

# REGENT ENTERPRISES LIMITED



ANNUAL REPORT 2022-23

**Index**

<b>Particulars</b>	<b>Page Nos.</b>
Company' Directory	1
Notice of 29 <sup>th</sup> Annual General Meeting	2
Directors' Report	14
Annexures to the Director's Report	
-Management Discussion and Analysis Report	21
-Secretarial Audit Report	24
-Compliance Report on Corporate Governance Part-I	27
-Compliance Report on Corporate Governance Part-II	45
-Details of Remunerations under section 197 of Companies Act, 2013	46
-Details of Conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo	47
Auditor's Report	48
Balance Sheet	57
Statement of Profit & Loss Account	58
Cash Flow Statement	59
Changes in Equity	60
Notes Forming part of Financial Statements	61

\*\*\*\*\*

**Company's Directory**

- |  |   |
|--|---|
| <b>1. Board of Directors</b>                         | Mr. Vikas Kumar (Whole Time Director)<br>Mrs. Veenu Jain (Independent Woman Director)<br>Mr. Neeraj Singh (Independent Director)<br>Mr. Sachin Jain (Non- Executive Director)   |
| <b>2. Chief Financial Officer</b>                    | Mr. Ameet M Ganatra   |
| <b>3. Company Secretary &amp; Compliance Officer</b> | Mrs. Mamta Sharma   |
| <b>4. Statutory Auditors</b>                         | <b>M/s. Pipara &amp; Co. LLP,</b><br>Chartered Accountants<br>Pipara Corporate House<br>Nr. Gruh Finance, Netaji Marg,<br>Law Garden, Ahmedabad -380006   |
| <b>5. Secretarial Auditors</b>                       | <b>M/s. Sharma Vijay &amp; Associates,</b><br>Company Secretaries<br>Office No. 6, 1st Floor, Kamla Place, Sohna Chowk,<br>Gurugram-1220018, Haryana  |
| <b>6. Registrar &amp; Share Transfer Agent</b>       | <b>M/s. Satellite Corporate Services Pvt. Ltd.</b><br>A 106 & 107, Dattani Plaza, East West Compound, Andheri<br>Kurla Road, Safed Pool Sakinaka, Mumbai - 400072.<br>Email: <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a> |
| <b>7. Registered Office</b>                          | E-205 (LGF), Greater Kailash-II, New Delhi-110048.<br>Email: <a href="mailto:legal@regententerprises.in">legal@regententerprises.in</a><br>Website: <a href="http://www.regententerprises.in">www.regententerprises.in</a>                                      |
| <b>8. Corporate Office</b>                           | R-1/93, RDC Raj Nagar, 2nd floor Adjacent to Telephone Exchange Ghaziabad 201002  |
| <b>9. CIN</b>  | L15500DL1994PLC153183   |
| <b>10. FSSAI Lic. No.</b>                            | 10018051002346  |
| <b>11. ISIN</b>                                      | INE769D01016  |

\*\*\*\*\*

**NOTICE**

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of Regent Enterprises Limited will be held at on Thursday, August 24, 2023 at 12:00 Noon through Video Conferencing (VC)/Other Audio Visual Means(OAVM) to transact the following businesses:-

**Ordinary Business:**

- (1)** To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 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 appoint a director in place of Mr. Vikas Kumar (DIN: 05308192), who retires by rotation and being eligible, offers himself for the re-appointment.

**Special Business:**

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

❖ **Remuneration to Mr. Sachin Jain (DIN: 07865427), Non Executive Director .**

**"RESOLVED THAT** pursuant to the provisions of section 197(3) and Section II of Schedule V and any other applicable provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to any circular, notification, orders and guidelines if any, as applicable and approval of any concerned authority(ies) and Articles of Association of the company, the remuneration to Mr. Sachin Jain, Non Executive Director, by way of monthly payment of Rs. 60,000/- (Rs. 7.2 Lacs per annum) falling within the limits as prescribed under the Schedule V, be and is hereby approved."

**"RESOLVED FURTHER THAT** the remuneration payable to Mr. Sachin Jain, shall not exceed the overall ceiling as provided section II of Schedule V of the Companies Act, 2013 including the increment in remuneration every year and subject to the such other limits or any relaxation by the Central Government in Guidelines/circulars/notification so as not to exceed the limits as specified in Schedule V to the Companies Act, 2013 by suitably amending it to give effect to such modification, relaxation or variation without any further reference in general meeting."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

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

❖ **Approval for Reclassification from Promoter category to Public Category Shareholder.**

**"RESOLVED THAT** pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval from the BSE Limited (the "Stock Exchange") and such other statutory authority(ies) as may be required and pursuant to any other applicable laws and regulations from time to

time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the company be and is hereby accorded to reclassify the Securocrop Securities India Private Limited (CIN:U74899DL1995PTC065534) having its registered office at Unit No.203, Plaza- P 3, Central Square Bara Hindu Rao, Delhi-110006 and holding the 3,75,865 no. of equity shares i.e. 1.12% of the total shareholding of the Company from "Promoter" category to "Public" category shareholder.

**RESOLVED FURTHER THAT** the above applicant company has confirmed that all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification i.e. post reclassification from "Promoter" to "Public" category shareholder, shall continue to comply with conditions mentioned under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the board of directors of the company, be and are hereby authorized on behalf of the Company to do, all such acts, deeds, matters and things as may be necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, if any."

**By order of the Board**

**For REGENT ENTERPRISES LIMITED**

Sd/-

**Place: Ghaziabad**  
**Date: June 19, 2023**

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

**NOTES:-**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022, SEBI vide its circular ref. no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Ministry of Corporate Affairs vide its circular no. 10/2022 dated December 28, 2022 and SEBI vide its circular ref. no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 has also extended the relaxation to all the listed companies from dispatching the physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) to the shareholders, for the Annual General Meetings (AGMs) conducted till September 30, 2023.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.regententerprises.in](http://www.regententerprises.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. The shareholders of the company are hereby informed that the necessary declaration for Beneficial ownership in the prescribed forms requires to be disclosed to the company or its R & T agent within time frame as prescribed whenever the shareholder falls under the criteria as specified under Section 90 of the Companies Act, 2013 and Companies (Significant Beneficial Owners) Rules, 2018 as amended on 8th February, 2019 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/149 and further amended on March 12, 2019 via Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/36. All are requested to make the compliances within time to avoid any legal complications.
9. The Ministry of Corporate Affairs ('MCA'), Government of India, through its Circular No. 17/2011 and circular dated 18/2011 dated 29th April, 2011 has implemented the "Go Green Initiative". Accordingly the Company



encourages members to intimate/update their e-mail addresses to receive the Annual Report and other communication electronically in support of the "Go Green" initiative of the Ministry of Corporate Affairs (MCA). Members may intimate/ update their e-mail address to the R&T Agent i.e. Satellite Corporate Services Pvt. Ltd, E-mail- [service@satellitecorporate.com](mailto:service@satellitecorporate.com) or e-mail id-[info@satellitecorporate.com](mailto:info@satellitecorporate.com) or [legal@regententerprises.in](mailto:legal@regententerprises.in) with their name and folio details. The Company will send all communication including the Annual Report via e-mail to the members who have provided their e-mail addresses to the Company/Depositories. A copy of the Annual Report will also be available on the Company's website [www.regententerprises.in](http://www.regententerprises.in).

10. The Members are requested to inform any change of their address immediate in respect of their electronic share accounts and physical shares (quoting their Client Ids/Folio No's) Name as registered with the R & STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by the Members to the R&T Agent of the company.

11. If the member has not registered their E-mail address with the Depository Participant(s) (DP)/ Company may in case of holding shares in demat mode, please contact their respective DP and those who are holding shares in physical mode are required to contact to RTA of the Company on e-mail id i.e. [service@satellitecorporate.com](mailto:service@satellitecorporate.com) and get the same registered for smooth communication or receiving of Annual Report and Notice or any other document in future.

12. SEBI vide its circular ref. no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated the physical securities holders to furnish/update their PAN, Nomination, Contact details, Bank account details and Specimen signature for their corresponding folio numbers with Registrar and Share Transfer Agent of the company i.e. Satellite Corporate Services Pvt. Ltd, Mumbai. Hence members of the company holding shares in physical mode are requested to update their aforesaid details to avoid the freezing of their folios w.e.f. October 1, 2023 as mentioned under the said circular.

13. Pursuant to SEBI circular dated January 27, 2023, it is informed to the members of the company that "If you have any dispute against a listed company and or its Registrar and Share Transfer Agent (RTA) on delay or default in processing your request, as per SEBI circular dated 30.05.2022, you can file for arbitration with Stock Exchange. For more details, please see the web links of the stock exchanges BSE- <http://tiny.cc/m1l2vz>, NSE - <http://tiny.cc/s1/2vz>.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts in respect of the Special Business/Special resolution are set out in Item No. 3 of the accompanying Notice is annexed hereto.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **Monday August 21, 2023 from 9:30 AM** and shall end on **Wednesday, August 23, 2023 at 5:00 PM (for three days only)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the closing hours of record date (cut-off date) i.e. **Thursday, 17<sup>th</sup> August, 2023** may cast their vote electronically. The voting right

of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17<sup>th</sup> August, 2023.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**


##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under <b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under -Voting services and you will be able to see e- Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or</li> </ol>



	<p>joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**B)** Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode..

**How to Log-in to 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit ClientID 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***