

REGENT ENTERPRISES LIMITED

(Formerly Known as Spine Traders Limited)

Regd. Off. E-205 (LGF), Greater Kailash-II, New Delhi-110048

E-mail-stradersltd@gmail.com,

CIN: L15500DL1994PLC153183

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of the Regent Enterprises Limited will be held at Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048 on Wednesday, 27th Day of September, 2017 at 11.30 A.M. to transact the following businesses:-

Ordinary Business

- (1) To receive, consider and adopt the audited Financial Statement of the Company for the Financial Year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.
- (2) To appoint a Director in place of Mr. Mahendra Atamarambhai Solanki, who retires by rotation and being eligible offers himself for re-appointment.
- (3) To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** in accordance section 139 and all other applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof), M/s. Rajan K. Gupta & Co., Chartered Accountants (Firm Registration No. 005945C), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held in year 2018 on remuneration to be fixed by the Board of Directors in consultation with Audit Committee.”

Special Business

- (4) **Appointment of Mr. Vikas Kumar as Whole Time Director**

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

“**RESOLVED THAT** pursuant to the provisions of sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Section 197 and Schedule V to the Act, as amended from time to

time, Mr. Vikas Kumar (DIN: 05308192), who was appointed as additional cum Whole Time Director as on 19th January 2017, subject to the approval of shareholders in the next General Meeting of Members, be and is hereby appointed as Whole Time Director of the Company, for a period of five years w.e.f. 19th January, 2017 on the terms and conditions including remuneration as mentioned below:

1. REMUNERATION

He will be paid remuneration by way of Salary, perquisites, allowances etc not exceeding 60,000 p.m exclusive of sitting fees for meetings of the Board and its Committees as may be decided by the Board.

2. ALLOWANCES

He will be entitled to Bonus as per rules of the Company and other allowances like House Rent Allowance in lieu thereof, medical reimbursement, leave travel concession for self and his family including dependants, personal accident insurance, children education allowance, other perquisites and amenities in accordance with the rules of the Company.

3. PERQUISITES AND OTHER TERMS

- (a) He will be entitled to Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, if any.
- (b) Payment of gratuity as per the policy of the Company.
- (c) Encashment of leave as per policy of the Company.

The said perquisites and allowance shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to take all steps, sign all documents

and to do all such other acts, deeds and things as may be required for giving effect to the above resolution.”

(5) Appointment of Mr. Sachin Jain as Non-Executive Director

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** Sachin Jain (DIN: 07865427), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 15, 2017 in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

(6) Appointment of Mr. Neeraj Singh as an Independent Director

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:-

“**RESOLVED that** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Neeraj Singh (DIN: 07863006), who was appointed as an Independent Director due to resignation by former Independent Director Mr. Praveen Kumare Jha, to hold office upto upcoming AGM, be and is hereby appointed as an Independent Director of the Company up to 31st March, 2022, not liable to retire by rotation.”

**By order of the Board
For, REGENT ENTERPRISES LIMITED**

Place : New Delhi

Date : 1st September, 2017

Sd/-

**(Vikas Kumar)
Director (DIN-05308192)**

Registered Office:

E-205 (LGF),
Greater Kailash-II,
New Delhi-110048

NOTES:-

1. A member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and a proxy need not to be a member of the Company. The instrument appointing a proxy should however be deposited at the registered office of the Company duly completed, not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

2. Pursuant to provisions of section 91 of the Companies Act, 2013 register of members and share transfer books of the Company will remain closed on all days from 20th September, 2017 to 29th September, 2017 (both days inclusive).

3. The members are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.

4. The Shareholders are requested to update their Contact address and e mail address.

5. The members/proxies are requested to bring their copy of Annual Report while attending the Annual General Meeting of the Company.

6. Members desirous of asking any question at the Annual General Meeting are requested to send in their question so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably addressed.

7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution / power of attorney (POA) authorizing their representative to attend and vote on their behalf at the meeting.

8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. The Board of Directors has appointed Mr. Vijay Sharma of M/s. Sharma Vijay & Associates, Practicing Company Secretary (ACS-45793),

as Scrutinizer to scrutinize the remote e-voting and voting through ballot paper at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

10. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate Affairs vide its circular no.'s 17/2011 and 18/2011 dated 21.01.2011 and 29.04.2011 respectively, has permitted the companies to serve the documents, namely, Notice of general Meeting, Balance Sheet, profit & Loss Account, Auditors' Report, Directors' Report, etc. to the members through e-mail. The shareholders holding shares in physical form are requested to register their email address with the Registrar & Share Transfer Agent by sending duly signed request letter quoting their Folio no. name and address. In case of shares held in Demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

Voting through electronic means (e-voting)

The instructions for shareholders for e-voting are as under:

- a) In case shareholder receives e-mail from NSDL:
 - i) Open e-mail and open PDF file viz. "Regent Enterprises e-voting" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>.
 - iii) Click on Shareholder - Login.
 - iv) Insert user ID and password as initial password noted in step (i) above. Click Login
 - v) Password change menu appears. Change the password 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 e-Voting opens. Click on e-Voting:

Active E-voting Cycles.

- vii) Select "EVEN" of Regent Enterprises Limited.
 - viii) Now you are ready for 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) For the votes to be considered valid, the 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 at cssharmavijay@gmail.com with a copy marked to evoting@nsdl.co.in.
- b) In case of Shareholders' receiving Postal Ballot Form by Post:
- i) Initial User id & Password is provided in Postal Ballot Form.
 - ii) Please follow all steps from Sl. No. ii) to Sl. No. xii) above, to cast vote.
 - c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com.
 - d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - e) 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.

**By order of the Board
For, REGENT ENTERPRISES LIMITED**

Place : New Delhi
Date : 1st September, 2017

Sd/-
(Vikas Kumar)
Director (DIN-05308192)

Registered Office:
E-205 (LGF),
Greater Kailash-II,
New Delhi-110048

Explanatory Statements

Pursuant To Section 102 of the Companies Act, 2013

Item No. 4

The Company has received from Mr. Vikas Kumar (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board of Directors of the Company ('the Board') at the meeting held on 19th January, 2017, on the recommendation of the Nomination & Compensation Committee, have approved the appointment of Mr. Vikas Kumar as Additional Directors, and subject to the approval of the Members, also as Whole-time Directors, with effect from 19th January, 2017 for a period of five years on the terms and conditions and remuneration stated below.

1. REMUNERATION

He will be paid remuneration by way of Salary, perquisites, allowances etc not exceeding 60,000 p.m exclusive of sitting fees for meetings of the Board and its Committees as may be decided by the Board.

2. ALLOWANCES

He will be entitled to Bonus as per rules of the Company and other allowances like House Rent Allowance in lieu thereof, medical reimbursement, leave travel concession for self and his family including dependants, personal accident insurance, children education allowance, other perquisites and amenities in accordance with the rules of the Company.

3. PERQUISITES AND OTHER TERMS

- (a) He will be entitled to Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, if any.
- (b) Payment of gratuity as per the policy of the Company.
- (c) Encashment of leave as per policy of the Company.

The said perquisites and allowance shall be evaluated, wherever applicable, as per the provisions of the

Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Except Mr. Vikas Kumar none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

The Board recommends the resolution for appointment of Mr. Vikas Kumar as a Director of the Company as set out at Item no. 4 of the Notice for your approval.

Item No. 5

The Company has received from Mr. Sachin Jain (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Sachin Jain was appointed as an Additional Director with effect from July 15, 2017. In terms of Section 161 of the Companies Act, 2013 ("the Act") he holds office upto the date of this Annual General Meeting. The Company has received requisite notice from a member under Section 160 of the Act proposing his candidature to the office of Director.

The Board recommends the resolution for appointment of Mr. Sachin Jain as a Non- Executive Director of the Company as set out at Item no. 5 of the Notice for your approval.

Except Mr. Sachin Jain none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

Item No. 6

The Board of Directors has received a notice from the shareholder proposing the candidature of Mr. Neeraj Singh (DIN: 07863006) as an Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Mr. Neeraj Singh (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mr. Neeraj Singh as an Independent Director of the Company upto March 31, 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Neeraj Singh proposed to be appointed, as an Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and he is independent.

A copy of the draft letter for the appointment of Mr. Vikas Kumar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

Except Mr. Neeraj Singh none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

The Board seeks approval of the members for the appointment of Mr. Neeraj Singh as an Independent Director of the Company upto March 31, 2022 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	Mr. Mahendra Atamarambhai Solanki
Date of Birth	October 30, 1979
Date of Appointment	September 15, 2012
Qualification	Graduation in Commerce
Expertise in Specific Functional Areas	Financial Accounting
Directorship Held in Other Public Companies (excluding foreign Companies and section 8 Company)	PRATIK GAS COMPANY LIMITED STERLING WEBNET LIMITED
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	NIL
Number of Shares held in Company	NIL

Details of Director Seeking Appointment at the Annual General Meeting

Particulars	Mr. Vikas Kumar
Date of Birth	June 25, 1974
Date of Appointment	January 19, 2017
Qualification	Graduation in Science
Expertise in Specific Functional Areas	Account, Commercial and Dispatch
Directorship Held in Other Public Companies (excluding foreign Companies and section 8 Company)	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	NIL
Number of Shares held in Company	38990

Details of Director Seeking Appointment at the Annual General Meeting

Particulars	Mr. Sachin Jain
Date of Birth	August 10th 1980
Date of Appointment	July 15th 2017
Qualification	Graduation in Commerce
Expertise in Specific Functional Areas	Sales, Marketing, Branding and Promotion
Directorship Held in Other Public Companies (excluding foreign Companies and section 8 Company)	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	NIL
Number of Shares held in Company	NIL

Details of Director Seeking Appointment at the Annual General Meeting

Particulars	Mr. Neeraj Singh
Date of Birth	July 10th 1987
Date of Appointment	July 15th 2017
Qualification	Graduation in Arts
Expertise in Specific Functional Areas	Business Developmen, Operations, Distribution Management & Team Management
Directorship Held in Other Public Companies (excluding foreign Companies and section 8 Company)	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	NIL
Number of Shares held in Company	NIL

**By order of the Board
For, REGENT ENTERPRISES LIMITED**

Place : New Delhi
Date : 1st September, 2017

Sd/-
(Vikas Kumar)
Director (DIN-05308192)

Registered Office:
E-205 (LGF),
Greater Kailash-II,
New Delhi-110048

REGENT ENTERPRISES LIMITED

Reg. Office: E-205 (LGF), Greater Kailash-II, New Delhi, Delhi-110048

CIN: L15500DL1994PLC153183 .

ANNUAL GENERAL MEETING

Duly filled in attendance slip shall be handed over at the entrance of the meeting hall

Folio No./ DP Id. & Client Id. :

Name of the Shareholder :

Jt1 :

Jt2 :

Address of the Shareholder :

No. of Shares :

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the Annual General Meeting of the Company. Annual General Meeting of the Company to be held on 27.09.2017 at Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048 at 11:30 A.M.

Name of Proxy
(IN CAPITAL LETTER)

SIGNATURE/S OF THE SHAREHOLDER/S OR PROXY
(To be signed at the time of handing over the slip)

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password

REGENT ENTERPRISES LIMITED

Reg. Office: E-205 (LGF), Greater Kailash-II, New Delhi, Delhi-110048

CIN: L15500DL1994PLC153183 .

ANNUAL GENERAL MEETING

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

CIN	:	L15500DL1994PLC153183
Name of the Company	:	Regent Enterprises Limited
Registered Office	:	E-205 (LGF), Greater Kailash-II, New Delhi-110048
Name of the member(s)	:	
Registered Address	:	
Email ID	:	
Folio No./Client ID	:	
DP ID	:	

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name: Address:
E-mail Id:..... Signature:..... or failing him/her
- Name: Address:
E-mail Id:..... Signature:..... or failing him/her
- Name: Address:
E-mail Id:..... Signature:..... or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on 27th September, 2017 at 11.30 A.M. at Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the audited Financial Statement of the Company for the Financial Year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Mahendra Solanki, who retires by rotation and being eligible offers himself for re-appointment.		
3	Appointment of M/s Rajan K. Gupta & Co., Chartered Accountants (Firm Registration No. 005945C) as Statutory Auditors		
Special Business			
4	Appointment of Mr. Vikas Kumar as Whole Time Director		
5	Appointment of Mr. Sachin Jain as Non-Executive Director		
6	Appointment of Mr. Neeraj Singh as an Independent Director		

Signed this..... dayof 2017

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.