



REGENCY FINCORP LIMITED
NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)
To

The Shareholders,

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 (the "Companies Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (the "Rules", which shall include any statutory modifications, amendments or re-enactments thereto) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") read with the equity listing agreement executed with the BSE Limited (hereinafter referred to as "BSE") where the equity shares of the Company are listed, for seeking approval of the shareholders by way of Special Resolutions for the matter as considered in the Resolutions appended below through Postal Ballot by remote e-voting.

Section 110 of the Companies Act, 2013 and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Companies Act, 2013 and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

SPECIAL BUSINESS

ITEM NO. 1

TO APPOINT MR. KAMAL KUMAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and Regulation 25 (2A) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), Mr. Kamal Kumar (DIN: 03050458), who was appointed as an Additional Director of the Company w.e.f 10th October, 2022 in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, from whom the Company has also received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years for the maximum period upto 9th October, 2027."

ITEM NO. 2

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

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum & Articles of Association of the Company the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to consider the alternation in the Loan Agreements entered with the entities as detailed in the Explanatory Statement, including the conversion of the same into equity shares of the Company on such terms and conditions as may be approved by the Board of Directors in their absolute discretion and agreed by the lenders."

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

ITEM NO. 3

TO CONSIDER CHANGE IN THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF PUNJAB TO NCT OF DELHI

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 12 and 13 and other applicable provisions, if any, of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or reenactment thereof, for the time being in force), and subject to the approval of Regional Director and other Statutory authorities and such other approvals, permissions and sanctions, as may be required from time to time, consent of the members/shareholders of the Company be and is hereby granted for shifting of Registered Office of the Company shifted from the "State of Punjab" to the "NCT of Delhi" and that the clause II of Memorandum of Association of the company be and is hereby substituted and replaced as under:

"II. The Registered office of the company is situated in the **NCT of Delhi**."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any person(s) authorized by the Board to exercise its powers including the powers conferred by this Resolution) or any officer so authorized by the Board, be and are hereby authorized on behalf of the Company to do

all acts, deeds and things, necessary and/or incidental in this regard, including filing of necessary application(s) with the concerned statutory authorities, including inter-alia Regional Director, jurisdictional Registrar, Ministry of Corporate Affairs, to make any modifications, changes, variations, alterations or revisions stipulated by anyone of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels/advisors/professionals, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

**For and on behalf of Board of Directors
Regency Fincorp Limited**

Sd/-

Date: 27th January, 2023
Place: Zirakpur

**Manisha Sharma
Company Secretary & Compliance Officer
M. No. A58430**

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals are annexed herewith. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E- voting & Postal Ballot.
2. This Postal Ballot Notice is being sent to the shareholders whose names appear on the Register of Members / List of Beneficial Owners as received from the Depository as on Friday, 27th January, 2023.
3. 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), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted through Postal Ballot. 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 during the e-voting period will be provided by CDSL.
4. Ms. Kavita, Practicing Company Secretary [Membership No. F9115], being a partner of M/s A. K. Nandwani & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Postal Ballot period as well as the Remote E-Voting period commences on Friday, 3rd February, 2023 [9:00 A.M.] and ends on Saturday, 4th March, 2023 [5:00 P.M.] During this period, Members holding shares either in physical form or demat form, as on Friday, 27th January, 2023 i.e. Cut-Off Date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
6. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-Off Date. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on Cut-Off Date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on Cut-Off Date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.
7. Resolution passed by the shareholders through the Postal Ballot is deemed to have been passed as if it is passed at a General Meeting of the shareholders.
8. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before Monday, 6th March, 2023 and will also be displayed on the Company's website www.regencyfincorp.com and on the website of MAS Services Limited at www.masserv.com and communicated to the stock exchange i.e. BSE Limited and depository on the said date.
9. This Postal Ballot Notice may be downloaded from the website of the Company www.regencyfincorp.com / from on the website of MAS Services Limited at www.masserv.com. The Notice is also available on website of the BSE Limited at www.bseindia.com
10. The Ministry of Corporate Affairs vide General Circular No. 17/2020 dated April 13, 2020 has specified that the Postal Ballot Notice can be sent by e-mail to the shareholders who have registered their e-mail addresses with the Company or Depository Participant/Depository and that the communication of assent or dissent of the Members would only take place through remote e-voting system. In compliance with the provisions of section 110 & 108 of the Act and rules made there under and the aforesaid MCA Circulars, the Company is sending the Notice of the Postal Ballot only through electronic mode to those Members whose e-mail addresses are registered with the Company/the Registrar & Transfer Agent of the Company ('RTA')/Depositories and has extended only remote e-voting facility for its Members to enable them to cast their votes electronically on the resolution. The Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

11. The last date of the e-voting i.e. Saturday, 4th March, 2023, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

12. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.

**For and on behalf of Board of Directors
Regency Fincorp Limited**

Sd/-

Date: 27th January, 2023
Place: Zirakpur

**Manisha Sharma
Company Secretary & Compliance Officer
M. No. A58430**

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

ITEM NO. 1

The Board of Directors of the Company ('the Board') at their meeting held on 10th October, 2022, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), approved the appointment of Mr. Kamal Kumar (DIN: 03050458) as an Additional Director of the Company with immediate effect and subject to the approval of the Members also as Independent Director of the Company for a period of five years with effect from the said date in terms of Section 149 read with Schedule IV of the Companies Act 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations 2015'). The Committee and the Board of Directors are of the view that the association of Mr. Kamal Kumar would benefit the Company. Declaration has been received from Mr. Kamal Kumar that he meets the criteria of Independence prescribed in the category of Independent Director, prescribed under section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations, 2015 for the appointment of the Independent Director. Further his name is already included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014. He is independent of the management of the Company. Mr. Kamal Kumar will be entitled to sitting fees for attending the meetings of the Board and its Committees as may be decided.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Kamal Kumar has been received by the Company, and consent has been filed by Mr. Kamal Kumar pursuant to Section 152 of the Act. Additional information in respect of Mr. Kamal Kumar, pursuant to Schedule V of the Act, Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the **Annexure- A** to this Notice.

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

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

ITEM NO. 2

At present, the Company is finding it hard to survive/repay the existing loans as per the current terms and thus the Board of Directors were of considered view to get the terms of the existing Loan Agreement revised to include the terms of conversion of the Loan into Equity Share Capital of the Company. The Board of Directors of the Company ('the Board') at their meeting held on 27th January, 2023, considered and approved the Conversion of existing loans into Equity shares of the Company. Details of the entities whose loans agreements are considered to be revised in terms of the present resolution are as follows:

S.No.	Name of the Entity	Loan Amounts consented to be converted (Amount in Rupees)
1	Ecomatix Solutions Private Limited	Rs. 8,30,00,000/-
2	Dhull Trading Private Limited	Rs. 5,43,00,000/-
3	Lotus Machines Pvt Ltd	Rs. 50,00,000/-
4	Max-Bio Biosciences Private Limited	Rs. 5,00,00,000/-
5	Natures Heavens India Private Limited	Rs. 4,35,00,000/-
6	Regency Digitrade Investments Private Limited	Rs. 2,55,00,000/-
7	Mr. Vishal Rai Sarin	Rs. 1,50,00,000/-

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

Save and except Mr. Gaurav Kumar, Managing Director and Mr. Vishal Rai Sarin, Wholtime Director of the Company and their relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice. The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members by Postal Ballot.

ITEM NO. 3

At present, the Company has its registered office located at Unit No 57-58, 4th Floor Sushma Infinium, Chandigarh-Ambala Highway, Zirakpur, Punjab 140603. Further, in view of the increased business opportunities and availability of talented resources in NCT of Delhi, the Board of Directors decided shifting of the registered office of the company from State of Punjab to National Capital Territory of Delhi, subject to the consent of members and further approval of Hon'ble Regional Director, Northern Region, Delhi.

Further, all the present employees of the company will be retained in the company on their present terms and conditions, no interest of any employee of the company will be adversely affected by shifting the Registered Office to NCT of Delhi. Even shifting of registered office will result in carrying on the business of the Company more economically and efficiently and also to enlarge the area of business operations.

Thus, it is hereby proposed to approve the shifting of Registered Office of the company from the "State of Punjab" to "National Territory of Delhi" and to alter Clause II of the Memorandum of Association of the Company by substituting the words "State of Punjab" to the "NCT of Delhi", subject to the approval of shareholders and the Hon'ble Regional Director, Northern Region, Delhi.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice except to the extent of their shareholding in the Company. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members by Postal Ballot.

**For and on behalf of Board of Directors
Regency Fincorp Limited**

Sd/-

Date: 27th January, 2023
Place: Zirakpur

**Manisha Sharma
Company Secretary & Compliance Officer
M. No. A58430**

ANNEXURE A TO THE NOTICE

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

Name of Director	Mr. Kamal Kumar
Age	44 years
Date of Appointment by the Board of Directors	10 th October, 2022
Brief Resume and nature of expertise in functional areas	He is a Member of The Institute of Chartered Accountants of India since 2002 and he is a Senior Finance Executive having a vast experience of more than 20 years.
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	Not Any
Terms and conditions of appointment or re-appointment	On such terms & conditions as mutually agreed by the Board.
The remuneration last drawn	Nil
The number of Meetings of the Board attended during the year	Two (2)
Directorships held in other listed Companies	Nil
Memberships / Chairmanships of Committees of other listed Companies	Nil
Number of shares held in the Company	Nil

**For and on behalf of Board of Directors
Regency Fincorp Limited**

Date: 27th January, 2023
Place: New Delhi

**Sd/-
Manisha Sharma
Company Secretary & Compliance Officer
M. No. A58430**

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- i. The voting period begins on Friday, 3rd February 2023 at 9:00 A.M. and ends on Saturday, 4th March, 2023 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date (Record Date) of 27th January, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v. Login Method For e-Voting And Joining Virtual Meetings For Physical Shareholders And Shareholders Other Than Individual Holding In Demat Form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

iv. After entering these details appropriately, click on "SUBMIT" tab.

vii. 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.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for "REGENCY FINCORP LIMITED" on which you choose to vote.

x. 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.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. 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.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. 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.

xvi. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- 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: regencyinvestmentsltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call on 022-23058542/43.

INSTRUCTIONS FOR VOTING

1. E-Voting Facility

- a. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
- b. The instructions for members for e-voting are as under:
 - I. The shareholders should log on to the e-voting website www.evotingindia.com.
 - II. Click on "Shareholders" module.
 - III. Now enter your User ID
 - IV. For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - V. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - VI. Next enter the Image Verification as displayed and Click on Login.
 - VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - VIII. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	A. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) B. 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.
Dividend Bank Details OR Date of Birth (DOB)	A. 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. B. 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.

IX. After entering these details appropriately, click on "SUBMIT" tab.

X. 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.

- I. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - II. 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.
 - III. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - IV. 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.
 - V. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - VI. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - VII. 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.
 - VIII. If you are already registered with CDSL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- c. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of CDSL's E-Voting website: helpdesk.evoting@cdslindia.com. You can also send your queries/grievances relating to e-voting to the E-mail ID: regencyinvestmentsltd@gmail.com
 - d. The Cut-off date for e-voting is Friday, 27th January, 2023.
 - e. The period for e-voting starts on Friday, 3rd February, 2023 and ends on Saturday, 4th March, 2023.
 - f. E-voting shall be disabled by CDSL at 5.00 P.M. on Saturday, 4th March, 2023.
