



CIN: L67120PB1993PLC013169

## Regency Fincorp Limited

(Formerly Known as: -Regency Investments Limited)

Corp. & Regd. Office :Unit No.57-58, 4th Floor, Sushma Infinium,  
Chandigarh-Ambala Highway, Zirakpur -140603

Contact No.: +91 77175 93645 Web.: www.regencyfincorp.com

E-mail : regencyinvestmentsltd@gmail.com

**Date: 03<sup>rd</sup> April, 2025**

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

**Sub: Corrigendum to the Notice of Extra-Ordinary General Meeting (EGM) dated 29<sup>th</sup> March, 2025**

**Ref: Regency Fincorp Limited (Scrip Code: 540175)**

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 hereby inform you that the Company has deliberated to issue the **Corrigendum** with respect to the Item no. 4 to the Notice of 1<sup>st</sup> (First) Extra-Ordinary General Meeting dated 29<sup>th</sup> March, 2025 for the financial year 2025-26 which was dispatched to the shareholders on 1st April 2025.

It has been observed that in agenda Item no. 4 on Page No. 3 of the said notice, which reads:  
"To ratify the contents of the notice of Extraordinary General Meeting dated 03<sup>rd</sup> October 2025."

The year 2024 was inadvertently mentioned as 2025.

The correct reading should be:

**"To ratify the contents of the Notice of Extraordinary General Meeting dated 03<sup>rd</sup> October 2024."**

All other details mentioned in the Notice of the Extraordinary General Meeting remain unchanged. This corrigendum should be read in conjunction with the original EGM Notice, and shall form an integral part of the same. Shareholders are requested to take note of this correction.

Updated Notice of Extra-ordinary General Meeting is attached as Annexure-1.

This is for your kind information and record.

Thanking You

**For Regency Fincorp Limited**

**Prashant Khara**  
**Company Secretary and Compliance Officer**

**NOTICE OF 1<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2025-26**

**NOTICE IS HEREBY GIVEN THAT THE FIRST (1<sup>ST</sup>) EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE SHAREHOLDERS OF REGENCY FINCORP LIMITED FOR THE FINANCIAL YEAR 2025-26 WILL BE HELD ON THURSDAY, THE 24<sup>TH</sup> DAY OF APRIL, 2025, AT 12:30 P.M. THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESS(ES):**

**SPECIAL BUSINESS(ES)**

**ITEM NO. 1**

**TO CHANGE DESIGNATION AND FIX REMUNERATION OF MR. SARFARAZ MALLICK (DIN: 10255433) FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, read with Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations 2015”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of Nomination and Remuneration Committee and that of the Board of Directors, the consent of the members be and is hereby accorded to change the designation of Mr. Sarfaraz Mallick (DIN- 10255433) who was appointed in the capacity of Non-Executive-Non-Independent Director with effect from 31st October, 2023, as an Executive Director with effect from 29<sup>th</sup> March, 2025 who is eligible and who has consented to act as an Executive Director of the Company, and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, 198 read with Schedule V and any other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17 of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sarfaraz Mallick be paid such remuneration as per the details set out in the explanatory statement annexed to the Notice, 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 remuneration as it may deem fit and as may be acceptable to Mr. Sarfaraz Mallick, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 2**

**TO ISSUE SECURED/UNSECURED, LISTED/UNLISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS TO RESIDENTS AND NON-RESIDENTS**

**To consider and, if thought fit, to pass with or without modification(s), 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 re-enactment(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 (“NCD”) (in any combination thereof) for an aggregate value of up to INR 200,00,00,000/- (Indian Rupees Two Hundred Crores 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. Ashish Kamra, 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.”

### **ITEM NO. 3**

#### **TO CONSIDER AND APPROVE REVISION IN THE TERMS OF LOAN AGREEMENTS WITH VARIOUS ENTITIES**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(3) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company to consider the alteration in the Loan Agreement(s) entered with various entities as detailed in the Explanatory Statement, including the conversion of the same into equity shares on such terms and conditions as may be approved by the Board of Directors in their absolute discretion and agreed by the lenders.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals statutory, contractual or otherwise in relation to above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds applications, documents and writings that may be required on behalf of the Company and generally to do all such acts deeds matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

### **ITEM NO. 4**

#### **TO RATIFY THE CONTENTS OF NOTICE OF EXTRA-ORDINARY GENERAL MEETING DATED 03<sup>RD</sup> OCTOBER, 2024**

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

“**RESOLVED THAT** pursuant to the in-principle approval granted by BSE Limited (“BSE”) on December 18, 2024 vide letter no. LOD/PREF/MK/FIP/1538/2024-25 dated 18th December 2024, for the preferential issue of warrants convertible into equity shares, the consent of the members of the company be and is hereby accorded to ratify the contents of the explanatory statement annexed to the Notice of the Extra Ordinary General Meeting dated 3<sup>rd</sup> October, 2024 in respect to the Link of the Valuation Report and details of the ultimate beneficial owner of a proposed allottee as follows:

- A. Weblink for the valuation report issued by Mr. Manish Manwani (IBBI/RV/03/2021/14113) is: <https://regencyfincorp.com/images/investor/investor1732793458320.pdf> ; and
- B. Identity of Natural persons of the proposed allottee being the ultimate beneficial owners of Vibhor Garg HUF is Mr. Vibhor Garg.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals statutory, contractual or otherwise in relation to above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds applications, documents and writings that may be required on behalf of the Company and generally to do all such acts deeds matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**REGISTERED OFFICE:**  
**Unit No 57-58, 4th Floor, Sushma Infinium**  
**Chandigarh Ambala Highway Zirakpur Mohali,**  
**Punjab 140603**  
**Email: [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)**  
**Website: [www.regencyfincorp.com](http://www.regencyfincorp.com)**

**Date: 29<sup>th</sup> March, 2025**  
**Place: Zirakpur, Punjab**

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

**Sd/-**  
**Prashant Khara**  
**Company Secretary and Compliance Officer**  
**M. No: A72928**

## **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(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. 1 is annexed to this notice and marked as Annexure-A to the Explanatory Statement.
- 2.** The present EGM 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, 09/2023 dated 25<sup>th</sup> September, 2023 and Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, 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 EGM 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 EGM, pursuant to Section 113 of the Act, through e-mail at [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com).
- 4.** In conformity with the applicable regulatory requirements, the Notice of this EGM is 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 EGM has been uploaded on the website of the Company at [www.regencyfincorp.com](http://www.regencyfincorp.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://eservices.nsdl.com>. Members may also note that the Notice of the Meeting will also be available on the Company's website [www.regencyfincorp.com](http://www.regencyfincorp.com) for download.
- 5.** 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. [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com).
- 6.** 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, 10/2022 dated Dec 12, 2022 and Circular No. 09/2024 dated 19<sup>th</sup> September, 2024. The forthcoming EGM will thus be held through video conferencing ("VC") or other audio-visual means ("OAVM"). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The detailed Instruction for attending EGM through VC/ OAVM is annexed to the Notice as **Annexure-1**.
- 7.** 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 and Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, the Company is providing facility of remote e-voting (facility to cast vote prior to the EGM) and also e-voting during the EGM to its Members in respect of the business to be transacted at the EGM. 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 EGM will be provided by NSDL. The detailed instruction for remote E-Voting & E-Voting at EGM is annexed to the Notice as **Annexure-1**.
- 8.** Ms. Shailendra Kumar Roy, Practicing Company Secretary [Membership No.: 25823, COP-11738] has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of EGM) in a fair and transparent manner.
- 9.** The remote e-voting period commences on **Monday, 21<sup>st</sup> April, 2025 [9:00 A.M.]** and ends on **Wednesday, 23<sup>rd</sup> April, 2025 [5:00 P.M.]** During this period, Members holding shares either in physical form or demat form, as on **Thursday, 17<sup>th</sup> April, 2025** 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.
- 10.** 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.

**11.** The Results of voting will be declared within 2 working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, 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](http://www.regencyfincorp.com) and on the website of NSDL i.e., <https://eservices.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.

## **12. 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 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/RTA email 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, having address situated at 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](mailto: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.

**13.** 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](http://www.evoting.nsdl.com) or to contact Ms. Pallavi Mhatre, Senior Manager by sending request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **REGISTERED OFFICE:**

**Unit No 57-58, 4th Floor, Sushma Infinium  
Chandigarh Ambala Highway Zirakpur Mohali,  
Punjab 140603  
Email: [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)  
Website: [www.regencyfincorp.com](http://www.regencyfincorp.com)**

**Date: 29<sup>th</sup> March, 2025  
Place: Zirakpur, Punjab**

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

**Sd/-  
Prashant Khera  
Company Secretary and Compliance Officer  
M.No: A72928**

## **ANNEXURE -1 TO THE NOTICE**

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM 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 , 09/2023 dated 25<sup>th</sup> September, 2023 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 Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM 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 EGM 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 EGM. However, the Body Corporate(s) are entitled to appoint and authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM 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 EGM. 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 EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.regencyfincorp.com](http://www.regencyfincorp.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.[www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM 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, 2020and 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, 09/2023 dated 25<sup>th</sup> September, 2023 and Circular No. 09/2024 dated 19<sup>th</sup> September, 2024

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on Monday, 21<sup>st</sup> April, 2025 at 9:00 A.M. and ends on Wednesday, 23<sup>rd</sup> April, 2025 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. Thursday, 17<sup>th</sup> April, 2025, 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 Thursday, 17<sup>th</sup> April, 2025.**

#### **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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDEAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi</li> </ol>

	<p>username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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. NSDL and CDSL**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**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.nsd.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 :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 [info@aknassociates.in](mailto:info@aknassociates.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or to contact Ms. Pallavi Mhatre, Senior Manager by sending request at [Evoting@nsdl.com](mailto:Evoting@nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at [evoting@nsdl.com](mailto: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 [secretarial.regency@gmail.com](mailto:secretarial.regency@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 [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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 [secretarial.regency@gmail.com](mailto:secretarial.regency@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., Thursday, 17<sup>th</sup> April, 2025, 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 EGM but have queries may send their queries in advance latest by Thursday, 17<sup>th</sup> April, 2025 by 5:00 PM mentioning their name, demat account number/folio number, email id, mobile number at (company email id- [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com)). These queries will be replied to by the company suitably by email.

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1**

Pursuant to the provision of Section 149 and 152 of the Act, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board at its meeting held on 29<sup>th</sup> March, 2025 has changed the designation of Mr. Sarfaraz Mallick (DIN- 10255433) from the category of Non-Executive Non-Independent Director to Executive Director of the Company with effect from 29<sup>th</sup> March, 2025 and is eligible to be appointed as an Executive Director of the Company and whose office shall be liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and Listing Regulations 2015.

In relation to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations 2015"), the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought for the change in Designation of Mr. Sarfaraz Mallick (DIN-10255433) as an Executive Director of the Company whose office shall be liable to retire by rotation.

The Company has received Consent in writing from Mr. Sarfaraz Mallick (DIN- 10255433) to act as Executive Director.

### **Brief Profile of Mr. Sarfaraz Mallick**

Mr. Sarfaraz Mallick is having 20 years of rich experience in the field of Banking and Finance. He has served as the Vice President in Kotak Mahindra Bank for more than 10 years.

In the opinion of the Board, Mr. Sarfaraz Mallick fulfils the conditions under the Act, the Rules made thereunder and the Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Nomination and Remuneration Committee ("NRC") and Board are of the view that Mr. Sarfaraz Mallick possesses requisite skills, background and experience and the same are in line with the role and capabilities identified by the NRC. The Board was satisfied that the appointment of Mr. Sarfaraz Mallick if made will be in the best interest of the Company.

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**.

The Board in its meeting held on 29<sup>th</sup> March, 2025 has also considered and approved the remuneration to be paid to Mr. Sarfaraz Mallick amounting to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) p.a. The approval of shareholders is sought for a term of three years under Schedule V of Companies Act, 2013.

In addition to the above explanation, following information is also provided as per Schedule V of the Act.

### **General Information:**

1. **Nature of Industry and date of commencement of commercial operations:** Regency Fincorp Limited is Non-Banking Financial Company which commenced its commercial operations w.e.f. 29th March 1993.

2. The **Financial Performance** of the Company is based on given indicators:

<b>Particulars</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Revenue from operation (in Lac)	1519.43	1332.92	526.49
Profit/loss for the year (In Lac)	196.69	92.49	55.37
Earning per share ( in Rs.)	0.51	0.87	1.35

3. **Foreign Investments or collaborations:** The Company does not have any foreign investments or collaborations.

### **Information about Mr. Sarfaraz Mallick (Appointee):**

#### **Background Details and including the Proposed Remuneration:**

- Mr. Sarfaraz Mallick is having 20 years of rich experience in the field of Banking and Finance making them a valuable asset in managing the Operational affairs of companies.
- The Overall Remuneration, together with perquisites, allowance, benefits and amenities payable to Mr. Sarfaraz Mallick, in any financial year shall not exceed INR 12,00,000 (Rs. Twelve Lakhs Only) per annum in accordance with the limits prescribed from time to time under Section 196, 197 of the Act read with Schedule V to the Act and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force).

3. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
4. The Company has earned inadequate profits in the immediately preceding financial year. However, considering the size of the Company, the industry trend, the profile and the experience of Mr. Sarfaraz Mallick the proposed remuneration is commensurate in the opinion of the Board in terms of Section II of Part II of Schedule V to the Act. The Board is looking at various options to increase the Company's future revenues.

**Past Remuneration:** Not Applicable.

**Recognition or awards:** Not Applicable

**Job Profile and his suitability:** In the opinion of the Board, he is competent to carry on the responsibilities entrusted to him. Taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. Sarfaraz Mallick and the responsibility shouldered by him, the proposed remuneration as Director of the Company, as stated above, is fair and reasonable in the opinion of the Board.

**Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Sarfaraz Mallick is commensurate with the remuneration packages paid to similar senior level appointees in other Companies.

**Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Except remuneration as mentioned above, Mr. Sarfaraz Mallick does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel of the Company except that he holds insignificant shares of the Company.

**Other information: Reason for loss or inadequate profits, steps proposed to be taken for improvement and expected increase in productivity and profits in measurable terms.**

1. The Company has earned inadequate profits in the immediately preceding financial year. Now, the Board is looking at various options to increase the Company's future revenues.
2. The Company is expecting 100% increase in productivity and profits in the near future.

Except Mr. Sarfaraz Mallick including his relatives, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 1 as set out in this Notice.

Your directors recommend the said Resolution for approval by the Members by way of a **Special Resolution**.

## **ITEM NO. 2**

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 Crores Only) in single or multiple tranches on a private placement basis during FY 2025-26.

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.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as **Special Resolution**.

### **ITEM NO. 3**

At present, the Company is finding it hard to survive/repay the existing loans as per the current terms and thus the Board of Director were of considered view to get the terms of the existing Loan Agreement revised to include the terms of conversion of the Loan into Equity Share Capital of the Company. The Board of Directors of the Company ('the Board') at their meeting held on 29<sup>th</sup> March, 2025, considered and approved the Conversion of existing loans into Equity shares of the Company. Details of the entities whose loans agreements are considered to be revised in terms of the present resolution are as follows:

<b>S.No.</b>	<b>Name of the Entity</b>	<b>Loan Amounts consented to be converted (Amount in Rupees Up to)</b>
1.	Regency Digitrade Private Limited	5,00,00,000
2.	Max-Bio Biosciences Private Limited	5,00,00,000
3.	Mr. Gaurav Kumar	3,00,00,000
	<b>TOTAL</b>	<b>13,00,00,000</b>

In terms of the provisions of Section 62(3) of the Companies Act 2013 such term needs to be approved by the members of the Company by way of Special resolution.

Except Mr. Gaurav Kumar, Managing Director, and Mr. Vishal Rai Sarin, Whole Time Director of the Company, none of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

### **ITEM NO. 4**

With Reference to the In-Principle Approval granted by BSE Limited on 18<sup>th</sup> December, 2024 vide letter no. LOD/PREF/MK/FIP/1538/2024-25 dated 18th December 2024, for preferential issue of 43960000 (Four Crore Thirty Nine Lakh Sixty Thousand) Warrants convertible into Shares at Rs. 22/- (Rupees Twenty Two Only) each to Promoter/Non-Promoter Category, pursuant to the Second proviso to Regulation 166A(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the link for the Valuation Report was inadvertently skipped and Identity of Natural persons of the proposed allottee being the ultimate beneficial owners of one of the proposed allottee i.e. Vibhor Garg HUF was inadvertently mentioned "Not Applicable" in notice of the extra ordinary general meeting dated 03<sup>rd</sup> October, 2024.

BSE Limited via its In-Principle Approval Letter has advised the company to incorporate the weblink of the valuation report and the name of the Natural Person of the proposed allottee 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/investor1732793458320.pdf>; and

Identity of Natural persons of the proposed allottee being the ultimate beneficial owners of Vibhor Garg HUF is Mr. Vibhor Garg.

The Board recommends the ratification to be passed as Special Resolution set out at Item No. 4 of the Notice for approval by the members.

#### **REGISTERED OFFICE:**

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

**Email: [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)**

**Website: [www.regencyfincorp.com](http://www.regencyfincorp.com)**

**Date: 29<sup>th</sup> March, 2025**

**Place: Zirakpur, Punjab**

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

**Sd/-**

**Prashant Khera**

**Company Secretary and Compliance Officer**

**M. No: A72928**

**ANNEXURE A TO THE EXPLANATORY STATEMENT**

**DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI')), INFORMATION IN RESPECT OF THE CHANGE IN DESIGNATION OF DIRECTOR IS PROVIDED HEREIN BELOW**

**DETAILS OF MR. SARFARAZ MALLICK**

<b>Name of the Director</b>	Mr. Sarfaraz Mallick
<b>DIN</b>	10255433
<b>Date of Birth/Age</b>	27-01-1983
<b>Qualification(s)</b>	Masters (M.B. A) from I.I.M
<b>Nature of Expertise in specific functional areas</b>	20 years of Experience in the field of Banking and Finance
<b>Brief Resume</b>	Mr. Sarfaraz Mallick is having 20 years of rich experience in the field of Banking and Finance. He has served as the Vice President in Kotak Mahindra Bank for more than 10 years.
<b>Terms &amp; Conditions of appointment/ <del>reappointment</del></b>	His Designation is changed from Non-Executive Non-Independent Director to Executive Director whose office shall be liable to retire by rotation.
<b>Remuneration last drawn (sitting fees and commission)</b>	NIL
<b>Remuneration proposed to be paid</b>	Rs. 12,00,000 (Twelve Lakhs) p.a.
<b>Date of First Appointment</b>	31 <sup>st</sup> October, 2023
<b>Date of Change in Designation</b>	29 <sup>th</sup> March, 2025
<b>Shareholding:</b> 1. In the Company 2. In the listed entity, including shareholding as a beneficial owner	66850 shares (0.11%) Nil
<b>Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company</b>	N.A.
<b>Number of Board meetings held and attended during the FY 24-25</b>	14/14
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	N.A.
<b>names of listed entities in which the person also holds the directorship and the membership of Committees of the board</b>	N.A.
<b>listed entities from which the person has resigned in the past three years</b>	N. A.
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	N. A.