

# Regency Investments Ltd.

Dated: 04/04/2019

General Manager,  
Deptt of Corporate Services,  
Bombay Stock Exchange Ltd.  
PJ Tower, 25<sup>th</sup> Floor,  
Dalal Street  
Mumbai-400001

**Sub: Notice of Extra-ordinary General Meeting**

Dear Sir,

Please find attached herewith notice of Extra-Ordinary General Meeting of the company scheduled to be held on 24<sup>th</sup> April, 2019.

This is for your information and records please.

Yours truly

For **REGENCY INVESTMENTS LIMITED**

 **For Regency Investments Limited**

**(Gaurav Kumar)**  
Managing Director  
DIN: 06717452

**Director**

## **REGENCY INVESTMENTS LIMITED**

**Regd. Off.:** Unit No. 201 B, Global Business Park, 2nd Floor,  
Delhi - Ambala - Chd Road, Waraich Farm Compound,  
NH-22, Zirakpur, Mohali , Punjab, 140603

Tel. No.: 0172-4732618; CIN: L67120PB1993PLC013169;

Website : [www.regencyinvestments.co.in](http://www.regencyinvestments.co.in); Email: [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)

### **NOTICE**

Notice is hereby given that an Extraordinary General Meeting of the members of Regency Investments Limited will be held on Wednesday, April 24, 2019 at 10:30 AM at the Registered Office at Unit No. 201 B, Global Business Park, 2nd Floor, Delhi - Ambala - Chd Road, Waraich Farm Compound, NH-22, Zirakpur, Mohali , Punjab, 140603 transact the following business:

#### **SPECIAL BUSINESS:**

##### **Item No. 1**

##### **To increase the Authorised Share Capital**

To consider and, if thought fit, to pass with or without modification(s), as an Special Resolution

“RESOLVED THAT pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from 4,20,00,000/- (Rupees Four Crores Twenty Lacs only) divided into 42,00,000 (Forty Two Lac only) Equity Shares of 10/- each to 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lac only) Equity Shares of 10/- each by creating additional 8,00,000 (Eight Lac only) Equity Shares of 10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing equity shares.”

##### **Item No. 2**

##### **To amend the Memorandum of Association**

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

“RESOLVED THAT the consent of the Company be and is hereby accorded under provisions of section 13 of the Companies Act, 2013 to amend the existing Clause V of Memorandum of Association of the Company by substituting first four lines by following lines as mentioned here under:

V. The Authorised Share Capital of the Company is Rs 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lac only) Equity Shares of 10/- each

##### **Item No. 3**

##### **Preferential allotment of Convertible Equity Warrants of the Company**

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

“RESOLVED THAT in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Company's shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, and SEBI (Listing Obligation and Disclosure Requirements), 2015 as may be applicable to the

preferential issue of Equity Shares and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot, from time to time in one or more tranches, 7,50,000 Zero Coupon Convertible warrants (“**Convertible Warrants**”) on a preferential basis to the following persons convertible into, or exchangeable for, one equity share of face value of Rs. 10/- each (the “**Equity Shares**”) at a price (including the warrant subscription price and the warrant exercise price) of Rs.27/- each (Rupees Twenty Seven only) each aggregating to Rs.2,02,50,000 (Rupees Two Crore Two Lacs Fifty Thousand Only), including premium to the following persons on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

| SR. NO. | NAME         | FATHER'S NAME  | ADDRESS                                                                                                                    | PAN NO.    | WARRANTS        |
|---------|--------------|----------------|----------------------------------------------------------------------------------------------------------------------------|------------|-----------------|
| 1       | GAURAV KUMAR | RAVINDER KUMAR | H.No. 202 Imperial Residency<br>Derrabassi Teh. Dera Bassi<br>Dist Sahibjada Ajit Singh Nagar<br>Derrabassi, Punjab-140507 | BRJPK2015C | 7,50,000        |
|         | <b>Total</b> |                |                                                                                                                            |            | <b>7,50,000</b> |

**RESOLVED FURTHER THAT**, in accordance with the provisions of Chapter V of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares pursuant to the exercise of the Equity Warrants is March 25, 2019, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. April 24, 2019, and the floor price so calculated is Rs. 26.20 (Rupees Twenty Six & paise Twenty only).

**RESOLVED FURTHER THAT** the said Equity Warrants shall be issued and allotted by the Company to the investors within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Convertible Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Convertible Warrants shall be subject to following terms:

- i) The equity shares to be so allotted on exercise the Convertible Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Convertible Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Convertible Warrants.
- ii) A Convertible Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Convertible Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Convertible Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.
- iii) The issue of the Convertible Warrants as well as Equity Shares arising from the exercise of the Convertible Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the Convertible Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Convertible Warrants, the Convertible Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- v) The Convertible Warrants issued and allotted will be transferable within the Promoter Group subject to the approval of the Board and such other approvals as may be necessary.

- vi) The Convertible Shares to be issued and allotted by the Company on exercise of the Convertible Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.
- vii) The warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations, 2018 relating to preferential issues.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Convertible Warrants and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT**” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of  
Directors  
For Regency Investment Limited**

(Sd/-)  
(Gaurav Kumar)  
Managing Director  
DIN: 06717452

**Place: Chandigarh**  
**Date: March 19, 2019**

**Registered Office:**  
Unit No. 201 B, Global Business Park, 2nd Floor,  
Delhi - Ambala - Chd Road, Waraich Farm Compound,  
NH-22, Zirakpur, Mohali , Punjab, 140603

**NOTES:**

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at a general meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND**

**AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. However, a member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act, 2013.
4. Electronic copy of the Notice of the aforesaid Extra-ordinary General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the Company *inter alia* indicating the process and manner of E-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
5. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding

#### **E-VOTING:**

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, a member of the Company holding shares either in physical form or in dematerialized form may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice
- b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Securities Limited (CDSL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- c. The Company shall also provide facility for voting through Ballot paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting
- d. The members who have casted their vote by remote e-voting to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e. The Board of Directors have appointed Mr. Kanwaljit Singh, Practicing Company Secretary (FCS 5901), SCO 64-65, Sector 17 A, Chandigarh as the Scrutinizer, for conducting the remote e-voting process and ballot voting at Annual General Meeting in a fair and transparent manner.
- f. The cut-off date for the purpose of voting (including remote e-voting) is 17<sup>th</sup> April, 2019.
- g. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- h. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

|                                 |                                    |
|---------------------------------|------------------------------------|
| Commencement of remote e-voting | 09:00 A.M. (IST) on April 21, 2019 |
| End of remote e-voting          | 05:00 P.M. (IST) on April 23, 2019 |

- i. The procedure and instructions for remote e-voting are as under:

**IN CASE OF MEMBERS RECEIVING AN E-MAIL:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID.
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification Code as displayed and Click on Login.
- (v) If You are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing passwords is to be used.
- (vi) If you are a first time user follow the steps given below.

Fill up the following details in the appropriate boxes:

| <b>For Members holding shares in Demat Form and Physical Form</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN*                                                              | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number shall be sent in the e-mail to be sent to the members.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details<br>OR Date of Birth (DOB)                   | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>                                                                                                                                                                                                                                                                                                                                                                     |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) for the Company "Regency Investment Limited" on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.

#### **Note for Non – Individual Shareholders and Custodians**

- (xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporates.
- (xviii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (xix) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (xx) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (xxi) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps listed above to cast vote.
- (B) The voting period begins on 09:00 A.M. (IST) on April 21, 2019 and ends on 05:00 P.M. (IST) on April 23, 2019
- (C) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17-04-2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes member of the Company after the Dispatch of Notice and holds shares as of the cut-off date i.e. 17-04-2019, may obtain the login id and sequence number by sending a request to RTA of the Company M/s MAS Services Ltd, T/34, 2nd Floor, Okhla Phase II, New Delhi, Delhi, 110020. However, if the said shareholder is already registered with CDSL for e-voting, then his existing user id and password can be used for casting the vote. If he has forgotten the password, he can reset his password by using “Forgot User Details / Password” option available on [www.evotingindia.com](http://www.evotingindia.com).

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- (xxii) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 17-04-2019.
  - (xxiii) The scrutiniser shall, immediately after the conclusion of voting at the Extra-ordinary General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the results of the voting forthwith.
  - (xxiv) The Scrutinizer’s decision on the validity of the vote shall be final and binding.
  - (xxv) The result declared along with the Scrutinizer’s report shall be placed on the website of the Company ([www.regencyinvestments.co.in](http://www.regencyinvestments.co.in)) and on the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com)) immediately after the result is declared and shall simultaneously be forwarded to the B S E Limited, where the Company’s shares are listed.
  - (xxvi) The resolutions will be deemed to be passed on the EGM date subject to receipt of requisite number of votes in favour of the resolutions.
6. Members/ Proxies are requested to bring the attendance slips duly filled in to the Meeting.
7. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 AM to 5.00 PM) on all working days between Monday and Friday of every week, up to and including the date of the Extra-ordinary General Meeting of the Company.

#### **Statement under Section 102 of the Companies Act, 2013:**

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying notice dated March 12, 2019.

## Item No. 1 & 2

The Company proposes to raise funds up to Rs. 80.00 Lacs by issuing further Equity Shares on preferential basis. The existing Authorised Share Capital of the Company is 4,20,00,000/- (Rupees Four Crores Twenty Lacs only) divided into 42,00,000 (Forty Two Lac only) Equity Shares of 10/- each which would not be sufficient to cover the proposed amount of issue. In view of this, the Company proposes to increase the existing Authorised Equity Capital from Rs. 4,20,00,000/- (Rupees Four Crores Twenty Lacs only) to Rs. 5,00,00,000/- (Rupees Five Crores only) by creating additional 8,00,000 (Eight Lacs only) equity shares of 10/- each thereby increasing the existing Authorised Share capital from Rs. 4,20,00,000/- (Rupees Four Crores Twenty Lacs only) divided into 42,00,000 (Forty Two Lac only) Equity Shares of 10/- each to 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lac only) Equity Shares of 10/- each by creating additional 8,00,000 (Eight Lac only) Equity Shares of 10/- each. The proposed increase in Authorised Share Capital will consequently require alteration in Capital Clause V of Memorandum of Association of the Company. The Special resolution is therefore proposed at Item No. 1 & 2 of the notice to increase the Authorised Share Capital of the Company, for making necessary alterations in Capital clause V of Memorandum of Association of the Company. The Directors recommend these Resolutions at Item No.1 & 2 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

## Item No. 3

### Preferential issue of Convertible Warrants of the Company:

#### BRIEF NOTE ON THE COMPANY'S OPERATIONS AND JUSTIFICATION FOR THE PROPOSED PREFERENTIAL ISSUES

Preferential Issue of Equity Shares Keeping in view the Working Capital requirements and the ability to compete with the peer group in the existing and future markets, your Company needs to strengthen its financial position and net worth by augmenting medium and short-term resources. The Proposed Allottees agreed to further infuse an amount not more than Rs 27/- (Rupees Twenty Seven Only) against which Zero Coupon Convertible Warrants of the Company at the price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies will be allotted. The Board has given its approval to Issue and allot of upto 7,50,000 Zero Coupon Convertible Warrants of Rs. 10/- each at a premium of Rs. 17/- by way of a Preferential Issue subject to the maximum number of shares as allowed under the SEBI (SAST) Regulations, 2011, at such price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies, subject to approval by the Members in the General Meeting. The other disclosures in accordance with the Companies Act, 2013 and in terms of Regulation 163 of SEBI (ICDR) Regulations, 2018 ("Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the shareholders.

The Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis:

Equity Warrants to following persons (the "**Investors**"), which may be exercised to receive Equity Shares at a price (including the Convertible Warrant Subscription Price and Convertible Warrant Exercise Price) of Rs.27/- (Rupees Twenty Seven Only) determined in accordance with the ICDR Regulations.

| SR. NO. | NAME         | FATHER'S NAME  | ADDRESS                                                                                                                    | PAN NO.    | Equity Shares   |
|---------|--------------|----------------|----------------------------------------------------------------------------------------------------------------------------|------------|-----------------|
| 1       | GAURAV KUMAR | RAVINDER KUMAR | H.No. 202 Imperial Residency<br>Derrabassi Teh. Dera Bassi<br>Dist Sahibjada Ajit Singh Nagar<br>Derrabassi, Punjab-140507 | BRJPK2015C | 7,50,000        |
|         |              |                | <b>TOTAL</b>                                                                                                               |            | <b>7,50,000</b> |

#### Salient features of the preferential issue of Convertible Warrants are as under:

The proposed issue and allotment of Equity Shares on a preferential basis shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder. Without generality to the above, the salient features of the preferential issue of Equity Shares are:

- The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Shares is March 25, 2019 being 30 days prior to the date of this Extraordinary General Meeting i.e. April 24, 2019.
- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Equity Shares is Rs. 26.20 (Rupees Twenty Six & Paise Twenty only) being higher of (a) the average of the high and low of the closing prices at the B S E Limited for 6 months prior to the relevant date viz. Rs. 26.20 (Rupees Twenty Six & Paise Twenty only), and (b) the average of the high and low of the closing prices at the B S E Limited for 2 weeks prior to the relevant date viz. Rs. 23.38 (Rupees Twenty Three & Paise Thirty Eight only).
- The 25% amount payable for preferential issue of Convertible Warrants shall be received by the Company prior to the respective allotments.
- The Convertible Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- At the time of exercise, the Convertible Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Convertible Warrants so being exercised.
- Post conversion of the Warrants (assuming full conversion), the increase in Equity Share capital would be Rs.75,00,000/- (Rupees Seventy Five Lacs only) .
- This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current year.

The Investors have not sold any Equity Shares during the six months preceding the Relevant Date.

The other information prescribed under Regulation 163(1) of the ICDR Regulations, 2018 is as follows:

**a. Object of the preferential issue of Convertible warrants and details of utilization of proceeds:**

Company needs funds for Working Capital requirements & repayment of old debt and the allottees / promoters agreed to infuse funds against the issue of equity shares of the Company

**b. Maximum number of specified securities to be issued:**

The Company is issuing 7,50,000 Convertible warrants of Rs. 10/- each on preferential basis

**c. Intention of the Promoter / Directors / Key Management Personnel to subscribe to the proposed preferential issue:**

The Proposed Allottees of the Company have agreed to subscribe, to all the Equity Shares under the Preferential Issue.

**d. The shareholding pattern of the Company before and after the preferential issue of Equity Shares**

Shareholding pattern before and after the proposed preferential issue of Equity Shares is as follows:

| Sr.<br>No | Category | Equity Shares                 |                       |                                                                       |                       |
|-----------|----------|-------------------------------|-----------------------|-----------------------------------------------------------------------|-----------------------|
|           |          | Pre-issue Equity Shareholding |                       | After allotment of Equity Shares assuming full conversion of warrants |                       |
|           |          | Number of Shares held         | Percentage of holding | Number of Shares held                                                 | Percentage of holding |

|   |                               |                |              |                |              |
|---|-------------------------------|----------------|--------------|----------------|--------------|
| A | Promoter's Holding            |                |              |                |              |
|   | Directors and relatives       | 328639         | 8.85         | 1078639        | 24.17        |
|   | Bodies Corporate              |                |              |                |              |
|   | <b>Sub-Total</b>              | <b>328639</b>  | <b>8.85</b>  | <b>1078639</b> | <b>24.17</b> |
| B | Non-Promoters Holding         |                |              |                |              |
|   | Indian Public                 | 3229855        | 87.02        | 3229855        | 72.39        |
|   | Bodies Corporate              |                |              |                |              |
|   | NRIs/OCB/Clearing members/HUF | 153339         | 4.13         | 153339         | 3.44         |
|   | <b>Sub-Total</b>              | <b>3383194</b> | <b>91.15</b> | <b>3383194</b> | <b>75.83</b> |
|   | <b>Grand Total</b>            | <b>3711833</b> | <b>100</b>   | <b>4461833</b> | <b>100</b>   |

**d. Time frame within which preferential issue of Equity Shares shall be completed**

As required under the ICDR Regulations, 2018 the preferential issue of Equity Shares shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**e. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue**

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them on fully diluted basis is given in the following table:

| Name of the Allottees | Natural persons who are<br>the ultimate beneficial owners | % of post<br>preferential<br>issued capital |
|-----------------------|-----------------------------------------------------------|---------------------------------------------|
| Mr. Gaurav Kumar      | Mr. Gaurav Kumar                                          | 24.17                                       |

**f. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so**

The company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so

**g. Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees**

The company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees

**Regulation 163(2): Auditor's certificate**

A copy of the certificate from Sunil K. Sharma & Associates, Chartered Accountants, the Statutory Auditors of the Company, certifying that the above preferential issue of Equity Shares is made in accordance with the applicable provisions of the ICDR Regulations, is open for inspection at the registered office of the Company during the working hours between 9.00 a.m. to 5.00 p.m., except on holidays, up to the date of the Extra-ordinary General Meeting.

Copies of the above mentioned Statutory Auditor's Certificate shall also be laid before the Extra-ordinary General Meeting.

The Board has already approved the issue and allotment of Equity Shares on preferential basis to the Investors in the manner stated hereinabove.

Regulation 160(b) of the ICDR Regulations provides that preferential issue of specified securities by a listed Company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolutions to be passed as a Special Resolutions.

**Nature of concern or interest of Promoter / Directors/Manager / Key Managerial Personnel:**

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Resolution in Item No. 3, except to the extent of shares held by any of them in the Company.

**By Order of the Board of  
Directors  
For Regency Investment Limited**

(Sd/-)  
(Gaurav Kumar)  
Managing Director  
DIN: 06717452

**Place: Chandigarh**  
**Date: March 19, 2019**

**Registered Office:**  
Unit No. 201 B, Global Business Park, 2nd Floor,  
Delhi - Ambala - Chd Road, Waraich Farm Compound,  
NH-22, Zirakpur, Mohali , Punjab, 140603

## REGENCY INVESTMENTS LIMITED

**Regd. Off.:** Unit No. 201 B, Global Business Park, 2nd Floor,  
Delhi - Ambala - Chd Road, Waraich Farm Compound,  
NH-22, Zirakpur, Mohali , Punjab, 140603

Tel. No.: 0172-4732618; CIN: L67120PB1993PLC013169;

Website : [www.regencyinvestments.co.in](http://www.regencyinvestments.co.in); Email: [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)

### Form No. MGT-11

### PROXY FORM

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

|                        |
|------------------------|
| Name of the Member(s): |
| Registered Address:    |
| E-mail Id:             |
| Folio No./ Client Id:  |
| DP ID:                 |

I/ we, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

- (1) Name:..... Address:.....  
E-mail id:..... Signature..... Or failing him;
- (2) Name:..... Address:.....  
E-mail id:..... Signature..... Or failing him;
- (3) Name:..... Address:.....  
E-mail id:..... Signature..... Or failing him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held on the 24th day of April, 2019 at 10:30 a.m.at Unit No. 201 B, Global Business Park, 2nd Floor, Delhi - Ambala -Chd Road, Waraich Farm Compound, NH-22, Zirakpur, Mohali , Punjab, 140603 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Matter of Resolution                                                                                           |
|----------------|----------------------------------------------------------------------------------------------------------------|
| 1              | To increase Authorised Share Capital                                                                           |
| 2              | To amend Memorandum of Association                                                                             |
| 3              | Preferential Issue of Equity Shares of the Company on a preferential basis as per applicable SEBI regulations; |

Signed this ..... day of ..... 2019.

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix  
revenue  
stamp

## ATTENDANCE SLIP

### REGENCY INVESTMENTS LIMITED

**Regd. Off.:** Unit No. 201 B, Global Business Park, 2nd Floor,  
Delhi - Ambala - Chd Road, Waraich Farm Compound,  
NH-22, Zirakpur, Mohali , Punjab, 140603

Tel. No.: 0172-4732618; CIN: L67120PB1993PLC013169;

Website : [www.regencyinvestments.co.in](http://www.regencyinvestments.co.in); Email: [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)

### Extra-Ordinary General Meeting 24<sup>th</sup> April, 2019

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Name of the Shareholder/ Proxy

Address

Folio No. \_\_\_\_\_

DP ID\* \_\_\_\_\_

Client ID\* \_\_\_\_\_

No. of Shares held \_\_\_\_\_

I/We hereby record my/our presence at the Extra-Ordinary GENERAL MEETING of the Company at its Registered Office at Unit No. 201 B, Global Business Park, 2nd Floor, Delhi - Ambala -Chd Road, Waraich Farm Compound, NH-22, Zirakpur, Mohali , Punjab, 140603 at 10.30 A.M.

\*To be used for shares held in electronic form

SIGNATURE OF THE SHAREHOLDER/PROXY