

# REGENT ENTERPRISES LIMITED

Regd. Office:-E-205 (LGF), Greater Kailash II, New Delhi-110048  
Telephone no. 011-29211178, 9910303928, CIN-L15500DL1994PLC153183,  
Email: [legal@regententerprises.in](mailto:legal@regententerprises.in), Website: [www.regententerprises.in](http://www.regententerprises.in)

## CORPORATE GOVERNANCE REPORT

- Name of Listed Entity : **Regent Enterprises Limited**
- Quarter & Financial year ended : **March 31, 2023**

### I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (In Months)	Date of Birth	No. Of directorship in listed entities including this entity [in reference to Regulation 17A(1)]	No of Independent Directors in listed entities including this entity [in reference to provision 17A(1)]	Number of members in Audit/ Stakeholder Committee (s) including this entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sachin Jain	AEMPJ1115P07865427	Non-Executive - Non Independent Director, Chairperson	15.07.2017	-	-	-	10-08-1980	1	-	1	0
Mr.	Vikas Kumar	BTHPK6915K05308192	Executive Director	19.01.2017	01.04.2022	-	-	25-06-1974	1	-	2	0
Mr.	Neeraj Singh	FEUPS4153B07863006	Non-Executive - Independent Director	15.07.2017	01.04.2022	-	63 Months	10-07-1987	1	1	2	0
Mrs.	Veenu Jain	AHCPJ1575E06936574	Non-Executive - Independent Woman Director	13.08.2015	01.04.2019	-	86 Months	22-09-1975	1	1	2	2

Whether Regular chairperson appointed: **Yes**

Whether Chairperson is related to managing director or CEO: **No**



<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	VEENU JAIN	Chairperson of the committee & Independent Director-Member	13-08-2015	-
		VIKAS KUMAR	Executive Director & Member	19-01-2017	-
		NEEJ SINGH	Independent Director & Member	15-07-2017	-
2. Nomination & Remuneration Committee	Yes	VEENU JAIN	Chairperson of the committee & Independent Director-Member	13-08-2015	-
		NEERAJ SINGH	Independent Director & Member	15-07-2017	-
		SACHIN JAIN	Independent Director & Member	15-07-2017	-
<b>3. Risk Management Committee(if applicable)</b>	<b>Not Applicable</b>				
4. Stakeholders Relationship Committee	Yes	VEENU JAIN	Chairperson of the committee & Independent Director-Member	13-08-2015	
		NEERAJ SINGH	Independent Director & Member	15-07-2017	
		SACHIN JAIN	Non Independent & Non Executive Director & Member	15-07-2017	
		VIKAS KUMAR	Executive Director & Member	19-01-2017	

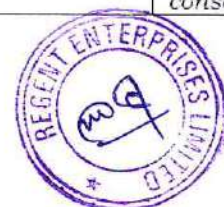
### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter*</i>	<i>Date(s) of Meeting (if any) in the relevant quarter*</i>	<i>Whether requirement of Quorum met</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
10.11.2022	10.02.2023	Yes	4	2	91 days

### IV. Meetings of Committees

#### 1. AUDIT COMMITTEE

<i>Date(s) of meeting of the committee in the relevant quarter*</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive</i>



					meetings in number of days*
10.02.2023	Yes	3	2	10.11.2022	91 days

## 2. STAKEHOLDER RELATIONSHIP COMMITTEE

Date(s) of meeting of the committee in the relevant quarter*	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
20.01.2023	Yes	4	2	10.11.2022	70 days

## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA

## VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
  - Risk management committee (applicable to the top 100 listed entities): **Not Applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. **Report was placed before the board and adopted by the board.**

  
**Mamta Sharma**  
 (Company Secretary  
 & Compliance Officer)



Date: 05.04.2023  
 Place: Ghaziabad

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If Yes provide link to website.</i>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://regententerprises.in/about-us/">https://regententerprises.in/about-us/</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
c) Composition of various committees of board of directors	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
h) Policy for determining 'material' subsidiaries	NA	There is no subsidiary company of the Regent Enterprises Limited during the year 2022-23.
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://regententerprises.in/contact-us/">https://regententerprises.in/contact-us/</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://regententerprises.in/contact-us/">https://regententerprises.in/contact-us/</a>
l) Financial results	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
m) Shareholding pattern	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	There is no such agreement prepared/entered during year 2022-23.
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	NA
p) New name and the old name of the listed entity	NA	During the year 2022-23, there is no change in the name the company.
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	There is no credit rating requirement held during the year 2022-23.
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	The company does not have any subsidiary.
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.regententerprises.in">www.regententerprises.in</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://regententerprises.in/investors-relations/">https://regententerprises.in/investors-relations/</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	The Company does not fall under top 1000 listed companies which are required to prepare the said poli

*It is certified that these contents on the website of the listed entity are correct.*



## ANNEXURE-II

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related Party Transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	Yes



Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. Not Applicable

**Mamta Sharma**  
 (Company Secretary  
 & Compliance Officer)

Date: 05.04.2023

Place: Ghaziabad

Half year ending – March 31, 2023

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at The end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL



**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s), (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. NA

  
**Mamta Sharma**  
(Company Secretary  
& Compliance Officer) \*



Date: 05.04.2023  
Place: Ghaziabad