

REGENT ENTERPRISES LIMITED

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

Telephone no. 011 41610287, CIN-L15500DL1994PLC153183

Email: legal@regententerprises.in, Website: www.regententerprises.in

June 03, 2024

To,
Corporate Relationship Deptt.,
Bombay Stock Exchange Limited
1ST Floor New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, **Mumbai-400 001.**
Ph. – 022-22728995

Sub: Notice of 30th Annual General Meeting for the Financial Year 2023-24.

Scrip Code: 512624/ REGENTRP.

Dear Sir

In reference to Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 30th Annual General Meeting (AGM) of the shareholders of the company is scheduled to be held on Friday, June 28, 2024 at 12:00 noon through Video Conferencing/Other Audio Visual Means in compliance of applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

In view of the same, we are submitting herewith the Notice of 30th Annual General Meeting for the financial year 2023-24.

The said Notice is also available on the website of the Company i.e. www.regententerprises.in.

This is for your kind information and record please.

Thanking You.

Yours faithfully,

For **Regent Enterprises Limited**

Mamta Sharma
Company Secretary
& Compliance Officer
Encl: a/a



NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of Regent Enterprises Limited will be held on Friday, June 28, 2024 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 on 31st March, 2024 including Balance Sheet, Profit & Loss Account and Cash Flow Statement with notes 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. Sachin Jain (DIN: 07865427), 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 upto Rs. 70,000/- (Rs. 8.40 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 of directors 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

Special Resolution:

❖ **Appointment of Mrs. Bhawna Sharma as Non-Executive Independent Woman Director of the company for a term of Five years.**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 & Schedule IV and any other applicable provisions of the Companies Act 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17

and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the company, Mrs. Bhawna Sharma (DIN: 10560431) be and is hereby appointed as Non-Executive Independent Woman Director of the Company, not liable to retire by rotation, in respect of her the company has received the notice in writing from some members of the company proposing her candidature for the office of director, to hold office for a period of 5 (Five) consecutive years w.e.f 01.04.2024 to 31.03.2029 at a payment of sitting fee, as approved by board in consultation with Nomination and Remuneration committee, to perform such duties and functions as defined under the Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to comply with all other legal and procedural requirements under the Companies Act, 2013 and rules & regulations framed there under.”

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

❖ **Confirmation to continue Mr. Sachin Jain (DIN: 07865427) as Director of the company.**

“**RESOLVED THAT** pursuant to the provisions of regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on July 15th, 2023 or any other applicable laws for the time being in force or subject to any circular, notifications and press release as issued by Securities and Exchange Board of India (SEBI) from time to time, the consent of members of the company be and is hereby accorded to continue Mr. Sachin Jain (DIN: 07865427) as Director of the company designated as Non Executive Director and Chairman of the company .”

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to comply with all other legal and procedural requirements under the Companies Act, 2013 and rules & regulations framed there under.”

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

Sd/-

**Mamta Sharma
Company Secretary
& Compliance Officer**

**Date: May 15, 2024
Place: Ghaziabad**

NOTES:-

1. 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 , Circular No. 09, 2023 dated September 25, 2023 & SEBI vide its circular ref. no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 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 & , Circular No. 09, 2023 dated September 25, 2023 and SEBI vide its circular ref. no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 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, 2024.

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. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at 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.

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 or e-mail id- info@satellitecorporate.com or 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.

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 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 any difficulties in future.

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 to 5 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 **Tuesday, June 25, 2024 from 9:30 AM** and shall end on **Thursday, June 27, 2024 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. **Friday, 21st June, 2024** 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 **21st June, 2024**.

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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under Login" which is available under 'IDeAS' 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 "Access to e- Voting" under -Voting services and you will be able to see e- Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched,

	<p>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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

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.
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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](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 :

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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.

3. 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.: 022 - 4886 7000 or send a request to NSDL Officials at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to legal@regententerprises.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to legal@regententerprises.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at legal@regententerprises.in. The same will be replied by the company suitably.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

In terms of the provisions of section 197(3) and Section II of Schedule V of the Companies Act, 2013, a company may pay the remuneration to its Non Executive Director as per the table defined under the section II of the aforesaid schedule being the "other director". Accordingly it is proposed to pay the remuneration to Mr. Sachin Jain, Non Executive Director (DIN: 07865427) being Other Director an amount upto Rs. 70,000/- per month (Rs. 8.40 Lacs per annum) within the limits as prescribed under the Schedule V in case of inadequate profits of the company.

The said remuneration is under the limit and increment thereof will be subject to the limits as defined under the said schedule. The nomination and remuneration committee has recommended and the board of directors has approved the same in their meeting held on 15.05.2024.

Accordingly Resolution set out in Item No. 3 of the notice seeks the approval of the members for said remuneration to Mr. Sachin Jain.

Save and except the above, none of the Directors except Mr. Sachin Jain / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except as a member of the Company, if any. The Board recommends the special resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

In terms of the provisions of Section 149, 161(1) & Schedule IV and any other applicable provisions of the Companies Act 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors of the company in consultation with Nomination and Remuneration Committee has approved the appointment of Mrs. Bhawna Sharma (DIN:10560431) as an Additional Director in the category of Non Executive Independent Woman Director of the company for a term of 5(Five) consecutive years from 01.04.2024 to 31.03.2029 in their meeting held on Saturday, March 30, 2024 w.e.f. April 1, 2024. Further the company has also received the notice in writing from some members of the company proposing the candidature of Mrs. Bhawna Sharma for the appointment as Non Executive Independent Woman Director of the company under section 160 of the Companies Act, 2013 and rule 13 of Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time.

It is confirmed that in the opinion of the Board, Mrs. Bhawna Sharma, Independent Woman Director fulfils the conditions as specified under the Companies Act, 2013 and the rules made thereunder and she is independent of the management.

The details in terms of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

S.No.	Particulars	Remarks
a.	Brief resume of the director	Name – Bhawna Sharma
		Date of Birth-09-03-1991
		Qualification- Bachelor of Commerce and Law Graduate.
b.	Nature of expertise in specific functional areas	Legal and Management.
c.	Disclosure of relationships between directors inter-se	There is no any relationship between directors inter-se.
d.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	None
e.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner.	None
f.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mrs. Bhawna Sharma has skill and capability in management and law as defined above as identified by the Nomination & Remuneration committee.

Accordingly Resolution set out in Item No. 4 of the notice seeks the approval of the members for the appointment of Mrs. Bhawna Sharma as Independent Woman Director of the company, for a period of five consecutive years w.e.f. 01.04.2024.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except as a member of the Company, if any. The Board recommends the special resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The SEBI has amended the Regulation 17 by inserting the 17(1D) regulation on July 15, 2023 through SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023. In terms of the said regulation i.e. 17(1D), it is mandated to take the shareholders approval in a general meeting at least once in every five years from the date of appointment or reappointment of a director of the company w.e.f. 01.04.2024. Accordingly Mr. Sachin Jain (DIN: 07865427), one of the director of the company falls under the said criteria due to completion of around 7 years from his original date of appointment i.e. 15.07.2017.

Accordingly Resolution set out in Item No. 5 of the notice seeks the approval of the members for continue Mr. Sachin Jain as Director of the company designated as Non Executive Director and Chairman of the company.

Save and except the above, none of the Directors except Mr. Sachin Jain / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except as a member of the Company, if any. The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval by the members.

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

**Date: May 15, 2024
Place: Ghaziabad**

Sd/-
**Mamta Sharma
Company Secretary
& Compliance Officer**
