



Regency Fincorp Limited

(Formerly Known as:- Regency Investments Limited)

CIN : L67120PB1993PLC013169

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ADDENDUM TO THE NOTICE OF 30TH ANNUAL GENERAL MEETING (AGM) OF REGENCY FINCORP LIMITED TO BE HELD ON FRIDAY, 23RD JUNE, 2023

In furtherance to the Notice of 30th Annual General Meeting of Regency Fincorp Limited scheduled to be held on Friday, 23rd June, 2023 at 12:30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means (OAVM), we would like to draw attention of all the members/stakeholders of the Company.

The Company had received certain queries/observations from the BSE Limited on BSE Listing Centre on 9th June, 2023 while processing the In Principle Approval Application for the proposed Preferential Allotment, for which the Board of Directors in their meeting dated 14th June, 2023 have decided to Issue Addendum to the Notice of 30th Annual General Meeting, proposed to be held on 23rd June, 2023 for considering the said preferential issue of Equity Shares and Warrants convertible into Equity shares.

Accordingly, references made in the notice of the 30th AGM of the Company dated 24th May, 2023 shall be read as follows:

1. On page no. 25 of the Notice, in Point no. **d) Intent of the Promoters, directors or key managerial personnel or Senior management of the Issuer to subscribe to the offer**, BSE suggested to remove the name of Mr. Gaurav Kumar from 1st line. Accordingly, the clause shall be read as:

d) Intent of the Promoters, directors or key managerial personnel or Senior management of the Issuer to subscribe to the offer:

The proposed allotment to Mrs. Neha Abrol, being promoter of the Company is considered as allotment to Promoters.

Natures Heavens India Private Limited is a proposed Allottee, in which Mr. Gaurav Kumar and Mrs. Neha Abrol, being the Directors of the Company are Ultimate Beneficial Owners (UBO).

Regency Digitrade Investments Private Limited is a proposed Allottee, in which Mr. Gaurav Kumar and Mr. Vishal Rai Sarin, being the Directors of the Company are UBO.

Ms. Sahara Sharma and Mr. Vishal Rai Sarin, being Whole-Time Directors of the Company, intends to subscribe to any Equity Shares pursuant to the Preferential Issue.

Except those as stated above, no other Promoters, Directors or Key Managerial Personnel or their relatives, intend to subscribe to the Preferential Issue of the Company.

2. On page no. 27 of the Notice, point no. **g) Identity of the natural persons who are the Ultimate Beneficial Owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees**, BSE suggested to incorporate pre and post shareholding % age of each allottee.

Accordingly, the clause shall be read as:

g) Identity of the natural persons who are the Ultimate Beneficial Owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees:

i) Proposed Allottees for allotment of Equity shares

S.N o.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Ultimate Beneficial Owner of Non-Individual / Corporate U.B.O	Pre-Preferential shareholding	Pre-Preferential shareholding (%)	Post-Preferential shareholding	Post-Preferential shareholding (%)
1	Shubham Agarwal	Non-Promoter	Shubham Agarwal	N.A.	NIL	NIL	250000	0.58
2	Manju Agarwal	Non-Promoter	Manju Agarwal	N.A.	NIL	NIL	250000	0.58
3	Shivani Agarwal	Non-Promoter	Shivani Agarwal	N.A.	NIL	NIL	250000	0.58
4	Shreya Verma	Non-Promoter	Shreya Verma	N.A.	NIL	NIL	250000	0.58
5	Tarun Seth	Non-Promoter	Tarun Seth	N.A.	NIL	NIL	416666	0.96
6	Amita Seth	Non-Promoter	Amita Seth	N.A.	NIL	NIL	416666	0.96
7	Neelam Chauhan	Non-Promoter	Neelam Chauhan	N.A.	NIL	NIL	208333	0.48
8	Soarup Finance Private Limited	Non-Promoter	Soarup Finance Private Limited	N.A.	NIL	NIL	625000	1.44
9	Vimal Kumar Sharma	Non-Promoter	Vimal Kumar Sharma	N.A.	NIL	NIL	416666	0.96
10	Shikha Saini	Non-Promoter	Shikha Saini	N.A.	NIL	NIL	208333	0.48
11	Vinisha Singh	Non-Promoter	Vinisha Singh	N.A.	NIL	NIL	208333	0.48

12	Zabiulla Khan	Non-Promoter	Zabiulla Khan	N.A.	NIL	NIL	166666	0.38
13	Sameera Firdous	Non-Promoter	Sameera Firdous	N.A.	NIL	NIL	166666	0.38
14	Azee Munisa	Non-Promoter	Azee Munisa	N.A.	NIL	NIL	166666	0.38
15	Ikbāl Khan	Non-Promoter	Ikbāl Khan	N.A.	NIL	NIL	166666	0.38
16	Chandak hadi Vishwanatha	Non-Promoter	Chandak hadi Vishwanatha	N.A.	NIL	NIL	166666	0.38
17	Neelam	Non-Promoter	Neelam	N.A.	NIL	NIL	41666	0.10
18	Sonal Bhasen	Non-Promoter	Sonal Bhasen	N.A.	NIL	NIL	41666	0.10
19	Mohinder Singh Nain	Non-Promoter	Mohinder Singh Nain	N.A.	17240	0.16	183906	0.42
20	Lotus Machines Pvt Ltd	Non-Promoter	N.A.	ABHISHEK KUMAR	NIL	NIL	416666	0.96
21	Natures Heavens Private Limited	Promoter	N.A.	GAURAV KUMAR	NIL	NIL	3625000	8.37
22	Regency Digitrade Investments Private Limited	Promoter	N.A.	GAURAV KUMAR	NIL	NIL	2125000	4.91
23	Dhull Trading Private Limited	Non-Promoter	N.A.	HINA	NIL	NIL	4525000	10.45
24	Ecomatix Solutions Private Limited	Non-Promoter	N.A.	ASHOK KUMAR MEHRA	NIL	NIL	6916666	15.98
25	Max Bio Biosciences Private Limited	Non-Promoter	N.A.	ABHISHEK KUMAR	NIL	NIL	4166666	9.62
26	Vishal Rai Sarin	Non-Promoter	Mr. Vishal Rai Sarin	N.A.	NIL	NIL	1250000	2.89
	TOTAL				17240	0.16	27625573	63.81

ii) Proposed Allottees for allotment of warrants convertible into equity shares

S.N o.	Name of the Proposed Allottee	Category	Ultimate Beneficia l Owners	Ultimate Beneficial Owner of Non-Individual / Corporate U.B.O	Pre- Prefere ntial shareh olding	Pre- Preferen tial sharehol ding(%)	Post- Preferen tial sharehol ding	Post- Prefere ntial shareho lding (%)
1	Rajiv Vashisht	Non-Promoter	Rajiv Vashisht	N.A.	12764	0.12	1679430	3.88
2	Sahara Sharma	Non-Promoter	Sahara Sharma	N.A.	NIL	NIL	416666	0.96
3	Ritu Jolly	Non-Promoter	Ritu Jolly	N.A.	NIL	NIL	416666	0.96
4	RajatVas hisht	Non-Promoter	RajatVas hisht	N.A.	NIL	NIL	416666	0.96
5	Bhavana Sharma	Non-Promoter	Bhavana Sharma	N.A.	NIL	NIL	416666	0.96
6	Iqbal Singh	Non-Promoter	Iqbal Singh	N.A.	NIL	NIL	833333	1.92
7	Neha Abrol	Promoter	Neha Abrol	N.A.	772562	7.23	1605895	3.71
	TOTAL				785326	7.35	5785326	13.36

* Accordingly, in terms of proviso to Regulation 163(1)(f) of SEBI (ICDR) Regulations, no further disclosure of ultimate beneficial owners is required.

3. On page no. 30 of the Notice, Point no. k) Practicing Company Secretary's Certificate

The BSE observed to have Certificate from Practicing Company Secretary instead of Practicing Chartered Accountant. Accordingly, Certificate has been obtained from CS Pooja Bhatia, Practicing Company Secretary, Proprietor, M/s PB & Associates, Company Secretaries and the clause shall be read as:

k) Practicing Company Secretary's Certificate

The certificate as per Regulation 163(2) of SEBI (ICDR) Regulations has been obtained from CS Pooja Bhatia, Practicing Company Secretary, Proprietor, M/s PB & Associates, Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations which shall be made available for

inspection by the Members, during the meeting and will also be made available on the Company's website and will be accessible at link:

<https://regencyfincorp.com/images/investor/investor1686725308204.pdf>

4. On page no. 32 of the Notice, Point no. **u) Other Disclosures sub-point (ii)** the weblink for Valuation Report is missing. Accordingly same shall be read as:

u) Other Disclosures

ii) Since the Equity Shares of the Company are listed on the Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under Regulation 166A of SEBI ICDR Regulations. **The Valuation Report has been obtained from Mr. Manish Manwani, Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113) dated 24th May, 2023** in accordance with provisions of Regulation 166A of SEBI ICDR Regulations. The Valuation Report is uploaded on the website of the Company and is accessible at: <https://regencyfincorp.com/images/investor/investor1686314158196.pdf>

This Addendum shall form an integral part of the Notice of 30th Annual General Meeting dated 24th May, 2023, which has been sent/ dispatched on 2nd June, 2023. Accordingly, all the concerned shareholders, Depositories, Share Transfer Agent, Agencies appointed for e-voting, other authorities, regulators and all other concerned persons are requested to take note of the above amendments. The Notice of 30th Annual General Meeting of the Company shall be read along with this Addendum.

For **REGENCY FINCORP LIMITED**

Sd/-

GAURAV KUMAR
MANAGING DIRECTOR
DIN: 06717452

Date: 14th June, 2023