



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
Website: 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 25th 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, 30th 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 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.

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: 2nd 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 23rd 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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. Members may also write to the Company Secretary at the email address: 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. 23rd September, 2019, may obtain the User ID and password by sending a request at 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.
- 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: 2nd 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 31st 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: 2nd 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 **25th** Annual Report of Regent Enterprises Limited along with the Audited Financial Statements for the Financial Year ended March 31st, 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	Expenses:		
	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	Tax expense:		
	(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 31st, 2019.