

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING (“AGM”) OF THE SHAREHOLDERS OF REGENCY FINCORP LIMITED WILL BE HELD ON TUESDAY, THE 4TH DAY OF JUNE, 2024, AT 12:30 P.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31ST March, 2024 together with the Reports of the Board of Directors and Auditors thereon**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company including the Balance Sheet as at 31st March, 2024, the Statement of Profit & Loss, the Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.”

- 2. To appoint a Director in place of Mr. Gaurav Kumar (DIN: 06717452) who retires by rotation and being eligible, offers himself for re-appointment**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made there under, Mr. Gaurav Kumar, Director (DIN: 06717452) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.”

- 3. Appointment of the Statutory Auditors**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. K N S G & Co. LLP, Chartered Accountants, New Delhi (Firm Reg No. 025315N/N500106), be and are hereby appointed as the Statutory Auditors of the Company for the consecutive term of five years, from the conclusion of this 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. To increase the remuneration paid to Mr. Gaurav Kumar (DIN:06717452), Managing Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of members of the Company, be and is hereby accorded to increase the remuneration payable to Mr. Gaurav Kumar (DIN: 06717452), Managing Director of the Company, for the financial year 2024-25 as per the details set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter /modify/amend and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Gaurav Kumar (DIN: 06717452), which does not exceeds the limits specified under Section 197 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To Ratify the Appointment of Mr. Vishal Rai Sarin (DIN: 08758350) as Whole Time Director

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to section 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V including inter alia Part I proviso to Clause (c) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), appointment of Mr. Vishal Rai Sarin (DIN: 08758350), be and is hereby approved and ratified as Whole Time Director of the company for a period of 5 Years effective from 10th October, 2022 to 9th October, 2027 on such terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of appointment of Mr. Vishal Rai Sarin during the tenure of his appointment including remuneration and/or perquisites payable or to be provided (including any monetary value thereof) to him to the extent the Board of Directors deem fit.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Whole Time Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or the remuneration as may be approved by the Board of Directors and/or shareholders of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To increase the remuneration paid to Mr. Vishal Rai Sarin (DIN:08758350), Whole-Time Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of members of the Company, be and is hereby accorded to increase the remuneration payable to Mr. Vishal Rai Sarin (DIN:08758350), Whole-Time Director of the Company, as per the details set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Vishal Rai Sarin (DIN:08758350), which does not exceeds the limits specified under Section 197 to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To appoint Ms. Dolly Setia (DIN:10501076) as a Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and 161 read with other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the said Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded that Ms. Dolly Setia (DIN: 10501076) who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee with effect from 28th February, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who has submitted a declaration that she meets the

criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years effective from 28th February, 2024 to 27th February, 2029 and whose office shall be not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and approve the revision in the borrowing limits of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to revise the borrowing limits of the Company from any Bank and/or other Financial Institution and/ or Foreign Lender and/or any body corporate / entity/ entities/ Directors of the Company and/or authority/ authorities , either in Rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by Board from existing maximum amount of Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) to an aggregate amount not exceeding Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only), notwithstanding that the money so borrowed by the Company, if any (apart from temporary loans) is obtained from the Company' Banker in ordinary course of business may exceed the aggregate of the paid up capital and free reserves of the Company.

RESOLVED FURTHER THAT in supersession of all earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Directors to pledge,

mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any moveable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for due payment of the principal and/or together with interest, charges, cost expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by assets of the Company does not exceed a sum of Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only).

9. To Issue secured/unsecured listed/unlisted redeemable Non-convertible debentures of the Company on private placement basis to Residents and Non-Residents

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71, 102, 114 and other applicable provisions of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, including amendment(s), modification(s), variation(s) or reenactment(s) thereto and other applicable guidelines as well as provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to issue Secured / Unsecured and/or Listed/Unlisted Redeemable Non-Convertible Debentures (in any combination thereof) for an aggregate value of upto INR 200,00,00,000/- (Indian Rupees Two Hundred Crore Only) on private placement basis in such form, manner, in one or more tranches, within such period, and upon such terms and conditions as may be decided by the Board of Directors of the Company or Committee thereof (hereinafter referred to as “the Board”), in its absolute discretion as may deem fit and proper.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, the Board and/or Committee thereof, be and is hereby authorized to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard, including but not limited to:

- finalize the detailed terms and conditions of the Debenture/ Bonds Issue, size of issue, tenor of issue, interest payment frequency, redemption dates, coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures;
- create security for the secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis;
- print and issue Letter(s) of Allotment, etc;
- delegate all or any of the above powers to the Managing Director or any other official of the Company to do any incidental acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT in addition to the foregoing, Mr. Gaurav Kumar, Managing Director and Mr. Vishal Rai Sarin, Whole Time Director of the Company be and are hereby severally authorized, to take necessary steps in this regard including but not limited to sign, issue and file Private Placement Offer Letter or any other document(s), with the Regulatory Authorities for and on behalf of the Company.”

10. To Offer and Issue Equity Shares on preferential basis to Promoter and Non-Promoters/Public Category Shareholders

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“Listing Regulations”), and subject to any other rules, regulations, guidelines, notifications,

circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the BSE Limited where the equity shares of the Company are listed ("Stock Exchange") and / or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis 6553350 (Sixty Five Lakh Fifty Three Thousand Three Hundred Fifty) equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 20/- (Indian Rupees Twenty Only) including a premium of INR 10/- (Indian Rupees Ten Only) per equity share, which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date for cash and consideration other than cash on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws.

The details of the Proposed Allottees and the number of equity shares of the Company proposed to be allotted are set forth in the below table:

| S.No. | Name of Proposed Allottees | Address | No. of Equity Shares to be Allotted |
|-------|---|---|-------------------------------------|
| 1. | Max-Bio Biosciences Private Limited | SCF 1013, FIRST FLOOR, CABIN NO.4, MOTOR MARKET, MANIMAJRA, CHANDIGARH, Chandigarh, India, 160101 | 750000 |
| 2. | Resimpex Real Estate Private Limited | FLAT NO. 7C, MIG -1, SUKHDEV ENCLAVE, HAMBRAN ROAD, Ludhiana, LUDHIANA, Punjab, India, 141001 | 3570000 |
| 3. | Regency Digitrade Investments Private Limited | 605, Suncity Business Tower Golf Course Road, Sector54, Gurgaon, Gurgaon, Haryana, India, 122001 | 233350 |
| 4. | Neha Abrol | Flat No. C -503, Mona Green, Opposite Dominos Pizza, VIP Road, Zirakpur, Punjab - 140603 | 2000000 |
| | Total | | 6553350 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations the “Relevant Date” for the preferential issue for the determination of issue price of equity share shall be Friday, May 3, 2024. The Annual General Meeting (“AGM”) will be held on Tuesday, June 04, 2024 and the 30 days prior to the date of AGM falls on Sunday, May 05, 2024 to reckon the “Relevant Date”. In accordance with the explanation to Regulation 161(b) of ICDR Regulations, which states that where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. Hence, Friday, May 03, 2024, is considered as the Relevant Date.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Shares to the Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

1. The Shares to be issued and allotted shall be fully paid-up at the time of allotment and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers, etc) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
2. The issuer has obtained the Permanent Account Numbers of the proposed allottee;
3. The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
4. The Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;

5. The Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable laws for the time being in force;
6. The Shares to be allotted to the Proposed Allottees shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
7. The Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above;
8. The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in terms of issue of the Subscriptions Shares, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or

authorized signatory(ies) including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard”.

REGISTERED OFFICE:

Unit No. 57-58, 4th Floor, Sushma Infinium
Chandigarh Ambala Highway Zirakpur Mohali, Punjab 140603
Email: regencyinvestmentsltd@gmail.com
Website: www.regencyfincorp.com

Date: 10th May, 2024
Place: New Delhi

By Order of the Board
Regency Fincorp Limited

Sd/-
Gaurav Kumar
Managing Director
DIN: 06717452

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information pursuant to provisions of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 3 is annexed to this notice. Further, the information and facts as specified in the Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India for Item No. 2 and 7 have been given in the respective explanatory statement.
2. The present AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 12, 2022 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as 'the Circulars'). Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), Members will not be able to appoint proxies for this meeting. Further, Attendance Slip and Route Map are not being annexed to this Notice.
3. Corporate Members are requested to send a certified copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the AGM, pursuant to Section 113 of the Act, through e-mail at regencyinvestmentsltd@gmail.com.
4. The Register of Members and the Share Transfer Book of the Company shall remain closed from Saturday, 1st June, 2024 to Tuesday, 4th June, 2024 (both days inclusive).
5. Details under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Auditor's appointment is annexed herewith the Notice and marked as **ANNEXURE-A.**
6. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 i.e. Secretarial Standards on General Meetings in respect of the Director seeking appointment/reappointment at the Meeting is annexed to the Notice as **ANNEXURE-B.**

7. Pursuant to In-Principle Approval dated 14th February, 2024 the relevant details as required to be mentioned in this AGM Notice is annexed herewith and marked as **ANNEXURE-C.**
8. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts 2023-24 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.regencyfincorp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.regencyfincorp.com for download.
9. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. regencyinvestmentsltd@gmail.com.
10. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 12, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed Instruction for attending AGM through VC/ OAVM is annexed to the Notice as **ANNEXURE-D.**
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 12, 2022, the Company is providing facility of remote e-voting (facility to cast vote prior to the

AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL. The detailed instruction for remote E-Voting & E-Voting at AGM is annexed to the Notice as **ANNEXURE-D.**

12. Ms. Anuradha Malik, Practicing Company Secretary [Membership No. A60626, COP 27205) has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.
13. The remote E-voting period commences on Saturday, 1st June, 2024 [9:00 A.M.] and ends on Monday, 3rd June, 2024 [5:00 P.M.] During this period, Members holding shares either in physical form or demat form, as on Tuesday 28th May, 2024 i.e. Cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
14. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and NSDL. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting vote.
15. The Results of voting will be declared within 2 working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.regencyfincorp.com and on the website of NSDL i.e., www.evoting.nsdl.com. immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.

16. REQUEST TO MEMBERS

- (i) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically. For Physical shareholders-please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTAemail id.
- (ii) Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.
- (iii) Members holding shares in dematerialized form are requested to register / update their e-mail addresses & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (iv) Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. MAS Services Limited T/34, 2nd Floor, Okhla Industrial Area. Phase II, New Delhi-110020, about the changes, if any, in their registered address along with Pin Code, quoting their Folio number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company or by sending email the same at info@masserv.com
- (v) 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. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar, for consolidation into a single folio.

- (vi) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / registrar and Share Transfer Agents.

In case of any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members, available at download section of www.evoting.nsdl.com or to contact Ms. Pallavi Mhatre, Senior Manager by sending request at evoting@nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.com.

**By Order of the Board
Regency Fincorp Limited**

**Sd/-
Gaurav Kumar
Managing Director
DIN: 06717452**

REGISTERED OFFICE:

Unit No. 57-58, 4th Floor, Sushma Infinium
Chandigarh Ambala Highway Zirakpur Mohali,
Punjab 140603

Email: regencyinvestmentsltd@gmail.com

Website: www.regencyfincorp.com

Date: 10th May, 2024

Place: New Delhi

“ANNEXURE-A TO THE NOTICE”

DETAILS PURSUANT TO REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015-FOR PROPOSING THE APPOINTMENT OF STATUTORY AUDITORS

| S.N | PARTICULARS | DETAILS |
|-----|---|---|
| 1 | Name of Firm | K N S G & Co. LLP |
| 2 | Constitution of Firm | Partnership |
| 3 | Year of establishment | 2012 |
| 4 | ICAI Registration Number | 025315N/N500106 |
| 5 | RBI Empanelment No. (UCN) | 1003549 |
| 6 | Head Office Registered Address | 193-194, Second Floor, Pocket – 4, Sector -25, Rohini, New Delhi – 110085 |
| 7 | Branch office | 1. WZ-32, Second floor, Raja Garden, New Delhi – 110015 2. MCB-Z-1/07037, Adj. R.O. Opp. Quila Gate, Bhatinda, Punjab 3. 51 Sukharia Hospital Center, Sriganganagar-335001, Rajasthan |
| 8 | Work Experience (bases of recommendation for appointment) | Provide services to diversified sector which includes Industrial Market, Consumer Market, Financial Services sector, NGOs and others. |
| 9 | Proposed Fees to be paid | Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only). There is a minor increment in the fee of the incoming auditor as the outgoing auditor was receiving the fee of Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand only), hence there is no material change in the fee payable to new auditor from that paid to the outgoing auditor. |
| | Terms of Appointment | Consecutive 5 (Five) Financial Years |

“ANNEXURE B TO THE NOTICE”

DISCLOSURE PURSUANT TO THE REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI'), INFORMATION IN RESPECT OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE AGM, IS PROVIDED HEREIN BELOW:

| | | |
|--|--|---|
| Name of Director | Mr. Gaurav Kumar | Ms. Dolly Setia |
| Age | 46 Years | 41 Years |
| Date of birth | 04 th December, 1977 | 05 th October, 1982 |
| Brief Resume and nature of expertise in functional areas | Mr. Gaurav Kumar, an Indian Habitat has completed his Bachelors in Business Administration and is engaged in business of stock broking, mutual funds investments and assistance, Insurance sector etc. | Dolly Setia is an experienced HR professional with over 8 years of expertise in various HR functions, including recruitment and selection, employee lifecycle management, and employee services and relations. She possesses a keen entrepreneurial approach, collaborative communication skills, and a commitment to fostering synergy across business lines for positive change. Dolly has successfully managed and trained teams across different functions, including Sales, IT, R&D, Material Management, F&A, and Production. |
| Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se | NIL | NIL |
| Terms and conditions of appointment or re-appointment | On such terms & conditions as mutually agreed by the Board. | On such terms & conditions as mutually agreed by the Board. |
| The remuneration last drawn | Rs. 12,00,000/- p.a. | Nil |
| The number of Meetings of the Board attended during the year | 18 | 1 |
| No. of Directorships held in other listed Companies | NIL | NIL |
| Memberships / Chairmanships of Committees of other listed Companies | NIL | NIL |
| Number of shares held in the Company | 1897394 | NIL |
| Skills, Capabilities required for the role | His experience in the field of Mutual Fund Investments and assistance has helped the organisation in achieving great milestones. | Her intensive experience in recruitment services can help the organization in recruiting efficient employees for business growth |
| Shareholding of Non-Executive Director | N.A. | N.A. |

“ANNEXURE: C TO THE NOTICE”

Pursuant to Second proviso to Regulation 166A(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the In-Principle Approval granted by BSE Limited on 14th February, 2024 for preferential issue of 7894732 Equity Shares at Rs. 14.25/- each to Promoter/Non-Promoter Category, the link for the Valuation Report was inadvertently skipped to be mention in notice of the extra ordinary general meeting dated 6th January,2024.

BSE Limited via its In-Principle Approval Letter has advised the company to incorporate the said weblink in the notice of the ensuing general meeting of the company. Complying with those directions, we hereby attach the weblink for the valuation report issued by Mr. Manish Manwani (IBBI/RV/03/2021/14113) is: <https://regencyfincorp.com/images/investor/investor1707305529247.pdf>

“ANNEXURE: D TO THE NOTICE”

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

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015

(as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://regencyfincorp.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period begins on Saturday 1st June, 2024 at 09:00 A.M. and ends on Monday, 3rd June, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 28th May, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 28th May, 2024.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat Mode

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1) Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

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

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

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

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

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file

is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanuradhamalik@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to regencyinvestmentsltd@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to regencyinvestmentsltd@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at regencyinvestmentsltd@gmail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting i.e., Tuesday, 28th May, 2024, mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by Tuesday, 28th May, 2024 by 5:00 PM mentioning their name, demat account number/folio number, email id, mobile number at (company email id-regencyinvestmentsltd@gmail.com). These queries will be replied to by the company suitably by email.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

Based on the recommendation of Nomination and Remuneration Committee and by virtue of approval of the Board of Directors in their meeting held on 10th May, 2024, it is being proposed by the Board of Directors to increase the remuneration payable to Mr. Gaurav Kumar as Managing Director of the Company w.e.f April 1, 2024 from Rs.1,00,000/- (Rupees One Lakh Only) to Rs. 3,00,000/- (Rupees Three Lakh Only).

The said remuneration falls within the prescribed limits of Section 197 read with Schedule V of Companies Act, 2013 as per the net profit calculated in accordance with Section 198 of Companies Act, 2013.

Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Gaurav Kumar, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

Accordingly, the Board recommends the resolution set forth in Item No. 4 relating to approve and increase in the limit of managerial remuneration payable to Mr. Gaurav Kumar, Managing Director, by way of Special Resolution.

Except Mr. Gaurav Kumar and his relatives, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO.5

Mr. Vishal Rai Sarin (DIN 08758350) has served as the Director and CFO of the Company since 5th September, 2020. The Board of Directors, at their meeting held on 5th September, 2020 appointed Mr. Vishal Rai Sarin as Director and CFO of the company.. Mr. Vishal Rai Sarin stepped down from the position of Chief Financial Officer and was thereafter appointed as Whole Time Director of the Company w.e.f. 10th October, 2022 subject to the approval of shareholders. Mr. Vishal Rai Sarin has huge contribution in the success of the Company over the years and

therefore, the approval of members is sought for ratification of appointment of Mr. Vishal Rai Sarin as Whole Time Director of the Company as made by the Board.

Except Mr. Vishal Rai Sarin and his relatives, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO.6

The Board in its meeting held on 10th May, 2024 (after receiving the recommendation and approval from nomination and remuneration committee) has approved the remuneration payable to Mr. Vishal Rai Sarin, Whole Time Director of the Company for the financial year 2024-25 amounting to Rs. 1,50,000/- p.m. (Rupees One Lakh Fifty Thousand Only).

The said remuneration falls within the prescribed limits of Section 197 read with Schedule V of Companies Act, 2013 as per the net profit calculated in accordance with Section 198 of Companies Act, 2013.

Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Vishal Rai Sarin, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

Accordingly, the Board recommends the resolution set forth in Item No. 6 relating to approve and increase in the limit of managerial remuneration payable to Mr. Vishal Rai Sarin, Whole-time Director, by way of Special Resolution.

Except Mr. Vishal Rai Sarin, Whole Time Director and his relatives, no other Director(s) or Key Managerial Personnel(s) of the company are financially or otherwise interested in the said resolution.

ITEM NO.7

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee has appointed Ms. Dolly Setia (DIN: 10501076) as an Additional Director in the category of Non-Executive Independent Director on the Board with effect from 28th February, 2024 till the conclusion of the ensuing general meeting of the company Further, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015), a listed entity shall ensure that the approval of Shareholders for appointment of a person on the Board of Directors has to be taken either at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with SEBI Listing Regulations 2015. Ms. Dolly is eligible to be appointed as an Independent Director in terms of Section 149(6) and 164(2) of the Companies Act, 2013. A declaration under Section 149(7) to this effect and the consent to act as Director, has been received from Ms. Dolly. Further, she has also confirmed that she is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority and has passed Proficiency Test for becoming Independent Director, conducted by the Indian Institute of Corporate Affairs (IICA). The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. Ms. Dolly Setia's terms of appointment shall not be liable to retire by rotation.

Brief Profile of Ms. Dolly Setia

Ms. Dolly Setia is an experienced HR professional with over 8 years of expertise in various HR functions, including recruitment and selection, employee lifecycle management, and employee services and relations. She possesses a keen entrepreneurial approach, collaborative communication skills, and a commitment to fostering synergy across business lines for positive change. Dolly has successfully managed and trained teams across different functions, including Sales, IT, R&D, Material Management, F&A, and Production.

The Board considers that the association of Ms. Dolly would benefit the Company, given the knowledge, experience and performance of Ms. Dolly and accordingly, the Board recommends the Special Resolution set out in Item No. 7 of the accompanying Notice for approval of the Members.

As required under Regulation 36(3) of the SEBI Listing Regulations 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings, other requisite information is annexed hereto and forms part of this Notice and marked as **Annexure-A**.

A copy of Appointment Letter of Ms. Dolly as Non-Executive Independent Director setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company.

Except Ms. Dolly and her relatives, none of the other Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

Accordingly, based on the recommendation of the NRC, the Board recommends the resolution as set out in item No. 7 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 8

Keeping in view the Company' existing and future financial requirements to support its business operations, the Company may need the additional funds. For this purpose, the Company may from time to time raise finance from various Banks and/ or Financial Institutions and/ or any other lending institution and/ or Bodies Corporate and/ or Directors of the Company or such other persons/ individuals, as may be considered fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company' Bankers in ordinary course of business may exceed the aggregate of the paid up capital and free reserves of the Company. Hence it is proposed to revise the existing maximum borrowing limits from upto Rs. 200,00,00,000/- (Rupees Two Hundred Crores) to upto Rs. 400,00,00,000/- (Rupees Four Hundred Crores).

Pursuant to Section 180(1) (c) of the Companies Act 2013, the Board of Directors cannot borrow more than the aggregate amount of paid up capital of the Company and its free reserves at any time except with the consent of the members of the Company in the general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further Section 180(1) (a) of the Companies Act 2013, provides for power to sell or otherwise dispose of the whole or substantially whole of the undertaking of the Company subject to approval of members of the Company in the general meeting, upto a limit of Rs. 400,00,00,000/- (Rupees Four Hundred Crores)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice except to the extent of their shareholding in the Company. The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

ITEM NO.9

In terms of Section 42, 71 and other applicable provisions of the Companies Act, 2013 as well as the relevant Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, private placement of debt securities is permitted subject to prescribed disclosures and approval of Members by a Special Resolution.

Being an NBFC, the Company mobilize funds for its ongoing operations, by issue of Secured Listed Non-Convertible Debentures and/or Secured Unlisted Non-Convertible Debentures and/or Unsecured Listed Non-Convertible Debentures and/or Unsecured Unlisted Non-Convertible Debentures on a private placement basis. Pursuant to this, approval of the Members is requested for a Special Resolution for making offer(s) or invitation(s) for the issue of the above mentioned Non-Convertible Debentures ("NCD") upto an amount of INR 200,00,00,000/- (Indian Rupees Two Hundred Crore Only) in single or multiple tranches on a private placement basis during FY 2024-25.

Also, it is requested to authorize the Board of Directors of the Company (including any Committee of the Board) to issue NCDs or debt instruments from time to time. The Board of Directors of the Company recommend the resolution for approval of the Members. None of the Directors, Key Managerial Personnel of the Company nor their relatives are in any way concerned or interested in the said resolution.

ITEM NO.10

In accordance with Sections, 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Equity Shares by way of private placement on a preferential basis to Promoter and Non Promoter.

It may be noted that;

1. All Existing equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. The shareholding of the Proposed Allottees in the Company is as follows:

| S.No. | Name of the Proposed Allottee | Category | No. of equity shares held by the Proposed Allottee | % of shares held by the proposed Allottee |
|-------|---|--------------|--|---|
| 1. | Max-Bio Biosciences Private Limited | Non-Promoter | 4166666 | 10.90 |
| 2. | Resimpex Real Estate Private Limited | Non-Promoter | NIL | NIL |
| 3. | Regency Digitrade Investments Private Limited | Promoter | 2125000 | 5.56 |
| 4. | Mrs. Neha Abrol | Promoter | 772562 | 2.02 |
| | TOTAL | | 7064228 | 18.48 |

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Equity shares shall be issued in Dematerialised form.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1) (c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

a) Objects of the Preferential Issue

Pursuant to Loan Agreement and the Approval accorded by the Company from its Members, the Company proposes to issue 4553350 (Forty Five Lakh Fifty Three Thousand Three Hundred Fifty) Equity Shares to the allottees in order to convert its loan

into equity and to raise funds by issuing 2000000 (Twenty Lakh Only) Equity shares for cash consideration for meeting the working capital requirement.

b) Total/ Maximum number of securities to be issued

6553350 (Sixty Five Lakh Fifty Three Thousand Three Hundred Fifty) Equity Shares at a price of Rs. 20/- per share (including Rs.10/- as Premium) (“**Issue Price**”) per share aggregating up to Rs. 13,10,67,000/- (Rupees Thirteen Crore Ten Lakh Sixty-Seven Thousand Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Price or Price Band at which the allotment is proposed and the Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited (“BSE”) (the “Stock Exchange”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, Rs. 20/- (Rupees Twenty Only) per share (including Rs. 10/- (Rupees Ten Only) as securities premium) has been calculated in accordance with Regulation 164 of the SEBI ICDR Regulations by the Registered Valuer so appointed by the Company. The price at which the Equity Shares shall be issued should not be lower than the floor price i.e. Rs. 17.04/- (Rupees Seventeen and Four Paise) per share calculated in accordance with Regulation 166A (1) of the SEBI ICDR Regulations by the Registered Valuer. The valuation report as received from the registered valuer is also available on the website of the company i.e, <https://regencyfincorp.com/investor/notices>

d) Amount which the company intends to raise by way of such securities;

Consideration other than Cash: Pursuant to the conversion of loan into equity which has been approved by members in the Extra - Ordinary General Meeting held on 5th February 2024.

The loan amounts bifurcation of the proposed allottees and the number of shares to be allotted to them are as follows

| S.N | NAME OF PROPOSED ALLOTTEE | LOAN AMOUNT (TO CONVERTED) | BE | NUMBER OF SHARES TO BE ALLOTTED |
|-----|---|----------------------------|----|---------------------------------|
| 1 | Max-Bio Biosciences Private Limited | Rs. 1,50,00,000 | | 750000 |
| 2 | Resimpex Real Estate Private Limited | Rs. 7,14,00,000 | | 3570000 |
| 3 | Regency Digitrade Investments Private Limited | Rs. 46,67,000 | | 233350 |
| | TOTAL | Rs. 9,10,67,000 | | 4553350 |

Cash Consideration: Rs. 4,00,00,000/- (Rupees Four Crore Only) will be the cash consideration in respect of the preferential allotment.

e) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations the “Relevant Date” for the preferential issue for the determination of issue price of equity share is Friday, 3rd May, 2024.

f) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Equity Shares is proposed to be made to the Promoter Shareholder and Non-Promoters/Public Investors of the Company.

g) Intent of the Promoters, directors or key managerial personnel or senior management of the Issuer to subscribe to the offer

The proposed allotment of 2000000 (Twenty Lakh) Equity shares on preferential basis to Mrs. Neha Abrol, and 233350 (Two Lakh Thirty Three Thousand Three Hundred Fifty) Equity Shares on preferential basis to Regency Digitrade Investments Private Limited (Mr. Gaurav Kumar being the Ultimate Beneficial Owner of the company), being the Promoters are the proposed allottee, is considered under the allotment to Promoters, Directors. Except Mrs. Neha Abrol and Mr. Gaurav Kumar, no other Promoter/Director/Key

Managerial Personnel intends to subscribe to Equity Shares pursuant to the Preferential Issue.

h) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approvals or permissions.

i) Identity of the natural persons who are the Ultimate Beneficial Owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees:

| S.No. | Name of the Proposed Allottee | Category | Ultimate Beneficial Owners | Ultimate Beneficial Owner of Non-Individual/ Corporate U.B.O | Pre-Preferential shareholding | Pore Preferential Shareholding (%) | Post-Preferential shareholding | Post Preferential Shareholding (%) |
|--------------|---|--------------|----------------------------|--|-------------------------------|------------------------------------|--------------------------------|------------------------------------|
| 1. | Max-Bio Biosciences Private Limited | Non Promoter | - | ABHISHEK KUMAR | 4166666 | 10.90 | 4916666 | 1.67 |
| 2 | Resimpex Real Estate Private Limited | Non Promoter | - | SOUMYA KANTA PADHI | Nil | NIL | 3570000 | 7.97 |
| 3. | Regency Digitrade Investments Private Limited | Promoter | - | GAURAV KUMAR | 2125000 | 5.56 | 2358350 | 0.52 |
| 4. | Mrs. Neha Abrol | Promoter | N.A. | N.A. | 772562 | 2.02 | 2772562 | 4.47 |
| TOTAL | | | | | 7064228 | 18.48 | 6553350 | 14.63 |

* Accordingly, in terms of proviso to Regulation 163(1)(f) of SEBI ICDR Regulations, no further disclosure of Ultimate Beneficial Owners is required.

j) The name of the proposed allottees along with their percentage of post preferential issue capital that may be held by them and the change in control, if any, in the Company that would occur consequent to the Preferential Issue

Pursuance to the allotment of equity shares, the aforementioned investors will exercise 5% or more of the voting rights in the company, however the same will not result in change in control of the Company consequent to the completion of the Preferential Issue. The percentage of post preferential issue capital that will be held by the Proposed Allottees shall be 14.63%.

k) The Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter

| S. No. | Name of the Proposed Allottee | Current Status/Category | Proposed Status/Category |
|--------|---|-------------------------|--------------------------|
| 1 | Max-Bio Biosciences Private Limited | Non-Promoter | Non-Promoter |
| 2 | Resimpex Real Estate Private Limited | Non-Promoter | Non-Promoter |
| 3 | Regency Digitrade Investments Private Limited | Promoter | Promoter |
| 4 | Mrs. Neha Abrol | Promoter | Promoter |

l) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

Not allotment is made on preferential basis to any person during the FY 24-25

m) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Valuation: The Valuation of the shares has been done through Mr. Manish Manwani (IBBI Registration number. IBBI /RV/03/2021/141113 using the in accordance with Regulation 164 and 166A of SEBI ICDR Regulations.

Justification: Pursuant to the conversion of loan into equity which has been approved by members in the Extra - Ordinary General Meeting held on 5th February 2004.

The valuation report as defined above is uploaded on the website of the company and can be assessible through <https://regencyfincorp.com/investor/notices>

n) Shareholding pattern of the Company before and after the Preferential Issue

The Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue are enclosed as **ANNEXURE-1** to this Explanatory Statement.

o) Undertakings

- i)** The Issuer shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- ii)** If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- iii)** None of the Company, its Directors or Promoters has been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

- iv) The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.
- v) As the Equity Shares have been listed for a period of more than 90 Trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vi) The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

p) Practicing Company Secretary's Certificate

The certificate from Ms. Anuradha Malik, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements contained in the Regulation 163(2) of SEBI ICDR Regulations and the said certificate shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://regencyfincorp.com/investor/notices>

q) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on Friday 10th May, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 6553350 (Sixty Five Lakh Fifty Three Thousand Three Hundred Fifty) fully paid up Equity Shares face value of INR 10/- (Indian Rupees Ten Only) each aggregating to INR 13,10,67,000/- (Thirteen Crore Ten Lakh Sixty Seven Thousand Only) to Promoter Shareholder and Non- Promoter/ Public investors for cash consideration and consideration other than cash, by way of a preferential issue on a private placement basis.

r) Principal terms of assets charged as securities

Not applicable.

s) Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

t) Lock-in Period

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

u) Other disclosures

- i) During the period from 1st April, 2024 until the date of Notice of this AGM, the Company has not made any issue of equity shares.
- ii) Since the Equity Shares of the Company are listed on the Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations. **The Valuation Report has been obtained from Mr. Manish Manwani, Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113) dated 6th May, 2024** in accordance with provisions of Regulation 166A of SEBI ICDR Regulations. The Valuation Report is uploaded on the website of the Company and is accessible at: <https://regencyfincorp.com/investor/notices>
- iii) The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer is applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration and consideration other than cash.
- iv) The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Promoter Shareholder and Non-Promoters/Public Investors is being sought by way of a **Special Resolution** as set out in the said item no. 10 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 10 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Gaurav Kumar, Managing Director, and Mrs Neha Abrol, relatives of Mr. Gaurav Kumar, none of the other Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 10 of this Notice except and to the extent of their shareholding in the Company. Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

**By Order of the Board
Regency Fincorp Limited**

**Sd/-
Gaurav Kumar
Managing Director
DIN: 06717452**

REGISTERED OFFICE:

Unit No. 57-58, 4th Floor, Sushma Infinium
Chandigarh Ambala Highway Zirakpur Mohali,
Punjab-140603

Email: regencyinvestmentsltd@gmail.com

Website: www.regencyfincorp.com

Date: 10th May, 2024

Place: New Delhi

“ANNEXURE 1 TO THE EXPLANATORY STATEMENT”

**SHAREHOLDING PATTERN
PRE AND POST ISSUE
(PROMOTER AND PUBLIC HOLDING CONSIDERED AS ON BENPOS DATE I:E, 03RD MAY, 2024)**

| Sr. No | Category | Pre-issue | | Post-issue | |
|----------|---|-------------------|--------------------|-------------------|--------------------|
| | | No of shares held | % of share holding | No of shares held | % of share holding |
| A | Promoters & Promoter Group Share holding | | | | |
| 1 | Indian | | | | |
| a | Individual | 3034833 | 7.94 | 5034833 | 11.24 |
| b | Family Trust | 0 | | | |
| c | Bodies corporate | 5755000 | 15.05 | 5988350 | 13.37 |
| | Sub-Total (A)(1) | 8789833 | 22.99 | 11023183 | 24.61 |
| 2 | Foreign | | | | |
| a | Individual | 0 | | 0 | |
| b | Bodies corporate | 0 | | 0 | |
| | Sub-total (A)(2) | 0 | | 0 | |
| | Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)} | 8789833 | 22.99 | 11023183 | 24.61 |
| B | Non-Promoters/ Public Share Holding | | | | |
| 1 | Institutional investors | | | | |
| | Sub-total (B)(1) | | | | |
| 2 | Central Government/ State Government | | | | |
| | Sub-total (B)(2) | | | | |
| 3 | Non-institution | | | | |
| a | Individuals | | | | |
| | Directors and their relatives (excluding independent directors and nominee directors) | 1522938 | 3.98 | 1522938 | 0.03 |
| i) | Individual shareholders holding nominal share capital upto INR 2 Lakhs | 3208068 | 8.39 | 3208068 | 7.16 |
| ii) | Individual shareholders holding nominal share capital in excess of INR 2 Lakhs | 7326505 | 19.16 | 7326505 | 16.36 |
| b. | NBFCs registered with RBI | | | | |
| c. | Any other (specify) | | | | |
| | Bodies Corporate | 16582227 | 43.37 | 20902227 | 46.67 |
| | Non-Resident Indians | 26958 | 0.07 | 26958 | 0.06 |
| | Resident Indian HUF | 760415 | 1.99 | 760415 | 1.70 |
| | Trusts | | | | |
| | Clearing Member | 13510 | 0.04 | 13,510 | 0.03 |
| | Sub- Total (B) (3) | | | | |
| | Total Public Shareholding (B) | 29440621 | 77.01 | 33760621 | 75.39 |
| | Total (A) +(B) | | | | |
| C | Shares held by Custodians for ADR and GDR | | | | |
| | Total (A) +(B)+ (C) | 38230454 | 100.00 | 44783804 | 100.00 |