



**ANNUAL REPORT**  
**2018-19**

**REGENT ENTERPRISES LIMITED**

## CORPORATE INFORMATION

### Board of Directors

Mr. Vikas Kumar (Whole Time Director)  
Ms. Veenu Jain (Independent Director )  
Mr. Neeraj Singh (Independent Director )  
Mr. Sachin Jain (Non- Executive Director)

### Chief Financial Officer

Mr. Praveen Kumar Gupta

### Compliance Officer cum Company Secretary

Mr. Kapil Arora

### Statutory Auditor

M/s. Rajan K. Gupta & Co.,  
Chartered Accountants

### Registrar & Transfer Agents

RCMC Share Registry (P.) Ltd.,  
B-25/1, Okhla Industrial Area,  
Phase-2, Near Rana Motors,  
New Delhi-110020.

### Registered Office

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

Email: [stradersltd@gmail.com](mailto:stradersltd@gmail.com)

Website: [www.regententerprises.in](http://www.regententerprises.in)

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## REGENT ENTERPRISES LIMITED

Rgd. Office:-E-205 (LGF), Greater Kailash- II, New Delhi-110048, India  
Telephone no. 011-29213191, Email: stradersltd@gmail.com  
Fax No. 011-24338696; Website: www.regententerprises.in  
CIN-L15500DL1994PLC153183

### NOTICE OF 25<sup>th</sup> 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 Monday, 30<sup>th</sup> Day of September, 2019 at 10.00 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 31<sup>st</sup> March, 2019 including Balance Sheet, Cash Flow Statement and Profit & Loss Account etc., together with the Director's Reports (including its Annexures) and Auditor's Report for the said financial year.
- (2) To Re-appoint Mr.Vikas Kumar(DIN: 05308192),who retires at this Annual General Meeting by rotation and being eligible offers himself for re-appointment.

#### Special Business

- (3) **Re-appointment of Ms. Veenu Jain as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations,2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Veenu Jain (DIN: 06936574), a Non-Executive Independent Director of the Company, who was re-appointed by Board of Directors as on 01/04/2019, subject to approval by members in the upcoming General Meeting, being eligible for reappointment and in respect of whom the Nomination and Remuneration Committee of the Board has recommended his candidature for the office of the Director, be and is hereby re-appointed

as an Independent Director of the Company for a second term of five consecutive years from 1st April, 2019 to 31st March, 2024 and whose period of office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

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

**Place: New Delhi  
Date: 2<sup>nd</sup> September, 2019**

**Vikas Kumar  
Whole Time  
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.
2. 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.
3. 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 23<sup>rd</sup> September, 2019 to 01 October, 2019 (both



- days inclusive).
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
  5. 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.
  6. The Shareholders are requested to update their Contact address and E-mail address.
  7. The members/proxies are requested to bring their copy of Annual Report while attending the Annual General Meeting of the Company.
  8. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
  9. 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.
  10. 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.
  11. 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.
  12. 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.
  13. 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).
  14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
  15. 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.
  16. **Voting through electronic means (e-voting)**

In compliance with Section 108 of the Act, read with corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the National Securities Depository Limited (NSDL). Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Board of Directors has appointed Mr. Vijay Sharma, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting/ ballot process /in a fair and transparent manner.

    - i) **The details of the process and manner for remote e-voting are explained herein below:**

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 are mentioned below:**

**How to Log-into NSDL e-Voting website?**



1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example If your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial

password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

- i) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cssharmavijay@gmail.com](mailto:cssharmavijay@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset

**Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- iii) 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members may also write to the Company Secretary at the email address: [stradersltd@gmail.com](mailto:stradersltd@gmail.com)
- iv) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2019, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- v) 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 cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- vi) Remote e-voting will commence at 9:00 a.m. on 27th September, 2019 and will end at 5:00 p.m. on 29th September, 2019, when remote e-voting will be blocked by NSDL.

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

**Place: New Delhi  
Date: 2<sup>nd</sup> September, 2019**

**Vikas Kumar  
Whole Time  
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. 3**

Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to 5(Five) consecutive years on the Board and shall be eligible for re-appointment for Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Company and disclosure of such appointment in its Boards' Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms. Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreements with the stock exchanges,

Ms. Veenu Jain (DIN: 06936574) was appointed as an Independent Directors on the Board of the Company upto 31<sup>st</sup> March 2019. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors and the Board considers that, given her backgrounds, rich experiences of diversified sectors and contributions made by her during her tenure, the continued association of Ms. Veenu Jain would be beneficial to the Company and it is desirable to continue to avail her services as Independent Directors. Accordingly, the Board has recommended re-appointment of Ms. Veenu Jain as an Independent Directors of the Company, not liable to retire by rotation and for Second Term of 5 (Five) consecutive years on the Board of the Company effective from 1st April, 2019. Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013. Ms. Veenu Jain is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given her consent to act as Directors and she has also given declarations that she meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

In the opinion of the Board, Ms. Veenu Jain meets the criteria of Independence and qualifies for appointment as an Independent Directors. Details of Director whose re-appointment as an Independent Directors for Second Term

are provided in the Corporate Governance Report forming part of the Annual Report pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI). Copy of draft letters of re-appointment of Ms. Veenu setting out the terms and conditions of appointment shall be available for inspection by the Members at the Registered Office of the Company. Ms. Veenu Jain is interested in the resolutions set out respectively at Item Nos. 3 of the Notice with regard to her respective re-appointment.

Save and except Ms. Veenu Jain, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded Resolutions set out at Item Nos. 3 of the Notice for approval by the Members by way of Special Resolution.

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

Particulars	Ms. Veenu Jain
Date of Birth	September 22, 1975
Date of Re-appointment	April 01, 2019
Qualification	M.com
Expertise in Specific Functional Areas	Expert in high sea purchase of Crude & Finished Oil
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: 2<sup>nd</sup> September, 2019**

**Vikas Kumar**  
**Whole Time**  
**Director**  
**DIN-05308192**

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



## Directors' Report

To the Members,

Your Directors submit 25<sup>th</sup> Annual Report of Regent Enterprises Limited along with the Audited Financial Statements for the Financial Year ended March 31<sup>st</sup>, 2019.

### 1. Financial Result (Amount in Rs.)

Sr. No	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
I	Revenue from operations	11,359,604,172	15,62,04,93,555
II	Other Income	1,893,796	1,02,49,824
III	Total Revenue (I +II)	11,361,497,968	15,63,07,43,379
IV	<b>Expenses:</b>		
	Purchase of Stock-in-Trade	10,469,043,968	14,83,39,38,727
	Changes in Inventories of finished goods, work-in-progress and Stock-in-Trade	375,769,331	(8,22,37,944)
	Employee Benefit Expense	18,491,245	1,41,46,846
	Financial Costs	5,725,100	39,91,911
	Other Expenses	467,453,014	83,30,28,290
	Total Expenses	11,336,482,658	15,602,867,830
V	Earnings before Interest , Tax depreciation and amortization (EBITDA) (III - IV)	25,015,310	27,875,549
VI	Depreciation and Amortization expenses	13,376,017	4,734,074
	Profit before tax and Extra ordinary Items (V - VI)	11,639,293	23,141,475
	Extraordinary Items	(2,609,385)	-
VII	Profit/(loss before Tax) (EBT)	14,248,678	23,141,475
VIII	<b>Tax expense:</b>		
	(1) Current tax	2,500,000	6,540,000
	(2) Deferred tax	350,027	(303,296)
	(3) MAT Credit		-
	(4) Earlier Year Adjustment	654,635	(277,540)
IX	Profit(Loss) after Tax (VII-VIII) (PAT)	10,744,016	17,182,311
X	Other Comprehensive Income (i) Item that will not be reclassified to profit or loss (ii) Item that will be reclassified to profit or loss	(7,400,000) 624,259	950,688
XI	Total Comprehensive Income for the Period (IX+X)	3,968,275	16,231,624

### 2. Dividend

The Company earned total income of Rs. **3,968,275** during the year 2018-19 which is less than the previous year, therefore with a view to conserve resources; your Directors have thought it prudent

not to recommend any dividend for the financial year under review.

### 3. Company's Performance

During the year, revenue from operations for the Financial Year 2018-19 is Rs 11,359,604,172 which is less as compared to the last year that was Rs. 15,620,493,555. Earnings before Tax is amounted to Rs. 14,248,678 as compared to Earnings before Tax was amounted to Rs 23,141,475 in the year 2017-18. Profit after Tax (PAT) for the year 2018-19 is Rs. 10,744,016/- whereas it stood at Rs. 17,182,311 for the year 2017-18.

### 4. Deposit

The Company has not accepted any deposits from the open public and members as per the prohibition under Section 73 of the Companies Act, 2013.

### 5. Transfer to Reserve

During the Financial Year ended 31st March 2019 the Company transfers Rs. 3,968,275/- to the reserve during the year under review.

### 6. Material changes and commitment, if any, affecting the financial position of the Company occurred between the end of financial year to which these financial statements relate and the date of the report

No material changes and commitments affecting the position of the Company occurred between the ends of the financial year to which this financial statement relates on the date of the report.

### 7. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operation in Future.

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

### 8. Details of Subsidiary/Joint Ventures/Associates Companies

The company has no subsidiary/Joint Ventures/ Associates Companies.

### 9. The state of the Company's Affairs

#### i) Further Issue of Capital:-

There is no change in the authorized, issued and paid-up capital of the Company during the financial year 2018-19.



- ii) Change in accounting year:-  
There is no change in the accounting year.
- iii) Manpower training and executive development programs:-  
There were no such activities taken place during the year 2018-19.

#### 10. Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate Section forms part of the Annual Report as (Annexure I) to the Director's report.

#### 11. Explanation or comments on Auditor's Report:

Auditor's report being self-explanatory, no comments are required to be given in terms of Section 134 (3) (f) (i).

#### 12. Secretarial Auditor and Secretarial Audit Report

The Board has appointed M/s Sharma Vijay & Associates, Practicing Company Secretaries, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013, for the financial year ended 2018-19.

The report of Secretarial Auditor is annexed to this report as Annexure V.

#### 13. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 2019, and of the profit of the Company for that period;
- we have taken proper and sufficient care for the 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 fraud and other irregularities;

- we have prepared the annual accounts on a going concern basis;
- we have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- We have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant Board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

#### 14. Directors and Key Managerial Personnel

During the year following changes have occurred in directors and Key Managerial Personnel

1. Mr. Kawalpreet Arora has resigned from the post of Company Secretary Cum Compliance Officer of the company w.e.f. 11/04/2018.
1. Mr. Pradeep Kumar Singhal was appointed as Additional Director of Company w.e.f 12/06/2018.
2. Mr. Nitesh Kumar Sharma was appointed as a Company Secretary Cum Compliance Officer of the company w.e.f 18/06/2018.
4. Mr. Nitesh Kumar Sharma has resigned from the post of Company Secretary Cum Compliance Officer of the company w.e.f 14/03/2019.

After the Financial year following changes have occurred in Director and Key Managerial Personnel:

1. Ms. Veenu Jain who was Appointed as Independent Director w.e.f 13/08/2015 till 31/03/2019. She was re-appointed by the Board of Directors w.e.f 01/04/2019 subject to approval by the members of the Company in the upcoming General Meeting.
2. Mr. Kapil Arora was appointed as a Company Secretary Cum Compliance Officer of the Company w.e.f 15/04/2019.



3. Mr. Pradeep Kumar Singhal has resigned from the post of Director w.e.f 25/07/2019.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company Mr. Vikas Kumar is liable to retire by rotation and being eligible, seeks re-appointment at the ensuing Annual General Meeting. The Board of Directors recommends his re-appointment. Mr. Vikas Kumar is not disqualified under Section 164(2) of the Companies Act, 2013.

Brief resume of the Director proposed to be reappointed, nature of his experience in specific functions and area and number of public companies in which he holds membership/chairmanship of Board and Committees, Shareholdings and inter-se relationships with other directors as stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the 'Annexure to the Notice of AGM' forming part of the Annual Report.

**15. Number of Board Meetings**

12 meetings of the Board were held during the Financial Year 2018-19. For details of the meetings of the Board, please refer to the Corporate Governance Report (Annexure-II), which forms part of the report.

**16. Board Evaluation**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, performance of non-independent Directors,

performance of the Board as a whole was evaluated, taking into account the views of executive Directors and non-executive Directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed.

**17. Internal financial control system and their adequacy**

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis Report (Annexure-I), which forms part of this report. The Company regularly gets its accounts audited from internal auditor.

**18. Corporate Governance Report:**

Your Company has been complying with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forming part of this report is annexed herewith (Annexure-II).

**19. Extract of Annual Return**

Pursuant to the provisions of Section 92 (3) and Section 134 (3) (a) of the Companies Act, 2013 read with rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT 9 is attached herewith as (Annexure III) and forms part of this report. The same Annual Return has been placed on the website of the Company at <http://www.regententerprises.in>

**20. Particulars of Employees**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in (Annexure IV) to this Report.

**21. Particulars of loan, guarantee and investments**

The particular of loans, guarantees and investments have been disclosed in the financial statements.

**22. Transactions with related parties**

None of the transactions pursuant to Section 188 of the Companies Act, 2013, was taken place during the financial year ended on March 31<sup>st</sup>, 2019.



The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board has been uploaded on the website of the Company at <http://www.regententerprises.in> under investors/Related Party Transaction Policy link.

### 23. Vigil Mechanism/ Whistle Blower Policy

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for Directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at <http://www.regententerprises.in>

### 24. Conservation Of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3) (m) of the Companies Act, 2013, are not applicable to our Company, as our Company has not carried out in the manufacturing activities. The foreign exchange earnings on account of the operation of the Company during the year were Rs. Nil.

### 25. Corporate Social Responsibility

The Company has spent Rs. 2,00,000 in the Financial Year 2018-19 for the Corporate Social Responsibility as required under the Companies Act, 2013.

### 26. Declaration of Independent Directors

The following Directors are independent in terms of Section 149(6) of the Act and the Listing Regulations:

S. no	Name of Independent Director	Date of Appointment/ Reappointment
1.	Veenu Jain	01-04-2019 (Re-appointment)
2.	Neeraj Singh	27-09-2018

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 27. Company's Policy relating to Directors Appointment, Payment of Remuneration and Discharge of their Duties.

The Company's policy relating to appointment of Directors, payment of Managerial Remuneration, Directors qualification, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013, is furnished in the Annexure, which forms part of this report (**Annexure-VI[A]**). Policy for selection of Directors, determining Directors' Independence, Remuneration Policy for Directors and Key Managerial Personnel is annexed as (**Annexure-VI [B]**).

### 28. Prevention of Sexual Harassment at Workplace

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made there under, your Company has constituted Internal Complaints Committee (ICC) which is responsible for Redressal of complaints related to sexual harassment.

Your Directors declared and confirm that, during the year under review, there is no case filed under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal ) Act, 2013.

### Acknowledgement

The Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year.

The Directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

### By order of the Board For Regent Enterprises Limited

Veenu Jain  
Director  
DIN: 06936574

Vikas Kumar  
Whole Time Director  
DIN: 05308192

Date: 30<sup>th</sup> May 2019  
Place: Delhi

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



**Annexure to Directors' Report**

**Annexure- I**

**Management Discussion and Analysis Report**

**Industrial outlook**

India's Economic status for the year has been stable. With Consumer price index and current account deficit under control, markets have rebounded. The Export market did not rise up to the expectations. Volatility of Indian Rupee was under control. The Economy has shown remarkable resilience to both external and domestic shocks. The country had good and timely rains which contributed to Country's growth.

Your company's performance for the year 2018-19 may be viewed in the context of the above mentioned economic/market environment.

**Opportunity and Threat**

India is one of the most attractive consumer markets with a one billion plus opportunity. Young demographics, rising income levels and increased health awareness among both urban and rural consumers are helping drive consumption.

The edible oil market is expected to be dominated by various national and multinational players due to the increasing import dependence of the country in the near future. Rice bran and blended oil market are expected to be the fastest growing categories in the entire edible oil segment with Oils such as Mustard, Sunflower, Groundnut and Cottonseed tend to remain region specific in the near future with a moderate fluctuation in their prices.

**Outlook**

We remain optimistic of commencement of recovery in the sector in the coming year. Over the years we have focused on building robust sales processes like Selling to Helping, Training and Certification of sales staff, which will help us reap rewards in future

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover, however Company has improved a lot from the last year.

**Risk and Concerns**

Key risks for the edible oils sector include risks from change in import-export regulations; change in the minimum support price (MSP) on oilseeds offered by the government; high dependence on monsoons and finally, the risk arising out of exchange rate fluctuations. Procurement of oilseeds at the right price and quantity, optimum utilization of processing units, their strategic location, a strong brand name and diversification of product offerings are likely to be the key success determinants for players.

The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stake holders, including domestic farmers, industry, consumers etc.

Adverse changes in disposable income may impact consumption pattern. Your Company has multiprocessing capabilities to cater to the variances and changing consumer preferences. Also keeping in view the overall growth of the economy, emerging health consciousness and growing retail in India, it is expected that the packaged edible oil consumption will continue to outgrow the overall edible oil growth.

**Internal Controls Systems and their adequacy:**

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.



**Financial Performance**

The financial results of operations of your Company for the year under review are detailed under the caption performance forming part of the Directors' Report. As per the same, revenue from operations for the Financial Year 2018-19 is Rs. 11,359,604,172 was less than last year revenue that was Rs. 15,620,493,555. Earnings before Tax amounts to Rs. 14,248,678 as compared to Earnings before Tax amounted to Rs 23,141,475 in the year 2017-18. Profit after Tax (PAT) for the year 2018-19 is Rs. 10,744,017, whereas it stood at Rs. 17,182,311 for Financial Year 2017-18.

**Human Resources:**

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

**Cautionary Statement:**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

## Annexure- II

**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2018-19****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company firmly believes in effective Corporate Governance practices and follows all the applicable laws in true and letter spirit. Corporate Governance is an ethically driven process that constitutes the strong foundation on which successful commercial enterprises are built and enhance the organization wealth generating capacity. The Company also believes in fair, transparent and ethical governance practices. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

**2. BOARD OF DIRECTORS**

The Board of Directors as on today is having executive, non-executive and independent Directors. The Board of Directors is consisting of five Directors. The Whole Time Director manages the day to day affairs of the Company. Non-executive and independent Directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

**Attendance at the Board meetings and Annual General Meetings of each Director during the year**

Name of the Director	Designation/ Category	Number of shares held in the Company	Membership(s) of Committees in other Companies	Chairmanship(s) of Committees in other Companies*	No. of Board Meetings		Last AGM attended
					Held	Attended	
Mr. Vikas Kumar	Whole Time Director	47990	Nil	Nil	12	12	Yes
Ms. Veenu Jain	Non Executive & Independent	-	Nil	Nil	12	12	No
Mr. Neeraj Singh	Non Executive & Independent	-	Nil	Nil	12	12	Yes
Mr. Sachin Jain	Non Executive & Non Independent	-	Nil	Nil	12	12	Yes
Mr. Pradeep Kumar Singhal*****	Executive Director	-	Nil	Nil	9	9	Yes

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he/she is a Director.

\*Included only Audit Committee and Stakeholders' Relationship Committee.

\*\*\*\*\*Mr. Pradeep Kumar Singhal resigned from the post of Additional Director w.e.f 8<sup>th</sup> July, 2019.

12 Board Meetings were held during the During the Financial Year 2018-19 and the gap between two meetings did not exceed One hundred twenty days. The dates on which the said meetings were held:

14<sup>th</sup> April, 2018; 30<sup>th</sup> May, 2018; 12<sup>th</sup> June, 2018; 18<sup>th</sup> June, 2018; 29<sup>th</sup> June, 2018; 13<sup>th</sup> August, 2018; 23<sup>rd</sup> August, 2018;; 01<sup>st</sup> September, 2018; 21<sup>st</sup> September, 2018; 14<sup>th</sup> November, 2018; 12<sup>th</sup> February, 2019; 14<sup>th</sup> February, 2019.

Inter-se Relationship between Directors:-There is not any relationship between Directors.

**3. AUDIT COMMITTEE**

The Audit Committee of the Company comprises of three members being Mr. Vikas Kumar, Mr. Neeraj Singh and Ms. Veenu Jain. Ms. Veenu Jain is Chairman of the Committee. All the recommendations made by the Audit Committee were accepted by the Board.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



**Attendance at the Audit Committee Meetings**

During the year the Audit Committee met 5 times on 30<sup>th</sup> May 2018; 13<sup>th</sup> August, 2018; 01<sup>st</sup> September, 2018; 14<sup>th</sup> November, 2018; 14<sup>th</sup> February, 2019. Attendance of the members is as under:

Director DIN	Name of Committee Members	No. of Meeting attended	
		Held	Attended
06936574	Ms. Veenu Jain	5	5
05308192	Mr Vikas Kumar	5	5
07863006	Mr Neeraj Singh	5	5

**4. NOMINATION AND REMUNERATION COMMITTEE**

The Committee has three Members, out of which majority are Independent Directors as its Members. Ms. Veenu Jain is the Chairman of the Nomination & Remuneration Committee.

The purpose of the Committee of the Board of Directors shall be to review and to discharge the Board's responsibilities related to remuneration of the Managing Director, Key Managerial Personnel, and Senior Management People. The Committee has the overall responsibility formulation of criteria for evaluation of Independent Director, identifying persons who are qualified to become a Director and appointment of Senior Management People.

During the year ended 31st March, 2019, Nomination and Remuneration Committee met 3 times on 12<sup>th</sup> June, 2018, 18<sup>th</sup> June, 2018; 23<sup>rd</sup> August, 2018. Attendance of the members is as under:-

Director DIN	Name of Committee Members	No. of Meeting attended	
		Held	Attended
06936574	Ms. Veenu Jain	3	3
07863006	Mr. Neeraj Singh	3	3
07865427	Mr. Sachin Jain	3	3

**5. STAKEHOLDERS' GRIEVANCE COMMITTEE**

This committee of the Company comprises of Four Members being, Mr. Vikas Kumar and Ms. Veenu Jain, Mr. Neeraj Singh and Mr. Sachin Jain.

Ms. Veenu Jain is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company.

There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

During the year ended 31st March, 2019, Stakeholders' Grievance Committee met 4 times on 30<sup>th</sup> June, 2018; 30<sup>th</sup> September 2018; 31<sup>st</sup> December 2018 and 22<sup>nd</sup> January 2019.

Director DIN	Name of Committee Members	No. of Meeting attended	
		Held	Attended
06936574	Ms. Veenu Jain	4	4
07863006	Mr Neeraj Singh	4	4
07865427	Sachin Jain	4	4
05308192	Vikas Kumar	4	4

**6. GENERAL BODY MEETINGS**

Location and time for last 3 years Annual General Meetings as given below:

Financial Year	Location	Date	Time A.M./ P.M.	Particulars of the Special Business
2017-18	Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048	27.09.2018	10:00 A.M	(i) Regularization of Additional Director, Mr. Pradeep Kumar Singhal (DIN:01163580) by appointing him as Director of the Company.
2016-17	Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048	27.09.2017	11.30 A.M.	(i) Appointment of Mr. Vikas Kumar as a Whole Time Director. (ii) Appointment of Mr. Sachin Jain as a Non Executive Director. (iii) Appointment of Mr. Neeraj Singh as an Independent Director
2015-16	Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048	29.09.2016	11.30 A.M.	-

No resolution is proposed by postal ballot at the ensuing Annual General Meeting.

**7. DISCLOSURES**

There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the Directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.

**8. MEANS OF COMMUNICATION**

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges immediately after its approval by the Board. The website of Company [www.regententerprises.in](http://www.regententerprises.in) is operational and investors can have easy access to the relevant information as required by them.

**9. GENERAL SHAREHOLDERS INFORMATION**

Financial Year	: 1st April 2018 to 31st March 2019
Date and time of Annual General Meeting	: 30th September 2019 at 10:00 A.M
Venue of Annual General Meeting	: Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048
Dividend payment date	Not declared
Dates of Book Closure	: 23 September, 2019 to 01 October, 2019 (both days inclusive).
Listing on Stock Exchange	: BSE Limited, Mumbai
Stock Code and Scrip ID	: 512624 (BSE)
Demat ISIN No.	: INE769D01016
<b>Financial for Reporting 2018-2019 (tentative schedule)</b>	
Quarterly Financial Results	: Date of Board Meeting
First Quarter Results	: On 13.08.2018
Second Quarter Results	: On 14.11.2018
Third Quarter Results	: On 14.02.2019
Fourth Quarter Results	: On 30.05.2019



**10. CATEGORIES OF SHAREOWNERS AS ON 31.03.2019**

Category	No. of Shares Held	Voting Strength (%)
Promoters		
Individuals / Hindu Undivided Family	-	-
Bodies Corporate	3,30,308	0.99
<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>3,30,308</b>	<b>0.99</b>
Bodies Corporate	2,27,00,736	67.85
Resident Individuals:		
Individuals holding capital up to Rs. 2 Lakh	27,78,983	8.31
Individuals holding capital more than Rs. 2 Lakh	76,46,321	22.85
<b>Any Others (Specify)</b>		
NRIs/ OCBs	21,543	0.06
Others (Clearing Members)	3,13,906	0.94
<b>Total</b>	<b>3,34,56,348</b>	<b>100.00</b>

**11. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2019**

Share Balance	Holders	% of Total	Total Shares	Amount in Rupees	% of Total
Up to- 5000	3601	76.83	557829	5578290	1.67
5001-10000	456	9.73	348306	3483060	1.04
10001-20000	236	5.04	356335	3563350	1.07
20001-30000	86	1.83	222496	2224960	0.67
30001-40000	52	1.11	180736	1807360	0.54
40001-50000	45	0.96	216007	2160070	0.65
50001-100000	104	2.22	769949	7699490	2.3
100001 and above	107	2.28	30804690	308046900	92.07
<b>Total</b>	<b>4687</b>	<b>100.00</b>	<b>33456348</b>	<b>334563480</b>	<b>100.00</b>

**12. STOCK MARKET DATA**

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)
Apr-18	5.00	3.55
May-18	4.39	2.41
Jun-18	4.90	2.91
Jul-18	4.76	4.50
Aug-18	4.50	3.02
Sep-18	3.76	3.42
Oct-18	3.67	2.59
Nov-18	2.47	1.77
Dec-18	1.90	1.36
Jan-19	2.00	1.83
Feb-19	2.00	2.00
Mar-19	2.05	1.86

**13. REGISTRAR AND SHARE TRANSFER AGENT**

RCCM Share Registry (P) Ltd. having its registered office at B-25/1, Okhla Industrial Area, Phase-2, Near Rana Motors, New Delhi-110020, is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

**14. SHARE TRANSFER SYSTEM**

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

**15. DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with existing Depository, Central Depository System Limited (CDSL) and National Securities Depository Limited (NSDL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

**16. ADDRESS FOR CORRESPONDENCE**

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

Investors Correspondence/ Complaints to be address to:

Mr. Kapil Arora(Company Secretary )E-mail:stradersltd@gmail.com



## CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

To

The Members of Regent Enterprises Limited

This is to confirm that the Board has laid down a Code of Conduct for all Board members and Senior Management of the Company.

The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2019 as envisaged in Regulation 26(3) of the SEBI( Listing and Obligations Requirement), 2015.

**By order of the Board  
For Regent Enterprises Limited**

Date: 30<sup>th</sup> May 2019  
Place: Delhi

**Veenu Jain**  
Director  
DIN: 06936574

**Vikas Kumar**  
Whole Time Director  
DIN: 05308192

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

## CERTIFICATION ON CORPORATE GOVERNANCE

To

**The Members of Regent Enterprises Limited**

We have examined the compliance of conditions of Corporate Governance by **Regent Enterprises Limited** for the year ended 31st March, 2019 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliances are neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Sharma Vijay & Associates  
Practicing Company Secretaries**

Sd/-

**Vijay Sharma**

M. No.: ACS45793

COP: 19035

Date: 30th May, 2019

Place: New Delhi



**Annexure-III**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2019

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

**I REGISTRATION & OTHER DETAILS:**

<b>i</b>	<b>CIN</b>	:	L15500DL1994PLC153183
<b>ii</b>	<b>Registration Date</b>	:	13-July-1994
<b>iii</b>	<b>Name of the Company</b>	:	Regent Enterprises Limited
<b>iv</b>	<b>Category/Sub-category of the Company</b>	:	Company Limited by Shares/Indian Non-Government Company
<b>v</b>	<b>Address of the Registered office &amp; contact details</b>	:	E-205 (LGF), Greater Kailash-II, New Delhi-110048
<b>vi</b>	<b>Whether listed company</b>	:	Yes
<b>vii</b>	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	:	RCMC Share Registry (P) Ltd., B-25/1, Okhla Industrial Area, Phase-2, Near Rana Motors, New Delhi-110020

**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

<b>Sl. No</b>	<b>Name &amp; Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the company</b>
1	Trading of Edible Oils	46305	99.93

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY**

<b>Sr. No</b>	<b>Name &amp; Address of the Company</b>	<b>CIN/GLN</b>	<b>HOLDING/SUBSIDIARY/ ASSOCIATE</b>	<b>% OF SHARES HELD</b>	<b>APPLICABLE SECTION</b>
1.	NIL	NIL	NIL	NIL	NIL

**IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

(i) **Category wise shareholding**

<b>Category of Shareholders</b>	<b>No. of Shares held at the beginning of the year</b>				<b>No. of Shares held at the end of the year</b>				<b>% change during the year</b>
	<b>Demat</b>	<b>Physical</b>	<b>Total</b>	<b>% of Total Shares</b>	<b>Demat</b>	<b>Physical</b>	<b>Total</b>	<b>% of Total Shares</b>	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	330308	0	330308	0.99	330308	0	330308	0.99	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	<b>330308</b>	<b>0</b>	<b>330308</b>	<b>0.99</b>	<b>330308</b>	<b>0</b>	<b>330308</b>	<b>0.99</b>	<b>0</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	330308	0	330308	0.99	330308	0	330308	0.99	0
<b>B. Public Shareholding</b>									
(1) Institutions									
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.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	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 corporate	0	0	0	0					
i) Indian	9981552	12525615	22507167	67.27	22056471	519968	22576439	67.48	0.21
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	1722710	992220	2714930	8.11	1785507	993476	2778983	8.31	0.2
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	6095375	1473119	7568494	22.62	7131838	514483	7646321	22.85	0.25
c) Others (specify)									
1) Clearing Members	313906	0	313906	0.94	106155	0	106155	0.32	-0.62
2) Non-Resident	21543	0	21543	0.06	18142	0	18142	0.05	-0.01
SUB TOTAL (B)(2):	18135086	14990954	33126040	99.01	31098113	2027927	33126040	99.01	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	18135086	14990954	33126040	99.01	31098113	2027927	33126040	99.01	0



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	18465394	14990954	33456348	100	31428421	2027927	33456348	100	0

## (ii) SHARE HOLDING OF PROMOTERS

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	Securocrop Securities Pvt. Ltd.	330308	0.99	0	330308	0.99	0	0
	Total	330308	0.99	0	330308	0.99	0	0

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Particulars	Share holding at the beginning of the Year		Cumulative Share holding 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				
Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-----N.A-----			
At the end of the year				

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

S. No	Shareholder's name	Shareholding at the beginning of the year 31/03/2018			Shareholding at the end of the year 31/03/2019			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% of total Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of total Shares Pledged/encumbered to total shares	
1.	Parvati Minerals Pvt Ltd	4000000	11.96	0	4000000	11.96	0	0
2.	Sword Edge Commercials Ltd	4000000	11.96	0	4000000	11.96	0	0

Regent Enterprises Limited

3	Salanand Commercial Limited	3500000	10.46	0	3500000	10.46	0	0
4	A B N Intercorp Limited	0	0	0	1500000	4.48	0	4.48
5	Mohit Nidhi Agro Oil Private Limited	0	0	0	1500000	4.48	0	4.48
6	Simplex Trading & Agencies Ltd.	0	0	0	1000000	2.98	0	2.98
7	Seven Hill Industries Limited	0	0	0	1000000	2.98	0	2.98
8	Interface Financial Services Ltd	0	0	0	1000000	2.98	0	2.98
9	Strategic Shares Solutions Pvt Ltd	0	0	0	1000000	2.98	0	2.98
10	Nutraoil Private Limited	0	0	0	1000000	2.98	0	2.98

(v) Shareholding of Directors & KMP

Sl. No.	For Each of the Directors & KMP	Shareholding at the end 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
	<b>Vikas Kumar ( Whole Time Director)</b>				
	<b>At the beginning of the year</b>	47990 Shares	0.143%	47990	0.143
	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)	-	-	-	-
	<b>At the end of the year</b>	<b>47990</b>	<b>0.143%</b>	<b>47990</b>	<b>0.143</b>

(vi) Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rupees)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	15,43,201	8,50,000	NIL	23,93,201
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>15,43,201</b>	<b>8,50,000</b>	<b>NIL</b>	<b>23,93,201</b>



Change in Indebtedness during the financial year				
Additions	NIL	NIL	NIL	NIL
Reduction	15,43,201	8,50,000	NIL	23,93,201
<b>Net Change</b>	<b>(15,43,201)</b>	<b>(8,50,000)</b>	<b>NIL</b>	<b>(23,93,201)</b>
Indebtedness at the end 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
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

## (vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole time Director and/or Manager:

Sl. No	Particulars of Remuneration	Vikas Kumar(WTD)	Total Amount
1.	<b>Gross salary</b>	600000	600000
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax. 1961.	600000	600000
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL
(c)	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	NIL	NIL
2.	Stock option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission -as % of profit -others (specify)	NIL NIL	NIL NIL
5.	Others, please specify(Sitting Fees)	NIL	NIL
	<b>Total (A)</b>	<b>600000</b>	<b>600000</b>

## B. Remuneration to other Executive Director:

Sl. No	Particulars of Remuneration	Pradeep Kumar Singhal (Executive Director)	Total Amount
1.	<b>Gross salary</b>	9,79,613	9,79,613
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax. 1961.	9,79,613	9,79,613
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL
(c)	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	NIL	NIL
2.	Stock option	NIL	NIL
3.	Sweat Equity	NIL	NIL

4.	Commission -as % of profit -others (specify)	NIL	NIL
5.	Others, please specify(Sitting Fees)	NIL	NIL
	<b>Total (B)</b>	9,79,613	9,79,613

**C. Remuneration to other Directors:**

S. No	Particulars of Remuneration	Name of Directors		Total Amount
1	<b>Independent Directors</b>	Neeraj Singh	Veenu Jain	
	(a) Fee for attending Board, committee meetings	19,000	2,00,000	2,19,000
	(b) Commission	NIL	NIL	NIL
	(c) Others, please specify (paid on monthly basis)	NIL	NIL	NIL
	<b>Total (1)</b>	<b>19,000</b>	<b>200000</b>	<b>2,19,000</b>

Sl. No	Particulars of Remuneration	Name of Directors	
2	<b>Non-Executive Director</b>	<b>Sachin Jain</b>	
	(a) Fee for attending Board, committee meetings	210,000	
	(b) Commission	NIL	
	(c) Others, please specify (paid on monthly basis)	NIL	
	<b>Total (2)</b>	<b>210,000</b>	
	<b>Total C=(1+2)</b>	<b>429,000</b>	

**D. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
1.	<b>Gross Salary</b>	<b>Company Secretary</b>	<b>CFO</b>	<b>Total</b>
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	2,06,067	9,00,000	11,06,067
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission as % of profit others, specify	NIL	NIL	NIL
5.	<b>Total</b>	<b>2,06,067</b>	<b>9,00,000</b>	<b>11,06,067</b>



## (VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Cour)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

By order of the Board  
For Regent Enterprises Limited

Veenu Jain  
Director  
DIN: 06936574

Vikas Kumar  
Whole Time Director  
DIN: 05308192

Date: 30<sup>th</sup> May 2019  
Place: Delhi

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

## ANNEXURE- IV

**PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/KMP for financial year 2018-19	Remuneration of Director/KMP for financial year 2017-18	% increase in Remuneration in the Financial Year	Ratio of remuneration/ to median remuneration of employees
1.	Vikas Kumar	600000	528,000	13.63%	3.68
2.	Pradeep Kumar Singhal***	979,613	-	-	6.01
3.	Kawalpreet Arora***	8,067 (Salary drawn for part of the month)	154,000	-94.76%	-0.05
4.	Nitesh Kumar Sharma***	198,000	-	-	1.21
5.	Praveen Kumar Gupta***	900,000	25000 (Salary drawn for 1 Month)	3500%	5.53

## Notes:-

1. \*\*\* Mr. Pradeep Kumar Singhal was appointed as Additional Director of Company w.e.f 12/06/2018 during the Financial Year 2018-19.
  2. \*\*\*Mr. Kawalpreet Arora was appointed as Company Secretary cum Compliance officer w.e.f 01/09/2017 during the financial year 2017-18 and has resigned from the company on 11/04/2018 during the financial year 2018-19.
  3. \*\*\* Mr. Nitesh Kumar Sharma was appointed as Company Secretary cum Compliance officer of the Company on 18/06/2019 and has resigned from the Company w.e.f 14/03/2019 during the financial year 2018-19 itself.
  4. Mr. Praveen Kumar Gupta was appointed as Chief Financial Officer of the Company on 01/03/2018 during the financial year 2017-18.
- (ii) The median remuneration of employees of the Company was Rs. 162,734 in the financial year 2018-19.
- (iii) There were 52 permanent employees on the rolls of the Company as on March 31, 2019
- (iv) (a) Variations in the market capitalization of the Company: The market capitalization as on March 31, 2019 was Rs. 6.22 Crore (12.45 Crore as on March 31, 2018)
- (b) Price Earnings ratio of the Company is 5.81 as on March 31, 2019 and the same was Rs 7.24 as on March 31, 2018.
- (v) The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- (vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



Annexure V

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31<sup>st</sup> March, 2019

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

To,

The Members  
Regent Enterprises Limited  
E-205 (LGF), Greater Kailash-II  
New Delhi-110048

I have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, for the compliance of the applicable Statutory Provisions and the adherence to good corporate practices by **Regent Enterprises Limited** (hereinafter called as "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information provided by the management and according to the examinations carried out by me and explanations furnished and representations made to me by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the Audit Period covering the Financial Year ended on 31<sup>st</sup> March, 2019 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.

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Regent Enterprises Limited** (hereinafter called as "the Company") for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the Rules made there under;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. Foreign exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings.
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015
  - vi. Other law specifically applicable to company, namely:
    - a. Food Safety and Standards Act, 2006.

As per explanations given to me in the representations made by the management and relied upon by me, during the audit period, there were no action/event under the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the Company:

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).

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

Based on information received & records maintained, I further report that:-

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

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For Sharma Vijay & Associates  
Practicing Company Secretaries**

Sd/-  
Vijay Sharma  
M. No.: ACS45793  
COP: 19035

Date: 30th May, 2019  
Place: New Delhi

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.



**'Annexure A'**

To,  
The Members,  
Regent Enterprises Limited

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 process 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. I believe that the process and practices, I 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. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure 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 Sharma Vijay & Associates  
Practicing Company Secretaries**

**Sd/-  
Vijay Sharma  
M. No.: ACS45793  
COP: 19035**

Date: 30th May, 2019  
Place: New Delhi

**Annexure-VI (A)**

**Policy for selection of Directors and determining Directors' Independence**

**1. Introduction**

- 1.1 Regent Enterprises Limited believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approaches to improve the quality of governance. Towards this, we ensure constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.
- 1.2 We recognize the importance of Independence Directors in achieving the effectiveness of the Board. We aim to have an optimum combination of Executive, Non-Executive and Independent Directors.

**2. Scope and Exclusion:**

- 2.1 This Policy sets out guiding principles for the Nomination and Remuneration committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

**3. Terms and References:**

In this Policy, the following terms shall have the following meanings:

- 3.1 "Director" means a Director appointed to the Board of a Company.
- 3.2 "Nomination and Remuneration Committee" means the committee constituted by Regent Enterprises Limited's Board in accordance with the provisions of Section 178 of the Companies Act, 2013.
- 3.3 "Independent Director" means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013.

**4. Policy:**

**4.1. Qualification and criteria**

- 4.3.1 The Nomination and Remuneration Committee and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.
- 4.3.2 In evaluating the suitability of individual Board members, the Nomination and Remuneration Committee may take into account factors, such as:
- General understanding of the Company's business dynamics, global business and social perspective;
  - Education and Professional background
  - Standing in the profession;
  - Personal and professional ethics, integrity and values;
  - Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.
- 4.3.3 The proposed appointee shall also fulfill the following requirements:
- Shall possess a Director Identification Number (DIN).
  - Shall not be disqualified under the Companies Act, 2013
  - Shall give his written consent to act as a Director;
  - Shall endeavor to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
  - Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;



- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals his shareholdings at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made:
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013 and other relevant laws.

4.3.4 The Nomination and Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

#### 4.1 Criteria of Independence

4.1.1 The Nomination and Remuneration Committee shall assess the independence of Directors at the time of appointment/re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.1.2 The criteria of independence, as laid down in Companies Act, 2013 is as below:

An independent Director in relation to a company, means a Director other than a managing Director or a whole-time Director-

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
- (ii) who is not related to promoters or Directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
- d. None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or Directors, amounting to two percent. or more of its gross turnover or total income or fifty lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives -
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of -
    - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - (B) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
  - (iii) Holds together with his relatives two per cent. or more of the total voting power of the company; or
  - (iv) is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, Directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or

- f. shall possess such other qualifications as prescribed below: An independent Director shall possess appropriate balance of skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.
  - g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013
  - h. who is not less than 21 years of age.
- 4.1.3 The Independent Directors shall abide by the "Code of Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

**4.2 Other Directorship/committee memberships**

- 4.2.1 The members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their Directorships in other public companies in such a way that it does not interfere with their role as Directors of the Company. The Nomination and Remuneration Committee take into account function, and the time involved in a Directors' service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 4.2.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.
- 4.2.3 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time-Director in any Listed Company.
- 4.2.4 A Director shall not be a member in more than 10 committees or act as Chairman of more than 5 Committees across all companies in which he holds Directorships.

For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Companies, whether listed or not, shall be included and all other companies including Private Companies, Foreign Companies under Section 8 of the Companies Act, 2013 shall be excluded.



## Annexure VI (B)

**Remuneration Policy for Directors, Key Managerial Personnel****1. Introduction**

1.1 Regent Enterprises Limited recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, key managerial personnel and other employees keeping in view the following objectives:

1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.

1.1.2 Ensuring the relationship of remuneration to performance is clear and meets the performance benchmarks.

1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

**2. Scope and Exclusion:**

2.1 This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.

**3. Terms and References:**

In this Policy, the following terms shall have the following meanings:

3.1 "Directors" means a Director appointed to the Board of the Company.

3.2 "Key Managerial Personnel" means

(i) the Chief Executive Officer or the Managing Director or the Manager;

(ii) the Company Secretary;

(iii) the whole-time Director;

(iv) the Chief Financial Officer; and

(v) such other officer as may be prescribed under the Companies Act, 2013.

3.3 "Nomination and Remuneration Committee" means the committee constituted by Regent Enterprises Limited's Board in accordance with the provisions of Section 178 of the Companies Act, 2013.

**4. Policy:****4.1 Remuneration to Executive Directors and Key Managerial Personnel**

4.1.1 The Board, on the recommendation of the nomination and remuneration committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.2 The Board, on the recommendation of the nomination and remuneration committee, shall review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

(i) Basic Pay

(ii) Perquisites and Allowances

(iii) Stock Options

(iv) Commission (Applicable in case of Executive Directors)

(v) Retiral benefits

(vi) Annual Performance Bonus

4.1.4 The annual plan and objectives for Executive Directors and Senior Executives (Executive Committee) shall be reviewed by the Nomination and Remuneration Committee and Annual Performance Bonus will be approved by the Committee based on the achievement against the Annual Plan and Objectives.

**4.2 Remuneration to Non-Executive Directors**

4.2.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

Non-Executive Directors shall be entitled to sitting fees for attending the meeting of the Board and the Committees thereof. The Non-executive Directors shall also be entitled to profit related commission in addition to the sitting fees.



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF REGENT ENTERPRISES LIMITED

#### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying Ind AS financial statements of **REGENT ENTERPRISES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, Cash Flow Statement, changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no Key Audit Matters to communicate in our audit report.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### 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 Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, Cash flows of the company, changes in equity of the Company in accordance with the accounting principles generally accepted in India. 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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



our audit.

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

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 & 4 of the order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement, Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company have the following pending litigations which would impact its financial position:
      - (a) In the matter of Commercial Tax Department, Ghaziabad, for the F.Y. 2016-17 VAT/GST Demand of Rs. 413855.00
      - (b) In the matter of giving security of FDR Rs. 1.87 crore for NCML Industries Limited to Commercial Tax Department, Gandhi Dham, Gujrat
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable 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 Rajan K Gupta & Co.**  
Chartered Accountants  
FRN: 005945C

Rajan Gupta  
(Partner)  
M. No. 074696

Place: Delhi  
Date: 30.05.2019

## **Annexure A” to the Independent Auditors’ Report**

Referred to Independent Auditors’ Report to the members of the Company on the Ind AS Ind AS financial statements of the Company for the year ended March 31, 2019, we report that:

- 1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.  
(c) There are no immovable properties held in the name of the company.
- 2) (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals.  
(b) There are no discrepancies noticed on physical verification of the inventory as compared to books records.
- 3) The Company has not granted any loans secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3 (iii) (a) and (c) of the order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has made unsecured loan for amount of Rs. 44,311,000/- (Four Crore Forty-Three Lakhs Eleven Thousand Rupees Only) to the other company for business purposes and hereby complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.  
(b) According to the information and explanations given to us, no amounts payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise or value added tax or cess which have not been deposited on account of any disputes.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term Loans during the year. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the



provisions of section 197 read with Schedule V to the Companies Act;

- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards. (refer note no. 32 of the financial statement)
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For **Rajan K Gupta & Co.**  
Chartered Accountants  
(FRN: 005945C)

**Rajan Gupta**  
(Partner)  
(M. No. 074696)

Place: Delhi  
Date: 30.05.2019

**"Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of REGENT ENTERPRISES LIMITED**

**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 REGENT ENTERPRISES LIMITED ("the Company") as of March 31, 2019 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. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

Further our audit also involves the review of Internal audit report as prepared by the Internal Auditor of the Company and we believe that there is no any material mis-statement or representation found in the information as shown in the report of internal auditor.

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 March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Further, as per the Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Internal Auditor required to be appointed by the Company therefore it is advisable to the company to do the internal audit through the Internal Auditor or a firm of internal auditors.

**For Rajan K Gupta & Co.**  
Chartered Accountants  
(FRN: 005945C)

**Rajan Gupta**  
(Partner)  
M. No. 074696

Place: Delhi  
Date: 30.05.2019

**BALANCE SHEET AS AT 31st MARCH, 2019**

(Amount in Rs.)

S.No	Particular's	Note No	As at March 31, 2019	As at March 31, 2018
	<b>Assets</b>			
<b>1</b>	<b>Non-current assets</b>			
(a)	Property, plant and equipment	1	63,108,885	6,499,949
(b)	Capital work - in - progress		-	18,258,806
(c)	Goodwill	1	-	3,894,192
(d)	Financial Assets			
(i)	Investments	2	9,329,820	16,105,561
(ii)	Loans	3	-	44,311,000
(e)	Other non - current assets	4	23,702,775	34,423,681
(f)	Deferred tax assets (net)	5	89,377	439,404
<b>2</b>	<b>Current assets</b>			
(a)	Inventories	6	107,881,404	483,650,735
(b)	Financial assets			
(ii)	Trade Receivable	7	211,613,052	335,614,209
(iii)	Cash and Cash equivalent	8	3,005,481	6,093,368
(iv)	Bank Balances	9	18,926,425	101,649,294
(v)	Loan	10	44,311,000	-
(c)	Current tax assets (net)	11	1,558,810	-
(d)	Other current assets	12	105,722,540	210,908,420
	<b>TOTAL ASSETS</b>		<b>589,249,569</b>	<b>1,261,848,619</b>
	<b>Equity and Liabilities</b>			
<b>1</b>	<b>Equity</b>			
(a)	Equity share capital	13	334,563,480	334,563,480
(b)	Other Equity	14	56,405,767	52,437,492
	Total Equity		<b>390,969,247</b>	<b>387,000,972</b>
<b>2</b>	<b>Liabilities</b>			
	<b>Non-current liabilities</b>			
(a)	Financial liabilities			
(i)	Borrowings	15	-	2,393,201
(ii)	Other non-current liabilities	16	1,800,000	1,800,000
(b)	Provisions	17	421,199	-
	<b>Current liabilities</b>			
(a)	Financial liabilities			
(i)	Trade Payable			
a).	Total Outstanding dues of MSME	18	6,585,682	4,632,097
a).	Total Outstanding dues of Others than MSME	18	155,000,347	745,072,745
(ii)	Other Financial liabilities	19	1,542,294	1,579,751
(b)	Other current liabilities	20	32,729,681	115,949,093
(c)	Provisions	21	201,119	3,420,760
	<b>Total Liabilities</b>		<b>198,280,322</b>	<b>874,847,648</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>589,249,569</b>	<b>1,261,848,619</b>

The accompanying notes are an integral part of the financial statements  
This is the balance sheet referred to in our report of even date

**For Rajan K. Gupta & Co.**  
Chartered Accountants  
FRN. 005945C

**Rajan Gupta.**  
Partner  
M.No. 074696

Place : Delhi  
Date : 30.05.2019

**For and on behalf of Board of Directors**  
For Regent Enterprises Limited

**Vikas Kumar**  
Director  
DIN- 05308192

**Veenu Jain**  
Director  
DIN- 06936574

**Praveen Kumar Gupta**  
CFO  
PAN- ARGPG3460P

**Kapil Arora**  
Company Secretary  
PAN:BBBPA2941K



## STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH, 2019

(Amount in Rs.)

Particulars	Note No	As at March 31, 2019	As at March 31, 2018
<b>A Continuing operations</b>			
<b>Income</b>			
1 Revenue from operations		11,359,604,172	15,620,493,555
2 Other income	22	1,893,796	10,249,824
3 <b>Total revenue (I)</b>		<b>11,361,497,968</b>	<b>15,630,743,379</b>
4 <b>Expenses</b>			
Cost of Material Purchased		10,469,043,968	14,833,938,727
Changes in inventories of finished goods	23	375,769,331	(82,237,944)
Employee benefits expense	24	18,491,245	14,146,846
Finance Cost	25	5,725,100	3,991,911
Other expenses	27	467,453,014	833,028,290
5 <b>Total Expenses (II)</b>		<b>11,336,482,658</b>	<b>15,602,867,830</b>
5 <b>Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)</b>		25,015,310	27,875,549
Depreciation and amortization expense	26	13,376,017	4,734,074
6 <b>Profit/(loss) before extraordinary items and tax</b>		11,639,293	23,141,475
Extraordinary items	28	(2,609,385)	-
7 <b>Profit/(loss) before tax</b>		14,248,678	23,141,475
8 <b>Tax expense</b>			
Current tax		2,500,000	6,540,000
Current tax expense relating to prior years		654,635	(277,540)
9 <b>Net current tax expense</b>		<b>3,154,635</b>	<b>6,262,460</b>
Deferred tax		350,027	(303,296)
10 <b>Total Tax expense</b>		<b>3,504,662</b>	<b>5,959,164</b>
10 <b>Profit/(loss) for the year</b>		10,744,016	17,182,311
Minority shareholders interest- loss/(profit)		-	-
Share in loss of associates		-	-
11 <b>Profit/ (Loss) for the year from continuing operations (A)</b>		10,744,016	17,182,311
<b>B Discontinuing operations</b>			
Profit/(loss) before tax from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
12 <b>Profit/(loss) after tax from discontinuing operations (B)</b>		-	-
13 <b>Profit/(loss) for the year (A+B)</b>		10,744,016	17,182,311
<b>C Other comprehensive income</b>			
(i) Items that will not be reclassified to profit or loss	30	-7,400,000	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
(III) Items that will be reclassified to profit or loss	29	624,259	(950,688)
(IV) Income tax relating to items that will be reclassified to profit or loss		-	-
D 14 <b>Total comprehensive income for the period (XIII + XIV)</b>		<b>3,968,275</b>	<b>16,231,624</b>
Earnings per share			
(i) Basic	31	0.32	0.51
(ii) Diluted	31	0.32	0.51

The accompanying notes are an integral part of the financial statements  
This is the Statement of Profit & Loss in our report of even date

**For Rajan K. Gupta & Co.**  
Chartered Accountants  
FRN. 005945C

**Rajan Gupta.**  
Partner  
M.No. 074696

**For and on behalf of Board of Directors**  
For Regent Enterprises Limited

**Vikas Kumar**  
Director  
DIN- 05308192

**Veenu Jain**  
Director  
DIN- 06936574

**Praveen Kumar Gupta**  
CFO  
PAN- ARGPG3460P

**Kapil Arora**  
Company Secretary  
PAN:BBBPA2941K

Place : Delhi  
Date : 30.05.2019

## Cash Flows Statement For the Year Ending 31st March, 2019

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Cash Flows from Operating Activities</b>		
Net Profit Before tax	14,248,678	23,141,475
<b>Adjustment For:</b>		
Provision for gratuity	(117,500)	236,128
Depreciation	13,376,017	4,734,074
(Profit)/ Loss on Sale of Investment	-	(4,964,750)
Interest Paid	866,292	959,965
Provision for Expenses	-	(30,000)
Provision for Leave Encashment	171,895	213,832
Loss/(Gain) on valuation of Financial Asstes measured at FVOCI	(677,574)	(950,688)
<b>Operating Profit before Working capital Changes</b>	<b>21,769,640</b>	<b>23,340,036</b>
<b>Adjustment for Changes in current Liabilities</b>		
Short Term Borrowing		
Trade Payable	(588,118,813)	213,353,407
Other Current Liabilities	(83,470,701)	(129,291,660)
Adjustment for Changes in Current Assets		
Trade Receivable	124,001,157	292,759,240
Inventories	375,769,331	(82,237,944)
Other Current Assets	56,816,070	(202,611,114)
<b>Cash generated from operations</b>	<b>(93,233,316)</b>	<b>115,311,965</b>
Income tax paid	3,293,640	2,736,580
<b>Net cash from operating activities</b>	<b>(96,526,956)</b>	<b>112,575,385</b>
<b>Cash Flows from Investing Activities</b>		
Purchase of Fixed Assets	(47,831,955)	(18,734,468)
Proceeds From Investment	6,775,741	24,950,688
Proceed from Loan and other Current Assets	55,031,906	(27,413,546)
Profit on sale of Investment	-	4,964,750
<b>Net cash from Investing activities</b>	<b>13,975,692</b>	<b>(16,232,576)</b>
<b>Cash Flows from Financing Activities</b>		
Proceeds From Borrowing	(2,393,201)	1,330,401
Interest Paid	(866,292)	(959,965)
<b>Net cash from Finanacing activities</b>	<b>(3,259,493)</b>	<b>370,436</b>
Net Increase/Decrease in cash & cash equivalent during the year	(85,810,757)	96,713,245
Add- Opening Cash & cash equivalent	107,742,663	11,029,418
<b>Cash &amp; cash equivalent at the end of the year</b>	<b>21,931,906</b>	<b>107,742,663</b>

For Rajan K. Gupta & Co.  
Chartered Accountants  
FRN. 005945C

Rajan Gupta.  
Partner  
M.No. 074696

Place : Delhi  
Date : 30.05.2019

For and on behalf of Board of Directors  
For Regent Enterprises Limited

Vikas Kumar  
Director  
DIN- 05308192

Veenu Jain  
Director  
DIN- 06936574

Praveen Kumar Gupta  
CFO  
PAN- ARGPG3460P

Kapil Arora  
Company Secretary  
PAN:BBBPA2941K



**STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019****A. EQUITY SHARE CAPITAL**

S. No.	Particulars	As at 01.04.2018 (In Rs.)	Change during year 2018-19	As at 31.03.2019 (in Rs.)
1	Authorized Share Capital (Equity Share)	800,000,000	NIL	800,000,000
	Total	800,000,000	NIL	800,000,000
2	Issued, Subscribed & Fully Paid-up Share Capital	334,563,480	NIL	334,563,480
	Total	334,563,480	NIL	334,563,480

**B. OTHER EQUITY**

S. No.	Particulars	Balance at the begning of Reporting Period 01.04.2018	Effect due to changes in Accounting Policy	Re-instated Balance at the begning of the Reporting Period	Total Comprehensive Income for the Reporting Period	Dividends	Transfer to retained Earning	Any Other Changes	Balance at the end of the Reporting Period 31.03.2018	Figure at the Begning of the Previous Reporting Period
1	Capital Reserve	10,924,100	NIL	10,924,100	-				10,924,100	10,924,100
2	Share Premium Reserve	24,300,000	NIL	24,300,000	-				24,300,000	24,300,000
3	General Reserve	17,908,644	NIL	17,908,644	-				17,908,644	17,908,644
4	Retained Earning/Profit & Loss Account	(695,252)	NIL	(695,252)	3,968,275	-	-	-	3,273,023	3,068,446
		52,437,492	-	52,437,492	3,968,275	-	-	-	56,405,767	56,201,190

The accompanying notes are an integral part of the financial statements

This is the balance sheet referred to in our report of even date

**For Rajan K. Gupta & Co.**  
Chartered Accountants  
FRN. 005945C

**For and on behalf of Board of Directors**  
For Regent Enterprises Limited

**Rajan Gupta.**  
Partner  
M.No. 074696

**Vikas Kumar**  
Director  
DIN- 05308192

**Veenu Jain**  
Director  
DIN- 06936574

**Praveen Kumar Gupta**  
CFO  
PAN- ARGPG3460P

Place : Delhi  
Date : 30.05.2019

**Kapil Arora**  
Company Secretary  
PAN:BBBPA2941K

**Notes to Financial Statements for the year ended 31st March, 2019**  
**Note -1: Property, plant and equipment**

Particular's	Plant and Equipment	Vehicles	Computer Equipment	Office Equipment	Goodwill	Software	Trademark	Furniture & Fixture	Building	Lab Equipment	Electric Installation	Total
Cost or Valuation												
<b>At 01.04.2017</b>	435,051	8,881,701	6,954,593	30,030	9,735,480	1,660,000	300,000					27,996,855
Addition	-	-	136,600	339,062	-	-	-	-	-	-	-	475,662
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
<b>At 31st March, 2018</b>	<b>435,051</b>	<b>8,881,701</b>	<b>7,091,193</b>	<b>369,092</b>	<b>9,735,480</b>	<b>1,660,000</b>	<b>300,000</b>					<b>28,472,517</b>
Addition	45,678,106		103,689	383,414				117,200	16,424,227	265,932	3,118,193	66,090,761
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
<b>At 31st March, 2019</b>	<b>46,113,157</b>	<b>8,881,701</b>	<b>7,194,882</b>	<b>752,506</b>	<b>9,735,480</b>	<b>1,660,000</b>	<b>300,000</b>	<b>117,200</b>	<b>16,424,227</b>	<b>265,932</b>	<b>3,118,193</b>	<b>94,563,278</b>
Depreciation and Impairment												
<b>At 01.04.2017</b>	44,235	580,896	6,855,793	14,429	3,894,192	1,654,758	300,000					13,344,303
Depreciation Charge for the year	70,752	2,592,707	92,759	25,517	1,947,096	5,242						4,734,073
<b>At 31st March, 2018</b>	<b>114,987</b>	<b>3,173,603</b>	<b>6,948,552</b>	<b>39,946</b>	<b>5,841,288</b>	<b>1,660,000</b>	<b>300,000</b>					<b>18,078,376</b>
Depreciation and Impairment	3,735,028	1,782,890	118,742	155,721	3,894,192			15,211	3,236,513	33,018	404,702	13,376,017
<b>At 31st March, 2019</b>	<b>3,850,015</b>	<b>4,956,493</b>	<b>7,067,294</b>	<b>195,667</b>	<b>9,735,480</b>	<b>1,660,000</b>	<b>300,000</b>	<b>15,211</b>	<b>3,236,513</b>	<b>33,018</b>	<b>404,702</b>	<b>31,454,393</b>
<b>Net Book Value</b>												
at 31st March, 2019	42,263,142	3,925,208	127,588	556,839	-	-	-	101,989	13,187,714	232,914	2,713,491	63,108,885
at 31st March, 2018	320,064	5,708,098	142,641	329,146	3,894,192	-	-	-	-	-	-	10,394,141

**Note :-**

- Useful life of Building considered 6 year due to Lease Agreement With Kribhco Limited is over a period of 6 year.
- Good Will Writtenoff During the year



**Note-2: Investment**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Equity Share</b>		
	<b>Quoted</b>		
	-331250 Equity Share of Devine Impex Ltd	1,811,938	1,185,875
	<b>Unquoted</b>		
	-59200 Equity Share of NCML Industries Ltd **	-	7,400,000
	-25770 Equity Share of Northpole Finance Ltd	7,517,882	7,519,686
	<b>Total</b>	<b>9,329,820</b>	<b>16,105,561</b>

Hon'ble Authority NCLT, Principal Bench, Delhi has passed Liquidation Order on 08.03.2019 and as the Net worth of the Company is eroded as per the Latest Financial of the Company. So the management has decided to Write-off the Investment in Share of NCML Industries Limited.

**Note-3: Loan**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
3.1	Proworld Industries	-	2,000,000
3.2	Vishal Reality Management Limited	-	42,311,000
	<b>Total</b>	<b>-</b>	<b>44,311,000</b>

**Note-4: Other Non Current Assets**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Security deposits</b>		
4.1	-Revenue Department	339,775	339,775
4.2	-Kribhco Infra Limited *	22,500,000	22,500,000
4.3	-Rent	107,000	1,357,000
4.4	-Electricity Department Meerut	600,000	600,000
4.5	-Others	156,000	136,000
	<b>Other Loans and Advances</b>		
4.6	-Unsecured & Considered good	-	5,500,000
4.7	-Capital Advances	-	3,990,906
	<b>Total</b>	<b>23,702,775</b>	<b>34,423,681</b>

\* The aforesaid security deposited with "Kribhco Infra Limited" is Operating in nature and given for development of Material Handling Infrastructure for Transportation of Material through Railway Rake.

**Note-5: Deferred Tax Assets/(Liabilities)**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	Opening Deferred Tax/(Liabilities)	439,404	136,108
5.1	-Recognized during the year -: Assets/(Liabilities)	(350,027)	303,296
	<b>Total</b>	<b>89,377</b>	<b>439,404</b>

**Note-6: Inventories**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
6.1	Raw Material	461,774	399,162,202
6.2	Finished Goods includes Packing Material & Others	107,419,630	84,488,533
	<b>Total</b>	<b>107,881,404</b>	<b>483,650,735</b>

**Note-7: Trade Receivables**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Trade receivables</b>		
7.1	Secured and Considered Good	1,625,365	1,800,000
7.2	Unsecured and considered good	199,377,749	333,814,209
7.3	Doubtful	10,609,938	-
	<b>Total</b>	<b>211,613,052</b>	<b>335,614,209</b>

1. No trade or other receivable are due from directors or other officers of the company either severally or jointly or any other person directly or indirectly connected with them.
2. No any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
3. Trade receivables are non-interest bearing and are generally on terms of 30-90 days.
4. Debtor's Includes Balance of Rs.10609938.00\_ outstanding with M/s. NCML Industries Limited considered as doubtful as the said company is under Liquidation.

**Note-8: Cash and cash equivalent**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Balances with banks:</b>		
8.1	-HDFC Bank Limited	52,664	1,754,073
8.2	-Kotak Mahindra Bank Limited	8,642	8,995
8.3	-Punjab National Bank	187,953	877,140
8.4	-Yes Bank Limited	156,780	500,000
8.5	-Indusind Bank Limited	4,009	315,044
8.6	Cash in hand	2,595,433	2,638,116
	<b>Total</b>	<b>3,005,481</b>	<b>6,093,368</b>



**Note-9: Bank Balances**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	Enmarked Account		
9.1	-FDR with Indusind Bank*	18,740,000	101,000,000
9.2	Interest Accrued but not due	186,425	649,294
	<b>Total</b>	<b>18,926,425</b>	<b>101,649,294</b>

\* The above Mentioned FDR is Lein against the Bank Guarantee of NCML Industries Limited with Sales Tax Department Gujrat.

**Note-10: Loan**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
10.1	Proworld Industries	2,000,000	-
10.2	Vishal Reality Management Limited	42,311,000	-
	<b>Total</b>	<b>44,311,000</b>	<b>-</b>

**Note-11: Current Tax Assets (Net)**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
11.1	Advance Tax & TDS	4,058,810	-
11.2	Less:- Provision for Taxation	2,500,000	-
	<b>Total</b>	<b>1,558,810</b>	<b>-</b>

**Note-12: Other Current Assets**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Balance with Revenue Authority</b>		
12.1	-Income Tax refund A.Y 2017-18	323,210	323,210
12.2	-GST Recoverable	14,892,470	36,835,158
12.3	-VAT Recoverable	-	4,418
12.4	Prepaid Expenses	280,463	283,197
12.5	Prepaid Rent	1,250,000	-
12.6	Advance to Suppliers	82,258,396	172,571,906
12.7	Other Advances	6,718,001	890,531
	<b>Total</b>	<b>105,722,540</b>	<b>210,908,420</b>

**Note-13: Share Capital**

(Amount in Rupees)

(a)	Authorised, issued, Subscribed and paid-up share capital	As at March 31, 2019	As at March 31, 2018
13.1	<b>Authorized shares capital</b> 8,00,00,000 (Previous Year 8,00,00,000) equity shares of Rs.10/- each	800,000,000	800,000,000
13.2	<b>Issued, subscribed and paid-up capital</b> 3,34,56,348 (Previous Year 3,34,56,348) equity shares of Rs.10/- each	334,563,480	334,563,480
	<b>Total</b>	<b>334,563,480</b>	<b>334,563,480</b>

**(b) Rights / preferences / restrictions attached to equity shares**

1. The Company has only one class of equity shares having a par value of Rs. 10 per share.
2. Each Shareholder is eligible for one vote per share.
3. The dividend proposed by the Board of Directors is subject to the approval of shareholders.
4. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

**(c) Details of shareholders holding more than 5% shares in the company**

S.No	Name of Shareholder	As at March 31, 2019	As at March 31, 2018
	<b>Equity shares of Rs. 10 each fully paid up</b>		
1	PARVATI MINERALS PRIVATE LIMITED		
	-No. of Shares	4000000	4000000
	-% held	11.96%	11.96%
2	SAIANAND COMMERCIAL LIMITED		
	-No. of Shares	3500000	3500000
	-% held	10.46%	10.46%
3	SWORD EDGE COMMERCIALS LTD		
	-No. of Shares	4000000	4000000
	-% held	11.96%	11.96%

**Note:-**

As per the records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.



## Note-14: Other Equity

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
1	<b>Reserve and Surplus</b>		
(a)	<b>Capital Reserve</b>		
14.1	Opening Balance	10,924,100	10,924,100
	Addition/(Deduction) During the Year	-	-
	<b>(A). Closing Balance:-</b>	<b>10,924,100</b>	<b>10,924,100</b>
	<b>Securities Premium reserve</b>		
14.2	Opening Balance	24,300,000	24,300,000
	Addition/(Deduction) During the Year	-	-
	<b>(B). Closing Balance:-</b>	<b>24,300,000</b>	<b>24,300,000</b>
	<b>General Reserve</b>		
14.3	Opening Balance	17,908,644	17,908,644
	Addition/(Deduction) During the Year	-	-
	<b>(C) Closing Balance:-</b>	<b>17,908,644</b>	<b>17,908,644</b>
	<b>Retained Earning</b>		
14.4	Balance brought forward from previous year	(695,252)	(16,926,876)
	Add:-Transfer from Profit and Loss Account	3,968,275	16,231,624
	<b>(D). Closing Balance:-</b>	<b>3,273,023</b>	<b>(695,252)</b>
	<b>Total</b>	<b>56,405,767</b>	<b>52,437,492</b>

## Note:-

- 1 Debit balance of statement of profit and loss shall be shown as a negative figure under the head 'Surplus'. Similarly, the balance of 'Reserves and Surplus', after adjusting negative balance of surplus, if any, shall be shown under the head 'Reserves and Surplus' even if the resulting figure is in the negative.

## Note-15: Borrowings

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Secured</b>		
	<b>From Indusind Bank</b>		
15.1	- Agsinst hypothication of Vehicle for 36 Month @ 6.20% P.a	-	147,600
15.2	- Agsinst hypothication of Vehicle for 36 Month @ 6.20% P.a	-	147,600
	<b>From ICICI Bank</b>		
15.3	- Agsinst hypothication of Vehicle for 30 Month @ 8.50% P.a	-	1,248,001
	<b>Unsecured</b>		
15.4	<b>From Others</b>	-	850,000
	<b>Total</b>	<b>-</b>	<b>2,393,201</b>

**Note-16 : Other Non-Current Liabilities**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Security Deposit</b>		
16.1	- From Customer	1,800,000	1,800,000
	<b>Total</b>	<b>1,800,000</b>	<b>1,800,000</b>

**Note-17 : Provisions**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>For Employment Benefit</b>		
17.1	- Provision for gratuity*	269,403	-
17.2	- Provision for Leave Encashment*	151,796	-
	<b>Total</b>	<b>421,199</b>	<b>-</b>

**Note-18 : Trade Payable**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Trade Payables</b>		
18.1	a). Total Outstanding dues of MSME	6,585,682	4,632,097
18.2	a). Total Outstanding dues of Others than MSME	155,000,347	745,072,745
	<b>Total</b>	<b>161,586,029</b>	<b>749,704,842</b>

**Note:****Terms and conditions of the above financial liabilities:**

- (a) Trade payables are non-interest bearing and are normally settled on 60-day terms  
(b) No interest is paid / payable during the year to any enterprise registered under the MSME.

**Note-19: Other financial Liabilities**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Current Maturity of Long Term Debt</b>		
19.1	- Indusind Bank	295,200	417,600
19.2	- CICI Bank	1,247,094	1,162,151
	<b>Total</b>	<b>1,542,294</b>	<b>1,579,751</b>



**Note-20: Other Current Liabilities**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
20.1	Expenses Payable	3,778,791	2,273,845
20.2	Advance from customer	28,365,856	112,677,859
20.3	Statutory Remittance	585,034	997,389
	<b>Total</b>	<b>32,729,681</b>	<b>115,949,093</b>

**Note-21: Provisions**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>For Employment Benefit</b>		
21.1	- Provision for gratuity*	1,020	387,923
21.2	- Provision for Leave Encashment*	20,099	213,832
	<b>Others</b>		
21.3	- Provision for Taxation	-	2,639,005
21.4	- Provision for Expenses	180,000	180,000
	<b>Total</b>	<b>201,119</b>	<b>3,420,760</b>

\* Provision for Gratuity &amp; Leave Encashment has been made as per the Actuarial Valuation.

**Note : 22 Other Income**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
22.1	Profit on sale of Investment	-	4,964,750
22.2	Interest Income	1,893,796	4,006,494
22.3	Profit on DPEB	-	1,187,723
22.4	Other Income	-	90,857
	<b>Total</b>	<b>1,893,796</b>	<b>10,249,824</b>

**Note : 23 Inventories**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Closing Stock</b>		
23.1	Raw Material	461,774	399,162,202
23.2	Finished Goods/ Packing Material / Others	107,419,630	84,488,533
	<b>Total</b>	<b>107,881,404</b>	<b>483,650,735</b>
	<b>Opening Stock</b>		
23.3	Raw Material	399,162,202	306,258,795
23.4	Finished Goods/ Packing Material / Others	84,488,533	95,153,996
		<b>483,650,735</b>	<b>401,412,791</b>
	<b>Changes In Inventory(Increase)/decrease</b>	<b>375,769,331</b>	<b>(82,237,944)</b>

**Note : 24 Employment Benefit Expenses**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
24.1	Salary,wages and other Perquisites	16,581,326	12,028,401
24.2	Contribution to EPF & ESIC	367,007	315,544
24.3	Bonus	394,256	403,545
24.4	Gratuity*	(117,500)	236,128
24.5	Staff Welfare	239,156	47,228
24.6	Director Remuneration	1,027,000	1,116,000
	<b>Total</b>	<b>18,491,245</b>	<b>14,146,846</b>

\* Negative Gratuity Indicates the Excess Provision of Gratuity written off based on the Actuarial Valuation made on 31.03.2019

**Note :25 Financial Cost**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
25.1	Bank Charges	4,391,825	2,521,479
25.2	Interest to Bank	233,323	316,832
25.3	Interest on Direct Taxes	18,807	50,193
25.4	Interest on Indirect Taxes	448,176	460,275
25.5	Interest to others	632,969	643,132
	<b>Total</b>	<b>5,725,100</b>	<b>3,991,911</b>

**Note : 26 Depreciation & Amortised Cost**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
26.1	Depreciation Expenses	9,481,825	2,781,735
26.2	Amortization Expenses	3,894,192	1,952,339
	<b>Total</b>	<b>13,376,017</b>	<b>4,734,074</b>

**Note : 27 Other Expenses**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Direct Expenses</b>		
27.01	Custom Duty	185,413,531	413,643,100
27.02	Freight & Carriage Inward	110,683,821	99,439,279
27.03	Custom Clearing Charges	1,995,367	1,622,149
27.04	Storage tank Charges	3,215,935	8,648,106
27.05	Job Work Charges	75,794,626	208,246,714



S.No	Particulars	As at March 31, 2019	As at March 31, 2018
27.06	Insurance (Oil)	2,148,000	4,238,073
27.07	Electricity Expenses.	2,093,895	-
27.08	Factory Rent	1,972,404	-
	<b>Office and Administrative Expenses</b>		
27.09	Listing Fees	250,000	287,500
27.10	Payment To Auditors (Details Refer Note Below)	350,000	200,000
27.11	Printing & Stationery Expenses.	480,234	374,064
27.12	Rent	290,400	560,600
27.13	Misc.Expenses	744,906	1,090,615
27.14	Legal & Professional Charges	566,732	296,301
27.15	Conveyance	282,265	202,144
27.16	Business Promotion Expenses.	270,000	15,724
27.17	Rate & taxes.	86,550	156,815
27.18	Telephone & Internet Expenses.	207,058	120,409
27.19	Insurance (Other).	425,432	259,608
27.20	Electricity Expenses.	79,904	115,522
27.21	Filling Fee.	26,400	53,402
27.22	Corporate Social Responsibility	200,000	100,000
27.23	Membership & Subscription.	283,071	46,700
27.24	Vehicle Running & Maintenance.	2,057,976	1,621,078
27.25	Repair & Maintenance.	1,304,935	922,185
27.26	Tour & Travelling Expenses.	2,210,747	4,731,175
27.27	Security Expences	974,260	-
	<b>Selling and Distribution Expenses</b>		
27.28	Advertisement Expenses.	24,000	321,463
27.29	Commission & Brokerage.	12,357,067	10,849,114
27.30	Freight and Cartage.	53,026,953	60,159,712
27.31	Loading and Unloading Expenses.	166,099	1,487,904
27.32	Service Tax on Freight.	-	943,649
27.33	Rebate & Discount.	4,476,796	7,541,393
27.34	Donation	5,000	11,000
27.35	Sales Promotion Expenses	2,988,650	4,722,794
	<b>Total</b>	<b>467,453,014</b>	<b>833,028,290</b>

**Note : 28 Extra ordinary item**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
28.1	Sundry Balance W/o	(2,609,385)	-
	<b>Total</b>	<b>(2,609,385)</b>	<b>-</b>

**Note : Details of Payment made to auditor**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	<b>Auditor's Remuneration Comprises:-</b>		
1	<b>To Statutory Auditor's</b>		
	- Statutory and Tax Audit Fees	200,000	200,000
	- Other Professional Fees	-	-
2	<b>To Internal Auditor's</b>		
	- Internal Audit Fees	150,000	-
	- Other Professional Fees	-	-
	<b>Total</b>	<b>350,000</b>	<b>200,000</b>

**Note : 29 Other Comprehensive Income-Reclassifiable to P & L A/c**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
1	<b>Devine Impex Limited</b>		
	Original/Re-instated Value	1,185,875	1,185,875
	Less:- Fair Market Value	1,811,938	1,185,875
	<b>Impairment:-</b>	<b>(626,063)</b>	<b>-</b>
2	<b>Northpole Finance Limited</b>		
	Original/Re-instated Value	7,519,686	7,519,686
	Less:- Fair Market Value	7,517,882	7,519,686
	<b>Impairment:-</b>	<b>1,804</b>	<b>-</b>
	<b>Total</b>	<b>(624,259)</b>	<b>-</b>

**Note : 30 Other Comprehensive Income -not reclassifiable to P& L A/c**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
1	<b>NCML Industries Limited</b>		
	Original/Re-instated Value	7,400,000	7,400,000
	Less:- Fair Market Value	-	7,400,000
	<b>Impairment:-</b>	<b>7,400,000</b>	<b>-</b>
	<b>Total</b>	<b>7,400,000</b>	<b>-</b>



**Note 31: Earning per share**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
1	<b>Net profit attributable to equity shareholders</b>		
	Profit after tax	10,744,016	17,182,311
2	Nominal value of equity share (Rs)	10	10
3	Total number of equity shares outstanding at the beginning of the year	33,456,348	33,456,348
4	Total number of equity shares outstanding at the end of the year	33,456,348	33,456,348
5	Weighted average number of equity shares	33,456,348	33,456,348
	<b>Basic/ diluted earning per share (Rs)</b>	<b>0.32</b>	<b>0.51</b>

**Note-32:Related Party Disclosures**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2019	As at March 31, 2018
	The following is a summary of significant related party transaction		
A	<b>Director and relative of the director of the company</b>		
1	Vikas Kumar (Salary)	600,000	528,000
2	Pradeep Kumar Singhal ( Salary)	979,613	-
3	Sachin Jain ( Director Sitting Fees)	210,000	300,000
4	Veenu Jain (Director Sitting Fees)	200,000	288,000
5	Neeraj Singh (Director Sitting Fees)	19,000	-

**Note-33:Lease**

The company has entered into a operating lease with Kribhco Infrastructure Limited for setting up its packing plant at annual lease rent of 25,00,000/-.

**Note-34:Contigent Liabilities**

- 1 The Company has given 'its FDR of Rs. 1.87 Crore as security for NCML Industries Limited to Commercial Tax, Gandhidham, Gujrat.
- 2 VAT/GST Demand of Rs. 413855.00 for F.Y. 2016-17 with Commercial Tax Department , Ghaziabad which is under Dispute
- 35 Previous year figures are regrouped/rearrange wherever necessary to conform to this year's classification.
- 36 Significant accounting policies and practices adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure I.

**Annexure-I**

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES**

(Annexed to and forming part of the financial statements for the year ended 31st March, 2019)

**1. BASIS OF PREPARATION: -**

These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rule, 2015. The company prepared its financial statements in accordance with Accounting Standards notified under section 133 of the companies Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and in accordance with companies (Accounting Standards), Rules 2006. Statements have been prepared on an accrual basis and under the historical cost convention.

**2. CRITICAL ESTIMATES AND JUDGEMENTS**

The preparation of Financial Statements requires estimates & assumptions to be made that affect the reported amount of assets & liability on the date of financial statements and the reported amount of revenues & expenses during the reporting period. The managements also need to exercise judgements in applying the accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement and of items which are more likely to be materially adjusted due to estimates and assumptions.

**The area involving in critical estimation and judgement is:**

- **Impairment of trade receivable:** Estimates and judgements are continually evaluated. They are based on historical experience and other factors including expectation of future events that may have a financial impact on the company and that are believe to be reasonable under the circumstances.

**3. FAIR VALUE MEASUREMENT**

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The fair value of an asset or a liability is measured using the assumptions that Market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest

**3. CURRENT AND NON-CURRENT CLASSIFICATION: -**

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current by the Company when:

- (a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- (b) it holds the asset primarily for the purpose of trading;
- (c) it expects to realise the asset within twelve months after the reporting period;
- (d) the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is treated as current by the Company when:

- (a) it expects to settle the liability in its normal operating cycle;



- (b) it holds the liability primarily for the purpose of trading;
- (c) the liability is due to be settled within twelve months after the reporting period;
- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. All other liabilities are classified as non-current.

#### 4. PROPERTY, PLANT AND EQUIPMENT (PPE)

- Property, plant and equipment are carried at its cost less any accumulated depreciation and any accumulated impairment losses under Cost Model. The cost of an item of property, plant and equipment comprises purchase price, borrowing cost if Capitalization criteria are met and directly attributable cost of bringing the assets to its working condition for the intended use.
- Costs of the day to-day servicing described as for the 'repairs and maintenance' are recognized in the statement of profit and loss in the period in which the same are incurred.
- Depreciation on property, plant and equipment, except freehold land, is provided as per cost model on Written down Value over the estimated useful lives.
- The estimated useful life of the assets is reviewed at the end of each financial year.

#### 5. FINANCIAL ASSETS

Financial Assets are measured at amortized cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow Characteristics.

##### Investments: -

Long term investments are Valued on Fair Market Value on Year end and any Gain/Loss has been reported to Profit & Loss Account under other comprehensive Income.

##### Depreciation on Tangible Assets: -

Depreciation on tangible assets is calculated on WDV using the rates arrived at based on the useful as per Companies Act, 2013. The company has used the following useful lives to provide depreciation on its assets: -

Particular	Useful lives estimated by management (Years)	Useful lives as per schedule II
Office Equipment	05	05
Furniture & Fixtures	10	10
Vehicles	08	08
Plant & Machinery	15	15
Building	6	30
Computer	3	3

- \*Building is constructed on Lease hold land, which is initially taken on lease for 6 years only subject to further extension. So the useful type is taken accordingly.

#### 6. INVENTORIES: -

Inventories are valued at the lower of cost and net realizable value.

- Inventory cost are derived by accumulating all the cost incurred to bring the Inventory to its present location and condition.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**7. EARNING PER SHARE: -**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average of no of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average no of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**8. TAXATION: -**

Income-tax expense comprises current tax and deferred tax charge or credit. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure realisation. Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal tax during the specified period.

**9. REVENUE RECOGNITION: -**

**A. Revenue from Trading Activities: - Edible Oil**

- Income from trading of edible oil is accounted for the invoice raised by the company during the financial year.

**B. Revenue: - Others**

- Revenue in respect of other income is accounted on accrual basis except Insurance claim received. Insurance Claim are treated as Expenses in the Year in which it occurs and offered to income in the year in which it actually received.
- Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes, levies or duties collected on behalf of the government/ other statutory bodies.

**10. EMPLOYEES BENEFITS: -**

- Contribution to defined schemes such as provident fund, superannuating/pension benefits, gratuity employee's state insurance scheme is charged as incurred on accrual basis. These are in accordance with the respective Act's.

- Leave Encashment: -

As per the employment policy of the company the employees avail their annual Leave and provision for leave encashment is made on the basis of Actuarial Valuation.

- Gratuity: -

In accordance with the Payment of Gratuity Act, 1972, the company provides for gratuity covering all employees. The plan, subject to the above Act, provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based in the respective employee's salary and the tenure of employment as per the Actuarial Valuation.

**11. BORROWING COSTS: -**

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing



costs are charged to revenue.

**12. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS: -**

A provision is recognised when there is a present obligation as a result of a past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. Provision is not discounted to its present value and is determined based on the last estimate required to settle the obligation at the year end. These are reviewed at each year end and adjusted to reflect the best current estimate. Contingent liabilities are not recognised but disclosed in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

**For Rajan K.Gupta & Co.**  
Chartered Accountants,  
FRN. 005945C

**For Regent Enterprises Limited**

**Rajan k. Gupta**  
Partner  
M.No. 074696

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

**(Veenu Jain)**  
Director  
DIN- 06936574

**(Praveen Kumar Gupta)**  
C.F.O  
PAN- ARGPG3460P

Place : Delhi  
Date : 30.05.2019

**Kapil Arora**  
(Company Secretary)  
PAN: BBBPA2941K

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## ATTENDANCE SLIP

### REGENT ENTERPRISES LIMITED

CIN: L15500DL1994PLC153183

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

#### 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 :

Address of the Shareholder :

Jt1 :

Jt2 :

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 30.09.2019 at Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048 at 10:00 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

- Note:
1. Member/Proxy wish to attend the meeting must bring this Attendance Slip and handover the slip at the entrance of the meeting hall duly signed.
  2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the meeting.

### REGENT ENTERPRISES LIMITED

CIN: L15500DL1994PLC153183

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

### PROXY FORM

#### 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 (Formerly known as Spine Traders 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) holding.....shares of the above named company, hereby appoint

1. Name ..... Address .....  
Email ID ..... Signature ..... or failing him/ her
2. Name ..... Address .....  
Email ID ..... Signature ..... or failing him/ her
3. Name ..... Address .....  
Email 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 30th September, 2019 at 10.00 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
<b>Ordinary Business</b>			
1	To receive, consider and adopt the audited Financial Statement of the Company for the Financial Year ended 31st March, 2019 including Balance Sheet, Cash Flow Statement and Profit & Loss Account etc., together with the Director's Reports (Including its Annexures) and Auditor's Report for the said financial year.		
2	To Re-appoint Mr.Vikas Kumar(DIN: 05308192),who retires at this Annual General Meeting by rotation and being eligible offers himself for re-appointment.		
<b>Special Business</b>			
3	Re-appointment of Ms. Veenu Jain as an Independent Director		

Signed this .....day of..... 2019

Signature of Shareholder.....

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

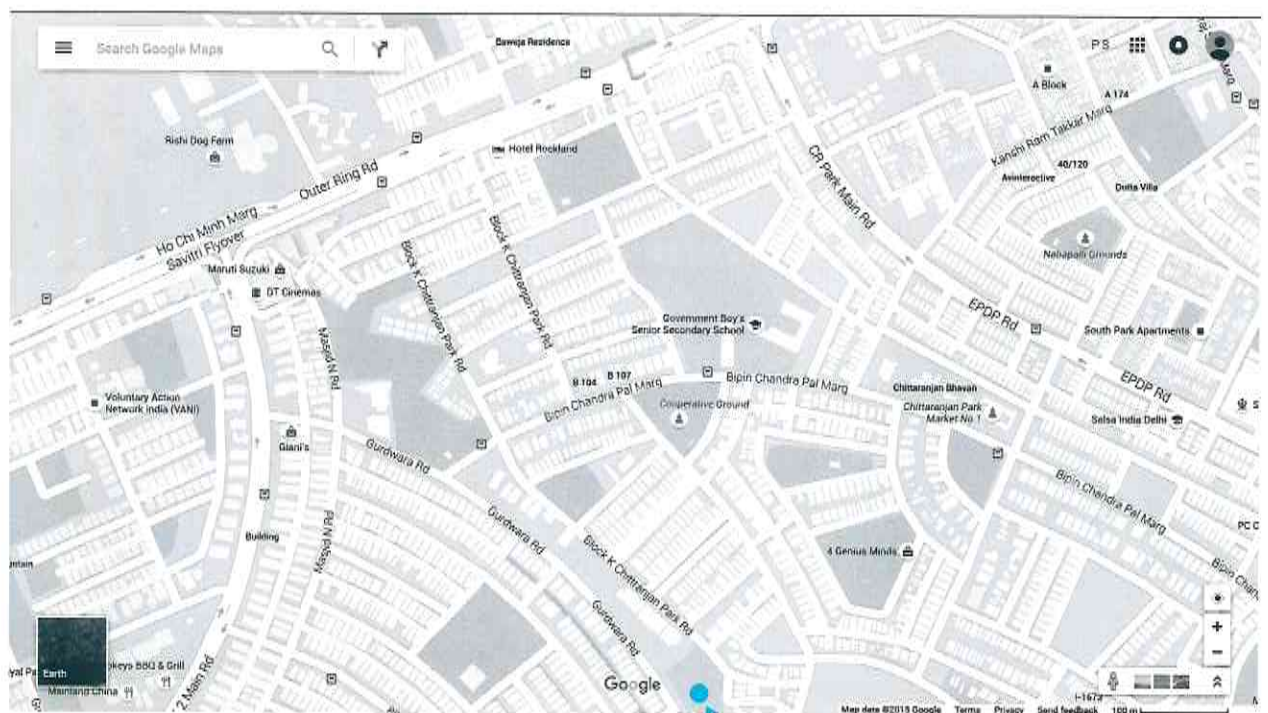
Re. 1/-  
Revenue  
Stamp

\* Please put a (√) in the appropriate column against the resolutions indicated in the Box.

**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.



## ROUTE MAP FOR AGM VENUE



Arya Samaj, M-Block,  
Road No.1, Greater Kailash-II,  
New Delhi-110048

## **REGENT ENTERPRISES LIMITED**

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CIN: L15500DL1994PLC153183

**Registered Office:**

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

E-mail-stradersltd@gmail.com,