

**Regency Fincorp Limited**

(Formerly Known as: -Regency Investments Limited)

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E-mail : regencyinvestmentsltd@gmail.com

Date: 15th July, 2025

To
The Listing Department
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street Mumbai, Maharashtra - 400001

Sub: Outcome of Board Meeting held today i.e. 15th July, 2025

Ref: Regency Fincorp Limited (Scrip Code: 540175)

Meeting Conclusion Time: 05:00 P.M.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), we would like to inform you that the Board of Directors at their meeting held today, i.e., on **Tuesday, 15th Day of July, 2025** commenced at 04:00 P.M. through Video Conferencing and concluded at 05:00 P.M. inter alia has:

- a. Took note of the revised audit report issued by M/s KNSG & Co LLP (FRN: 025315N), Chartered Accountants, the Statutory Auditors along with the clarification letter submitted by the auditors to the company.

The clarification letter along with the Revised Audit Report is attached herewith and marked as **Annexure-1**.

Note: There is no change or modification or alteration in the financial results filed with BSE on 28th April, 2025.

- b. Took note of the resignation submitted by the Company Secretary and Compliance Officer of the company, consequently she ceases to be the Internal Auditor of the Company w.e.f. 8th July, 2025.

The details with respect to Change in Key Managerial Personnel of the Company as required under Regulation 30 read with Clause 7(C) of Para A of Part A of Schedule III of SEBI Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 are annexed herewith and marked as "**Annexure-2**". The copy of Resignation letter tendered by Ms. Shifaly

Duggal is enclosed herewith as **“Annexure-3”**.

The details with respect to change in Auditor (Internal Auditor) of the Company under Regulation 30 read with Clause 7(A) of Para A of Part A of Schedule III of SEBI Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **“Annexure-4”**.

This is for your kind information and record.

Thanking You

For Regency Fincorp Limited

Gaurav Kumar
Managing Director
DIN: 06717452



Annexure-1

To
THE MEMBERS OF REGENCY FINCORP LIMITED

Subject:- Clarification in respect of Revised Audit Report

Dear Members

We draw attention to the fact that this Revised Audit Report is issued in substitution of our earlier audit report dated 28th April 2025 on the financial statements of the Company for the year ended 31st March 2025.

The earlier report has been withdrawn and replaced due to a clerical mistake identified in Annexure A to the Auditor's Report. In the previous version, sub-clauses (d) and (e) of clause (iii) were inadvertently included. These sub-clauses have now been omitted in this revised report. Further, the earlier sub-clause (f) has now been appropriately renumbered and presented as sub-clause (d) of clause (iii).

We confirm that this error was clerical in nature and did not impact our audit procedures, the financial statements, or the audit opinion expressed in the original report. This revised report is being issued solely to correct the aforementioned oversight.

Our opinion on the financial statements remains unchanged. Accordingly, this report supersedes our earlier audit report dated 28th April 2025, and the earlier version should no longer be relied upon.

Our opinion is not modified in respect of this matter.

For K N S G & CO LLP
Chartered Accountants
FRN: - 025315N

CA SOURAV GARG

Partner

Membership number:545783
Place: Zirakpur
Date:18/06/2025





INDEPENDENT AUDITOR'S REPORT (REVISED)

TO THE MEMBERS OF REGENCY FINCORP LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **REGENCY FINCORP LIMITED**, which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss and the statements of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required the Companies (Auditor's Report) Order 2020, issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Companies Act, 2013 ('the Act'), since in our opinion and according to the information and explanation given to us, the said Order is applicable and given in "Annexure A"
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards ('IND-AS') notified under specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015.
 - (e) The annual accounts for the financial Year ended 31 March, 2025 have been prepared on a going concern basis.
 - (f) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (g) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31st March 2025, which has a feature of recording audit trail (edit log) facility.
 - (h) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in Annexure-B, and
 - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



iii. There are no amounts required to be transferred, to the Investor Education and Protection Fund by the Company as such the question of delay does not arise.

1. As per RBI Master Directions for NBFCs:
 - o The Company is registered with the RBI as an NBFC vide Certificate No. B-06.00100 dated 27TH APRIL 1998.
 - o The Company is broadly compliant with the applicable prudential norms.

Place:- Zirakpur

Date:- 18/06/2026
UDIN:-25545783BMISJK2943



For K N S G & CO LLP
Chartered Accountants
FRN NO: 025315

CA SOURAV Garg
Partner
M.NO 545783

Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) Property, Plant and Equipment

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not have intangible assets in form of Software's.

(b) The Property, Plant and Equipment have been physically verified by the management at regular intervals. In our opinion, the frequency of verification is reasonable and no material discrepancies were noticed on such verification.

(c) The Company does not hold any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company).

(d) The Company has not revalued any of its Property, Plant and Equipment during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) Inventory

The Company does not have any inventory. Accordingly, reporting under clause (ii) of CARO 2020 is not applicable.

(iii) Loans Given

The Company being an NBFC, is engaged in the business of granting loans.

(a) The Company has made investments in, and provided loans or advances in the nature of loans to Subsidiaries and Associates and to other parties. The aggregate amount and balance outstanding are as follows:

Particulars	Amount (₹ in lakhs)
Loans to Subsidiaries / Associates	0
Loans to Others	17018.07

(b) In our opinion, and according to the information and explanations given to us, the terms and conditions of the grant of loans and advances in the nature of loans are not prejudicial to the Company's interest.

(c) The Company has recovered Interest and Principal for the loans provided except in certain cases; however the company remains optimistic that recoveries will materialize in due course as resolutions process.

(d) The company has not given any further loans to any defaulter customer or restructures any loans of existing customer who have not paid the full dues on time.



(iv) Compliance with Sections 185 and 186 of the Companies Act

The Company, being an NBFC, is exempted from compliance with Section 186 (except sub-section 1) in respect of loans and investments made, and guarantees and security provided. Provisions of Section 185 have been duly complied with.

(v) Deposits

The Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Hence, reporting under clause (v) of the Order is not applicable.

(vi) Cost Records

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services rendered by the Company.

(vii) Statutory Dues

(a) The Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, and other material statutory dues with the appropriate authorities. company started paying Provident Fund, Employees' State Insurance from month of June 2024 and August 2024 respectively.

(b) There are no undisputed amounts payable in respect of statutory dues which were outstanding as at the year-end for a period of more than six months from the date they became payable.

(c) There are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.

(viii) Surrender or Disclosure under Tax Assessments

There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) Default in Repayment of Loans

(a) The Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.

(b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) Funds raised on short-term basis have not been used for long-term purposes.

(e) The Company does not have any subsidiaries or joint ventures; hence, reporting on funds taken from any entity or person on its behalf is not applicable.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.

(x) Money Raised through Public Offer and Private Placement

During the year, the Company has raised moneys by way of a Preferential Issue of shares amounting to ₹2,536.41 lakh towards Equity Share Capital and ₹2,515.96 lakh towards Securities Premium. In addition, the Company has issued Non-Convertible Debentures (NCDs) aggregating approximately ₹260 lakh.



(xi) Fraud

- (a) No fraud by the Company or on the Company has been noticed or reported during the year.
(b) No report under sub-section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014.
(c) No whistle-blower complaints have been received by the Company during the year.

(xii) Nidhi Company

The Company is not a Nidhi Company. Accordingly, clause (xii) of the Order is not applicable.

(xiii) Related Party Transactions

In our opinion, all transactions with related parties are in compliance with Sections 177 and 188 of Companies Act and details have been disclosed in the financial statements as required by the applicable Indian accounting standards.

(xiv) Internal Audit

The Company has an internal audit system commensurate with the size and nature of its business. Reports of internal auditors for the period under audit were considered by us.

(xv) Non-Cash Transactions

The Company has not entered into any non-cash transactions with directors or persons connected with them during the year.

(xvi) Registration under RBI Act

- (a) The Company is registered under Section 45-IA of the Reserve Bank of India Act, 1934 as a Non-Banking Financial Company.
(b) The Company has not conducted any Housing Finance business.
(c) The Company is not a Core Investment Company (CIC).
(d) The Group does not have more than one CIC.

(xvii) Cash Losses

The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.

(xviii) Resignation of Statutory Auditors

There has been no resignation of the statutory auditors during the year.

(xix) Material Uncertainty Related to Financial Stability

On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, and our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

(xx) CSR Obligations

The Company is not required to spend on Corporate Social Responsibility (CSR) as per the provision of Section 135 of the Act.



(xxi) Consolidated Financial Statements

The Company is not required to prepare Consolidated Financial Statements. Accordingly, reporting under clause (xxi) is not applicable.

For K N S G & CO LLP
Chartered Accountants
FRN: - 025315N



CA SOURAV GARG

Partner

Membership number:545783

Place: Zirakpur

Date:18/06/2025

UDIN:-25545783BMISJK2943



Annexure-B to the Auditors' Report of TO THE MEMBERS OF REGENCY FINCORP LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **REGENCY FINCORP LIMITED** as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and



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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Zirakpur
Date: 18/06/2025



For K N S G & CO LLP
Chartered Accountants
FRN NO:- 025315N

CA Sourav Garg
(Partner)
M.No.-545783

Annexure 2

DETAILS WITH RESPECT TO CHANGE IN KEY MANAGERIAL PERSONNEL OF THE COMPANY AS REQUIRED UNDER REGULATION 30 READ WITH CLAUSE 7(C) OF PARA A OF PART A OF SCHEDULE III OF SEBI LISTING REGULATIONS AND SEBI CIRCULAR SEBI/HO/CFD/CFD-POD1/P/CIR/2023/123 DATED JULY 13, 2023

Ref: Resignation of Key Managerial Personnel

S.No.	PARTICULARS	DETAILS
1	Name of the Key Managerial Personnel	Ms. Shifaly Duggal
2	Designation of Key Managerial Personnel	Company Secretary and Compliance Officer
3	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Ms. Shifaly Duggal tendered her resignation as Company Secretary and Compliance Officer of the Company w.e.f. 8 th July, 2025, due to personal medical reasons. There is no other reason for her resignation.
4	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	8 th July, 2025
5	Brief profile (in case of appointment);	Not Applicable
6	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

Date: 6th July, 2025

Annexure-3

To
The Board of Directors
Regency Fincorp Limited
Regd. Office: Unit No. 57-58,
4th Floor, Sushma Infinium,
Zirakpur, Mohali, Punjab,
India, 140603

Subject: Resignation as Company Secretary and Compliance Officer of the Company


Dear Sir/Ma'am,

I hereby tender my resignation from the post of Company Secretary and Compliance Officer of Regency Fincorp Limited due to personal medical reasons. I am grateful for the opportunities extended to me during my tenure.

As per terms of my employment, I will be serving the required twenty-four hour's notice period, and accordingly, my last working day will be 7th July, 2025.

You are kindly requested to take all necessary actions as are required under applicable laws, including placing the resignation before the Board, filing of DIR-12 and issuance of my relieving documents.

Thanking You,


Shifaly Duggal
Company Secretary and Compliance Officer
ICSI M. No.: A62298
Place: Delhi

Accepted on behalf of board

Regency Fincorp Ltd.
Director

Annexure 4

DETAILS WITH RESPECT TO CHANGE IN AUDITOR (INTERNAL AUDITOR) OF THE COMPANY UNDER REGULATION 30 READ WITH CLAUSE 7(A) OF PARA A OF PART A OF SCHEDULE III OF SEBI LISTING REGULATIONS AND SEBI CIRCULAR SEBI/HO/CFD/CFD-POD1/P/CIR/2023/123 DATED JULY 13, 2023

Ref: Resignation of Internal Auditor

S.No.	PARTICULARS	DETAILS
1	Name of the Internal Auditor	Ms. Shifaly Duggal
2	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Ms. Shifaly Duggal tendered her resignation as Company Secretary and Compliance Officer, subsequent to which she ceased to be Internal Auditor of the Company w.e.f. 8 th July, 2025, due to personal medical reasons. There is no other reason for her resignation.
3	Date of appointment/re-appointment/ cessation (as applicable) & term of appointment/re-appointment ;	8 th July, 2025
4	Brief profile (in case of appointment);	Not Applicable
5	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable