

## NOTICE

NOTICE IS HEREBY GIVEN THAT 27TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF REGENCY INVESTMENTS LIMITED WILL BE HELD ON WEDNESDAY THE 30TH DAY OF SEPTEMBER 2020 AT 11.00 AM THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and Auditorsthereon.**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company including the balance sheet as at March 31, 2020, the statement of profit & loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted."

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

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

### **SPECIAL BUSINESS:**

- 3. Appointment of Mr. Jenish Pankajkumar Shah (DIN: 07986786) as a Independent Director:-**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149,150,152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force), Mr. Jenish Pankajkumar Shah (DIN: 07986786), who was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

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

- 4. Appointment of Mr. Naveen Parashar (DIN: 08399097) as an Independent Director:-**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149,150,152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and the Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force), Mr. Naveen Parashar (DIN: 08399097), who was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

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

**5. Appointment of Mr. Vishal Rai Sarin (DIN: 08758350) as Director:-**

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

**"RESOLVED THAT** Mr. Vishal Rai Sarin (DIN: 08758350), who is appointed as an Additional Director by the Board of Directors with effect from September 5<sup>th</sup>, 2020, in terms of Section 161 of the Companies Act, 2013, who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director, under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**6. Approval borrowing limits 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** in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of the Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money, as and when required, from bank(s), financial institution(s), foreign lender(s), anybody corporate entity(ies), authority(ies), through supplier credit, through any other instruments either in Indian Rupees or in such other foreign currencies as may be permitted under law from time to time, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid-up share capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed of INR 100,00,00,000 (Rupees One Hundred Crores only) or limits so prescribed under Section 180(1)(c), as may be amended from time to time, whichever is higher.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as its may consider appropriate in order to give effect to this resolution.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing resolution."

**7. Approval of investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013:**

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 section 186 of the Companies Act, 2013 ("the Act") read with

relevant rules made as applicable thereunder and any other applicable provisions of the Act, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company and subject to such other approvals and sanctions as may be necessary, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as "the Board" which term shall include any Committee thereof) to give any loan(s) and/or any guarantee(s) and/or to provide any security(ies) in connection with any loan(s) to any other body corporate or person and/or to make any further investments/acquisitions by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, up to an amount of INR 100,00,00,000 (Rupees One Hundred Crores only) over and above the limits available to the company of sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize and execute all contracts, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to the foregoing resolution and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the company."

#### **8. Increase in Authorised Share Capital:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary 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 Rs.8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lac only) Equity Shares of 10/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lac only) Equity Shares of 10/- each by creating additional 70,00,000 (Seventy Lacs only) Equity Shares of 10/- each.

**RESOLVED FURTHER THAT** the new equity shares shall rank paripassu with the existing equity shares."

**"RESOLVED FURTHER 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 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lac only) Equity Shares of 10/- each.

#### **9. Issue of Bonus Shares**

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

**"RESOLVED THAT** pursuant to the provisions of Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified there under and Companies(Prospectus and Allotment of Securities) Rules, 2014, as may be amended from time to time,(including any statutory modifications or re-enactment thereof for the time being in force), the Articles of Association, and subject to the dematerialization of the equity shares held by the promoters, directors, key managerial personnel of the Company as per the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, as amended, the consent of the members be and is hereby accorded to issue fully paid up Bonus Shares in the ratio of 1:1 i.e. holder of each equity share shall be issued 1 fully paid equity share each, aggregating to further issue of 41,01,484 (Forty One Lacs One Thousand Four Hundred Eighty Four Only) equity shares of Rs. 10/- each amounting to Rs. 4,10,14,840 (Rupees Four Crore Ten Lakhs Fourteen Thousand Eight Hundred Forty only) by capitalizing the general reserves to the extent of Rs4,10,14,840 (Rupees Four Crore Ten Lakhs Fourteen Thousand Eight Hundred Forty only) for distribution among the holders of existing fully paid equity shareholders of the Company, whose names will be appearing in the Register of Members/Beneficial Owners Position of the Company on the Record Date determined by the Board of the Company, provided the equity shares held by the concerned shareholders of the Company is in demat form as per the requirement of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018.

**“RESOLVED FURTHER THAT** the bonus shares of face value of Rs. 10(Rupees Ten) each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum of Association and Articles of Association of the Company and Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, as amended and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

**“RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the bonus shares and the bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form as per the requirement of the Companies(Prospectus and Allotment of Securities) Third Amendment Rules, 2018.

**“RESOLVED FURTHER THAT,** pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and the rules and regulations as may be applicable, the bonus shares should be issued and allotted only to such eligible equity shareholders whose entire holding in the Company are in demat form and other shareholders who are still holding equity shares in physical form, their bonus shares would be held in abeyance in a suspense account and may be issued and allotted only upon such beneficiaries thereof having operative demat accounts of their respective holding in the Company.

**“RESOLVED FURTHER THAT** till such time the shareholders of the Company who are holding the shares in physical form they will not be entitled to any rights on their respective portion of the bonus shares including dividend.”

**“RESOLVED FURTHER THAT** the Company will not record transfer of any securities by person who are holding shares in physical form.”

**“RESOLVED FURTHER THAT** the allotment of the bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended, as maybe deemed necessary.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Chairman and Managing Director of the Company be and is hereby authorized make public announcement and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) which he think fit and proper.”

## **10. Approval of Change of Name of 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 Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from “Regency Investments Limited” to “Regency Fincorp Limited”.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name “Regency Investments Limited” as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name “Regency Fincorp Limited”

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be substituted by the following:

**Clause I** – The name of the company is “**Regency Fincorp Limited**”

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorised to sign, execute and file necessary application, forms, deeds, documents and writings as may be

necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”.

By Order of the Board  
Regency Investments Limited

**REGISTERED OFFICE:**

Unit No 49 B, Sushma Infinium  
Chandigarh Ambala Highway Zirakpur Mohali,  
Punjab 140603  
Phone: +91 1762-424697  
Email: regencyinvestmentsltd@gmail.com  
Website: www.regencyinvestments.co.in

Sd/-  
Rahul Verma  
Company Secretary  
M. No:A56070

Date: 05.09.2020

Place: Zirakpur, Punjab

**NOTES:**

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special businesses specified above is annexed hereto. Information pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 3, is annexed to this notice. Further, the information and facts as specified in the Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings” issued by The Institute of Company Secretaries of India for Item No. 3,4,5,6,7,8,9,10 & 11 have been given in the respective explanatory statement annexed to this notice.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 30th AGM of the Company shall be conducted through VC. Central Depository Services (India) Limited (‘CDSL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No. 13 below.
3. As the AGM shall be conducted through VC, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Corporate members intending to send their Authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.
5. The register of members and share transfer books of the Company shall remain closed from September 24, 2020 to September



30, 2020 (both days inclusive) for determining the names of the members eligible for voting at the Meeting. The members whose names appear on the Company's register of members as on August, 2020 will be eligible to attend and vote at the Meeting.

6. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on, the August 28, 2020. A person who is not a member as on August 28, 2020 should treat this Notice for information purpose only.

**7. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members holding shares in physical form are requested to intimate their e-mail address to Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Registrar & Share Transfer Agent/ Company either by e-mail at [info@masserv.com](mailto:info@masserv.com) or [www.regencyinvestments.co.in](http://www.regencyinvestments.co.in) by sending a communication, in a prescribed format, at the above-mentioned address or at the Registered Office/ Corporate Office of the Company. A copy of the prescribed format is attached at **Annexure-B**. Members holding shares in dematerialized form are also requested to contact their respective Depository Participants for registering their e-mail IDs.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investors holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.
9. Voting Rights: Members holding Equity Shares shall have one vote per share as shown against their holding
10. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. Details as required in sub-regulation (3) of regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.

**13. CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC). Hence, Members can attend and participate in the ensuing AGM through VC.
- 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 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the Authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.regencyinvestments.co.in](http://www.regencyinvestments.co.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also

disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

- The AGM will be convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.14/2020 dated April 8, 2020 and MCA Circular No.17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

#### **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- The voting period begins on Sunday, September 27, 2020 (09:00 A.M. IST) and ends on Tuesday, September 29, 2020 (5:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module
- 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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 e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:  
*For Shareholders holding shares in Demat Form and Physical Form : Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)*  
*Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.*
- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 is to be also used by the demat holders 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Regency Investments Limited on which you choose to vote.
- 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 option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. 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 [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com).

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com). These queries will be replied by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **NOTE FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. 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).
3. 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.
4. 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.
5. 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.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly Authorized signatory who are Authorized to vote, to the Scrutinizer and to the Company at the email address viz; [www.regencyinvestments.co.in](mailto:www.regencyinvestments.co.in) or, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

15. The Results declared along with the report of the Scrutinizer 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.evotingindia.com](http://www.evotingindia.com) after the declaration of result by the Chairman or a person Authorized by him in writing. The results shall also be forwarded to the Stock Exchanges.

By Order of the Board  
Regency Investments Limited

#### **REGISTERED OFFICE:**

Unit No 49 B, Sushma Infinium

Sd/-



Chandigarh Ambala Highway Zirakpur Mohali,  
Punjab 140603  
Phone: +91 1762-424697  
Email: regencyinvestmentsltd@gmail.com  
Website: www.regencyinvestments.co.in

Rahul Verma  
Company Secretary  
M. No.A56070

Date: 05.09.2020  
Place: Zirakpur, Punjab

## **ANNEXURE TO NOTICE**

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

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

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company has appointed Mr. Jenish Pankajkumar Shah as an Additional Director (Independent Director) of the Company for the term of 5 (five) consecutive years not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting. Mr. Jenish Pankajkumar Shah is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director.

Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to appointment of Mr. Jenish Pankajkumar Shah as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

Except Mr. Jenish Pankajkumar Shah being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice in the interests of the Company.

#### **Item No. 4:**

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company has appointed Mr. Naveen Parashar Shah as an Additional Director (Independent Director) of the Company for the term of 5 (five) consecutive years not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting. Mr. Naveen Parashar Shah is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as

provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director.

Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to appointment of Mr. Naveen Parashar Shah as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

Except Mr. Naveen Parashar Shah being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice in the interests of the Company.

**Item No. 5:**

The Board of Directors of the Company at its meeting held on September 5, 2020 has appointed Mr. Vishal Rai Sarin(DIN No:08758350) as Additional Director who holds their office only upto this Annual General Meeting. Pursuant to the provisions of section 161(1) and other applicable provisions of the Companies Act, 2013, the Company has received a notice from a shareholder proposing their candidature for the office of Director.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Vishal Rai Sarin for whom the resolution relates, are concerned or interested in the resolution.

The Board recommends above Resolution for your approval.

**Item No. 6:**

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid -up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid -up capital and free reserve i.e. Up to Rs. 100 Crores.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice in the interests of the Company.

**Item No. 7:**

As per sub-section (2) & (3) of section 186 of the Companies Act, 2013, a company is required to obtain the prior approval of the members through a special resolution, in case the company wants to-

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Your company is growing and therefore in order to capitalize the various opportunities of the prevailing industry, the Board of Directors is seeking approval of the members pursuant to section 186 provisions over and above the limit as specified in the resolution at item no. 7

The said approval is sought keeping in mind the fund requirements of company's subsidiaries / sister concerns in the

group companies to meet urgent needs from time to time to yield and grow in business segment.

None of the Directors and/or Key Managerial Personnel (KMP) of the company and/or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 6 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the accompanying Notice in the interests of the Company.

**Item No. 8:**

The Board of Directors in its board Meeting held on September 5th 2020 approved the issuance and allotment of the issue of bonus shares subject to the approval of the members, the recommendation has been made for the issuance and allotment of bonus shares worth Rs. 4,10,14,840 (Rupees Four Crore One Lakhs Fourteen Thousand Eight Hundred Forty only) in the ratio of 1:1 i.e. one equity shares of face value of Rs.10/- (Rupees Ten) each for every one equity shares of face value of Rs.10/- (Rupees Ten) each held by the members of the Company. The current Authorised Share Capital of the Company is Rs. 80,00,00,000 (Rupees Eight Crore) and paid up capital is 4,10,14,840 (Rupees Four Crore One Lakhs Fourteen Thousand Eight Hundred Forty only). The present authorized capital (Rs. 80,00,00,000 (Rupees Eight Crores) of the Company is insufficient for further issue of bonus shares by the Company. Therefore, it became necessary for the Company to increase the authorized share capital of the Company. Accordingly, the Board of directors pursuant to Sections 13 and 61 of the Companies Act, 2013, has recommended the proposal to increase the authorized share capital of the Company from Rs. 80,00,00,000 (Rupees Fifty Crores) to Rs. 15,00,00,000 (Rupees Fifteen Crores). The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the accompanying Notice in the interests of the Company.

**Item No. 9:**

The Board of Directors in its board Meeting held on September 5th 2020 approved the issuance and allotment of the issue of bonus shares subject to the approval of the members, the recommendation has been made for the issuance and allotment of bonus shares worth Rs. 4,10,14,840 (Rupees Four Crore One Lakhs Fourteen Thousand Eight Hundred Forty only) in the ratio of 1:1 i.e. one equity shares of face value of Rs.10/- (Rupees Ten) each for every one equity shares of face value of Rs.10/- (Rupees Ten) each held by the members of the Company members on a "Record Date" to be fixed by the Board of Directors, by capitalizing a part of the amount standing to the credit of the Reserves..

Pursuant to the provisions of the Articles of Association of the Company and the Companies Act, 2013 and rules made thereunder, the capitalization of reserves and bonus issue thereof, require approval of the members in general meeting.

Accordingly, the resolution seeks approval of the shareholders for capitalizing Rs. 4,10,14,840 (Rupees Four Crore One Lakhs Fourteen Thousand Eight Hundred Forty only) out of the amount standing to the credit of the Reserves and issue of bonus shares out of the same on the terms and conditions set out in the resolution. The paid up capital of the Company after bonus issue will be Rs 8,20,29,680 (Rupees Eight Crore Twenty Lac Twenty Nine Thousand Six Hundred Eighty).

None of the Directors, Key Managerial Personnel or their respective relatives is in any way, concerned or interested in the resolutions.

**Item No. 10:**

At the Board meeting held on 5th day of September, 2020, the Directors of the Company put forward the proposal to change the name of the Company by new name "Regency Fincorp Limited" would be used to give better representation in the Market. The Board of Directors discussed the same and is of the opinion that the name of the company be changed from 'Regency Investments Limited' to 'Regency Fincorp Limited'.

As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended.

None of the Directors and/or Key Managerial Personnel (KMP) of the company and/or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 10 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 10 of the accompanying Notice in the interests of the Company.

**ANNEXURE –A**

**Additional Information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 at ensuing Annual General Meeting are as follows:**

<b>Name of the Director</b>	<b>Mr. Gaurav Kumar</b>	<b>Mr. Naveen Parashar</b>	<b>Mr. Jenish Pankajkumar Shah</b>	<b>Mr Vishal Rai Sarin</b>
DIN	06717452	08399097	07986786	08758350
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	13.09.2017	08.06.2020	08.06.2020	05.09.2020
Designation	Managing Director	Independent Director	Independent Director	Additional Director
Number of meeting attended of board in last financial year (2019-20)	9	-	-	-
Remuneration last drawn	Nil	Nil	Nil	Nil
Terms and Condition of appointment/ re-appointment	Terms & Condition for re-appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Condition for re-appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Condition for re-appointment are as per the Nomination and Remuneration Policy of the Company	Terms & Condition for re-appointment are as per the Nomination and Remuneration Policy of the Company
List of directorships held in various other Companies.	Annexure I	Annexure II	Annexure III	Annexure IV
No. of Shares held Company as on 31/03/2020.	396721	Nil	Nil	Nil
Relationship with existing Directors of the Company	Husband of Mrs Neha Abrol	None	None	None

**Annexure I**

CIN	Name of company	Date of Appointment	Date of Cessation
U74110CH2018PLC042089	REGENER8 CAPITAL SERVICES LIMITED	08/07/2019	-

**Annexure II**

CIN	Name of company	Date of Appointment	Date of Cessation
U17299TG2018PTC124707	GAYI ADI MANAGEMENT AND TRENDS PRIVATE LIMITED	16/01/2020	-
U65990TG2019PTC136760	GAYI ADI FINANCE AND INVESTMENT SERVICES PRIVATE LIMITED	14/11/2019	-

**Annexure III**

CIN	Name of company	Date of Appointment	Date of Cessation
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NIL

**Annexure IV**

CIN	Name of company	Date of Appointment	Date of Cessation
U74110CH2018PLC042089	REGENER8 CAPITAL SERVICES LIMITED	08/07/2019	-

By Order of the Board  
Regency Investments Limited

**REGISTERED OFFICE:**

Unit No 49 B, Sushma Infinium  
Chandigarh Ambala Highway Zirakpur Mohali,  
Punjab 140603  
Phone: +91 1762-424697  
Email: regencyinvestmentsltd@gmail.com  
Website: www.regencyinvestments.co.in

Sd/-  
Rahul Verma  
Company Secretary  
M. No.A56070

Date: 05.09.2020  
Place: Zirakpur, Punjab

**ANNEXURE – B**

**UPDATION OF SHAREHOLDER'S INFORMATION**

**I/ We request you to record the following information against my/ our Folio No. / DP ID-Client ID:**

**General Information:**

Folio No./ DP ID-Client ID	
Name of the first named Shareholder	
PAN	
CIN/ Registration No. (applicable to Corporate Shareholders)	
Tel. No. with STD Code	
Mobile No.	
Email ID	