

# Regency Fincorp Limited

(Formerly Known as: Regency Investments Limited)  
Corp & Regd Office: Unit No 6 Upper Ground Floor LA MER, Airport Road,  
Zirakpur140603, Punjab.  
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## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup> (FIRST) EXTRA ORDINARY GENERAL MEETING (“EoGM/EGM”) FOR THE FINANCIAL YEAR 2026-27 OF THE SHAREHOLDERS OF REGENCY FINCORP LIMITED (“COMPANY”) WILL BE HELD ON WEDNESDAY, THE 22<sup>ND</sup> DAY OF APRIL 2026, AT 12:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(ES):

### SPECIAL BUSINESS

#### ITEM NO. 1:

#### APPOINTMENT OF MR. SACHIN GARG (DIN: 09094753) AS AN INDEPENDENT DIRECTOR 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 pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and on the basis of the recommendation received from the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Sachin Garg (DIN: 09094753) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 17<sup>th</sup> February, 2026, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f. 17<sup>th</sup> February, 2026 to 16<sup>th</sup> February, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Sachin Garg (DIN: 09094753) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

#### ITEM NO. 2:

#### APPOINTMENT OF MR. SANJAY MITTAL (DIN: 11548754) AS AN INDEPENDENT DIRECTOR 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 pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and on the basis of the recommendation received from the Nomination and Remuneration Committee and the approval of the Board of

Directors of the Company, Mr. Sanjay Mittal (DIN: 11548754) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 25<sup>th</sup> March, 2026, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f. 25<sup>th</sup> March, 2026 to 24<sup>th</sup> March, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Sanjay Mittal (DIN: 11548754) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

### **ITEM NO. 3:**

#### **ALTERATION OF ARTICLES OF ASSOCIATION 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** pursuant to the provisions of Sections 5, 14 and 161(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder, of the Companies Act, 2013 (“the Act”) and Regulation 23(6) of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Regulation 15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of approval of the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded to alter the Articles of Association of the Company to include the Article number 66A after Article number 66:

*“Article 66A: Right of Debenture Trustee(s) to appoint Nominee Director/ Director nominated by the Debenture Trustee(s):*

- I. Notwithstanding anything to the contrary contained in these articles, pursuant to Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and subject to the provisions made in Debenture Trust Deed executed / to be executed in connection with any issue of Non-convertible debentures; on receipt of the nomination by the debenture trustee the Board shall have the power, to appoint a Nominee Director on the Board of the Company, upon occurrence of any of the following event:
  - i. two consecutive defaults in payment of interest to the debenture holders; or*
  - ii. default in creation of security for debentures; or*
  - iii. default in redemption of debentures; or*
  - iv. any such event as specified under Debenture Trust Deed;**
- II. Such nominee director shall not be liable to retire by rotation nor required to hold any qualification shares;*
- III. The Debenture Trustee may have the right to remove the nominee director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director'(s) appointment, at any point of time; appoint any other person as Nominee Director. Such appointment or removal shall be made only after prior written information to the Board of the Company/ Committee of Directors thereof.*
- IV. The office of nominee director shall stand vacated once the debentures stand redeemed or matured,*

*whichever is earlier:*

*V. In case the Debenture Trustee resigns from his office, the office of the nominee director so nominated by the Debenture Trustee shall stand vacated*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred as the "Board" which term shall include any Committee constituted/may be constituted by the Board or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation issuing clarifications and resolving all questions of doubt, to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, to settle all questions, difficulties or doubts that may arise in regard to the alteration of the Articles of Association and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

**ITEM NO. 4:**

**TO CONSIDER AND APPROVE REVISION IN THE BORROWING LIMITS OF THE COMPANY**

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

**"RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to revise the borrowing limits of the Company from any Bank and/or other Financial Institution and/ or Indian/Foreign Lender and/or body corporate / entity/entities/ Directors of the Company and/or authority/ authorities, as may be deemed appropriate by Board from existing maximum amount of INR 500,00,00,000/- (Indian Rupees Five Hundred Crores Only) to an aggregate amount not exceeding INR 1,000,00,00,000/- (Indian Rupees One Thousand Crores Only).

**RESOLVED FURTHER THAT** in supersession of all earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded for the Board of Directors to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and /or creating a floating charge in all or any moveable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for due payment of the principal and/or together with interest, charges, cost expenses and all other monies payable by the Company or any third party in respect of such

borrowings provided that the aggregate indebtedness secured by assets of the Company does not exceed a sum of INR 1,000,00,00,000/- (Indian Rupees One Thousand Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO. 5:**

**TO ISSUE NON-CONVERTIBLE DEBENTURES/ COMMERCIAL PAPERS ON PRIVATE PLACEMENT BASIS TO RESIDENTS AND NON-RESIDENTS**

**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 Sections 42, 71, 102, 114 and other applicable provisions of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Direction- Reserve Bank of India (Commercial Paper and Non-Convertible of original or initial maturity upto one year) Directions, 2024 including amendment(s), modification(s), variation(s) or re-enactment(s) thereto and other applicable guidelines as well as provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to issue Secured / Unsecured and/or Listed Redeemable Non-Convertible Debentures (“NCD”) (in any combination thereof)/ Commercial Papers for an aggregate value of up to INR 500,00,00,000/- (Indian Rupees Five Hundred Crores Only) on private placement basis in such form, manner, in one or more tranches, within such period, and upon such terms and conditions as may be decided by the Board of Directors of the Company or Committee thereof (hereinafter referred to as “the Board”), in its absolute discretion as may deem fit and proper.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid Resolution, the Board and/or Committee thereof, be and is hereby authorized to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard, including but not limited to:

- finalize the detailed terms and conditions of the Debenture/ Bonds Issue, size of issue, tenor of issue, interest payment frequency, redemption dates, coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to Secured Debentures;
- create security for the Secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis;
- print and issue Letter(s) of Allotment, etc.;
- delegate all or any of the above powers to the Managing Director or any other official of the Company to do any incidental acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for

matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**Registered Office:**  
SCO 6 Upper Ground Floor, LA MER,  
PR 7, Airport Road, Zirakpur 140603, Punjab  
Email: [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com)  
Website: [www.regencyfincorp.co.in](http://www.regencyfincorp.co.in)

**Date:** 25.03.2026  
**Place:** Zirakpur

**By Order of the Board of Directors**  
**Regency Fincorp Limited**

**Sd/-**  
**Abhimanyu**  
**Company Secretary and Compliance Officer**

**Notes:**

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information pursuant to provisions of Regulation 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. 1 and 2 is annexed to this notice and marked as Annexure-A to the Explanatory Statement.

2. The present EGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 12, 2022, 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024, and General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025; Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as **‘the MCA Circulars’**). Since this EGM will be held through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’), Members will not be able to appoint proxies for this meeting. Further, Attendance Slip and Route Map are not being annexed to this Notice.

3. Corporate Members are requested to send a certified copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the EGM, pursuant to Section 113 of the Act, through e-mail at [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com).

4. In conformity with the applicable regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; physical letters has been sent to those members who has not registered their email addresses with the Company or with the Depositories. Further in line with the Ministry of Corporate Affairs (‘MCA’) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.regencyfincorp.com](http://www.regencyfincorp.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://eservices.nsd.com>. Members may also note that the Notice of the Meeting will also be available on the Company’s website [www.regencyfincorp.com](http://www.regencyfincorp.com) for download.

5. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company’s investor email ID i.e. [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com).

6. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) as detailed in ***the MCA Circulars***. The forthcoming EGM will thus be held through video conferencing ("VC") or other audio-visual means ("OAVM"). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The detailed Instruction for attending EGM through VC/ OAVM is annexed to the Notice as **Annexure-1**.

7. 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 ***the MCA Circulars***, the Company is providing facility of remote e-voting (facility to cast vote prior to the EGM) and also e-voting during the EGM to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) 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 EGM will be provided by NSDL. The detailed instruction for remote E-Voting & E-Voting at EGM is annexed to the Notice as **Annexure-1**.

8. Mr. Devender Singh, Proprietor of M/s Devender Singh and Associates, Practicing Company Secretary (ies) [Membership No. 76094 , COP: 28056) has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of EGM) in a fair and transparent manner.

9. The remote e-voting period commences on **Sunday, 19<sup>th</sup> April, 2026 [9:00 A.M.]** and ends on **Tuesday, 21<sup>st</sup> April, 2026 [5:00 P.M.]** During this period, Members holding shares either in physical form or demat form, as on **Wednesday, 15<sup>th</sup> April, 2026** 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.

10. 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 NSDL. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting vote.

11. The Results of voting will be declared within 2 working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website [www.regencyfincorp.com](http://www.regencyfincorp.com) and on the website of NSDL i.e., <https://eservices.nsdl.com> immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.

## 12. REQUEST TO MEMBERS

(i) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications from the Company electronically. 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 Company/RTA email id.

(ii) Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.

(iii) Members holding shares in dematerialized form are requested to register / update their e-mail addresses & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

(iv) Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. MAS Services Limited, having address situated at T/34, 2nd Floor, Okhla Industrial Area. Phase II, New Delhi-110020, about the changes, if any, in their registered address along with Pin Code, quoting their Folio number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company or by sending email the same at [info@masserv.com](mailto:info@masserv.com)

(v) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar, for consolidation into a single folio.

(vi) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / registrar and Share Transfer Agents.

In case of any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members, available at download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or to contact Ms. Pallavi Mhatre, Senior Manager by sending request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to [at evoting@nsdl.com](mailto:evoting@nsdl.com).

**Registered Office:**  
SCO 6 Upper Ground Floor, LA MER,  
PR 7, Airport Road, Zirakpur 140603, Punjab  
Email: [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com)  
Website: [www.regencyfincorp.co.in](http://www.regencyfincorp.co.in)

**Date:** 25.03.2026  
**Place:** Zirakpur

**By Order of the Board of Directors**  
**Regency Fincorp Limited**

**Sd/-**  
**Abhimanyu**  
**Company Secretary and Compliance Officer**

## **ANNEXURE 1 TO THE NOTICE**

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to ***the MCA Circulars*** and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporate(s) are entitled to appoint and authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM 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 EGM through VC/OAVM will be made available for 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the Ministry of Corporate Affairs 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 EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.regencyfincorp.com](http://www.regencyfincorp.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with ***the MCA Circulars***

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Sunday, 19<sup>th</sup> April, 2026 at 9:00 A.M. and ends on Tuesday, 21<sup>st</sup> April, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 15<sup>th</sup> April, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 15<sup>th</sup> April, 2026.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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. NSDL and CDSL**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

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, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

Your User ID details are given below

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - e) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
  - f) Now, you will have to click on "Login" button
  - g) After you click on the "Login" button, Home page of e-Voting will open

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to

[info@aknassociates.in](mailto:info@aknassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members, available at download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or to contact Ms. Pallavi Mhatre, Senior Manager by sending request at [Evoting@nsdl.com](mailto:Evoting@nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM 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 in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company

name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. 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 7 days prior to meeting i.e., Wednesday, 15<sup>th</sup> April, 2026, mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance latest by Wednesday, 15<sup>th</sup> April, 2026 by 5:00 PM mentioning their name, demat account number/folio number, email id, mobile number at (company email id- [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com) ). These queries will be replied to by the company suitably by email.

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

### **ITEM NO. 1:**

Post reviewing of confirmation of Independence received from Mr. Sachin Garg (DIN: 09094753), under Section 149(6) of the Companies Act, 2013 ("**the Act**") and after receiving the recommendation from the Nomination and Remuneration Committee, the Board at its meeting held on 17<sup>th</sup> February, 2026 has considered and approved the appointment of Mr. Sachin Garg as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 17<sup>th</sup> February, 2026 till the date of ensuing General Meeting of the Company pursuant to Section 161 of Companies Act, 2013.

Mr. Sachin Garg is registered under the Independent Director's Databank as maintained by The Indian Institute of Corporate Affairs ("**IICA**") and he has also qualified the online self-proficiency test and the certificate was placed before the Board in its meeting held on 17<sup>th</sup> February, 2026.

The Company has received declaration from Mr. Sachin Garg that he did not have or had any prior transaction/association with the Company, its Directors and Promoters.

The Board opines that he fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and also that he is Independent of the management. Mr. Sachin Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. He is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as **Annexure- A**

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Sachin Garg are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 as set out in this notice except to the extent of their shareholding in the Company.

Your directors recommend the said Resolution for approval by the Members by way of a **Special Resolution**.

### **ITEM NO. 2:**

Post reviewing of confirmation of Independence received from Mr. Sanjay Mittal (DIN: 11548754), under Section 149(6) of the Companies Act, 2013 ("**the Act**") and after receiving the recommendation from the Nomination and Remuneration Committee, the Board at its meeting held on 25<sup>th</sup> March, 2026 has considered and approved the appointment of Mr. Sanjay Mittal as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 25<sup>th</sup> March, 2026 till the date of ensuing General Meeting of the Company pursuant to Section 161 of Companies Act, 2013.

He is registered under the Independent Director's Databank as maintained by The Indian Institute of Corporate Affairs ("**IICA**") and he has also qualified the online self-proficiency test and the certificate was placed before the Board in its meeting held on 25<sup>th</sup> March, 2026.

The Company has received declaration from Mr. Sanjay Mittal that he did not have or had any prior transaction/association with the Company, its Directors and Promoters.

The Board opines that he fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and also that he is Independent of the management. Mr. Sanjay Mittal is not disqualified from being appointed as a

Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. He is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as **Annexure- A**

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Sachin Garg are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 as set out in this notice except to the extent of their shareholding in the Company.

Your directors recommend the said Resolution for approval by the Members by way of a **Special Resolution**.

### **ITEM NO. 3:**

In reference to the provisions of sub regulation 6 to the Regulation 23 of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulation") wherein it mandated that Articles of Association ("AOA") of an issuer of debt securities should contain a clause authorising the Board of Directors of such issuer company to appoint a person nominated by the debenture trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board.

In view of the above, the Company proposes to alter its Articles of Association to include provisions with respect to the requirement for the Board of Directors to appoint such person nominated by the debenture trustee in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 in case of:

- (i) in the event of two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures

The Board of Directors at their meeting held on 25<sup>th</sup> March, 2026, subject to the approval of the members of the Company, accorded their approval for amending the Articles of Association.

Therefore, the following Clause A be inserted after the existing Clause (vi) of Article 66:

*"Article 66A: Right of Debenture Trustee(s) to appoint Nominee Director/ Director nominated by the Debenture Trustee(s):*

- I. Notwithstanding anything to the contrary contained in these articles, pursuant to Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and subject to the provisions made in Debenture Trust Deed executed / to be executed in connection with any issue of Non-convertible debentures; on receipt of the nomination by the debenture trustee the Board shall have the power, to appoint a Nominee Director on the Board of the Company, upon occurrence of any of the following event:
  - i. two consecutive defaults in payment of interest to the debenture holders; or*
  - ii. default in creation of security for debentures; or*
  - iii. default in redemption of debentures; or*
  - iv. any such event as specified under Debenture Trust Deed;**
- II. Such nominee director shall not be liable to retire by rotation nor required to hold any qualification shares;*

- III. The Debenture Trustee may have the right to remove the nominee director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director'(s) appointment, at any point of time; appoint any other person as Nominee Director. Such appointment or removal shall be made only after prior written information to the Board of the Company/ Committee of Directors thereof.*
- IV. The office of nominee director shall stand vacated once the debentures stand redeemed or matured, whichever is earlier.*
- V. In case the Debenture Trustee resigns from his office, the office of the nominee director so nominated by the Debenture Trustee shall stand vacated*

By virtue of Section 14 of the Companies Act, 2013, approval of Members is required by way of Special Resolution in General Meeting to amend the Articles of Association of the Company. Accordingly, the Board of Directors of the Company seeks the approval of the Members of the Company for the aforesaid alteration by way of a Special Resolution. Members are requested to note that the draft Articles of Association of the Company shall be available for inspection by the Members of the Company.

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 as set out in this notice except to the extent of their shareholding in the Company.

Your directors recommend the said Resolution for approval by the Members by way of a **Special Resolution**

**ITEM NO. 4:**

Keeping in view the Company' existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may from time to time raise funds from various Banks and/ or Financial Institutions and/ or any other lending institution and/ or Bodies Corporate and/ or Directors of the Company or such other persons/ individuals, as may be considered fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company' Bankers in ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company. Hence it is proposed to revise the existing maximum borrowing limits from upto INR 500,00,00,000/- (Indian Rupees Five Hundred Crores) to upto INR 1,000,00,00,000/- (Indian Rupees One Thousand Crores).

Pursuant to Section 180(1) (c) of the Companies Act 2013, the Board of Directors cannot borrow more than the aggregate amount of paid up capital of the Company and its free reserves at any time except with the consent of the members of the Company in the general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further Section 180(1) (a) of the Companies Act 2013, provides for power to sell or otherwise dispose of the whole or substantially whole of the undertaking of the Company subject to approval of members of the Company in the general meeting, upto a limit of INR 1,000,00,00,000/ (Indian Rupees One Thousand Crores)

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. 4 as set out in this notice except to the extent of their shareholding in the Company.

Your directors recommend the said Resolution for approval by the Members by way of a **Special Resolution.**

**ITEM NO. 5:**

In terms of Section 42, 71 and other applicable provisions of the Companies Act, 2013 as well as the relevant Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, private placement of debt securities is permitted subject to prescribed disclosures and approval of Members by a Special Resolution.

Being an NBFC, the Company mobilize funds for its ongoing operations, by issue of Secured Listed Non-Convertible Debentures and/or Unsecured Listed Non-Convertible Debentures on a private placement basis. Pursuant to this, approval of the Members is requested for a Special Resolution for making offer(s) or invitation(s) for the issue of the above mentioned Non-Convertible Debentures ("NCD")/ Commercial Paper upto an amount of INR 500,00,00,000/- (Indian Rupees Five Hundred Crores Only) in single or multiple tranches on a private placement basis.

Also, it is requested to authorize the Board of Directors of the Company (including any Committee of the Board) to issue NCDs or debt instruments or commercial paper from time to time. The Board of Directors of the Company recommend the resolution for approval of the Members.

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. 5 as set out in this notice except to the extent of their shareholding in the Company.

Your directors recommend the said Resolution for approval by the Members by way of a **Special Resolution**.

**Registered Office:**  
SCO 6 Upper Ground Floor, LA MER,  
PR 7, Airport Road, Zirakpur 140603, Punjab  
Email: [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com)  
Website: [www.regencyfincorp.co.in](http://www.regencyfincorp.co.in)

Date: 25.03.2026  
Place: Zirakpur

**By Order of the Board of Directors**  
**Regency Fincorp Limited**

Sd/-  
**Abhimanyu**  
**Company Secretary and Compliance Officer**

**ANNEXURE A TO THE EXPLANATORY STATEMENT**

**DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI')), INFORMATION IN RESPECT OF THE RE-APPOINTMENT OF DIRECTOR IS PROVIDED HEREIN BELOW**

<b>Name of the Director</b>	Mr. Sachin Garg	Mr. Sanjay Mittal
<b>DIN</b>	09094753	11548754
<b>Date of Birth/Age</b>	12/11/1978	23/08/1973
<b>Qualification(s)</b>	Registered Investment Advisor	Master of Business Administration (MBA)
<b>Nature of Expertise in specific functional areas</b>	He is having core expertise in Retail and Bank Branching, wealth Management and Investment Advisory, Mortgage and Structured Lending, Financial Planning and Portfolio Advisory, Team Leadership and Business Growth, Client Relationship Management	Extensive experience in banking, NBFC operations, investment banking, and wealth management. De holds a Ph.D. in Business Administration, an MBA in Finance, and is a Certified Wealth Manager (CWM).
<b>Brief Resume</b>	<p>Dr. Sachin Garg is a seasoned banking and financial services professional with over 18 years of extensive experience across retail banking, wealth management, and mortgage advisory. He holds a Doctorate in Marketing and Finance and is a Certified Financial Professional, reflecting a strong blend of academic excellence and practical expertise.</p> <p>Dr. Garg has also successfully cleared NISM Series XA and XB (Investment Adviser Level 1 &amp; 2) examinations, qualifying him as a Registered Investment Advisor (RIA), further strengthening his credentials in investment advisory and financial planning.</p> <p>He is having Core Expertise in Retail &amp; Branch Banking, Wealth Management &amp; Investment Advisory, Mortgage &amp; Structured Lending, Financial Planning &amp; Portfolio Advisory, Team Leadership &amp; Business Growth, Client Relationship Management.</p> <p>Dr. Sachin Garg is widely recognized for his strategic thinking, ethical advisory approach, and deep understanding of the Indian banking and financial services landscape.</p>	<p>Dr. Sanjay Mittal is a seasoned banking and financial services professional with nearly three decades of extensive experience in banking, NBFC operations, investment banking, and wealth management. De holds a Ph.D. in Business Administration, an MBA in Finance, and is a Certified Wealth Manager (CWM).</p> <p>Over the course of his distinguished career, Dr. Mittal has held senior leadership roles with reputed banking institutions including Bank of Punjab Limited, IndusInd Bank, and ICICI Bank. He served as Senior Manager, Chief Manager, and Assistant General Manager respectively, gaining deep expertise in credit appraisal, risk assessment, structured finance, portfolio management, regulatory compliance, and strategic banking operations.</p>
<b>Terms &amp; Conditions of appointment/reappointment</b>	Mr. Sachin Garg has been appointed as an independent director on 17 <sup>th</sup> February 2026 for a period of 5 (Five) consecutive	Mr. Sanjay Mittal has been appointed as an Independent director on 25 <sup>th</sup> March, 2026 for a period of 5 (Five) consecutive years

	years commencing from 17 <sup>th</sup> February, 2026 till 16 <sup>th</sup> February, 2031 (both days inclusive)	commencing from 25 <sup>th</sup> March, 2026 till 24 <sup>th</sup> March, 2031 (both days inclusive)
<b>Remuneration last drawn (sitting fees and commission)</b>	N.A.	N.A.
<b>Remuneration proposed to be paid</b>	NIL	NIL
<b>Date of First Appointment</b>	17 <sup>th</sup> February, 2026	25 <sup>th</sup> March, 2026
<b>Shareholding:</b> 1. In the Company 2. In the listed entity, including shareholding as a beneficial owner	NIL	NIL
<b>Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company</b>	N.A.	N.A.
<b>Number of Board meetings held and attended during the FY 24-25</b>	N.A.	N.A.
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	NIL	NIL
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board</b>	NIL	NIL
<b>Listed entities from which the person has resigned in the past three years</b>	NIL	NIL
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	The Board opines that Mr. Sachin Garg fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with and also that he is Independent of the management. Mr. Sachin Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Act	The Board opines that Mr. Sanjay Mittal fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with and also that he is Independent of the management. Mr. Sachin Mittal is not disqualified from being appointed as a Director in terms of Section 164 of the Act

	and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. He is a person of integrity and possesses professional qualification.	and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. He is a person of integrity and possesses professional qualification.
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