

REGENT ENTERPRISES LIMITED

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

Telephone no. 011-24338696 +91 9910303928, CIN-L15500DL1994PLC153183

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

June 27, 2022

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 28th Annual General Meeting for the Financial Year 2021-22.

Scrip Code: 512624/ REGENTRP.

Dear Sir

In reference to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 28th Annual General Meeting (AGM) of the company is scheduled to be held on Thursday, July 28, 2022 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 28th Annual General Meeting for the financial year 2021-22.

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



NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the members of Regent Enterprises Limited will be held at on Thursday, 28th Day of July, 2022 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 31st March, 2022 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. 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:**

❖ **Re-appointment of Mr. Vikas Kumar as Whole Time Director of the company for a further period of Five Years.**

"RESOLVED THAT in terms of the provisions of Sections 196 , 197 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the further approval of any concerned authorities as may be applicable and subject to the Notification No. S.O. 4822(E) dated 12th September, 2018 exempting the approval from the Central Government, Mr. Vikas Kumar (DIN: 05308192) be and is hereby reappointed as Whole Time Director of the Company for a further period of five years w.e.f 01.04.2022 till 31.03.2027, on the terms and conditions, including the increment in remuneration, as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee and approved by the Board."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Vikas Kumar, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 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 as may be agreed between the Board of Directors and Mr. Vikas Kumar, by suitably amending it to give effect to such modification, relaxation or variation without any further reference to the Company in general meeting."

"RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no

profits or its profits are inadequate, the remuneration payable to Mr. Vikas Kumar, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Vikas Kumar, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated /entrusted to him subject to the supervision and control of the Board.”

“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 **Special Resolution:**

❖ **Re-appointment of Mr. Neeraj Singh as Independent Director of the company for the second & final terms of Five years.**

“RESOLVED THAT pursuant to the provisions of Section 149, 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, Mr. Neeraj Singh (DIN: 07863006) be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for the second & final term of 5 (Five) years w.e.f 01.04.2022 till 31.03.2027 at a payment of sitting fee as the board approved 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 **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.”

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

Sd/-

**Mamta Sharma
Company Secretary &
Compliance Officer**

**Place: Ghaziabad
Date: 26th May, 2022**

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 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. 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.

5. 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.
6. 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.
7. The members of the company are informed that the company has changed its RTA during the year. The New RTA of the company is **Satellite Corporate Services Pvt. Ltd** having its office at A-106-107, Dattani Plaza, East West Indl. Compound, Andheri Kurla Road, Nr Safed Pool, Sakinaka, Mumbai-400072, E-mail-service@satellitecorporate.com. Accordingly the members are requested to communicate with the said RTA for any matter related with shares.
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. 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 & 4 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 July 25, 2022 from 9:30 AM** and shall end on **Wednesday, July 27, 2022 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, 21st July, 2022 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 July, 2022.

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	1. 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

<p>demat mode with NSDL.</p>	<p>“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 e-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.</p> <ol style="list-style-type: none"> 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, 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="852 1354 1247 1564" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e.

	<p>NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 :

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.co.in 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 cskiransharma.co@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

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.co.in 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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 link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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

Sd/-

**Mamta Sharma
Company Secretary &
Compliance Officer**

**Place: Ghaziabad
Date: 26th May, 2022**

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

Item No. 3.

Mr. Vikas Kumar, director of the company was appointed as Whole Time Director in the AGM held during the financial year 2017-18 for a period of five years in terms of provisions of Sections 196 , 197 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirement’s) Regulations, 2015. The tenure of five years has been completed. The nomination and remuneration committee has been recommended and the board of directors has approved the re-appointment of Mr. Vikas in their meeting held on March 31, 2022. The terms and condition of his re-appointment are as under:

Period: For the period of 5 years w.e.f. April 1, 2022.

Remuneration:

- 1. Basic Salary: 60,000/- per month, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the HR policy of the Company;*
- 2. He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;*
- 3. In addition to above, he shall be entitled for Company’s contribution to Provident Fund, leave encashment and payment of gratuity as per the HR Policy of the Company;*
- 4. Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Vikas in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);*
- 5. Mr. Vikas Kumar shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;*
- 6. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof*

A statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 related to the reappointment of Whole Time Director as per item no. 3 of the Notice is as under:

I. GENERAL INFORMATION	REMARKS
Nature of Industry	Edible Oil Industry (FMCG)
Date or expected date of commencement of Commercial production	Running Industry
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus.	Not Applicable
Financial performance based on the given Indicators	Turnover: Rs. 64001.83 Lacs during the FY 2021-22 (Previous Year 55661.17 Lacs)

	Profits: Rs. 127.05 Lacs during the FY 2021-22 (Previous Year -48.43 Lacs)
Foreign investments or collaborators, if any.	None
II. INFORMATION ABOUT THE APPOINTEE	
Background Details	Mr. Vikas Kumar aged about 48 years is the Science Graduate and having the vast knowledge and experience more than 20 years in the field of management, Administration and commercial activities.
Past remuneration	Rs. 6.60 Lacs For the financial year 2021-22.
Recognition or Awards	The Appointee has received various recognition and awards during his previous tenure.
Job Profile and his suitability	Mr. Vikas is associated with the edible oil Industry since long time and under his leadership the company is growing more and made a place in the market of its brand and name in the most part of India.
Remuneration proposed	Rs. 60,000 P.M.
Comparative remuneration profile with respect to Industry, size of the company, profile of the Position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	Reasonable and competitive with respect to the industries with similar nature for the appointee.
Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, or other director, if any	None
III. OTHER INFORMATION	
Reasons of loss or inadequate profits	Not Applicable
Steps taken or proposed to be taken for Improvement.	
Expected increase in productivity and profits in measurable terms.	
IV. DISCLOSURE	
a. All elements of remuneration packages such as salary, benefits, bonuses, stock options, pensions etc.of all directors;	The necessary disclosures has been mentioned in the Annual Report under the heading of “Corporate Governance” for the financial year 2021-22.
b. Details of fixed component and performance linked incentives along with the performance criteria;	
c. Service contracts, notice period, severance Fees and	
d. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which Exercisable.	

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 – Vikas Kumar
		Date of Birth-25-06-1974
		Qualification- Bachelor of Science.
		Experience- Around 20 Years
b.	Nature of expertise in specific functional areas	Management, Administration and Commercial activities.
c.	Disclosure of relationships between directors inter-se	There is no any relationships 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.	Not Applicable
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.	Not Applicable.

Accordingly Resolution set out in Item No. 3 of the notice seeks the approval of the members for the re-appointment of Mr. Vikas Kumar as Whole Time Director of the company, for a further period of five years by way of special resolution.

Save and except the above, none of the Directors except Mr. Vikas Kumar / 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

Mr. Neeraj Singh, was appointed as Independent Director of the company for a period of five years in the AGM held during the financial year 2017-18 in terms of the provisions of Section 149, 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. The tenure of five years has been completed. The nomination and remuneration committee has recommended and the board of directors has approved the re-appointment of Mr. Neeraj Singh as Independent Director of the company in their meeting held on 31st March 2022, for the second and final term of five years.

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 - Neeraj Singh
		Date of Birth-10-07-1987
		Qualification- Bachelor of Arts.
		Experience- Around 10 Years
b.	Nature of expertise in specific functional areas	Business Development, Team Management and Marketing Management.
c.	Disclosure of relationships between directors inter-se	There is no any relationships 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.	Mr. Neeraj has skill and capability in management as defined above as identified by the Nomination & Remuneration committee.

It is confirmed that in the opinion of the Board, Mr. Neeraj Singh, the independent director proposed to be re-appointed fulfils the conditions specified in the Act and the rules made thereunder and Mr. Neeraj Singh is independent of the management.

Accordingly Resolution set out in Item No. 4 of the notice seeks the approval of the members for the re appointment of Mr. Neeraj Singh as Independent Director of the company, for the second and final terms of five years w.e.f 01.06.2022. Save and except the above, none of the Directors except Mr. Neeraj Singh / 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

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 upto an amount of Rs. 60,000/- per month (Rs. 7.2 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 26.05.2022.

Accordingly Resolution set out in Item No. 5 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. 5 of the Notice, except as a member of the Company, if any. The Board recommends the special resolution set out at Item No. 5 of the Notice for approval by the members.

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

Sd/-

**Mamta Sharma
Company Secretary &
Compliance Officer**

**Place: Ghaziabad
Date: 26th May, 2022**
