00	-
Interest on Income Tax	32,022.00	10,412.00
Interest on Late Payment of CDSL	-	311.00
Interest on TDS	2,206.50	741.00
Insurance Charges	21,000.00	-
Other Expenses	-	18,265.00
Listing Fee	4,89,763.00	-
Misc. Expenses	25,529.70	-
Newspaper & Periodicals	8,568.00	-
Office Expenses	47,662.00	-
Postage & Couriers	6,720.00	6,830.00
Printing & Stationery	41,265.00	11,250.00
Professional Charges	1,75,120.00	10,562.00
Rent	1,58,820.00	90,000.00
Repair & Maintenance	2,385.00	-
Registrar & Transfer Agent	19,335.00	52,900.00
ROC Fee	28,800.00	4,800.00
Rates, Fee & Taxes	48,850.00	-
Stock Exchange Listing Fee	-	8,54,125.00

Telephone & Internet Charges	42,129.10	-
Tour & Travelling Expenses	1,723.00	2,202.00
Web Designing Charges	10,000.00	-
	<hr/>	
TOTAL	15,79,123.63	11,65,374.00
	<hr/>	

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration Rules, 2014)]

MGT-11

REGENCY INVESTMENTS LIMITED

CIN: L67120PB1993PLC013169 / Website: www.regencyinvestmentsltd.com

Name of the Company: **REGENCY INVESTMENTS LIMITED**

Registered Office: Unit No 201-B, 2nd Floor, Global Business Park Waraich Farm Compound, Nh-22, Delhi-Ambala-Chd Road Zirakpur Mohali Pb 140603

Email Id: regencyinvestmentsltd@gmail.com

Proxy Form

Name of the Member(s) :
Registered address :
E-mail Id :
Folio No./Client ID No:
DP ID :

I/We, being the member(s) of _____ Shares of Regency Investments Limited, hereby appoint

1. Name: _____ E-mail

Id: _____

Address: _____

Signature: _____ or failing him

2. Name: _____ E-mail

Id: _____

Address: _____

Signature: _____

Only Member/Proxyholder can attend the Meeting.

Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held Friday, 28th September at 1.00 P.M T4 /B, 3rd Floor, Centra Mall, Industrial Area, Phase-1, Chandigarh-160001 and at any adjournment thereof in respect of such resolutions as are

Indicated below:

Resolut ion No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018			
2	Appointment of Director in place of Mr. Gaurav Kumar Abrol (DIN: 06717452), who retire by rotation and being eligible offers himself for re-appointment			

3.	Ratification of Appointment of M/s. Kapil Sandeep & Associates (Firm Reg. No. 016244N), Chartered Accountants,)			
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Special Business				
4	Appointment of Ms. Neha Abrol (DIN 06935869) as a Whole-Time Director			
5.	Appointment of Mr. Raman Kataria (DIN 08174441) as a Non Executive Independent Director			

Signed this _____ of _____, 2018.

Affix revenue stamp of not less than Re.1

Signature of the member

Signature of the proxy holder(s)

Notes :

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ATTENDANCE SLIP (To Be Presented At Entrance)**REGENCY INVESTMENTS LIMITED CIN:**

L67120PB1993PLC013169

Registered Office: Unit No 201-B,2nd Floor,Global Business Park Waraich Farm Compound,Nh-22,
Delhi-Ambala-Chd Road Zirakpur Mohali PB 140603**Email:** regencyinvestmentsltd@gmail.com / **Website:** www.regencyinvestmentsltd.com

Registered Folio No. : _____ DPIDNo. _____ Client ID No:

No. of shares held: _____

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 25th Annual General Meeting of the Company, to be held Friday, 28th
September at 1.00 P.M T4 /B, 3rd Floor, Centra Mall, Industrial Area, Phase-1, Chandigarh-160001_____
Name of the Member/ Proxy_____
Signature of the Member/ Proxy

(in BLOCK letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

To,

If undelivered please return to:

REGENCY INVESTMENTS LIMITED

Registered Office: Unit No. 201-B , 2nd Floor, Global Business Park, Waraich Farm Compound, NH-22, Delhi-Ambala- Chd Road Zirakpur, Mohali, Punjab -140603.