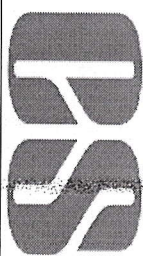


SHARMA VIJAY & ASSOCIATES COMPANY SECRETARIES



Secretarial Compliance Report of Regent Enterprises Limited for the Financial year ended on March 31, 2023

To,
The Members,
Regent Enterprises Limited

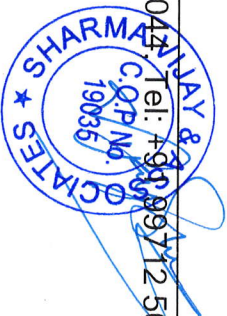
I, Vijay Sharma Prop. of M/s. Sharma Vijay & Associates have examined:

- (a) All the documents and records made available to me and explanation provided by Regent Enterprises Limited ("the listed entity"),
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification for the year ended on March 31, 2023 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not applicable during the review period
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable during the review period
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable during the review period
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable during the review period
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable

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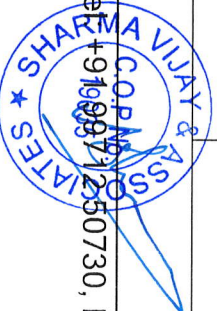
during the review period

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
And circulars/guidelines issued thereunder;

I hereby report that, during the Review Period the Compliance status of the Listed entity is appended as below:

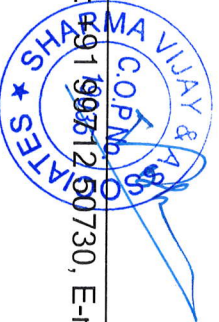
Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- Directs to the relevant document(s)/section of the website	Yes	None

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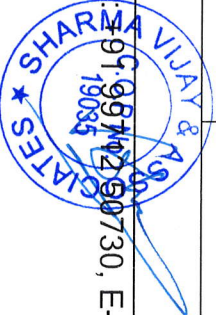
<p>4. <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act,2013</p>	Yes	None
<p>5. <u>To examine details related to Subsidiaries of listed entities:</u></p> <ul style="list-style-type: none"> • Identification of material subsidiary companies • Requirements with respect to disclosure of material as well as other subsidiaries. 	N.A.	The company does not have any subsidiary during the year under review.
<p>6. <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI(LODR) Regulations, 2015</p>	Yes	None
<p>7. <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	None
<p>8. <u>Related Party Transactions:</u></p> <ul style="list-style-type: none"> • The listed entity has obtained prior approval of Audit Committee for all Related party transactions. • In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee 	NA	The company does not have any significant material transaction which required the prior approval or ratification by Audit Committee of the company.

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<p>9. <u>Disclosure of events or information:</u></p> <ul style="list-style-type: none"> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder. 	Yes	None
<p>10. <u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
<p>11. <u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.</p>	Yes	None
<p>12. <u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc, despite a Minor Non Compliance under Code of Conduct of SEBI PIT Regulation.</p>	Yes	<p>During the 4th Quarter i.e. March 2023, there was a violation of Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 by Whole Time Director of the company due to purchase of nominal equity shares of the company during the Trading Window Closure period. However, such violation has not impacted the investors in any manner. The company has also intimated such violation to BSE.</p>

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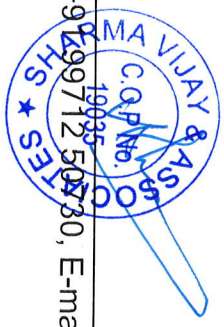
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance Requirement (Regulations/ circulars including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action		Details of violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
					(Advisory/Clarification/ Fine/Show Cause Notice/Warning etc.)	(Advisory/Clarification /Fine/Show Cause Notice/Warning etc.)					
None											

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

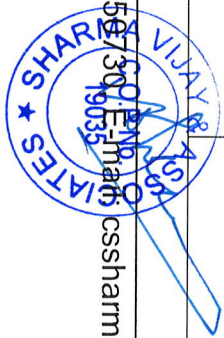
S. No.	Compliance Requirement (Regulations/ circulars including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action		Details of violation	Fine Amount (Inclusive of GST @ 18%)	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
					(Advisory/Clarification/ Fine/Show Cause Notice/Warning etc.)	(Advisory/Clarification /Fine/Show Cause Notice/Warning etc.)					

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2.	Compliance for Regulatory Submission of Investor Grievances for the quarter ended September 30, 2021.	Regulatory Submission of Investor Grievances for the quarter ended September 30, 2021.	BSE Ltd	Fine	Non Submission of Report on Investor Grievances for the quarter ended on September 30, 2021	100300	The company has made all the said compliances and made applications to the BSE for waiver of fine levied.	The management is hopeful of receiving the waiver of fine as this compliance was held due to bilateral issue with RTA of that time.	The Exchange has denied the application of this waiver of fine by nonstating the reason for denial that the compliance was for non-compliance for non-bilateral issue with RTA of that time. The application does not fall under any of the carve-outs jointly formulated by BSE and NSE and noted by SEBI therefor. Policy for this Exemption of Fine for non-SOP. Hence waiver compliance was not held due to bilateral issue with RTA of that time.	Stock
3.	Compliance for Regulatory Submission of Reconciliation of share capital audit report for the quarter ended on June 30, 2021 and September 30, 2021.	Regulatory Submission of Reconciliation of share capital audit report for the quarter ended on June 30, 2021 and September 30, 2021.	BSE Ltd	Notice for shifting of scrip of company to 'Z' / 'ZP' / 'ZY' / 'MT' group for non submission of capital Reconciliation of audit report for the quarter ended on June 30,	Non Submission of Reconciliation of share capital audit report for the quarter ended on June 30,	None	The compliance was made within the time prescribed into the said notice and the scrip was not shifted to the Z with category	This compliance was non-compliance due to bilateral issue with RTA of that time.		

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				June 30, 2021 and September 30, 2021 Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020.	2021 and September 30, 2021						
4.	Not having Company Secretary of the company for the quarter ended on June 30, 2021 and September 30, 2021.	Regulation 6 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	BSE Ltd	Fine	Not having Company Secretary & 108560 for the quarter ended on June 30, 2021 and September 30, 2021	107380 for the quarter ended on June 30, 2021	The company was having the Company Secretary during said period and the company has received the waiver of fine levied by BSE for the quarter ended on June 30, 2021.	The company was having the Company Secretary during the said period.	The Stock Exchange has withdrawn its fine levied for September 2021 Quarter vide its email dated 20.05.2022 on the application by the company being in compliance of regulation 6 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015		
5.	Not having Registrar and Share Transfer Agent of the company for the quarter ended on June 30, 2021 and September 30, 2021.	Regulation 7 of SEBI (Listing Obligations and Disclosures)	BSE Ltd	Fine	Not having Registrar and Share Transfer Agent of the company for the quarter ended on June 30, 2021	107380 for the quarter ended on June 30, 2021	The company was having the Registrar and Share Transfer Agent during said period and the company has also received the waiver of fine levied by BSE for the quarter	The company was having the Registrar and Share Transfer Agent during said period.	The Stock Exchange has withdrawn its fine levied for September 2021 Quarter vide its email dated 20.05.2022		

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	Requiriments) Regulations, 2015			quarter ended on June 30, 2021 and September 30, 2021.		ended on June 30, 2021. The application for the waiver for September Quarter is under process in Stock exchange.		filling the application by the company being the company was in compliance of regulation 7 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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*remarks as on 31.03.2023

I further report that during the review period, there was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company and the Company has complied with Para 6(A) and 6(B) of Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019.

For Sharma Vijay & Associates



CS Vijay Sharma
(Proprietor)
C.P. No. 19035, ACS:45793
UDIN: A045793E000312719
Peer Review No. 2166/2022

Place : Gurugram
Date : 16/05/2023

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