



CIN: L67120PB1993PLC013169

Regency Fincorp Limited

(Formerly Known as: -Regency Investments Limited)

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To,
The Board Members,

**SUBJECT: NOTICE OF SIXTH (06th) MEETING OF THE BOARD OF DIRECTORS
OF REGENCY FINCORP LIMITED FOR THE FINANCIAL YEAR 2024-25**

Dear Sir/Ma'am,

1. Shorter Notice is hereby given that the sixth (6th) Meeting of the Board of Directors of the Company i.e. Regency Fincorp Limited for the financial year 2024-25 will be held on Thursday, the 03rd day of October, 2024 at 5:00 P.M. via Video Conferencing/Other Audio-Visual Means.
2. The Agenda of the business to be transacted at the Meeting is enclosed herewith.
3. The link for the meeting will be shared in due course.

You are requested to kindly make it convenient to attend the meeting.

Thanking you,

For Regency Fincorp Limited

Prashant Khera
Company Secretary and Compliance Officer
Membership No.: A72928

Date: 28th September, 2024



Agenda of the Meeting of the Board of Directors (5/2024-25)

Item No.	Particulars
1.	To Appoint the Chairperson of the Meeting of the Board
2.	To grant leave of absence, if any, to the Director(s)
3.	Quorum of the meeting
4.	Confirmation of Minutes of the Previous Board Meeting
5.	To Take Note of: <ul style="list-style-type: none">• Closure of Trading Window for the Quarter ending on 30th September, 2024.• Compliance Certificate issued by CFO w.r.t. NBFC Compliances for the month ending on 30th September, 2024.
6.	To Appoint Mr. Ashish Kamra as Additional Director, Whole-time Director on the Board of the Company.
7.	To Approve Allotment of Equity Shares on Conversion of Warrants.
8.	To Consider fund raising alternatives including Preferential Issue.
9.	To Consider and Approve amendments in Code of Fair Disclosure and Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.
10	Any other matter with the permission of the Chairperson and vote of thanks to the Chair.

For Regency Fincorp Limited

Prashant Khara
Company Secretary and Compliance Officer
Membership No.: A72928

Date: 28th September, 2024

NOTES TO AGENDA

ITEM NO:1

CHAIRPERSON OF THE MEETING

The Board of Directors among themselves will elect one member as the Chairperson of the meeting.

ITEM NO:2

LEAVE OF ABSENCE, IF ANY

The Chairperson so appointed will announce whether any leave of absence is received by the company or not and the same will be taken on record.

ITEM NO:3

TO CONFIRM THE REQUIRED MINIMUM NUMBER OF QUORUM

After ascertaining the leave of absence and the members present, the Chairperson will announce the availability of the quorum. Thereafter, the Chairperson will further proceed with the meeting.

ITEM NO:4

CONFIRMATION OF MINUTES OF PREVIOUS BOARD OF DIRECTOR'S MEETING

The minutes of the Previous Board Meeting held on 02nd September, 2024 as finalized and signed by the Chairperson of the said meeting will be placed before the Board for its consideration and confirmation.

ITEM NO.5

TO TAKE NOTE OF THE FOLLOWING:

To Take Note of:

- a) Closure of Trading Window for the Quarter ending on 30th September, 2024.
- b) Compliance Certificate issued by CFO w.r.t. NBFC Compliances for the month ending on 30th September, 2024.

The afore mentioned compliances shall be placed before the Board for their consideration and taken on record.

ITEM NO: 6

TO APPOINT MR. ASHISH KAMRA AS ADDITIONAL DIRECTOR, WHOLE-TIME DIRECTOR ON THE BOARD OF THE COMPANY.

On the Recommendation of the Nomination and Remuneration Committee and in furtherance of the approval for proposal to appoint accorded in the meeting of the Board of Directors held

on 02nd September, 2024, the Chairman will place the proposal to appoint Mr. Ashish Kamra as an Additional Director, Whole-time Director on the Board of the Company w.e.f. 03rd October, 2024 subject to approval of the members of the company.

After going through the profile of Mr. Ashish Kamra, the members on the Board may express their views.

ITEM NO: 7

TO APPROVE ALLOTMENT OF EQUITY SHARES ON CONVERSION OF WARRANTS.

The Chairman will place the proposal for allotment of 49,99,996 (Forty-nine lakh ninety-nine thousand nine hundred and ninety-six) equity shares of ₹10 each, at an issue price of ₹12 per share (including a premium of ₹2 per share), pursuant to the conversion of 49,99,996 warrants that were allotted on 18th August 2024.

After going through the proposal, the members may express their views.

ITEM NO: 8

TO DISCUSS VARIOUS FUNDING OPTIONS INCLUDING PREFERENTIAL ISSUE.

The Chairman will place the proposal to explore various funding options to meet the company's expansion and growth requirements. The Board will deliberate on the following funding options including but not limited to:

1. Issuance of warrants convertible into equity shares on preferential basis.
2. Conversion of existing loans into equity on preferential basis.

The Board may also consider other financing strategies and determine the most suitable option to achieve the company's long-term objectives, subject to necessary regulatory compliance and approvals.

After discussion, the Board may contemplate the options and approve the viable option.

ITEM NO: 9

TO CONSIDER AND APPROVE AMENDMENTS IN CODE OF FAIR DISCLOSURE AND CODE OF CONDUCT UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015.

The Chairman will place the proposal to consider and approve the proposed amendments in the existing Code of Fair Disclosure and Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015, to ensure better compliance and alignment with latest regulatory requirements.

The details of the proposed amendments will be presented during the meeting by the Compliance Officer for the Board's review and consideration.

ITEM NO:10

**ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRPERSON AND
VOTE OF THANKS TO THE CHAIR**

If there would be no specific agenda left for discussion, the meeting will be concluded with the Vote of Thanks to the Chair.

For Regency Fincorp Limited

**Prashant Khera
Company Secretary and Compliance Officer
Membership No.: A72928**

Date: 28th September, 2024