

# REGENT

## ENTERPRISES LIMITED

**(Formerly Known as SPINE TRADERS LIMITED)**

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

**Phone:** 011-29213191

**CIN NO:** L15500DL1994PLC153183

To,  
Department of Corporate Services,  
BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai- 400001

Scrip Code: 512624

Dear Sir/Madam

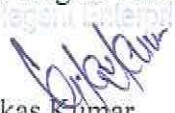
**Sub: Submission of Adopted and approved Annual Report for the Financial Year 2017-18**

Pursuant to Regulation 34(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we herewith enclosed Annual Report of Regent Enterprises Limited for the Financial Year 2017-18 duly approved and adopted by the members at 24<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> Day of September 2018.

Kindly take on the records and acknowledge the same.

Thanking you

For Regent Enterprises Limited

  
Vikas Kumar  
Whole Time Director  
DIN: 05308192

**Corporate Office:** 6416, (GF), Gali Katra Baryan, Fateh Puri, Delhi, INDIA

**Head Office:** 14/17, 1st Floor, Naya Ganj, Ghaziabad, U.P., INDIA

**Branch Office:** Khasra No. 515, Chijarsi, Pilkhuwa, District- Hapur, U.P.

**Phone:** 0122-2960121, Email: stradersltd@gmail.com

## CORPORATE INFORMATION

### Board of Directors

Mr. Vikas Kumar (Whole Time Director)  
Mr. Pradeep Kumar Singhal (Executive Director)  
Mrs. Veenu Jain (Independent Director )  
Mr. Neeraj Singh (Independent Director )  
Mr. Sachin Jain (Non- Executive Director)

### Chief Financial Officer

Mr. Praveen Kumar Gupta

### Compliance Officer cum Company Secretary

Mr. Nitesh Kumar Sharma  
(W.e.f.. 18th June, 2018)

### Statutory Auditor

M/s. Rajan K. Gupta & Co.,  
Chartered Accountants

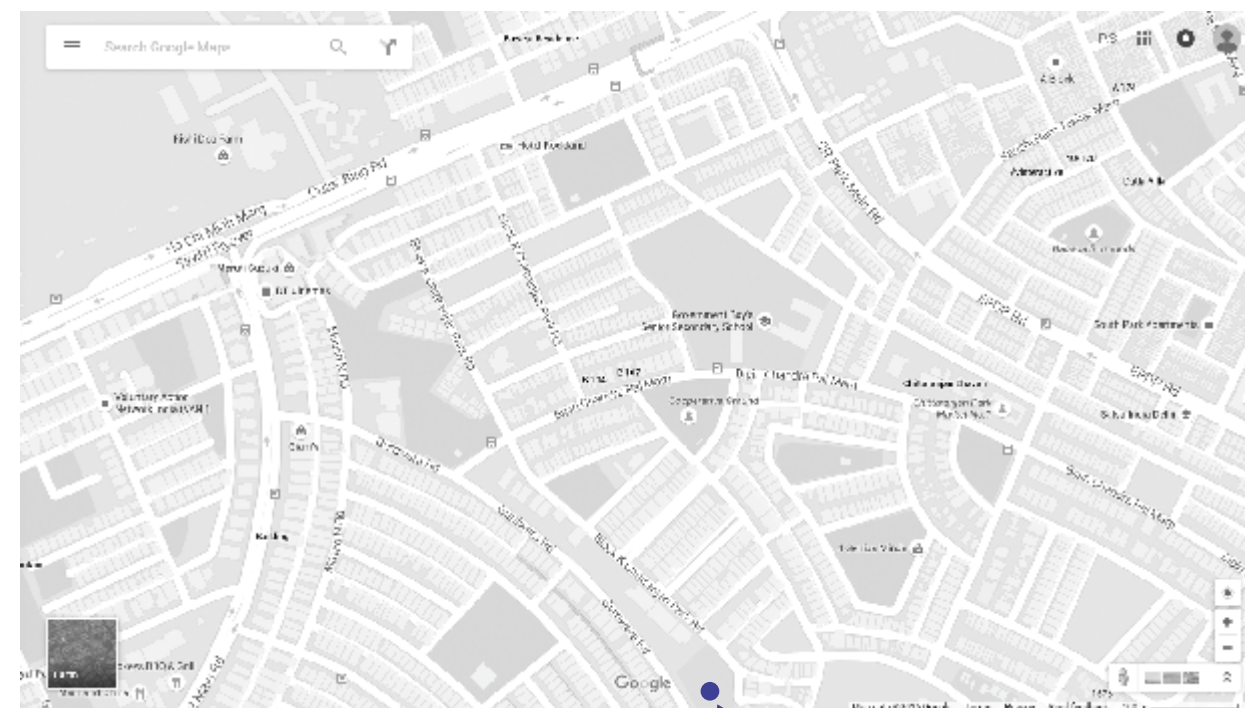
### Registrar & Transfer Agents

RCMC Share Registry (P.) Ltd.,  
B-25/1, Okhla Industrial Area,  
Phase-2, Near Rana Motors,  
New Delhi-110020.

### Registered Office

E-205 (LGF), Greater Kailash-II  
New Delhi-110048.  
Email: stradersltd@gmail.com  
Website: www.regententerprises.in

## ROUTE MAP FOR AGM VENUE



Arya Samaj, M-Block,  
Road No.1, Greater Kailash-II,  
New Delhi-110048

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## REGENT ENTERPRISES LIMITED

Rgd. Office:-E-205 (LGF), Greater Kailash- II, New Delhi-110048, India  
Telephone no. 011-29213191, Email: stradersltd@gmail.com  
Fax No. 011-24338696; Website: www.regententerprises.in  
CIN-L15500DL1994PLC153183

### NOTICE OF 24<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Fourth Annual General Meeting of the members of the Regent Enterprises Limited will be held at Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048 on Thursday, 27<sup>th</sup> Day of September, 2018 at 10:00 A.M. to transact the following businesses:-

#### Ordinary Business:

- (1) To receive, consider, approve and adopt the Financial Statements of the Company for Financial Year ended 31<sup>st</sup> March, 2018 including Balance Sheet, Cash Flow Statement and Profit & Loss Account etc., together with the Directors' Report (including its Annexures) and Auditor's Report for the said financial year.
- (2) To Re-appoint Mr. Sachin Jain (DIN: 07865427) who retires at this Annual General Meeting by rotation and being eligible, offers himself for re-appointment.
- (3) To appoint Statutory Auditors of the Company, to fix their remuneration and to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. **Rajan K. Gupta & Co., Chartered Accountants (Firm Registration No. 005945C)**, be and is hereby appointed as the Statutory Auditors of the Company, who shall hold the office for the term of 5 (Five) years commencing from the 24<sup>th</sup> Annual General Meeting till the conclusion of 29<sup>th</sup> Annual General Meeting to be held in the year 2023 on remuneration to be fixed by the Board of Directors in consultation with Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby

authorized to sign and file e-form with Registrar of Companies and to do all such acts, deeds, matters and things which may deem necessary to give effect to this resolution.”

#### Special Business

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

**Regularization of Additional Director, Mr. Pradeep Kumar Singhal(DIN: 01163580) by appointing him as Director of the Company:**

“**RESOLVED THAT** Mr. Pradeep Kumar Singhal (DIN: 01163580) who was appointed by the Board of Directors as an Additional Director with effect from 12<sup>th</sup> June, 2018 under Section 161 of the Companies Act, 2013 and who holds office up to the date of the this Annual General Meeting, being eligible for appointment as a Director of the company and in respect of whom the company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company.”

**By order of the Board  
For Regent Enterprises Limited**

Sd/-

Date: 01/09/2018  
Place: Delhi

Vikas Kumar  
Whole Time Director  
DIN: 05308192

#### Registered Office:

E-205 (LGF), Greater Kailash-II,  
New Delhi-110048

#### NOTES:-

1. A member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and a proxy need not to be a member of the Company. The instrument appointing a proxy should however be deposited at the registered office of the Company duly completed, not less than 48 hours before the

commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.

2. Pursuant to provisions of section 91 of the Companies Act, 2013 register of members and share transfer books of the Company will remain closed from 20th September, 2018 to 29th September, 2018 (both days inclusive).
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. The members are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.
5. The Shareholders are requested to update their Contact address and e mail address.
6. The members/proxies are requested to bring their copy of Annual Report while attending the Annual General Meeting of the Company.
7. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
8. Members desirous of asking any question at the Annual General Meeting are requested to send in their question so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably addressed.
9. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution / power of attorney (POA) authorizing their representative to attend and vote on their behalf at the meeting.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate Affairs vide its circular no.'s 17/2011 and 18/2011 dated 21.01.2011 and 29.04.2011 respectively, has permitted the companies to serve the documents, namely, Notice of general Meeting, Balance Sheet, profit & Loss Account, Auditors' Report, Directors' Report, etc. to the members through e-mail. The shareholders holding shares in physical form are requested to register their email address with the Registrar & Share Transfer Agent by sending duly signed request letter quoting their Folio no. name and address. In case of shares held in De-mat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
13. Pursuant to **SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73** dated April 20, 2018, persons, who hold Equity Shares of Company in physical mode and whose ledger folios do not have / have incomplete details with regard to their Income Tax Permanent Account Number (PAN) and Bank Account particulars are required to compulsorily furnish such details to the Registrar and Share Transfer Agent of the Company. The KYC letter for this purpose has been enclosed with Annual Report of the Company. Members who are holding shares in physical form, are requested please submit the enclosed KYC letter after fulfillment of necessary information and along with PAN and bank detail to RCMC Share Registry Private Limited (RTA of the Company)
14. SEBI vide its Notification No. **SEBI/LAD-NRO/GN/2018/24** dated 8th June, 2018 has amended the provisions of SEBI (LODR) (Fourth Amendment) Regulation, 2018 pursuant to which the transfer of shares shall be possible only when such shares are held in dematerialized form. The Circular shall be effective within One Hundred and eightieth day from the date of publication of the said circular in the

Official Gazette i.e. 6th December, 2018. In terms of said amendment, except in case of transmission or transposition of securities, request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of the said mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest to avoid any inconvenience in future for transferring those shares. A letter for further information has been enclosed with the Annual Report of the Company.

#### 15. Voting through electronic means

In compliance with Section 108 of the Act, read with corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the National Securities Depository Limited (NSDL). Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Board of Directors has appointed Mr. Vijay Sharma, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting / ballot process /in a fair and transparent manner.

##### i) The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

##### **How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

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](mailto:cssharmavijay@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://www.evoting.nsdl.com) to reset the password.
- ii) 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members may also write to the Company Secretary at the email address: [stradersltd@gmail.com](mailto:stradersltd@gmail.com)
- iii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. 20th September, 2018, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- iv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- v) Remote e-voting will commence at 9:00 a.m. on 23rd September, 2018 and will end at 5:00 p.m. on 26th September, 2018, when remote e-voting will be blocked by NSDL.

**By order of the Board  
For Regent Enterprises Limited**

Sd/-  
Vikas Kumar  
Whole Time Director  
DIN: 05308192

**Registered Office:**  
E-205 (LGF), Greater Kailash-II,  
New Delhi-110048

**Explanatory Statements  
Pursuant To Section 102 of the Companies Act, 2013**

**Item No. 4**

- i) As per recommendation of the Nomination and Remuneration Committee, and approval of the Board and the Provision of Section 161& all other applicable provision of the Companies Act, 2013& the Companies(Appointment & Qualification of Director) Rules 2014( including any statutory modification or re-enactment thereof for time being in force) Mr. Pradeep Kumar Singhal (DIN: 01163580) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f.12th June, 2018, who holds office up to the date of the forthcoming Annual General Meeting of the Company.
- ii) The Board feels that presence of Mr. Pradeep Kumar Singhal on the Board is desirable and would be beneficial to the Company and hence recommend Resolution No. 4 for adoption.
- iii) None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Pradeep Kumar Singhal himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**Details of Director Seeking Re-appointment at the Annual General Meeting**

Particular	Details
<b>Name</b>	Sachin Jain
<b>Date of Birth</b>	August 10 <sup>th</sup> 1980
<b>Date of Appointment</b>	27/09/2017
<b>Qualification</b>	Graduation in Commerce
<b>Expertise in Specific Functional Areas</b>	Sales, Marketing, Branding and Promotion
<b>Directorship Held in Other Companies</b>	NIL
<b>Memberships /Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	NIL
<b>Number of Shares held in Company</b>	NIL

**Details of Director Seeking appointment at the Annual General Meeting**

Particular	Details
<b>Name</b>	Mr. Pradeep Kumar Singhal
<b>Date of Birth</b>	27/05/1963
<b>Date of Appointment</b>	12/06/2018
<b>Qualification</b>	Master of Commerce and PGDBM
<b>Expertise in Specific Functional Areas</b>	Marketing
<b>Directorship Held in Other Companies</b>	Pradyuman Overseas Limited
<b>Memberships /Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	NIL
<b>Number of Shares held in Company</b>	NIL

**By order of the Board  
For Regent Enterprises Limited**

Date: 01/09/2018  
Place: Delhi

Sd/-  
Vikas Kumar  
Whole Time Director  
DIN: 05308192

**Registered Office:**  
E-205 (LGF), Greater Kailash-II,  
New Delhi-110048



## Directors' Report

To the Members,

Your Directors submit 24<sup>th</sup> Annual Report of Regent Enterprises Limited along with the Audited Financial Statements for the Financial Year ended March 31<sup>st</sup>, 2018.

### 1. Financial Result

(Amount in Rs.)

Sr. No	Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
I	Revenue from operations	15,62,04,93,555	8,66,75,32,776
II	Other Income	1,02,49,824	14,21,200
III	Total Revenue (I + II)	15,63,07,43,379	8,66,89,53,976
IV	<u>Expenses:</u>		
	Purchase of Stock-in-Trade	14,83,39,38,727	7,88,72,62,719
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(8,22,37,944)	(5,06,22,203)
	Employee Benefit Expense	1,41,46,846	1,13,23,466
	Financial Costs	39,91,911	3,14,068
	Depreciation and Amortization Expense	47,34,074	26,55,584
	Other Expenses	83,30,28,290	80,87,53,912
	Total Expenses	15,60,76,01,904	8,65,96,87,546
V	Profit before tax (III - VI)	2,31,41,475	92,66,430
VI	<u>Tax expense:</u>		
	(1) Current tax	65,40,000	31,65,000
	(2) Deferred tax	(3,03,296)	(2,08,080)
	(3) MAT Credit	-	(1,50,879)
	(4) Earlier Year Adjustment	(2,77,540)	(6,20,751)
VII	Profit(Loss) after Tax (V-VI)	1,71,82,311	70,81,140

### 2. Dividend

Based on the Company's performance, the Company is doing great as it had earned a profit of Rs. 1,71,82,311/- during the year but the Company

needs fund to expand its business and not in a position to declare the dividend so the Directors place on record their deep sense of concern that due to growth perspective for business Directors are unable to declare any dividend to the shareholders.

### 3. Company's Performance

During the year, revenue from operations for the Financial Year 2017-18 is Rs.15,62,04,93,555 which was higher than to last year revenue that was Rs. 8,66,75,32,776. Earnings before Tax is amounted to Rs. 2,31,41,475 as compared to Earnings before Tax was amounted to Rs 92,66,430 in the year 2016-17. Profit after Tax (PAT) for the year 2017-18 is Rs. 1,71,82,311/- whereas it stood at Rs. 70,81,140 for the year 2016-17.

### 4. Deposit

Company has not accepted any deposits from the open public and members as per the prohibition under Section 73 of the Companies Act, 2013.

### 5. Transfer to Reserve

During the Financial Year ended 31<sup>st</sup> March, 2018, no amount has been transferred to reserves.

### 6. Material changes and commitment, if any, affecting the financial position of the Company occurred between the end of financial year to which these financial statements relate and the date of the report

No material changes and commitments affecting the position of the Company occurred between the ends of the financial year to which this financial statement relates on the date of the report.

### 7. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operation in Future.

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

### 8. Details of Subsidiary/Joint Ventures/ Associates Companies

The Company has no subsidiary/Joint Ventures/ Associates Companies.

### 9. The state of the Company's Affairs

i) Further Issue of Capital:-

There is no change in the authorized, issued and paid-up capital of the Company during the financial year 2017-18.

ii) Change in accounting year:-

There is no change in the accounting year.

iii) Manpower training and executive development programs:-

There were no such activities taken place during the year 2017-18.

10. **Management's Discussion and Analysis Report**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate Section forms part of the Annual Report as **(Annexure I)** to the Board's report.

11. **Statutory Auditor and Auditors' Report**

M/s. Rajan K. Gupta & Co., Chartered Accountants, were appointed Statutory Auditor of the Company to hold office until the conclusion of ensuing Annual General Meeting (AGM) and offers them for the re-appointment as the Statutory Auditor of the Company, who shall hold the office from the conclusion of this Annual General Meeting until the conclusion of 29th Annual General Meeting to be held in year, 2023.

Further, your Company has received written consent and a certificate from M/s. Rajan K. Gupta & Co., Chartered Accountants, (Registration No. 005945C) to the effect that their re-appointment, if made, would satisfy the criteria mentioned under Section 139 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, hence the Board on the recommendation of Audit Committee recommends the appointment of M/s. Rajan K. Gupta & Co., Chartered Accountants, as Statutory Auditor of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of 29th Annual General Meeting to be held in the year, 2023.

**Explanation or comments on Auditor's Report:**

Auditor's report being self-explanatory, no comments are required to be given in terms of Section 134 (3) (f) (i).

12. **Secretarial Auditor and Secretarial Audit**

**Report**

The Board has appointed M/s Sharma Vijay & Associates, Practicing Company Secretaries, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013, for the financial year ended 2017-18.

The report of Secretarial Auditor is annexed to this report as **Annexure V**.

**Explanation or comments on Secretarial Audit Report**

(a) Mr. Kawalpreet Arora has resigned from the post of the Company Secretary cum Compliance Officer w.e.f. 11<sup>th</sup> April, 2018. Now the Company is in process of appointment of Company Secretary.

**Clarification:** Mr. Kawalpreet Arora has resigned from the post of Company Secretary cum Compliance Officer w.e.f. 11<sup>th</sup> April, 2018 due to pre-occupations and Company is in the process of appointment of the suitable candidate for the same position.

\*Later on the Company has appointed Mr. Nitesh Kumar Sharma, a member of Institute of Company Secretaries of India (ICSI), as a Company Secretary cum Compliance officer of the Company w.e.f.. 18th June, 2018 as per the provisions of the Companies Act, 2013.

(b) Salary Paid to Non-Executive Director

**Clarification:** Mr. Sachin Jain is the Non-Executive Director of the Company and he is entitled to remuneration by way of Sitting fees but Management has erroneously paid him remuneration wrongly under Salary head.

13. **Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 2018, and of the profit of the Company for that period;

- we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- we have prepared the annual accounts on a going concern basis;
- we have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- We have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant Board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-18.

#### 14. Directors and Key Managerial Personnel

During the year following changes have occurred in Directors and Key Managerial Personnel

1. Mr. Praveen Kumar Jha resigned from the post of Independent Director w.e.f. 30/06/2017.
2. Mr. Vijay Sharma resigned from the post of Company Secretary Cum Compliance Officer w.e.f. 15/07/2017.
3. Mr. Kawalpreet Arora was appointed as a Company Secretary Cum Compliance Officer of the company w.e.f. 01/09/2017
4. Mr. Neeraj Singh was appointed as Independent Director at the Annual General Meeting of the Company held on 27/09/2017.
5. Mr. Sachin Jain was appointed as Non-Executive Director of the Company at the Annual General Meeting of the Company held on 27/09/2017.
6. Mr. Vikas Kumar was appointed as Whole-Time Director at the Annual General Meeting of the Company held on 27/09/2017.

7. Mr. Ram Mohan Chaudhary resigned as Chief Financial Officer of the Company w.e.f. 14/02/2018.
8. Mr. Praveen Kumar Gupta was appointed as Chief Financial Officer (CFO) of the company w.e.f. 01/03/2018.

After the Financial year following changes have occurred in Director and Key Managerial Personnel

1. Mr. Kawalpreet Arora has resigned from the post of Company Secretary Cum Compliance Officer of the company w.e.f. 11/04/2018.
2. Mr. Mahendra Atamarambhai Solanki has resigned from the post of Director w.e.f. 12/06/2018.
3. Mr. Pradeep Kumar Singhal has been appointed as an Additional Director of the Company at the meeting of Board of Director held on 12/06/2018
4. Mr. Nitesh Kumar Sharma has been appointed Company Secretary Cum Compliance Officer of the company w.e.f. 18/06/2018.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company Mr. Sachin Jain is liable to retire by rotation and being eligible, seeks re-appointment at the ensuing Annual General Meeting. The Board of Directors recommends his re-appointment. Mr. Sachin Jain is not disqualified under Section 164(2) of the Companies Act, 2013.

Brief resume of the Director proposed to be reappointed, nature of his experience in specific functions and area and number of public companies in which he holds membership/chairmanship of Board and Committees, Shareholdings and inter-se relationships with other Directors as stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the '**Annexure to the Notice of AGM**' forming part of the Annual Report.

#### 15. Number of Board Meetings

22 meetings of the Board were held during the Financial Year 2017-18. For details of the meetings of the Board, please refer to the Corporate Governance Report (**Annexure-II**), which forms part of the report.

#### 16. Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, performance of non-independent Directors, performance of the Board as a whole was evaluated, taking into account the views of executive Directors and non-executive Directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed.

**17. Internal financial control system and their adequacy**

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis Report (**Annexure-I**), which forms part of this report. The Company regularly gets its accounts audited from internal auditor.

**18. Corporate Governance Report:**

Your Company has been complying with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on Corporate Governance along with

Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forming part of this report is annexed herewith (**Annexure-II**).

**19. Extract of Annual Return**

Pursuant to the provisions of Section 92(3) and Section 134 (3) (a) of the Companies Act, 2013 read with rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT 9 is attached herewith as **Annexure III** and forms part of this report. The same Annual Return has been placed on the website of the Company at <http://www.regententerprises.in>.

**20. Particulars of Employees**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in (**Annexure IV**) to this Report.

**21. Particulars of loan, guarantee and investments**

The particular of loans, guarantees and investments have been disclosed in the financial statements.

**22. Transactions with related parties**

None of the transactions pursuant to Section 188 of the Companies Act, 2013, was taken place during the financial year ended on March 31<sup>st</sup>, 2018.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board has been uploaded on the website of the Company at <http://www.regententerprises.in> under investors/Related Party Transaction Policy link.

**23. Vigil Mechanism/ Whistle Blower Policy**

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for Directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at <http://www.regententerprises.in>

**24. Conservation Of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3) (m) of the Companies Act, 2013, are not applicable to our Company, as our Company has not carried out in the manufacturing activities. The foreign exchange earnings on account of the operation of the Company during the year were Rs. Nil.

**25. Corporate Social Responsibility**

The Company is not covered by the Section 135 of the Companies Act, 2013, as the Company has not prescribed income as mentioned in the above pursuant law of the Companies Act, 2013.

**26. Declaration of Independent Directors**

The following Directors are independent in terms of Section 149(6) of the Act and the Listing Regulations:

S. no	Name of Independent Director	Date of appointment
1.	Veenu Jain	30-09-2015
2.	Neeraj Singh	27-09-2018

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**27. Company's Policy relating to Directors Appointment, Payment of Remuneration and Discharge of their Duties.**

The Company's policy relating to appointment of Directors, payment of Managerial Remuneration, Directors qualification, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013, is furnished in the Annexure, which forms part of this report (**Annexure-VI[A]**). Policy for selection of Directors, determining Directors' Independence, Remuneration Policy for Directors and Key Managerial Personnel is annexed as (**Annexure-VI [B]**).

**28. Prevention of Sexual Harassment at Workplace**

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) which is responsible for Redressal of complaints related to sexual harassment.

Your Directors declared and confirm that, during the year under review, there is no case filed under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal ) Act, 2013.

**Acknowledgement**

The Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year.

The Directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**By order of the Board  
For Regent Enterprises Limited**

Date: 30 May 2018  
Place: Delhi

Sd/-  
Veenu Jain  
Director  
DIN: 06936574

Sd/-  
Vikas Kumar  
Whole Time Director  
DIN: 05308192

**Registered Office:**

E-205 (LGF), Greater Kailash-II,  
New Delhi-110048

**Annexure to Directors' Report**

**Annexure- I**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Industrial outlook**

India's Economic status for the year has been stable. With Consumer price index and current account deficit under control, markets have rebounded. The Export market did not rise up to the expectations. Volatility of Indian Rupee was under control. The Economy has shown remarkable resilience to both external and domestic shocks. The country had good and timely rains which contributed to Country's growth.

Your company's performance for the year 2017-18 may be viewed in the context of the above mentioned economic/ market environment.

**Opportunity and Threat**

India is one of the most attractive consumer markets with a one billion plus opportunity. Young demographics, rising income levels and increased health awareness among both urban and rural consumers are helping drive consumption.

The edible oil market is expected to be dominated by various national and multinational players due to the increasing import dependence of the country in the near future. Rice bran and blended oil market are expected to be the fastest growing categories in the entire edible oil segment with Oils such as Mustard, Sunflower, Groundnut and Cottonseed tend to remain region specific in the near future with a moderate fluctuation in their prices.

**Outlook**

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover, however Company has improved a lot from the last year.

**Risk and Concerns**

Key risks for the edible oils sector include risks from change in import-export regulations; change in the minimum support price (MSP) on oilseeds offered by the government; high dependence on monsoons and finally, the risk arising out of exchange rate fluctuations. Procurement of oilseeds at the right price and quantity, optimum utilization of processing units, their strategic location, a strong brand name and diversification of product offerings are likely to be the key success determinants for players.

The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stake holders, including domestic farmers, industry, consumers etc.

Adverse changes in disposable income may impact consumption pattern. Your Company has multiprocessing capabilities to cater to the variances and changing consumer preferences. Also keeping in view the overall growth of the economy, emerging health consciousness and growing retail in India, it is expected that the packaged edible oil consumption will continue to outgrow the overall edible oil growth.

**Internal Controls Systems and their adequacy:**

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

**Financial Performance**

The financial results of operations of your Company for the year under review are detailed under the caption performance forming part of the Directors' Report. As per the same, revenue from operations for the Financial Year 2017-18 is Rs. 15,63,07,43,379 was higher than last year revenue that was Rs. 8,66,75,32,776. Earnings before Tax amounts to Rs. 2,31,41,475 as compared to Earnings before Tax amounted to Rs 92,66,430 in the year 2016-17. Profit after Tax (PAT) for the year 2017-18 is Rs. 1,71,82,311, whereas it stood at Rs. 70,81,140 for Financial Year 2016-17.

**Human Resources:**

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

**Cautionary Statement:**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

## Annexure- II

**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2017-18****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company firmly believes in effective Corporate Governance practices and follows all the applicable laws in true and letter spirit. Corporate Governance is an ethically driven process that constitutes the strong foundation on which successful commercial enterprises are built and enhance the organization wealth generating capacity. The Company also believes in fair, transparent and ethical governance practices. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

**2. BOARD OF DIRECTORS**

The Board of Directors as on today is having executive, non-executive and independent Directors. The Board of Directors is consisting of five Directors. The Whole Time Director manages the day to day affairs of the Company. Non-executive and independent Directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

**Attendance at the Board meetings and Annual General Meetings of each Director during the year**

Name of the Director	Designation/ Category	Number of shares held in the Company	Membership(s) of Committees in other Companies	Chairmanship(s) of Committees in other Companies*	No. of Board Meetings		Last AGM attended
					Held	Attended	
Mr. Praveen Kumar Jha***	Non Executive & Independent	-	Nil	Nil	4	4	No
Mr. Vikas Kumar**	Whole Time Director	47990	Nil	Nil	22	22	Yes
Mrs. Veenu Jain	Non Executive & Independent	-	Nil	Nil	22	22	Yes
Mr. Neeraj Singh***	Non Executive & Independent	-	Nil	Nil	15	13	No
Mr. Sachin Jain****	Non Executive & Non Independent	-	Nil	Nil	15	13	No
Mr. Mahendra Atamarambhai Solanki*****	Non-Executive & Non Independent Director	-	Nil	Nil	22	20	No
Mr. Pradeep Kumar Singhal*****	Executive Director	-	Nil	Nil	0	0	No

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he/she is a Director.

\*Included only Audit Committee and Stakeholders' Relationship Committee.

\*\*The Company has appointed Mr. Vikas Kumar as a Whole time Director w.e.f. 27<sup>th</sup> September, 2017

\*\*\*Mr. Neeraj Singh was appointed as an Independent Director w.e.f. 27<sup>th</sup> September, 2017 after resignation of Mr. Praveen Kumar Jha as on 30<sup>th</sup> June, 2017.

\*\*\*\* Mr. Sachin Jain was appointed as a Director of the Company w.e.f. 27<sup>th</sup> September, 2017.

\*\*\*\*\*Mr. Mahendra Atamarambhai Solanki resigned from the post of Director and Company has appointed Mr. Pradeep Kumar Singhal as an Additional Director of the Company as on 12<sup>th</sup> July, 2018.



22 Board Meetings were held during the During the Financial Year 2017-18 and the gap between two meetings did not exceed One hundred twenty days. The dates on which the said meetings were held:

1<sup>st</sup> May, 2017; 30<sup>th</sup> May, 2017; 1<sup>st</sup> July, 2017; 3<sup>rd</sup> July, 2017; 6<sup>th</sup> July, 2017; 7<sup>th</sup> July, 2017; 15<sup>th</sup> July, 2017; 10<sup>th</sup> August, 2017; 01<sup>st</sup> September, 2017; 4<sup>th</sup> September, 2017; 9<sup>th</sup> September, 2017; 12<sup>th</sup> October, 2017; 31<sup>st</sup> October, 2017; 13<sup>th</sup> November, 2017; 6<sup>th</sup> December, 2017; 5<sup>th</sup> January, 2018; 10<sup>th</sup> January, 2018; 22<sup>nd</sup> January, 2018; 29<sup>th</sup> January, 2018; 14<sup>th</sup> February, 2018; 23<sup>rd</sup> February, 2018 and 17<sup>th</sup> March, 2018.

Inter-se Relationship between Directors:-There is not any relationship between Directors.

Detail of familiarization programmers imparted to independent Director is disclosed on website of the Company at <http://regententerprises.in>.

### 3. AUDIT COMMITTEE

The Audit Committee of the Company comprises of three Members being Mr. Vikas Kumar, Mr. Neeraj Singh and Mrs. Veenu Jain and Mrs. Veenu Jain is Chairman of the Committee. All the recommendations made by the Audit Committee were accepted by the Board.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Attendance at the Audit Committee Meetings

During the year the Audit Committee met 4 times on 30<sup>th</sup> May 2017; 10<sup>th</sup> August, 2017; 13<sup>th</sup> November, 2017, 14<sup>th</sup> February, 2018. Attendance of the members is as under:

Director DIN	Name of Committee Members	No. of Meeting attended	
		Held	Attended
05308192	Mr. Vikas Kumar	4	4
06936574	Mrs. Veenu Jain	4	4
07863006**	Mr Neeraj Singh	3	3
07672434*	Mr. Praveen Kumar Jha	1	1

\*Mr. Praveen Kumar Jha resigned from the post of Director w.e.f. on 30th June, 2017.

\*\*Mr. Neeraj Singh has been appointed as a member of the Audit Committee after resignation of Mr. Praveen Kumar Jha.

### 4. NOMINATION AND REMUNERATION COMMITTEE

The Committee has three Members, out of which majority are Independent Directors as its Members. Mrs. Veenu Jain is the Chairman of the Nomination & Remuneration Committee.

The purpose of the Committee of the Board of Directors shall be to review and to discharge the Board's responsibilities related to remuneration of the Managing Director, Key Managerial Personnel, and Senior Management People. The Committee has the overall responsibility formulation of criteria for evaluation of Independent Director, identifying persons who are qualified to become a Director and appointment of Senior Management People.

During the year ended 31st March, 2018, Nomination and Remuneration Committee met 4 times on 15<sup>th</sup> June, 2017, 1<sup>st</sup> September, 2017; 23<sup>rd</sup> February, 2018; 17<sup>th</sup> March, 2018.

Attendance of the members is as under:-

Director DIN	Name of Committee Members	No. of Meeting attended	
		Held	Attended
00059589**	Mr. Mahendra Atamarambhai Solanki	1	1
07672434*	Mr. Praveen Kumar Jha	1	1
06936574	Mrs. Veenu Jain	4	4
07863006*	Mr Neeraj Singh	3	3
07865427**	Mr. Sachin Jain	3	3

\*Mr. Neeraj Singh has been appointed as a member of the Nomination and Remuneration Committee after resignation of Mr. Praveen Kumar Jha.

\*\*Mr. Sachin Jain has been also appointed as a member of the Nomination and Remuneration Committee in place of Mr. Mahendra Atamarambhai Solanki.

#### 5. STAKEHOLDERS' GRIEVANCE COMMITTEE

This Committee of the Company comprises of Four Members being, Mr. Vikas Kumar and Mrs. Veenu Jain, Mr Neeraj Singh and Sachin Jain.

Mrs. Veenu Jain is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company.

There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

During the year ended 31st March, 2018, Stakeholders' Grievance Committee met 4 times.

Director DIN	Name of Committee Members	No. of Meeting attended	
		Held	Attended
00059589**	Mr. Mahendra Atamarambhai Solanki	1	1
07672434*	Mr. Praveen Kumar Jha	1	1
06936574	Mrs. Veenu Jain	4	4
07863006*	Mr Neeraj Singh	3	3
07865427**	Mr. Sachin Jain	3	3
05308192	Mr. Vikas Kumar	4	4

\*Mr. Neeraj Singh has been appointed as a member of the Stakeholders' Grievance Committee after resignation of Mr. Praveen Kumar Jha.

\*\*Mr. Sachin Jain has been also appointed as a member of the Stakeholders' Grievance Committee in place of Mr. Mahendra Atamarambhai Solanki.

## 6. GENERAL BODY MEETINGS

Location and time for last 3 years Annual General Meetings as given below:

Financial Year	Location	Date	Time A.M./ P.M.	Particulars of the Special Business
2016-17	Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048	27.09.2017	11:30 A.M	(i) Appointment of Mr. Vikas Kumar as Whole Time Director. (ii) Appointment of Mr. Sachin Jain as Non-Executive Director. (iii) Appointment of Mr. Neeraj Singh as an Independent Director.
2015-16	Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048	29.09.2016	11.30 A.M.	-
2014-15	Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048	30.09.2015	11.00 A.M.	(i) Appointment of Woman Director cum Independent Director (ii) Appointment of Mr. Vikas Kumar as an Independent Director.

No resolution is proposed by postal ballot at the ensuing Annual General Meeting.

## 7. DISCLOSURES

There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the Directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.

## 8. MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges immediately after its approval by the Board. The website of Company [www.regententerprises.in](http://www.regententerprises.in) is operational and investors can have easy access to the relevant information as required by them.

## 9. GENERAL SHAREHOLDERS INFORMATION

<b>Financial Year</b>	:	1st April to 31st March
<b>Date and time of Annual General Meeting</b>	:	27th September 2018 at 10:00 A.M
<b>Venue of Annual General Meeting</b>	:	Arya Samaj, M-Block, Road No.1, Greater Kailash-II, New Delhi-110048
<b>Dividend payment date</b>		Not declared
<b>Dates of Book Closure</b>	:	20th September, 2018 to 29th September, 2018 (both days inclusive).
<b>Listing on Stock Exchange</b>	:	BSE Limited, Mumbai
<b>Stock Code and Scrip ID</b>	:	512624 (BSE)
<b>Demat ISIN No.</b>	:	INE769D01016
<b>Financial for Reporting 2017-2018</b>		
<b>Quarterly Financial Results</b>	:	<b>Date of Board Meeting</b>
<b>First Quarter Results</b>	:	On or Before 12.08.2017
<b>Second Quarter Results</b>	:	On or Before 14.11.2017
<b>Third Quarter Results</b>	:	On or Before 14.02.2018
<b>Fourth Quarter Results</b>	:	On or Before 30.05.2018

**10. CATEGORIES OF SHAREOWNERS AS ON 31.03.2018**

Category	No. of Shares Held	Voting Strength (%)
Promoters		
Individuals / Hindu Undivided Family	-	-
Bodies Corporate	3,30,308	0.99
<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>3,30,308</b>	<b>0.99</b>
Bodies Corporate	22507167	67.27
Resident Individuals:		
Individuals holding capital upto Rs. 2 Lakh	2714930	8.11
Individuals holding capital more than Rs. 2 Lakh	7568494	22.62
<b>Any Others (Specify)</b>		
NRIs/ OCBs	21543	0.06
Others (Clearing Members)	313906	0.94
<b>Total</b>	<b>3,34,56,348</b>	<b>100.00</b>

**11. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2018**

Share Balance	Holders	% of Total	Total Shares	Amount in Rupees	% of Total
<b>Up to- 5000</b>	3548	76.51	560519	5605190.00	1.68
<b>5001-10000</b>	466	10.05	358455	3584550.00	1.07
<b>10001-20000</b>	240	5.18	361026	3610260.00	1.08
<b>20001-30000</b>	86	1.85	224289	2242890.00	0.67
<b>30001-40000</b>	47	1.01	164565	1645650.00	0.49
<b>40001-50000</b>	48	1.04	231111	2311110.00	0.69
<b>50001-100000</b>	100	2.16	734491	7344910.00	2.20
<b>100001 and above</b>	102	2.20	30821892	308218920.00	92.13
<b>Total</b>	<b>4637</b>	<b>100.00</b>	<b>33456348</b>	<b>334563480.00</b>	<b>100.00</b>

**12. STOCK MARKET DATA**

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)
Apr-17	3.30	1.80
May-17	3.40	2.09
Jun-17	3.51	2.20
Jul-17	4.13	2.87
Aug-17	3.27	2.71
Sep-17	4.20	2.50
Oct-17	6.27	3.99
Nov-17	6.59	4.79
Dec-17	6.28	4.70
Jan-18	8.44	5.15
Feb-18	6.09	4.53
Mar-18	5.20	3.72

**13. REGISTRAR AND SHARE TRANSFER AGENT**

RCMC Share Registry (P) Ltd., having its registered office at B-25/1, Okhla Industrial Area, Phase-2, Near Rana Motors, New Delhi-110020, is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

**14. SHARE TRANSFER SYSTEM**

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

**15. DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with existing Depository, Central Depository System Limited (CDSL) and National Securities Depository Limited (NSDL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

**16. ADDRESS FOR CORRESPONDENCE**

E-205 (LGF), Greater Kailash-II, New Delhi-110048

**Investors Correspondence/ Complaints to be address to:**

\*Mr. Vikas Kumar (Whole Time Director) E-mail:[stradersltd@gmail.com](mailto:stradersltd@gmail.com)

***[\*Note: Mr. Kawalpreet Arora Company Secretary cum Compliance officer of the Company has resigned w.e.f. 11<sup>th</sup> April, 2018 later on the Company has appointed Mr. Nitesh Kumar Sharma, an Associate Member of Institute of Company Secretaries of India, as a Company Secretary Cum Compliance Officer of the Company w.e.f. 18<sup>th</sup> June, 2018]***

**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT**

To

The Members of Regent Enterprises Limited

This is to confirm that the Board has laid down a Code of Conduct for all Board members and Senior Management of the Company.

The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2018 as envisaged in Regulation 26(3) of the SEBI( Listing and Obligations Requirement), 2015.

**By order of the Board  
For Regent Enterprises Limited**

Sd/-  
Veenu Jain  
Director

Sd/-  
Vikas Kumar  
Whole Time Director

Date: 30 May 2018

Place: Delhi

DIN: 06936574

DIN: 05308192

**Registered Office:**  
E-205 (LGF), Greater Kailash-II,  
New Delhi-110048

## CERTIFICATION ON CORPORATE GOVERNANCE

To

**The Members of Regent Enterprises Limited**

We have examined the compliance of conditions of Corporate Governance by **Regent Enterprises Limited** for the year ended 31st March, 2018 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliances are neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Sharma Vijay & Associates  
Practicing Company Secretaries**

**Sd/-  
Vijay Sharma  
M. No.: ACS45793  
COP: 19035**

Date : 30/05/2018  
Place : New Delhi

**Annexure-III**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
as on financial year ended on 31.03.2018  
*[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.]*

**I REGISTRATION & OTHER DETAILS:**

<b>i</b>	<b>CIN</b>	:	L15500DL1994PLC153183
<b>ii</b>	<b>Registration Date</b>	:	13-July-1994
<b>iii</b>	<b>Name of the Company</b>	:	Regent Enterprises Limited
<b>iv</b>	<b>Category/Sub-category of the Company</b>	:	Company Limited by Shares/Indian Non Government Company
<b>v</b>	<b>Address of the Registered office &amp; contact details</b>	:	E-205 (LGF), Greater Kailash-II, New Delhi-110048
<b>vi</b>	<b>Whether listed company</b>	:	Yes
<b>vii</b>	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	:	RCMC Share Registry (P) Ltd., B-25/1, Okhla Industrial Area, Phase-2, Near Rana Motors, New Delhi-110020

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

<b>Sl. No</b>	<b>Name &amp; Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the company</b>
1	Trading of Edible Oils	46305	99.93

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY**

<b>Sr. No</b>	<b>Name &amp; Address of the Company</b>	<b>CIN/ GLN</b>	<b>HOLDING/SUBSIDIARY/ ASSOCIATE</b>	<b>% OF SHARES HELD</b>	<b>APPLICABLE SECTION</b>
1.	NIL	NIL	NIL	NIL	NIL

**IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)****(i) Category wise shareholding**

<b>Category of Shareholders</b>	<b>No. of Shares held at the beginning of the year</b>				<b>No. of Shares held at the end of the year</b>				<b>% change during the year</b>
	<b>Demat</b>	<b>Physical</b>	<b>Total</b>	<b>% of Total Shares</b>	<b>Demat</b>	<b>Physical</b>	<b>Total</b>	<b>% of Total Shares</b>	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	404083	404083	1.21	0	0	0	0	-1.21
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	330308	0	330308	0.99	330308	0	330308	0.99	0



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	330308	404083	734391	2.2	330308	0	330308	0.99	-1.21
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	330308	404083	734391	2.2	330308	0	330308	0.99	-1.21
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporate	0	0	0	0					
i) Indian	2553060	20025615	22578675	67.49	9981552	12525615	22507167	67.27	-0.22
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	1628435	994912	2623347	7.84	1722710	992220	2714930	8.11	0.27

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	2692147	4654790	7346937	21.96	6095375	1473119	7568494	22.62	0.66
c) Others (specify)									
1) Clearing Members	159510	0	159510	0.48	313906	0	313906	0.94	0.46
2) Non-Resident	13488	0	13488	0.04	21543	0	21543	0.06	0.02
SUB TOTAL (B)(2):	7046640	25675317	32721957	97.80	18135086	14990954	33126040	99.01	1.21
Total Public Shareholding (B)= (B)(1)+(B)(2)	7046640	25675317	32721957	97.80	18135086	14990954	33126040	99.01	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7376948	26079400	33456348	100	18465394	14990954	33456348	100	0

## (ii) SHARE HOLDING OF PROMOTERS

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	Securocrop Securities Pvt. Ltd.	330308	0.99	0	330308	0.99	0	0
	Total	330308	0.99	0	330308	0.99	0	0

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	N.A			
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
At the end of the year				

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No	Shareholder's Name	Shareholding at the beginning of the year 31/03/2017			Shareholding at the end of the year 31/03/2018			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% of total Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of total Shares Pledged/encumbered to total shares	
1.	Parvati Minerals Pvt Ltd	4000000	11.96	0	4000000	11.96	0	0
2.	Compass Technologies Pvt Ltd	4000000	11.96	0	4000000	11.96	0	0
3.	D & D Cements Pvt Ltd	4000000	11.96	0	4000000	11.96	0	0
4.	Sword Edge Commercials Ltd	0	0	0	4000000	11.96	0	11.96
5.	Saianand Commercial Limited	0	0	0	3500000	10.46	0	10.46
6.	Parichay Investments Limited	992961	2.97	0	977557	2.92	0	-0.05
7.	Bhaskar Arya	913923	2.73	0	913923	2.73	0	0
8.	Vikram Jain	845664	2.53	0	882507	2.64	0	0.11
9.	Bharat Arya	783840	2.34	0	783840	2.34	0	0
10.	Girish Metals (P) Ltd	743356	2.22	0	743356	2.22	0	0

## (v) Shareholding of Directors &amp; KMP

Sl. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	<b>Vikas Kumar ( Whole Time Director)</b>	-	-	-	-
	<b>At the beginning of the year</b>	-	-	-	-
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	47990 Shares brought during the Financial Year 2017-18	0.143%	47990	0.143
	<b>At the end of the year</b>	<b>47990</b>	<b>0.143%</b>	<b>47990</b>	<b>0.143</b>

**(V) Indebtedness**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Amount in Rupees)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	7,12,800	8,50,000	NIL	15,62,800
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>7,12,800</b>	<b>8,50,00</b>	<b>NIL</b>	<b>15,62,800</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	12,48,001	NIL	NIL	12,48,001
Reduction	(4,17,600)	NIL	NIL	(4,17,600)
<b>Net Change</b>	<b>8,30,401</b>	<b>NIL</b>	<b>NIL</b>	<b>8,30,401</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	15,43,201	8,50,000	NIL	23,93,201
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>15,43,201</b>	<b>8,50,000</b>	<b>NIL</b>	<b>23,93,201</b>

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole time Director and/or Manager:**

Sl. No	Particulars of Remuneration	Vikas Kumar (WTD)	Total Amount
1.	<b>Gross salary</b>	5,28,000	5,28,000
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax. 1961.	5,28,000	5,28,000
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL
(c)	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	NIL	NIL
2.	Stock option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission -as % of profit -others (specify)	NIL	NIL
5.	Others, please specify(Sitting Fees)	NIL	NIL
	<b>Total (A)</b>	<b>5,28,000</b>	<b>5,28,000</b>

**B. Remuneration to other Directors:**

Sl. No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Neeraj Singh	Veenu Jain	
	(a) Fee for attending Board, committee meetings	NIL	2,88,000	2,88,000
	(b) Commission	NIL	NIL	NIL
	(c) Others, please specify (paid on monthly basis)	NIL	NIL	NIL
	<b>Total (1)</b>	NIL	<b>288,000</b>	<b>288,000</b>
2	Other Non Executive Directors	<b>Sachin Jain</b>	NIL	NIL
	(a) Fee for attending Board committee meetings	3,00,000	NIL	NIL
	(b) Commission	NIL	NIL	NIL
	(c) Others please specify.	NIL	NIL	NIL
	<b>Total (2)</b>	NIL	NIL	NIL
	<b>Total (B)=(1+2)</b>	<b>3,00,000</b>	<b>2,88,000</b>	<b>5,88,000</b>
	<b>Total Managerial Remuneration</b>	<b>3,00,000</b>	<b>2,88,000</b>	<b>5,88,000</b>

**B. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				
		Company Secretary (Vijay Sharma)	Company Secretary (Kawalpreet Arora)	CFO (Ram Mohan Chaudhary)	CFO (Praveen Kumar Gupta)	Total
1.	<b>Gross Salary</b>					
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	89,000	1,54,000	8,78,125	25,000	11,46,125
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission as % of profit others, specify	NIL	NIL	NIL	NIL	NIL
<b>5.</b>	<b>Total</b>	<b>89,000</b>	<b>1,54,000</b>	<b>8,78,125</b>	<b>25,000</b>	<b>11,46,125</b>

**(VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**By order of the Board  
For Regent Enterprises Limited**

Date : 30/05/2018  
Place: Delhi

Sd/-  
Veenu Jain  
**Director**  
DIN: 06936574

Sd/-  
Vikas Kumar  
**Whole Time Director**  
DIN: 05308192

**Registered Office:**  
E-205 (LGF), Greater Kailash-II,  
New Delhi-110048

## ANNEXURE- IV

**PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2017-18	% increase in Remuneration in the Financial Year	Ratio of remuneration/ to median remuneration of employees
1.	Vikas Kumar	528000	99.24%	1.91
	Vijay Sharma	89,000	-0.48	0.32
3.	Praveen Kumar Gupta	25000	-	-0.09
4.	Kawalpreet Arora	1,54,000	-	-0.56
5.	Ram Mohan Chaudhary	8,78,125	-.78%	3.18
6.	Mahendra Atamarambhai Solanki	-	-	-

- (ii) The median remuneration of employees of the Company was Rs. 2,76,000 in the financial year 2017-18.
- (iii) There were 35 permanent employees on the rolls of the Company as on March 31, 2018;
- (iv) (a) Variations in the market capitalization of the Company: The market capitalization as on March 31, 2018 was Rs. 12.45 Crore (6.83 Crore as on March 31, 2017)
- (b) Price Earnings ratio of the Company is 7.24 as on March 31, 2017 and the same was Rs 9.71 as on March 31, 2017.
- (v) The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- (vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**Annexure-V**

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

For The Financial Year Ended 31<sup>st</sup> March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9  
of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members  
Regent Enterprises Limited

I have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, for the compliance of the applicable Statutory Provisions and the adherence to good corporate practices by **Regent Enterprises Limited** (hereinafter called as “the Company”) a company duly incorporated under the provisions of Companies Act, 1956 and bearing CIN L15500DL1994PLC153183. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

1. Based on my verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information provided by the management and according to the examinations carried out by me and explanations furnished and representations made to me by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the Audit Period covering the Financial Year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
2. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Regent Enterprises Limited** (hereinafter called as “the Company”) for the financial year commencing from 1st April, 2017 and ended on 31st March, 2018 (“Audit Period”) according to the provisions of:
  - i. The Companies Act, 1956 (to the extent applicable) and the Companies Act, 2013 (the Act) and the Rules made there under;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. Foreign exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings.
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act):-
    - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - vi. Other law specifically applicable to company, namely:
    - a. Food Safety and Standards Act, 2006.

As per explanations given to me in the representations made by the management and relied upon by me, during the audit period, there were no action/event under the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the Company:



- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Based on information received & records maintained, I further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that:-

- i) Mr. Kawalpreet Arora has resigned w.e.f. 11.04.2018 from the post of Company Secretary Cum Compliance Officer. Now the company is in the process of appointing New Company Secretary.
- ii) Mr. Sachin Jain is Non-Executive Director of the Company and Company has paid him remuneration under wrong head.

For Sharma Vijay & Associates  
(Company Secretaries)

Place:- New Delhi  
Date:- 30.05.2018

Sd/-  
CS Vijay Sharma  
(Proprietor)  
ACS No. 45793, CP No. 19035

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**'Annexure A'**

To,  
The Members,  
Regent Enterprises Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Sharma Vijay & Associates  
(Company Secretaries)

Place:- New Delhi  
Date:- 30.05.2018

Sd/-  
CS Vijay Sharma  
(Proprietor)

ACS No. 45793, CP No. 19035

## Annexure-VI (A)

### Policy for selection of Directors and determining Directors' Independence

#### 1. Introduction

- 1.1 Regent Enterprises Limited believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approaches to improve the quality of governance. Towards this, we ensure constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.
- 1.2 We recognize the importance of Independence Directors in achieving the effectiveness of the Board. We aim to have an optimum combination of Executive, Non-Executive and Independent Directors.

#### 2. Scope and Exclusion:

- 2.1 This Policy sets out guiding principles for the Nomination and Remuneration committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

#### 3. Terms and References:

In this Policy, the following terms shall have the following meanings:

- 3.1 **“Director”** means a Director appointed to the Board of a Company.
- 3.2 **“Nomination and Remuneration Committee”** means the committee constituted by Regent Enterprises Limited's Board in accordance with the provisions of Section 178 of the Companies Act, 2013.
- 3.3 **“Independent Director”** means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013.

#### 4. Policy:

##### 4.1. Qualification and criteria

- 4.1.1 The Nomination and Remuneration Committee and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.

- 4.1.2 In evaluating the suitability of individual Board members, the Nomination and Remuneration Committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Education and Professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

- 4.1.3 The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number (DIN).
- Shall not be disqualified under the Companies Act, 2013
- Shall give his written consent to act as a Director;
- Shall endeavor to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;

- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals his shareholdings at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made:
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013 and other relevant laws.

**4.1.4** The Nomination and Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

#### **4.2 Criteria of Independence**

**4.2.1** The Nomination and Remuneration Committee shall assess the independence of Directors at the time of appointment/re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

**4.2.2** The criteria of independence, as laid down in Companies Act, 2013 is as below:

An independent Director in relation to a company, means a Director other than a managing Director or a whole-time Director-

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;  
(ii) who is not related to promoters or Directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
- d. None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or Directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives—
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
    - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - (B) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
  - (iii) Holds together with his relatives two per cent. or more of the total voting power of the company; or
  - (iv) is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, Directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or
- f. shall possess such other qualifications as prescribed below: An independent Director shall possess appropriate balance of skills, experience and knowledge in one or more fields of finance,

law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

- g.** shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013
- h.** who is not less than 21 years of age.

**4.2.3** The Independent Directors shall abide by the "Code of Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

**4.3 Other Directorship/committee memberships**

**4.3.1** The members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their Directorships in other public companies in such a way that it does not interfere with their role as Directors of the Company. The Nomination and Remuneration Committee take into account function, and the time involved in a Directors' service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

**4.3.2** A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

**4.3.3** A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time-Director in any Listed Company.

**4.3.4** A Director shall not be a member in more than 10 committees or act as Chairman of more than 5 Committees across all companies in which he holds Directorships.

For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Companies, whether listed or not, shall be included and all other companies including Private Companies, Foreign Companies under Section 8 of the Companies Act, 2013 shall be excluded.

**Annexure VI (B)**

**Remuneration Policy for Directors, Key Managerial Personnel**

**1. Introduction**

1.1 Regent Enterprises Limited recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, key managerial personnel and other employees keeping in view the following objectives:

1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.

1.1.2 Ensuring the relationship of remuneration to performance is clear and meets the performance benchmarks.

1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

**2. Scope and Exclusion:**

2.1 This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.

**3. Terms and References:**

In this Policy, the following terms shall have the following meanings:

3.1 **“Directors”** means a Director appointed to the Board of the Company.

3.2 **“Key Managerial Personnel”** means

(i) **the Chief Executive Officer or the Managing Director or the Manager;**

(ii) **the Company Secretary;**

(iii) **the whole-time Director;**

(iv) **the Chief Financial Officer; and**

(v) **such other officer as may be prescribed under the Companies Act, 2013.**

3.3 **“Nomination and Remuneration Committee”** means the committee constituted by Regent Enterprises Limited’s Board in accordance with the provisions of Section 178 of the Companies Act, 2013.

**4. Policy:**

**4.1 Remuneration to Executive Directors and Key Managerial Personnel**

4.1.1 The Board, on the recommendation of the nomination and remuneration committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.2 The Board, on the recommendation of the nomination and remuneration committee, shall review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

(i) Basic Pay

- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retiral benefits
- (vi) Annual Performance Bonus

**4.1.4** The annual plan and objectives for Executive Directors and Senior Executives (Executive Committee) shall be reviewed by the Nomination and Remuneration Committee and Annual Performance Bonus will be approved by the Committee based on the achievement against the Annual Plan and Objectives.

#### 4.2 Remuneration to Non-Executive Directors

**4.2.1** The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

Non-Executive Directors shall be entitled to sitting fees for attending the meeting of the Board and the Committees thereof. The Non-executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

## Independent Auditors' Report

To the members of

### **REGENT ENTERPRISES LIMITED**

#### **Opinion**

We have audited the accompanying Ind AS financial statements of REGENT ENTERPRISES LIMITED ("the company") which comprise the Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss (including other comprehensive income), Cash flow Statement and the statement of changes in the equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the company as at 31st March, 2018 and its Statement of Profit & Loss and its cash flow and the statement of changes in the equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the code of ethics issued by the Institute of Chartered Accountant of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key Audit matters are these matters that, in our professional judgement, were of most significance in our audit of financial statements of the current period. These matters were addressed in the context of our audit of financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Management's Responsibility for the financial statements**

The Company's Board of Directors is responsible for the matters stated in section 133(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.



### Auditor's Responsibility for Audit of the Financial Statements

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence economic decisions of users taken on the basis of these financial statements

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### Report on Other legal Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 & 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit and Loss and the cash flow statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account,-
  - d. in our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" and
  - g. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company have the following pending litigations which would impact its financial position:
    - (a) In the matter of VAT/GST demand of Rs. 4,13,855.00/~ (Four Lakh Thirteen Thousand Eight Hundred

Fifty-Five Rupees Only) with Commercial Tax Department, Ghazlabad.

- ii. The Company did not have any long—term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii There were no amounts which were required to be transferred to the investor Education and Protection Fund by the Company.

**For and On Behalf of  
Rajan K. Gupta & Co.  
Chartered Accountants  
FRN 005945C**

Sd/-

**Rajan Gupta**

**Partner**

**M. No. 074696**

**Place : Delhi**

**Dated : 30<sup>th</sup> May, 2018**

**Annexure A” to the Independent Auditors’ Report**

Referred to Independent Auditors’ Report to the members of the financial statements Company on the Ind AS of the Company for the year ended March 31, 2018, We report that:

- 1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which In our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.  
(c) In our opinion and according to the information and explanation given to us, the company has no immovable properties, therefore clause 3 (i) (c) of the order Is not applicable to the company.
- 2) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The Company has maintained proper records of inventory. The discrepancies noticed on verification between the physical stock and the book records were not material and have been properly dealt with in the books of account.
- 3) The Company has not granted any loans secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered In the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3 (lii) (a) and (c) of the order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As Informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub—section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State insurance, income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the Information and explanations given to us, no undisputed amounts payable In respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
- 8) In our Opinion and according to the information and explanations given to has not defaulted us, the Company In repayment of loans or borrowings to financial institutions, banks and government and dues to debenture holders.
- 9) In our opinion and according to the Information and explanations given to us, the Company had not raised money by way of further public offer (including debt instruments) during the year and the term loans taken by the Company have been applied for the purpose for which they were raised.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management,

the managerial remuneration has been paid or provided In accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

- 12) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company as per the Act. Accordingly, paragraph Six”) of the Order is not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed In the Ind AS financial statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) in our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of india Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For Rajan K. Gupta & Co.**  
**Chartered Accountants**  
**FRN No. 005945C**

Sd/-  
Rajan Gupta  
Partner  
M. No.:074696

Date 30.05.2018  
Place: Delhi

**“Annexure B” to the independent Auditor’s Report of even date on the Regent Financial Statements of Enterprises Limited**

**Report on the internal Financial Controls under Clause (i) of subsection 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Regent Enterprises Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for internal Financial Controls**

The Company/s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial Information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal Financial Controls and, both issued by the institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an internal financial controls over financial understanding of reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s Judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with principles. A generally accepted accounting company’s internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as preparation of financial necessary to permit statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the risk the internal financial control over financial reporting may become inadequate because of changes in condition, of that the degree of Compliance with the policies or procedures may deteriorate.

**Opinion**

in our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria establish by the Company considering the essential component of internal control stated in the Guidance Note on Audit of internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountant of India.

**For Rajan K. Gupta & Co.**  
**Chartered Accountants**  
**FRN No. 005945C**

Sd/-  
Rajan Gupta  
Partner  
M. No.:074696

Date 30.05.2018  
Place: Delhi

**BALANCE SHEET AS AT MARCH 31, 2018**

(Amount in ₹)

S.No	Particular's	Note No	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>Assets</b>				
<b>1</b>	<b>Non-current assets</b>				
(a)	Property, plant and equipment	1	6,499,949	8,806,022	999,622
(b)	Capital work - in - progress		18,258,806	-	-
(c)	Goodwill	1	3,894,192	5,841,288	7,788,384
(d)	Other intangible assets	1	-	5,242	1,358,738
(e)	Financial Assets				
(i)	Investments	2	16,105,561	41,056,249	53,763,601
(ii)	Loans	3	44,311,000	44,311,000	44,311,000
(f)	Other non - current assets	4	34,423,681	7,010,135	13,267,500
(g)	Deferred tax assets (net)	5	439,404	136,108	
<b>2</b>	<b>Current assets</b>				
(a)	Inventories	6	483,650,735	401,412,791	350,790,588
(b)	Financial assets				
(ii)	Trade Receivable	7	335,614,209	628,373,449	725,202,390
(iii)	Cash and Cash equivalent	8	6,093,368	11,029,418	2,921,603
(iv)	Bank Balances	9	101,649,294	-	-
(c)	Current tax assets (net)	10	323,210	-	-
(d)	Other current assets	11	210,585,210	12,198,301	38,589,129
	<b>TOTAL ASSETS</b>		<b>1,261,848,619</b>	<b>1,160,180,003</b>	<b>1,238,992,555</b>
	<b>Equity and Liabilities</b>				
<b>1</b>	<b>Equity</b>	a			
(a)	Equity share capital	12	334,563,480	334,563,480	334,563,480
(b)	Other Equity	13	52,437,492	36,205,868	29,153,280
	<b>Total Equity</b>		<b>387,000,972</b>	<b>370,769,348</b>	<b>363,716,760</b>
<b>2</b>	<b>Liabilities</b>				
	<b>Non-current liabilities</b>				
(a)	Financial liabilities				
(i)	Borrowings	14	2,393,201	1,562,800	850,000
(c)	Deferred tax liabilities (net)	5	-	-	71,972
(d)	Other non-current liabilities	15	1,800,000	1,300,000	-
	<b>Current liabilities</b>				
(a)	Financial liabilities				
(i)	Borrowings	16	-	-	1,970,000
(ii)	Trade Payable	17	749,704,842	536,351,435	478,939,533
(iii)	Other Financial liabilities	18	1,579,751	417,600	-
(b)	Other current liabilities	19	115,949,093	246,402,904	392,359,145
(c)	Provisions	20	3,420,760	3,375,916	1,085,145
	<b>Total Liabilities</b>		<b>874,847,647</b>	<b>789,410,655</b>	<b>875,275,795</b>
	<b>TOTAL EQUITY AND LIABILITES</b>		<b>1,261,848,619</b>	<b>1,160,180,003</b>	<b>1,238,992,555</b>

The accompanying notes are an integral part of the financial statements

This is the balance sheet referred to in our report of even date

For Rajan K. Gupta & Co.

Chartered Accountant

Firm Registration No. 005945C

For and on behalf of the Board

For Regent Enterprises Limited

Sd/-

CA Rajan K. Gupta

Partner

M. No.:074696

Sd/-

(Vikas Kumar)

DIRECTOR

DIN 05308192

Sd/-

(Veenu Jain)

DIRECTOR

DIN 06936574

Sd/-

Praveen Kumar Gupta

CFO

PAN- ARGPG3460P

Place: New Delhi

Date : 30<sup>th</sup> May, 2018

**STATEMENT OF PROFIT & LOSS ACCOUNT AS ON MARCH 31, 2018**

(Amount in ₹)

Particulars		Note No	As at March 31, 2018	As at March 31, 2017
A	<b>Continuing operations</b>			
	<b>Income</b>			
1	Revenue from operations		15,620,493,555	8,667,532,776
2	Other income	21	10,249,824	1,421,200
3	<b>Total revenue (I)</b>		<b>15,630,743,379</b>	<b>8,668,953,976</b>
4	<b>Expenses</b>			
	Cost of Material Purchased		14,833,938,727	7,887,262,719
	Changes in inventories of finished goods	22	(82,237,944)	(50,622,203)
	Employee benefits expense	23	14,146,846	11,323,466
	Finance Cost	24	3,991,911	314,068
	Other expenses	26	833,028,290	808,753,912
	<b>Total Expenses (II)</b>		<b>15,602,867,830</b>	<b>8,657,031,962</b>
5	<b>Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)</b>		27,875,549	11,922,014
	Depreciation and amortization expense	25	4,734,074	2,655,584
6	<b>Profit/(loss) before extraordinary items and tax</b>		23,141,475	9,266,430
	<b>Extraordinary items</b>		-	-
7	<b>Profit/(loss) before tax</b>		23,141,475	9,266,430
8	<b>Tax expense</b>			
	Current tax		6,540,000	3,165,000
	(Less): MAT credit (where applicable)		-	(150,879)
	Current tax expense relating to prior years		(277,540)	(620,751)
9	Net current tax expense		6,262,460	2,393,370
	Deferred tax		(303,296)	(208,080)
	<b>Total Tax expense</b>		<b>5,959,164</b>	<b>2,185,290</b>
10	Profit/(loss) for the year		17,182,311	7,081,140
	Minority shareholders interest- loss/(profit)		-	-
	Share in loss of associates		-	-
11	<b>Profit/ (Loss) for the year from continuing operations (A)</b>		17,182,311	7,081,140
B	Discontinuing operations			
	Profit/(loss) before tax from discontinuing operations		-	-
	Tax expense of discontinuing operations		-	-
12	Profit/(loss) after tax from discontinuing operations (B)		-	-
	<b>Profit/(loss) for the year (A+B)</b>		<b>17,182,311</b>	<b>7,081,140</b>
C	13 Other comprehensive income			
	(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	(III) Items that will be reclassified to profit or loss	27	(950,688)	(28,553)
	(IV) Income tax relating to items that will be reclassified to profit or loss		-	-
D	14 Total comprehensive income for the period (XIII + XIV)		<b>16,231,624</b>	<b>7,052,588</b>
	Earnings per share			
	(i) Basic		0.51	0.21
	(ii) Diluted		0.51	0.21

The accompanying notes are an integral part of the financial statements

This is the Statement of Profit &amp; Loss in our report of even date

For Rajan K. Gupta &amp; Co.

Chartered Accountant

Firm Registration No. 005945C

For and on behalf of the Board

For Regent Enterprises Limited

Sd/-  
CA Rajan K. Gupta  
Partner  
M. No.:074696

Sd/-  
(Vikas Kumar)  
DIRECTOR  
DIN 05308192

Sd/-  
(Veenu Jain)  
DIRECTOR  
DIN 06936574

Sd/-  
Praveen Kumar Gupta  
CFO  
PAN- ARGPG3460P

Place: New Delhi

Date : 30<sup>th</sup> May, 2018



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

(Amount in ₹)

<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
<b>Cash Flows from Operating Activities</b>		
Net Profit Before tax	23,141,475	9,266,430
<b>Adjustment For:</b>		
Provision for gratuity	236128	151,795
Depreciation	4734074	2,655,584
(Profit)/ Loss on Sale of Investment	(4964750)	(621,200)
(Profit)/ Loss on sale of Fixed Assets	-	(800,000)
Interest Paid	959965	12,400
Provision for Expenses	(30000)	112,035
Provision for Leave Encashment	213832	-
Loss/(Gain) on valuation of Financial Asstes measured at FVOCI	(950688)	(28,553)
Earlier Year Adjustment	-	(215,550)
<b>Operating Profit before Working capital Changes</b>	<b>23,340,036</b>	<b>10,532,942</b>
<b>Adjustment for Changes in current Liabilities</b>		
Short Term Borrowing	-	(1,970,000)
Trade Payable	213,353,407	57,411,902
Other Current Liabilities	(129,291,660)	(145,538,641)
<b>Adjustment for Changes in Current Assets</b>		
Trade Receivable	292,759,240	96,828,941
Inventories	(82,237,944)	(50,622,203)
Other Current Assets	(202,611,114)	26,390,828
<b>Cash generated from operations</b>	<b>115,311,964</b>	<b>(6,966,231)</b>
Income tax paid	2,736,580	150,879
<b>Net cash from operating activities</b>	<b>112,575,384</b>	<b>(7,117,110)</b>
<b>Cash Flows from Investing Activities</b>		
Purchase of Fixed Assets	(18,734,468)	(8,361,392)
Proceeds From sale of Fixed assets	-	2,000,000
Proceeds From sale of investment	24,950,688	12,707,353
Proceed from Loan and Advances	(27,413,546)	6,257,365
Profit on sale of Investment	4,964,750	621,200
<b>Net cash from Investing activities</b>	<b>(16,232,577)</b>	<b>13,224,526</b>
<b>Cash Flows from Financing Activities</b>		
107	1,330,401	2,012,800
Interest Paid	(959,965)	(12,400)
<b>Net cash from Financing activities</b>	<b>370,436</b>	<b>2,000,400</b>
Net Increase/Decrease in cash & cash equivalent during the year	96,713,243	8,107,815
Add- Opening Cash & cash equivalent	11,029,418	2,921,603
<b>Cash &amp; cash equivalent at the end of the year</b>	<b>107,742,662</b>	<b>11,029,418</b>

For Rajan K. Gupta & Co.  
Chartered Accountant  
Firm Registration No. 005945C

For and on behalf of the Board  
For Regent Enterprises Limited

Sd/-  
CA Rajan K. Gupta  
Partner  
M. No.:074696

Sd/-  
(Vikas Kumar)  
DIRECTOR  
DIN 05308192

Sd/-  
(Veenu Jain)  
DIRECTOR  
DIN 06936574

Sd/-  
Praveen Kumar Gupta  
CFO  
PAN- ARGPG3460P

Place: New Delhi  
Date : 30<sup>th</sup> May, 2018

**STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018****A. EQUITY SHARE CAPITAL**

S. No.	Particulars	As at 31.03.2017 (in Rs.)	Change during year 2017-18	As at 31.03.2018 (in Rs.)	As at 31.03.2016 (in Rs.)
1	Authorized Share Capital (Equity Share)	800,000,000	NIL	800,000,000	800,000,000
	Total	800,000,000	NIL	800,000,000	800,000,000
2	Issued, Subscribed & Fully Paid-up Share Capital	334,563,480	NIL	334,563,480	334,563,480
	Total	334,563,480	NIL	334,563,480	334,563,480

**B. OTHER EQUITY**

S. No.	Particulars	Balance at the begning of Reporting Period 01.04.2017	Effect due to changes in Accounting Policy	Re-instated Balance at the begning of the Reporting Period	Total Comprehensive Income for the Reporting Period	Dividends	Transfer to retained Earning	Any Other Changes	Balance at the end of the Reporting Period 31.03.2018	Figure at the Begning of the Previous Reporting Period
1	Capital Reserve	10,924,100	NIL	10,924,100	-					10,924,100
2	Share Premium Reserve	24,300,000	NIL	24,300,000	-					24,300,000
3	General Reserve	17,908,644	NIL	17,908,644	-					17,908,644
4	Retained Earning/Profit & Loss Account	3,068,446	19,995,322	(16,926,876)	16,231,624	-	-	-	(695,252)	(4,012,694)
		56,201,190	19,995,322	36,205,869	16,231,624	-	-	-	(695,252)	49,120,050

The accompanying notes are an integral part of the financial statements

This is the balance sheet referred to in our report of even date

For Rajan K. Gupta & Co.

Chartered Accountant

Firm Registration No. 005945C

For and on behalf of the Board

For Regent Enterprises Limited

Sd/-  
CA Rajan K. Gupta  
Partner  
M. No.:074696

Sd/-  
(Vikas Kumar)  
DIRECTOR  
DIN 05308192

Sd/-  
(Veenu Jain)  
DIRECTOR  
DIN 06936574

Sd/-  
Praveen Kumar Gupta  
CFO  
PAN- ARGPG3460P

Place: New Delhi

Date : 30<sup>th</sup> May, 2018

## Note -1: Property, plant and equipment

	Plant and Equipment	Vehicles	Computer	Office Equipment	Goodwill	Software	Trademark	Total
Cost or Valuation								
<b>At 1 April, 2016</b>	-	1,036,380	6,873,573	30,030	9,735,480	1,660,000	1,500,000	20,835,463
Addition	435,051	7,845,321	81,020	-	-	-	-	8,361,392
Disposals	-	-	-	-	-	-	1,200,000	1,200,000
<b>At 31st March, 2017</b>	435,051	8,881,701	6,954,593	30,030	9,735,480	1,660,000	300,000	27,996,855
Addition	-	-	136,600	339,062	-	-	-	475,662
Disposals	-	-	-	-	-	-	-	-
<b>At 31st March, 2018</b>	435,051	8,881,701	7,091,193	369,092	9,735,480	1,660,000	300,000	16,777,037
Depreciation and Impairment								
At 1 April, 2016	-	128,245	6,810,489	1,627	1,947,096	1,651,262	150,000	10,688,719
Depreciation Charge for the year	44,235	452,651	45,304	12,802	1,947,096	3,496	150,000	554,992
<b>At 31st March, 2017</b>	44,235	580,896	6,855,793	14,429	3,894,192	1,654,758	300,000	7,495,353
Depreciation Charge for the year	70,752	2,592,707	92,759	25,517	1,947,096	5,242	-	4,734,073
<b>At 31st March, 2018</b>	114,987	3,173,603	6,948,552	39,946	5,841,288	1,660,000	300,000	10,277,088
<b>Net Book Value</b>								
at 31st March, 2018	320,064	5,708,098	142,641	329,146	3,894,192	-	-	10,394,141
at 31st March, 2017	390,816	8,300,805	98,800	15,601	5,841,288	5,242	-	14,652,552
at 31st March, 2016	-	908,135	63,084	28,403	7,788,384	8,738	1,350,000	10,146,744

**Note-2: Investment**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>Equity Share</b>			
	<b>Quoted</b>			
	-145000 Equity Share of OK Play India Ltd.	-	14,500,000	14,500,000
	-100000 Equity Share of GS Auto International Ltd.	-	9,500,000	9,500,000
	-331250 Equity Share of Devine Impex Ltd	1,185,875	2,136,563	2,050,438
	<b>Unquoted</b>			
	-59200 Equity Share of NCML Industries Ltd **	7,400,000	7,400,000	7,400,000
	-5000 Brijeshwari Textiles P.Ltd	-	-	10,000,000
	-25770 Equity Share of Northpole Finance Ltd	7,519,686	7,519,686	7,634,363
	-8930 Equity Share of Pratik Minerals P.Ltd	-	-	2,678,800
	<b>Total</b>	<b>16,105,561</b>	<b>41,056,249</b>	<b>53,763,601</b>

\*\* Net worth of M/s- NCML Industries Limited has erode and company is under NCLT (National Company Law Tribunal)

**Note-3: Loan**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
3.1	Proworld Industries	2,000,000	2,000,000	2,000,000
3.2	Vishal Reality Management Limited	42,311,000	42,311,000	42,311,000
	<b>Total</b>	<b>44,311,000</b>	<b>44,311,000</b>	<b>44,311,000</b>

**Note-4: Other Non Current Assets**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>Security deposits</b>			
4.1	-Revenue Department	339,775	339,775	118,500
4.2	-Kribhco Infra Limited *	22,500,000	-	-
4.3	-Rent	1,357,000	137,000	137,000
4.4	-Electricity Department Meerut	600,000	33,360	12,000
4.5	-Others	136,000		
	<b>Other Loans and Advances</b>			
4.6	-Unsecured & Considered good	5,500,000	6,500,000	13,000,000
4.7	-Capital Advances	3,990,906	-	-
	<b>Total</b>	<b>34,423,681</b>	<b>7,010,135</b>	<b>13,267,500</b>

\* Interest Free Security Given to Kribhco Infrastructure Limited for 5 Year for use of Material Handling Infrastructure for the Material which is being transported through Railways Rake.

**Note-5: Deferred Tax Assets/(Liabilities)**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	Opening Deferred Tax/(Liabilities)	136,108	(71,972)	133,305
5.1	-Recognized during the year -: Assets/ (Liabilities)	303,296	208,080	(205,277)
	<b>Total</b>	<b>439,404</b>	<b>136,108</b>	<b>(71,972)</b>

**Note-6: Inventories**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
6.1	Raw Material	399,162,202	306,258,795	203,307,815
6.2	Finished Goods	84,488,533	95,153,996	147,482,773
6.3	Packing Material	-	-	-
	<b>Total</b>	<b>483,650,735</b>	<b>401,412,791</b>	<b>350,790,588</b>

**Note-7: Trade Receivables**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	Trade receivables			
7.1	Secured and Considered Good	-	-	-
7.2	Unsecured and considered good	335,614,209	628,373,449	725,202,390
7.3	Doubtful	-	-	-
	<b>Total</b>	<b>335,614,209</b>	<b>628,373,449</b>	<b>725,202,390</b>

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Not any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

**Note-8: Cash and cash equivalent**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>Balances with banks:</b>			
8.1	-HDFC Bank Limited	1,754,073	4,912,629	612,579
8.2	-Kotak Mahindra Bank Limited	8,995	100,466	500,000
8.3	-Punjab National Bank	877,140	5,021,075	9,166
8.4	-Yes Bank Limited	500,000	308,653	873,014
8.5	-Bank of India	-	-	9,024
8.6	-ICICI Bank Limited	-	-	55,941
8.7	-Indusind Bank Limited	315,044		
8.8	Cash on hand	2,638,116	686,595	861,879
	<b>Total</b>	<b>6,093,368</b>	<b>11,029,418</b>	<b>2,921,603</b>

**Note-9: Bank Balances**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	Enmarked Account	-	-	-
9.1	-FDR with Indusind Bank*	101,000,000	-	-
9.2	Interest Accrued but not due	649,294	-	-
	<b>Total</b>	<b>101,649,294</b>	-	-

\* The above Mentioned FDR is Leined against the Bank Guarantee of NCML Industries Limited with Sales Tax Department Gujrat

**Note-10: Current Tax Assets (Net)**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>Income Tax Refundable</b>	-	-	-
10.1	-Assessment Year 2017-18	323,210	-	-
	<b>Total</b>	<b>323,210</b>	-	-

**Note-11: Other Current Assets**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>Balance with Revenue Authority</b>			
11.1	-Advance Tax and TDS	-	3,059,791	221,168
11.2	-GST Recoverable	36,835,158	-	-
11.3	-VAT Recoverable	4,418	63,082	1,118,357
11.4	Prepaid Expenses	283,197	269,705	925,668
11.5	Advance to Suppliers	172,571,906	8,704,698	36,323,936
11.6	Other Advances	890,531	101,025	-
	<b>Total</b>	<b>210,585,210</b>	<b>12,198,301</b>	<b>38,589,129</b>

**Note-12: Share Capital**

(Amount in Rupees)

(a)	Authorised, Issued, Subscribed and paid-up share capital	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>12.1</b>	<b>Authorized shares capital</b> 8,00,00,000 (Previous Year 8,00,00,000) equity shares of Rs.10/- each	800,000,000	800,000,000	800,000,000
<b>12.2</b>	<b>Issued, subscribed and paid-up capital</b> 3,34,56,348 (Previous Year 3,34,56,348) equity shares of Rs.10/- each	334,563,480	334,563,480	334,563,480
	<b>Total</b>	<b>334,563,480</b>	<b>334,563,480</b>	<b>334,563,480</b>

**(b) Rights / preferences / restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

**(c) Details of shareholders holding more than 5% shares in the company**

S.No	Name of Shareholder	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>Equity shares of Rs. 10 each fully paid up</b>			
1	PARVATI MINERALS PRIVATE LIMITED			
	-No. of Shares	4000000	4000000	4000000
	-% held	11.96%	11.96%	11.96%
2	SAIANAND COMMERCIAL LIMITED			
	-No. of Shares	3500000	-	-
	-% held	10.46%	0.00%	0.00%
3	SWORD EDGE COMMERCIALS LTD			
	-No. of Shares	4000000	-	-
	-% held	11.96%	0.00%	0.00%
4	COMPASS TECHNOLOGIES PVT LTD			
	-No. of Shares	4000000	4000000	4000000
	-% held	11.96%	11.96%	11.96%
5	D & D CEMENTS PVT LTD			
	-No. of Shares	4000000	4000000	4000000
	-% held	11.96%	11.96%	11.96%
6	DEVI BAGH RESORTS PVT LTD			
	-No. of Shares	-	4000000	4000000
	-% held	0.00%	11.96%	11.96%
7	VARDHAMAN TRADEX PVT LTD			
	-No. of Shares	-	4000000	4000000
	-% held	0.00%	11.96%	11.96%

**Note:-**

As per the records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**Note-13: Other Equity**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
1	<b>Reserve and Surplus</b>			
(a)	<b>Capital Reserve</b>			
13.1	Opening Balance	10,924,100	10,924,100	10,924,100
	Addition/(Deduction) During the Year	-	-	-
	<b>(A). Closing Balance:-</b>	<b>10,924,100</b>	<b>10,924,100</b>	<b>10,924,100</b>
	<b>Securities Premium reserve</b>			
13.2	Opening Balance	24,300,000	24,300,000	24,300,000
	Addition/(Deduction) During the Year	-	-	-
	<b>(B). Closing Balance:-</b>	<b>24,300,000</b>	<b>24,300,000</b>	<b>24,300,000</b>
	<b>General Reserve</b>			
13.3	Opening Balance	17,908,644	17,908,644	17,908,644
	Addition/(Deduction) During the Year	-	-	-
	<b>(C) Closing Balance:-</b>	<b>17,908,644</b>	<b>17,908,644</b>	<b>17,908,644</b>
	<b>Retained Earning</b>			
13.4	Balance brought forward from previous year	(16,926,876)	(23,979,464)	(6,666,488)
	Add:-Transfer from Profit and Loss Account	16,231,624	7,052,588	2,653,794
	Less:-Impairment of Investment	-	-	19,966,770
	<b>(D). Closing Balance:-</b>	<b>(695,252)</b>	<b>(16,926,876)</b>	<b>(23,979,464)</b>
	<b>Total</b>	<b>52,437,492</b>	<b>36,205,868</b>	<b>29,153,280</b>

**Note:-**

- 1 Debit balance of statement of profit and loss shall be shown as a negative figure under the head 'Surplus'. Similarly, the balance of 'Reserves and Surplus', after adjusting negative balance of surplus, if any, shall be shown under the head 'Reserves and Surplus' even if the resulting figure is in the negative.

**Note-14: Borrowings**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>Secured</b>			
	<b>From Indusind Bank</b>			
14.1	- Agsinst hypothication of Vehicle for 36 Month @ 6.20% P.a	147,600	356,400	-
14.2	- Agsinst hypothication of Vehicle for 36 Month @ 6.20% P.a	147,600	356,400	-
	<b>From ICICI Bank</b>			
14.3	- Agsinst hypothication of Vehicle for 30 Month @ 8.50% P.a	1,248,001	-	-
	<b>Unsecured</b>			
14.4	<b>From Others</b>	850,000	850,000	850,000
	<b>Total</b>	<b>2,393,201</b>	<b>1,562,800</b>	<b>850,000</b>



**Note-15 : Other Non-Current Liabilities**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>Security Deposit</b>			
15.1	-From Customer	1,800,000	1,300,000	-
	<b>Total</b>	<b>1,800,000</b>	<b>1,300,000</b>	<b>-</b>

**Note-16 : Borrowings**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	From Others			
16.1	-Unsecured	-	-	1,970,000
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,970,000</b>

**Note-17 : Trade Payable**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
17.1	Trade payable	749,704,842	536,351,435	478,939,533
17.2	Trade payable to related parties	-	-	-
	<b>Total</b>	<b>749,704,842</b>	<b>536,351,435</b>	<b>478,939,533</b>

**Note:****Terms and conditions of the above financial liabilities:**

- (a) Trade payables are non-interest bearing and are normally settled on 60-day terms  
(b) No interest is paid / payable during the year to any enterprise registered under the MSME.

**Note-18: Other financial Liabilities**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>Current Maturity of Long Term Debt</b>			
18.1	-Indusind Bank	417,600	417,600	-
18.2	-ICICI Bank	1,162,151	-	-
	<b>Total</b>	<b>1,579,751</b>	<b>417,600</b>	<b>-</b>

**Note-19: Other Current Liabilities**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
19.1	Expenses Payable	2,273,845	1,676,138	1,089,587
19.2	Advance from customer	112,677,859	237,722,118	389,663,659
19.3	Statutory Remittance	997,389	7,004,648	1,605,899
	<b>Total</b>	<b>115,949,093</b>	<b>246,402,904</b>	<b>392,359,145</b>

**Note-20: Provisions**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	<b>For Employment Benefit</b>			
20.1	-Provision for gratuity	387,923	151,795	-
20.2	-Provision for Leave Encashment	213,832	-	-
	<b>Others</b>			
20.3	-Provision for Taxation	2,639,005	3,014,121	987,175
20.4	-Provision for Expenses	180,000	210,000	97,970
	<b>Total</b>	<b>3,420,760</b>	<b>3,375,916</b>	<b>1,085,145</b>

**Note : 21 Other Income**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017
21.1	Profit on sale of Investment	4,964,750	621,200
21.2	Profit on sale of Fixed Assets	-	800,000
21.3	Interest Income	4,006,494	-
21.4	Profit on DPEB	1,187,723	-
21.5	Other Income	90,857	-
	<b>Total</b>	<b>10,249,824</b>	<b>1,421,200</b>

**Note : 22 Inventories**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017
	<b>Closing Stock</b>		
22.1	Raw Material	399,162,202	306,258,795
22.2	Finished Goods	84,488,533	95,153,996
	<b>Total</b>	<b>483,650,735</b>	<b>401,412,791</b>
	<b>Opening Stock</b>		
22.3	Raw Material	306,258,795	203,307,815
22.4	Finished Goods	95,153,996	147,482,773
		401,412,791	350,790,588
	<b>Changes In Inventory(Increase)/decrease</b>	<b>(82,237,944)</b>	<b>(50,622,203)</b>

**Note : 23 Employment Benefit Expenses**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017
23.1	Salary, wages and other Perquisites	12,028,401	10,472,097
23.2	Contribution to EPF & ESIC	315,544	147,879
23.3	Bonus	403,545	159,706
23.4	Gratuity	236,128	151,795
23.5	Staff Welfare	47,228	151,989
23.6	Director Remuneration	1,116,000	240,000
	<b>Total</b>	<b>14,146,846</b>	<b>11,323,466</b>

**Note :24 Financial Cost**

(Amount in Rupees)

<b>S.No</b>	<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
24.1	Bank Charges	2,521,479	126,860
24.2	Interest to Bank	316,832	12,400
24.3	Interest on Direct Taxes	50,193	39,517
24.4	Interest on Indirect Taxes	460,275	56,545
24.5	Interest to others	643,133	17,260
24.6	Difference in Exchange Rate	-	61,486
	<b>Total</b>	<b>3,991,911</b>	<b>314,068</b>

**Note : 25 Depreciation & Amortised Cost**

(Amount in Rupees)

<b>S.No</b>	<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
26.1	Depreciation Expenses	2,781,735	704,992
26.2	Amortization Expenses	1,952,339	1,950,592
	<b>Total</b>	<b>4,734,074</b>	<b>2,655,584</b>

**Note : 26 Other Expenses**

(Amount in Rupees)

<b>S.No</b>	<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
	<b>Direct Expenses</b>		
25.01	Custom Duty	413,643,100	405,269,476
25.02	Freight & Carriage Inward	99,439,279	133,987,945
25.03	Custom Clearing Charges	1,622,149	5,108,183
25.04	Storage tank Charges	8,648,106	12,653,548
25.05	Job Work Charges	208,246,714	176,063,409
25.06	Insurance (Oil)	4,238,073	8,228,791
	<b>Office and Administrative Expenses</b>		
25.07	Annual Custody Fees	-	85,875
25.08	Listing Fees	287,500	229,000
25.09	Demat Charges	-	5,700
25.10	Payment To Auditors (Details Refer Note Below)	200,000	443,219
25.11	Printing & Stationery Expenses.	374,064	239,410
25.12	Rent	560,600	398,200
25.13	Misc.Expenses	1,090,615	226,163
25.14	Legal & Professional Charges	296,301	456,862
25.15	Conveyance	202,144	148,680
25.16	Business Promotion Expenses.	15,724	274,130

S.No	Particulars	As at March 31, 2018	As at March 31, 2017
25.17	Director Sitting Fee.	-	120,000
25.18	Rate & taxes.	156,815	30,086
25.19	Telephone & Internet Expenses.	120,409	236,720
25.2	Insurance (Other).	259,608	75,651
25.21	Electricity Expenses.	115,522	6,160
25.22	Filing Fee.	53,402	16,000
25.23	Corporate Social Responsibility	100,000	-
25.24	Membership & Subscription.	46,700	202,477
25.25	Vehicle Running & Maintenance.	1,621,078	295,506
25.26	Repair & Maintenance.	922,185	96,850
25.27	Tour & Travelling Expenses.	4,731,175	2,538,095
	<b>Selling and Distribution Expenses</b>		
25.28	Advertisement Expenses.	321,463	822,629
25.29	Commission & Brokerage.	10,849,114	14,315,370
25.3	Freight and Cartage.	60,159,712	29,018,457
25.31	Loading and Unloading Expenses.	1,487,904	3,092,592
25.32	Service Tax on Freight.	943,649	1,600,293
25.33	Rebate & Discount.	7,541,393	9,659,979
25.34	Short & Excess	-	20,945
25.35	Donation	11,000	751,000
25.36	Sales Promotion Expenses	4,722,794	2,036,511
	<b>Total</b>	<b>833,028,290</b>	<b>808,753,912</b>

**Note : Details of Payment made to auditor**

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017
	<b>Auditor's Remuneration Comprises:-</b>		
1	<b>To Statutory Auditor's</b>		
	.-Statutory and Tax Audit Fees	200,000	230,000
	.-Other Professional Fees	-	17,719
2	<b>To Internal Auditor's</b>		
	.-Internal Audit Fees	-	80,500
	.-Other Professional Fees	-	115,000
	<b>Total</b>	<b>200,000</b>	<b>443,219</b>

## Note : 27 Other Comprehensive Income

(Amount in Rupees)

S.No	Particulars	As at March 31, 2018	As at March 31, 2017
<b>1</b>	<b>Devine Impex Limited</b>		
	Original/Re-instated Value	2,136,563	2,050,438
	Less:- Fair Market Value	1,185,875	2,136,563
	<b>Impairment:-</b>	<b>950,688</b>	<b>(86,125)</b>
<b>2</b>	<b>Sahas Cement Limited</b>		
	Original/Re-instated Value	-	-
	Less:- Fair Market Value	-	-
	<b>Impairment:-</b>	-	-
<b>3</b>	<b>HIDC Limited</b>		
	Original/Re-instated Value	-	-
	Less:- Fair Market Value	-	-
	<b>Impairment:-</b>	-	-
<b>4</b>	<b>Daurala Organic Limited</b>		
	Original/Re-instated Value	-	-
	Less:- Fair Market Value	-	-
	<b>Impairment:-</b>	-	-
<b>5</b>	<b>Kanzil India Samay Limited</b>		
	Original/Re-instated Value	-	-
	Less:- Fair Market Value	-	-
	<b>Impairment:-</b>	-	-
<b>6</b>	<b>Sanghi Polyster Limited</b>		
	Original/Re-instated Value	-	-
	Less:- Fair Market Value	-	-
	<b>Impairment:-</b>	-	-
<b>7</b>	<b>Lanesda Steel Limited</b>		
	Original/Re-instated Value	-	-
	Less:- Fair Market Value	-	-
	<b>Impairment:-</b>	-	-
<b>8</b>	<b>MIDC Limited</b>		
	Original/Re-instated Value	-	-
	Less:- Fair Market Value	-	-
	<b>Impairment:-</b>	-	-
<b>9</b>	<b>Northpole Finance Limited</b>		
	Original/Re-instated Value	7,519,686	7,634,363
	Less:- Fair Market Value	7,519,686	7,519,686
	<b>Impairment:-</b>	-	<b>114,677</b>
	<b>Total</b>	<b>950,688</b>	<b>28,553</b>

**Note 28: Earning per share**

(Amount in Rupees)

<b>S.No</b>	<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
1	<b>Net profit attributable to equity shareholders</b>		
	Profit after tax	17,182,311	7,081,140
2	Nominal value of equity share (Rs)	10	10
3	Total number of equity shares outstanding at the beginning of the year	33,456,348	33,456,348
4	Total number of equity shares outstanding at the end of the year	33,456,348	33,456,348
5	Weighted average number of equity shares	33,456,348	33,456,348
6	<b>Basic/ diluted earning per share (Rs)</b>	<b>0.51</b>	<b>0.21</b>

**Note-29:Related Party Disclosures**

(Amount in Rupees)

<b>S.No</b>	<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
	The following is a summary of significant related party transaction		
A	<b>Director and relative of the director of the company</b>		
1	Vikas Kumar (Salary)	528,000	480,000
2	Sachin Jain ( Salary)	300,000	-
3	Veenu Jain (Director Sitting Fees)	288,000	75,000
4	Vikas Kumar ( Director Sitting Fees)	-	25,000
5	Praveen Kumar Jha (Director Sitting Fees)	-	25,000

**Note-30:Lease**

- The company has entered into a operating lease with Kribhco Infrastructure Limited for setting up its packing plant at annual lease rent of 25,00,000/-.

**Note-31:Contigent Liabilities**

- No provision has been made in the account for doubtful debts and advances. These all are considered by the management as recovered
- The Company has given 'its FDR of Rs. 10.09 Crore as security for NCML Industries Limited to Commercial Tax, Gandhidham, Gujrat.
- VAT/GST Demand of Rs. 413855.00 for F.Y. 2016-17 with Commercial Tax Department , Ghaziabad which is under Dispute
- 32 Previous year figures are regrouped/rearrange wherever necessary to conform to this year's classification.
- 33 Significant accounting policies and practices adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure I.

**Annexure-I****STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES****(Annexed to and forming part of the financial statements for the year ended 31st March, 2018)****1. BASIS OF PREPARATION: -**

These financial statements have been prepared on in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rule, 2015. The company prepared its financial statements in accordance with Accounting Standards notified under section 133 of the companies Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and in accordance with companies (Accounting Standards), Rules 2006. Statements have been prepared on an accrual basis and under the historical cost convention.

The company has adopted Ind-AS from F.Y. 2017-18 and the previous year figures has also been regrouped / re- arrange as per the Ind-AS

**2. CRITICAL ESTIMATES AND JUDGEMENTS**

The preparation of Financial Statements requires estimates & assumptions to be made that affect the reported amount of assets & liability on the date of financial statements and the reported amount of revenues & expenses during the reporting period. The managements also need to exercise judgements in applying the accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement and of items which are more likely to be materially adjusted due to estimates and assumptions.

The area involving in critical estimation and judgement is:

- Impairment of trade receivable

Estimates and judgements are continually evaluated. They are based on historical experience and other factors including expectation of future events that may have a financial impact on the company and that are believe to be reasonable under the circumstances.

**3. FIRST-TIME ADOPTION OF IND AS**

These financial statements, for the year ended 31 March 2018, are the first the company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the company has prepared financial statements which comply with Ind AS applicable for periods ending on 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies.

**4. FAIR VALUE MEASUREMENT**

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest

**4. CURRENT AND NON-CURRENT CLASSIFICATION: -**

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current by the Company when:

- (a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- (b) it holds the asset primarily for the purpose of trading;
- (c) it expects to realise the asset within twelve months after the reporting period;
- (d) the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is treated as current by the Company when:

- (a) it expects to settle the liability in its normal operating cycle;
- (b) it holds the liability primarily for the purpose of trading;
- (c) the liability is due to be settled within twelve months after the reporting period;
- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. All other liabilities are classified as non-current.

**5. PROPERTY, PLANT AND EQUIPMENT (PPE)**

Property, plant and equipment are carried at its cost less any accumulated depreciation and any accumulated impairment losses under Cost Model. The cost of an item of property, plant and equipment comprises purchase price, borrowing cost if Capitalization criteria are met and directly attributable cost of bringing the assets to its working condition for the intended use.

Costs of the day to-day servicing described as for the 'repairs and maintenance' are recognized in the statement of profit and loss in the period in which the same are incurred.

Depreciation on property, plant and equipment, except freehold land, is provided as per cost model on Written down Value over the estimated useful lives.

The estimated useful life of the assets is reviewed at the end of each financial year.

**6. FINANCIAL ASSETS**

Financial Assets are measured at amortized cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow Characteristics.

**Investments: -**

Long term investments are Valued on Fair Market Value on Year end and any Gain/Loss has been reported to Profit & Loss Account under other comprehensive Income.

**Depreciation on Tangible Assets: -**

Depreciation on tangible assets is calculated on WDV using the rates arrived at based on the useful as per Companies Act, 2013. The company has used the following useful lives to provide depreciation on its assets:

Particular	Useful lives estimated by management (Years)	Useful lives as per schedule II
Office Equipment	05	05
Furniture & Fixtures	10	10
Vehicles	08	08
Plant & Machinery	15	15



**7. INVENTORIES: -**

Inventories are valued at the lower of cost and net realizable value.

- Inventory cost are derived by accumulating all the cost incurred to bring the Inventory to its present location and condition.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**8. EARNING PER SHARE: -**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average of no of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average no of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**9. TAXATION: -**

Income-tax expense comprises current tax and deferred tax charge or credit. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure realisation. Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal tax during the specified period.

**10. REVENUE RECOGNITION: -****A. Revenue from Trading Activities: - Edible Oil**

- Income from trading of edible oil is accounted for the invoice raised by the company during the financial year.

**B. Revenue: - Others**

- Revenue in respect of other income is accounted on accrual basis except Insurance claim received. Insurance Claim are treated as Expenses in the Year in which it occurs and offered to income in the year in which it actually received.
- Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes, levies or duties collected on behalf of the government/ other statutory bodies.

**11. EMPLOYEES BENEFITS: -**

- Contribution to defined schemes such as provident fund, superannuating/pension benefits, gratuity employee's state insurance scheme is charged as incurred on accrual basis. These are in accordance with the respective Act's.
- Leave Encashment: -

As per the employment policy of the company the employees avail their annual Leave and provision for leave encashment is made on the basis of unveiled leave to the credit of employees.

- **Gratuity: -**

In accordance with the Payment of Gratuity Act, 1972, the company provides for gratuity covering all employees. The plan, subject to the above Act, provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based in the respective employee's salary and the tenure of employment.

**12. BORROWING COSTS: -**

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to revenue.

**13. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS: -**

A provision is recognised when there is a present obligation as a result of a past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. Provision is not discounted to its present value and is determined based on the last estimate required to settle the obligation at the year end. These are reviewed at each year end and adjusted to reflect the best current estimate. Contingent liabilities are not recognised but disclosed in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

**14. IMPAIRMENT OF FINANCIAL ASSETS**

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial asset and credit risk exposure.

For **Rajan K.Gupta & Co.**  
Chartered Accountants,  
FRN. 005945C

For **Regent Enterprises Limited**

Sd/-  
**Rajan k. Gupta**  
Partner  
M.No. 074696

Sd/-  
(Vikas Kumar)  
Director  
DIN: 05308192

Sd/-  
(Veenu Jain)  
Director  
DIN- 06936574

Sd/-  
(Praveen Kumar Gupta)  
C.F.O  
PAN- ARGPG3460P

Place:- Delhi  
Date:- 30.05.2018