₹egency
Fincorp

33rd
ANNUAL REPORT 2026

REGENCY FINCORP LIMITED

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Zirakpur-140603, Punjab.

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Board of Directors and Key Managerial Personnel:

Name	Designation	Date of Appointment
Mr. Gaurav Kumar (DIN: 06717452)	Managing Director	13th September,2017
Mr. Sarfaraz Mallick (DIN: 10255433)	Whole-Time Director	31st October, 2023
Mr. Vishal Rai Sarin (DIN: 08758350)	Non-Executive Non-Independent Director	5th September, 2020
Ms. Dolly Setia (DIN: 10501076)	Non-Executive Independent Director	28th February, 2024
Mr. Sachin Garg (DIN: 09094753)	Non-Executive Independent Director	17th February 2026
Mr. Sanjay Mittal (DIN: 11548754)	Non-Executive Independent Director	25th March 2026
Mr. Sarfaraz Mallick (DIN: 10255433)	Chief Financial Officer	29th March, 202 5
Mr. Abhimanyu	Company Secretary & Compliance Officer	17th September 2026

For details of change in management please refer director report attached herewith.

1. AUDIT COMMITTEE:

Name of Director	Nature of Directorship	Status in Committee
Mr. Sachin Garg	Non-Executive Independent Director	Chairperson
Mr. Sanjay Mittal	Non-Executive Independent Director	Member
Mr. Gaurav Kumar	Managing Director	Member

2. NOMINATION AND REMUNERATION COMMITTEE

Name of Director	Nature of Directorship	Status in Committee
Mr. Sachin Garg	Non-Executive Independent Director	Chairperson
Mr. Sanjay Mittal	Non-Executive Independent Director	Member
Ms. Dolly Setia	Non-Executive Independent Director	Member

3. **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Name of Director	Nature of Directorship	Status in Committee
Mr. Sachin Garg	Non-Executive Independent Director	Chairperson
Mr. Sanjay Mittal	Non-Executive Independent Director	Member
Ms. Dolly Setia	Non-Executive Independent Director	Member
Mr. Gaurav Kumar	Managing Director	Member

STATUTORY AUDITORS:
M/s. K N S G & Co LLP
Chartered Accountants
MCB-Z-1/07037, Adj. R.O. Opp. Qila Gate,
Bathinda, Punjab-151001
Email: Sourav.garg@gmail.com

REGISTERED OFFICE:
SCO 6, Upper Ground Floor LA MER, PR-7, Airport Road,
Zirakpur140603, Punjab.
Phone: +91 7717593645
Email: regencyinvestmentsltd@gmail.com
Website: www.regencyfincorp.co.in

SECRETARIAL AUDITOR:
Mr. Shailendra Kumar Roy
(M.No: A25823; CP: 11738)
Practicing Company Secretary
Email: shailendrakumarroy4@gmail.com

CORPORATE IDENTITY NUMBER:
L67120PB1993PLC013169

BANKER TO THE COMPANY:
YES BANK LIMITED
Sector-82, Mohali,
Punjab-140308

REGISTRAR & SHARE TRANSFER AGENT:
MAS Services Ltd.
T/34, 2nd Floor, Okhla Industrial Area, Phase II,
New Delhi-110020,
Tel.: 011 - 26378781/82/83
Email: info@masserv.com

Chairman's Speech

Annual Report – FY 2025–26

Dear Shareholders,

It gives me great pleasure to address you on behalf of the Board of Directors and present the Annual Report of Regency Fincorp Limited for the financial year 2025–26. This year has been a period of strategic progress, financial strengthening and expansion of our lending capabilities, in line with our vision to build a trusted, innovative and technology-enabled Non-Banking Financial Company contributing to India's growth story.

It is a privilege to address our shareholders on this important occasion and to share with you the progress and developments achieved by the Company during the year. The financial year under review has been an important and encouraging year for Regency Fincorp Limited, marked by strong business growth, strengthening of our lending operations, expansion of our secured MSME portfolio and focused execution of our long-term strategic objectives.

At present, the Regency Fincorp Limited team is making its best possible efforts to build a stable, scalable and sustainable **MSME-focused lending platform with a strong digital lending orientation**. During the year, we continued to strengthen our focus on MSME and secured lending, while simultaneously advancing our digital lending capabilities. Prudent underwriting, disciplined risk management, technology-led processes and operational efficiency remain at the core of our business approach.

Our continued focus remains on developing a **strong secured MSME loan portfolio**, supported by technology-enabled and digital lending solutions. We believe that the MSME sector presents significant opportunities for sustainable growth, and the Company is committed to supporting underserved and underbanked MSMEs through accessible, efficient and responsible credit solutions, while maintaining a prudent and risk-conscious lending approach.

The Company has also accelerated its **digital transformation journey**, with a focus on leveraging AI-based tools, digital platforms and data-driven underwriting to improve credit assessment, customer acquisition, loan processing and overall operating efficiency. Initiatives such as our digital lending platform, Cash My Salary and RegPay are aimed at enhancing customer reach and convenience while creating a more scalable and technology-enabled lending ecosystem.

Looking ahead, we remain focused on building a **scalable, technology-enabled and well-capitalised NBFC**, with secured MSME lending and digital lending forming key pillars of our growth strategy. We believe that a combination of strong underwriting, technology, geographic expansion and responsible capital deployment will enable us to create sustainable long-term value for all our stakeholders.

I would like to take this opportunity to express my sincere gratitude to each and every shareholder for their continued trust, confidence and support. Your unwavering faith has been the cornerstone of our progress and achievements to date.

I would also like to place on record my appreciation for the contribution and dedication of our **Board of Directors, management team and employees**, whose continued efforts have enabled the Company to move forward towards its strategic objectives. Their commitment to strengthening our MSME franchise, advancing our digital lending capabilities and maintaining a strong culture of governance and risk management will continue to be instrumental in the Company's journey ahead.

Our Vision

Regency Fincorp Limited aims to become a leading NBFC known for delivering sustainable financial solutions that empower businesses, individuals, and communities. Our focus is on responsible lending, customer-centric services, and long-term value creation for all stakeholders.

Key Developments in FY 2025–26

FY26 marked a strong transformation year for Regency Fincorp, with AUM growing to ₹261 Cr from ₹170 Cr and disbursements rising to ₹142 Cr. The Company strengthened its balance sheet through a ~₹96 Cr capital infusion and significantly scaled its secured MSME lending portfolio to ₹159 Cr. Profitability improved sharply, with PAT increasing 170% YoY to ₹13.4 Cr and NIM expanding to 10.3%. Alongside this growth, the Company accelerated its **digital lending and technology transformation**, leveraging AI-led tools to enhance credit scoring, customer acquisition and loan-processing efficiency.

Further, we have forayed into **MSME Secured Loans**, a strategic move that not only diversifies our portfolio but also aligns with the Government of India's vision to boost entrepreneurship and economic growth. The MSME sector is the backbone of our economy, and we believe our focused lending in this segment will play a pivotal role in job creation, industrial development, and inclusive growth.

Looking Ahead

With a robust capital position, prudent risk management, and a clear growth strategy, we are confident of scaling new heights in the coming years. Our commitment remains unwavering to serve our customers with integrity, empower small businesses, and contribute to India's economic progress.

Going forward, Regency Fincorp aims to build a scalable, well-capitalized NBFC with a vision of ₹3,000 Cr+ AUM by FY30. The Company will focus on scaling **secured MSME/LAP and digital lending**, expanding into Tier-2 and Tier-3 markets, and leveraging AI, Account Aggregator and UPI-based data flows for faster and safer underwriting. Investments in digital platforms, including its new app and RegPay, will further improve customer reach, operating efficiency and collection capabilities. The Company also targets 50+ branches by FY27 while maintaining strong capital and risk guardrails for sustainable growth.

On behalf of the Board, I extend my sincere gratitude to our shareholders, customers, employees, and partners for their trust and support. Together, we will continue to build Regency Fincorp Limited as a resilient, innovative, and growth driven financial institution.

REGENCY FINCORP LIMITED

Building Access. Enabling Growth.

Regency Fincorp Limited is a technology-enabled NBFC focused on expanding access to credit for underserved and underbanked segments across India. The Company serves MSMEs, small businesses, emerging consumers and underserved communities, with an increasing emphasis on secured lending.

Our Core Lending Segments

- MSME / Business Loans — Working-capital and business financing solutions for small and emerging enterprises.
- Micro-Credit — Focused particularly on women borrowers and underserved communities.
- Personal Loans — Short-tenure financing designed to meet individual financial requirements.
- Consumer Durable Financing — Credit solutions enabling consumers to finance durable purchases.

Our Mission

Build a technology-enabled, scalable lending platform focused on financial inclusion and economic empowerment

Regency Fincorp at a Glance

A growing lending platform supported by a direct-sales-led distribution model, diversified lender relationships and a growing focus on secured MSME financing.

Key Metric	FY26 / Current
Branches	23+
AUM	₹261+ Cr
Cumulative Disbursements in FY26	₹310+ Cr
Secured Book	₹161 Cr
Average Ticket Size	₹35–40 Lakhs
Credit Rating	BBB- / Positive
Average Loan Tenure	12–60 Months
Direct Sales Team	100%
Lenders	9+

Our Journey of Transformation

Regency Fincorp's journey reflects a progression from establishing its NBFC platform to expanding its lending capabilities and sharpening its focus on secured MSME finance.

2016–18 | Foundation — Current Management took over the Company and RBI approval for NBFC operations was obtained.

2018–21 | Business Transformation — Entry into structured lending across MSME/business loans, personal loans and JLG/microfinance, alongside loan-book expansion.

2020–23 | Scaling the Platform — Capital-raising initiatives were undertaken; the Company was renamed Regency Fincorp Limited in December 2020 and expanded its MSME and micro-credit businesses.

2023–26 | Secured Lending Focus — Greater emphasis on secured MSME lending, strengthened operating and geographic presence, ₹96 Cr capital infusion and enhanced lending capacity.

FY26 Financial Snapshot

FY26 marked a year of accelerated growth for Regency Fincorp, supported by higher disbursements, expansion in AUM and improved profitability. The Company also strengthened its secured lending focus while continuing to build its capital base.

Metric	FY25 / Mar'25	FY26 / Mar'26	Change
AUM (₹ Cr)	180	261	45.00%
Disbursements (₹ Cr)	54	142	162.90%
Total Income (₹ Cr)	21	40	90.50%
PAT (₹ Cr)	5	13	160.00%
NIMs (%)	7.41%	10.26%	+2.85 pp
GNPA (%)	0.42%	0.99%	+0.57 pp
NNPA (%)	0.31%	0.74%	+0.43 pp
CRAR (%)	64.34%	57.56%	-6.78 pp
Branches	22	23	1

Except ratios: figures below are in Rs. Cr unless marked %.

	Mar'25	Mar'26
Equity	₹122 Cr	₹160 Cr
Debt	₹107 Cr	₹169 Cr
D/E	0.88x	1.05x

Strengthening Our Secured Lending Franchise

The portfolio continued to evolve towards MSME-led and secured lending, with secured loans increasing significantly during FY26.

FY25 AUM Bifurcation (₹ in Cr) — Pie Chart Data

Category	Value
MSME	132
Retail	38

FY26 AUM Bifurcation (₹ in Cr) — Pie Chart Data

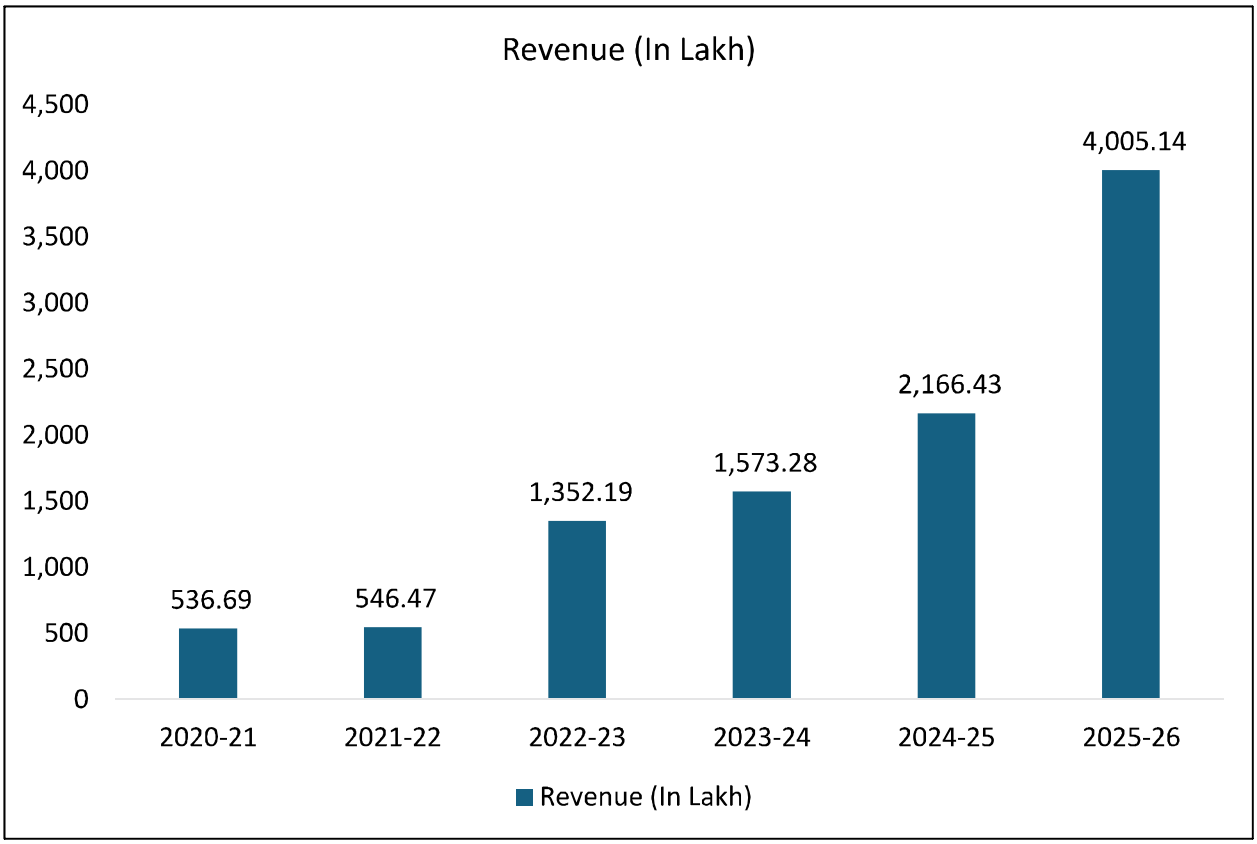
Category	Value
MSME	228
Retail	33

Secured Loans (₹ in Cr) — Column Chart Data

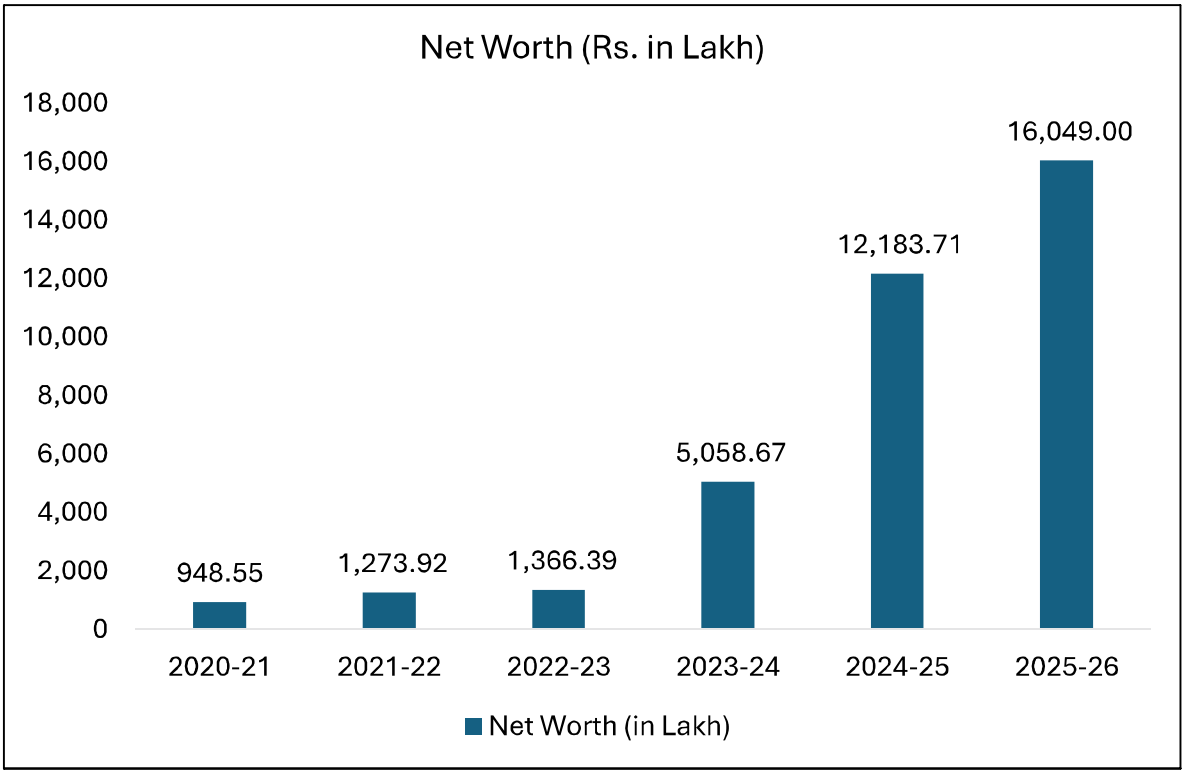
Period	Value
FY25	30
FY26	159

Performance Highlights

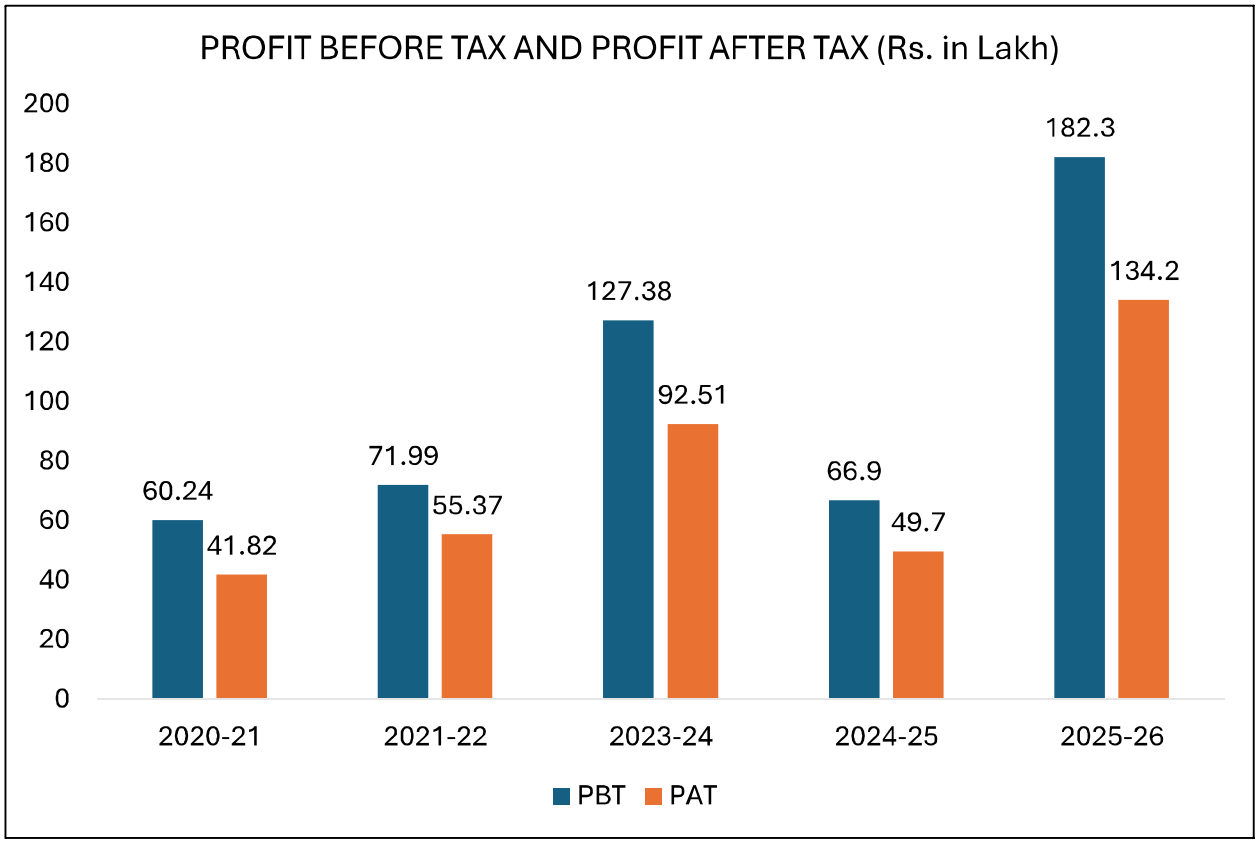
1. **Revenue (Rs. in Lakh)**



2. **Net Worth (Rs. in Lakh)**



3. **PBT and PAT (Rs. in Lakh)**



NOTICE OF 33RD ANNUAL GENERAL MEETING OF THE COMPANY

Notice be and is hereby given that the 33RD (Thirty Third) Annual General Meeting **("AGM")** of the Members of **Regency Fincorp Limited ('the Company')** will be held on **Tuesday**, **29th day of September, 2026** at **12:30 P.M.** through **Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"),** in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs **("MCA")**, to transact the following business:

ORDINARY BUSINESS

1. **ADOPTION OF STANDALONE FINANCIAL STATEMENTS AND REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS THEREON**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Standalone Audited Financial Statements of the Company, including the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date, together with the Reports of the Auditors and the Report of the Board of Directors thereon, be and are hereby received, considered and adopted."

2. **ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS THEREON**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Consolidated Audited Financial Statements of the Company, including the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date, together with the Reports of the Auditors and the Report of the Board of Directors thereon, be and are hereby received, considered and adopted."

3. **APPOINTMENT OF MR. VISHAL RAI SARIN (DIN: 08758350) AS DIRECTOR LIABLE TO RETIRE BY ROTATION**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vishal Rai Sarin (DIN: 08758350), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

4. **TO FIX THE REMUNERATION PAYABLE TO MR. GAURAV KUMAR (DIN: 06717452) AS MANAGING DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** in accordance with the provisions of Section 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or

re-enactment(s) thereof for the time being in force) and after receiving the recommendation from the Nomination & Remuneration Committee, the consent of members of the Company, be and is hereby accorded to increase the remuneration payable to Mr. Gaurav Kumar (DIN: 06717452), Managing Director of the Company w.e.f. 1st April, 2026 as per the details set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter /modify/amend and vary the terms and conditions of the said remuneration as it may deem fit subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

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."

5. TO INCREASE THE REMUNERATION PAYABLE TO MR. SARFARAZ MALLICK (DIN: 10255433), WHOLE-TIME DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** in accordance with the provisions of Section 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and after receiving the recommendation from the Nomination & Remuneration Committee, the consent of members of the Company, be and is hereby accorded to increase the remuneration payable to Mr. Sarfaraz Mallick (DIN: 10255433), Whole-Time Director of the Company w.e.f. 1st April, 2026 as per the details set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter /modify/amend and vary the terms and conditions of the said remuneration as it may deem fit subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

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."

6. **TO CONSIDER AND APPROVE THE CHANGE IN DESIGNATION OF MR. VISHAL RAI SARIN FROM WHOLE TIME DIRECTOR TO NON-EXECUTIVE NON-INDEPENDENT DIRECTOR**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 of Companies Act, 2013 and other applicable provisions, if any, read with related rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, after receiving the recommendation of the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded for the change in designation of Mr. Vishal Rai Sarin (DIN: 08758350) from Whole time Director to Non- Executive Non-Independent Director, with effect from 02nd September 2026.

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."

7. **APPROVAL FOR INCREASE IN REMUNERATION OF MRS. NEHA ABROL, COO OF THE COMPANY, WHO IS APPOINTED IN OFFICE OR PLACE OF PROFIT IN THE COMPANY:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), pursuant to the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the members of the Company be and is hereby accorded for increase in remuneration of Mrs. Neha Abrol, who is relative of Mr. Gaurav Kumar, Managing Director of the Company, holding office or place of profit as Chief Operating Officer in the Company, w.e.f. 1st April 2026 as per the details set out in the explanatory statement annexed to the Notice convening this Meeting.

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."

8. **TO CONSIDER AND APPROVE THE 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 1,000,00,00,000/- (Indian Rupees One Thousand Crores Only) to an aggregate amount not exceeding INR 1,300,00,00,000/- (Indian Rupees One Thousand Three Hundred 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 ineptness secured by assets of the Company does not exceed a sum of INR 1,300,00,00,000/- (Indian Rupees One Thousand Three Hundred 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."

9. **TO CONSIDER AND APPROVE THE REVISION IN THE LIMITS TO ISSUE NON-CONVERTIBLE DEBENTURES/ COMMERCIAL PAPERS ON PRIVATE PLACEMENT BASIS TO RESIDENTS AND NON-RESIDENTSTHE COMPANY**

To consider and if thought fit, to pass, with or without modification(s) the following resolution 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 800,00,00,000/- (Indian Rupees Eight 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."

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

To consider and if thought fit, to pass, with or without modification(s) the following resolution 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 modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company to consider the alteration in the Loan Agreement(s) entered with various entities as detailed in the Explanatory Statement, including the conversion of the same into equity shares 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 (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."

By Order of the Board of Directors
Regency Fincorp Limited

Sd/-
Abhimanyu
Company Secretary & Compliance Officer
M NO: 49176

REGISTERED OFFICE:
SCO 6, Upper Ground Floor LA MER, PR-7, Airport Road, Zirakpur140603, Punjab.
Email: secretarial.regency@gmail.com
Website: www.regencyfincorp.co.in

Date: 02.09.2026
Place: Zirakpur, Punjab

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. 4 to 10 is annexed to this notice. The details required in accordance with the provisions of Regulation 36(3) in respect to item no. 3, 4,5 and 6 are annexed herewith and marked as **Annexure-A** to the explanatory statement.

2. The present AGM 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, 10/2022 dated December 12, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 and 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 Circulars"). Since this AGM 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 AGM, pursuant to Section 113 of the Act, through e-mail at secretarial.regency@gmail.com.

4. The Register of Members and the Share Transfer Book of the Company shall remain closed from Saturday, 26th September, 2026 till Tuesday, 29th September 2026, (both days inclusive). The Notice of the AGM shall be dispatched to the shareholders, whose names appear in the Register of Members as on Friday, 28th August, 2026.

5. In accordance with the SS-2 issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of revised Secretarial Standards-1 and 2 effectives from 1st April, 2024 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

6. In conformity with the applicable regulatory requirements, the Notice of this AGM is being sent only through electronic mode to those Members who have registered their e-mail 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 AGM has been uploaded on the website of the Company at www.regencyfincorp.co.in The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://eservices.nsdl.com. Members may also note that the Notice of the Meeting will also be available on the Company's website www.regencyfincorp.co.in for download.

7. 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.

8. The participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act

9. The general meeting of the company shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide 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, 10/2022 dated December 12, 202209/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025. The forthcoming AGM will thus be held through video conferencing ("VC") or other audio-visual means ("OAVM"). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed Instruction for attending AGM through VC/ OAVM is annexed to the Notice as **Annexure-1.**

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022, 10/2022 dated December 12, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, the Company is providing facility of remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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 AGM will be provided by NSDL.

11. Mr. Devender Singh, Proprietor of M/s Devender Singh and Associates, Practicing Company Secretary Firm [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 AGM) in a fair and transparent manner.

12. The remote e-voting period commences on **Saturday, 26th September, 2026 [9:00 A.M.]** and ends on **Monday, 28th September, 2026 [5:00 P.M.]** During this period, Members holding shares either in physical form or demat form, as on **Tuesday, 22th September, 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.

13. 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.

14. The Results of voting will be declared within 2 working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, 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.co.in 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.

15. In terms of provisions of Section 152, 2/3rd Directors of the Board (excluding the Independent Directors) should be liable to retire by rotation and out of that 2/3rd Directors, 1/3rd shall retire at every AGM. In compliance to the same, Mr. Gaurav Kumar (DIN: 06717452) is liable to retire by rotation at the 33rd AGM. Therefore, He offers himself for re-appointment in the 33rd AGM.

16. 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

(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.

ANNEXURE -1 TO THE NOTICE

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 , 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 09/2024 dated 19th September, 2024 and 03/2025 dated September 22, 2025 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM 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 AGM 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 AGM. However, the Body Corporate(s) are entitled to appoint and authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM 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 AGM. 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 AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.regencyfincorp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is

also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, 09/2023 dated 25th September, 2023, Circular No. 09/2024 dated 19th September, 2024 and 03/2025 dated September 22, 2025.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** 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 **"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 i.e. NSDL** 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 & voting during the meeting. 2. If you are 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 3. 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 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 & voting during the meeting.

	4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.comand click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

The remote e-voting period begins on Saturday, 26th September, 2026 at 9:00 A.M. and ends on Monday, 28th September, 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. Tuesday, 22nd September, 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 Tuesday, 22nd September, 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:

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

Login type	Helpdesk details
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.comor 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 helpdesk.evoting@cdslindia.comor 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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 user 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. Physical User Reset Password?

b) " (If you are holding shares in physical mode) option available on 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 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 csdevpatel@gmail.com with a copy marked to 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 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 or

to contact Ms. Pallavi Mhatre, Senior Manager by sending request at Evoting@nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at 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

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. 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.comfor 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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. 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., Tuesday, 22nd September, 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 AGM but have queries may send their queries in advance latest by Tuesday, 22nd September, 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). These queries will be replied to by the company suitably by email.

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 or to contact Ms. Pallavi Mhatre, Senior Manager by sending request at evoting@nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.com.

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

ITEM NO. 4

The Board in its meeting held on 2nd September, 2026, after receiving the recommendation from nomination and remuneration committee, had approved the remuneration payable to Mr. Gaurav Kumar, Managing Director of the Company amounting to Rs. 7,00,000/- p.m. (Rupees Seven Lakh Only) w.e.f. 1st April, 2026.

The said remuneration does not exceed the prescribed limits of Section 197 of Companies Act, 2013 as per the net profit calculated in accordance with Section 198 of Companies Act, 2013.

Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Gaurav Kumar, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

Except Mr. Gaurav Kumar, Managing Director and his relatives, no other Director(s) or Key Managerial Personnel(s) of the company are financially or otherwise interested in the Resolution 4 as set out in this notice.

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

ITEM NO. 5

The Board in its meeting held on 2nd September, 2026, after receiving the recommendation from nomination and remuneration committee, had approved the remuneration payable to Mr. Sarfaraz Mallick - Whole Time Director of the Company amounting to Rs. 4,00,000/- p.m. (Rupees Four Lakh Only) w.e.f. 1st April, 2026.

The said remuneration does not exceed the prescribed limits of Section 197 of Companies Act, 2013 as per the net profit calculated in accordance with Section 198 of Companies Act, 2013.

Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Sarfaraz Mallick, but such remuneration payable shall be within the limits specified in Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

Except Mr. Sarfaraz Mallick, Whole Time Director and his relatives, no other Director(s) or Key Managerial Personnel(s) of the company are financially or otherwise interested in the Resolution No. 5 as set out in this notice.

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

ITEM NO. 6

The Members are informed that Mr. Vishal Rai Sarin (DIN: 10255433) is presently serving as the Whole-time Director of the Company in the category of Executive Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 2nd September, 2026, has approved, subject to the approval of the Members of the Company, the change in designation of Mr. Vishal Rai Sarin from Whole-time Director in the category of Executive Director to Non-Executive Non-Independent Director, with effect from 2nd September, 2026.

The proposed change in designation is being made with a view to align the composition and functioning of the Board with the evolving business and governance requirements of the Company. Upon such change, Mr. Vishal Rai Sarin shall cease to be a Whole-time Director and shall continue to serve on the Board as a Non-Executive Non-Independent Director, subject to the approval of the Members and applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Vishal Rai Sarin shall not be entitled to any remuneration in the capacity of Non-Executive Non-Independent Director pursuant to the proposed change in designation. He shall, however, be entitled to such sitting fees, commission or other remuneration, if any, as may be payable to Non-Executive Directors of the Company in accordance with the applicable provisions of the Companies Act, 2013 and the Company's policies.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that the proposed change in designation of Mr. Vishal Rai Sarin is in the best interests of the Company and therefore recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Except Mr. Vishal Rai Sarin and his relative, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Vishal Rai Sarin, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the resolution set out at Item No. 6 for approval of the Members as an **Ordinary Resolution.**

ITEM NO. 7

In accordance with the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, prior approval of the shareholders by way of an ordinary resolution is required where any relative of a director or key managerial personnel is appointed to an office or place of profit in the company and the remuneration paid exceeds the prescribed thresholds. Mrs. Neha Abrol, who is a relative of Mr. Gaurav Kumar, Managing Director of the Company, is presently holding an office or place of profit in the capacity of Chief Operating officer (COO) in the Company. She is currently receiving a monthly remuneration of INR 1,50,000/- (Rupees One Lakh Fifty Thousand only). The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the proposal to increase her remuneration up to INR 4,00,000/- (Rupees Four Lakhs only) per month, subject to approval of shareholders by way of an ordinary resolution. The final quantum and structure of remuneration will be determined by the Board of Directors from time to time, based on performance parameters and company policies. This transaction falls within the ambit of a related party transaction under Section 188 of the Companies Act, 2013 and is also subject to disclosure and governance requirements under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable. The proposed remuneration is in the ordinary course of business and on an arm's length basis; however, since the monthly remuneration may exceed the limits prescribed under Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members by an ordinary resolution is being sought. the resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

Except Mr. Gaurav Kumar, Managing Director and his relatives, no other Director(s) or Key Managerial Personnel(s) of the company are financially or otherwise interested in the Resolution 7 as set out in this notice.

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

ITEM NO. 8

Keeping in view the Company's 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's 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 up to INR 1,000,00,00,000/- (Indian Rupees One Thousand Crores) to up to INR 1,300,00,00,000/- (Indian Rupees One Thousand Three Hundred 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 and free reserves of the Company at any time except with the consent of the Members of the Company in the General Meeting. In order to facilitate securing the borrowings 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 the whole of the undertaking of the Company subject to approval of the Members of the Company in the General Meeting, up to a limit of INR 1,300,00,00,000/- (Indian Rupees One Thousand Three Hundred 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. 8 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. 9

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 mobilizes 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 (NCDs) and/or Commercial Paper up to an amount of INR 800,00,00,000/- (Indian Rupees Eight 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, within the aforesaid overall limit and on such terms and conditions as may be determined by the Board.

The Board of Directors of the Company recommends 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. 9 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. 10

In order to strengthen the Company's financial structure and enhance long-term sustainability, the Board of Directors has proactively evaluated opportunities to optimize the existing loan arrangements. After due consideration, the Board deemed it beneficial to revise the terms of the current Loan Agreements to include the option of converting the outstanding loan amounts into Equity Share Capital of the Company. The entities whose loan agreements are proposed to be revised pursuant to this resolution are listed below:

The Board of Directors in its Meeting held on Wednesday, 2nd September, 2026 has approved proposal for the conversion of existing loans into equity shares, aiming to align the Company's capital structure with its growth objective and recommends in the interest of the Company the alterations as set out in Item no. 10 of this Notice.

Your Board recommends the Special resolution as set out in Item No. 10 for your approval.

Except Mr. Gaurav Kumar, Managing Director who is also director in Annaya Management Consultancy Private Limited and Regency Digitrade Investment Private Limited and his relatives and Mr. Vishal Rai Sarin is director in Regency Digitrade Investment Private Limited, no other Director(s) or Key Managerial Personnel(s) of the company are financially or otherwise interested in the Resolution 10 as set out in this notice are in any way concerned or interested in the resolution.

S No	Name of Entity	Loan Amounts consented to be Converted (Amount in Rupees Up to)
1	Annaya Management Consultancy Private Limited	4,35,66,000.00
2	Max Biosciences Private Limited	12,94,66,000.00
3	Regency Digitrade Investment Private Limited	6,07,91,000.00

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

By Order of the Board of Directors
Regency Fincorp Limited

Sd/-
Abhimanyu
Company Secretary & Compliance Officer
M NO: 49176

REGISTERED OFFICE:
SCO 6, Upper Ground Floor LA MER, PR-7, Airport Road, Zirakpur140603, Punjab.
Email: secretarial.regency@gmail.com
Website: www.regencyfincorp.co.in

Date: 02.09.2026
Place: Zirakpur, Punjab

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

DETAILS OF MR. SARFARAZ MALLICK & GAURAV KUMAR

Name of the Director	Mr. Sarfaraz Mallick	Mr. Gaurav Kumar
DIN	10255433	06717452
Date of Birth/Age	27-01-1983	04-02-1977
Qualification(s)	Masters (M.B.A.) from I.I.M.	BBA (Bachelors in Business Administration)
Nature of Expertise in specific functional areas	Having 20 years of experience in field of Banking and Finance.	Mr. Gaurav Kumar has expertise in the field of, Banking, Stock Broking, Mutual Funds, Investments and Insurance Sector
Brief Resume	Mr. Sarfaraz Mallick is having 20 years of rich experience in the field of Banking and Finance making them a valuable asset in managing the Operational affairs of companies. He has served as the Vice President in Kotak Mahindra	Mr. Gaurav Kumar has completed his BBA (Bachelors in Business Administration) and is engaged in the business of Stock Broking, Mutual Funds, Investments and Assistance, Insurance Sector etc.
Terms & Conditions of appointment/ reappointment	N.A.	N.A.
Remuneration last drawn (sitting fees and commission)	Rs. 2,00,000/- p.m. from 1st April, 2025 till 31st March, 2026	Rs. 3,50,000 p.m. from 1st August, 2025 till 31st March, 2026
Remuneration proposed to be paid	Rs. 4,00,000/- p.m.	Rs. 7,00,000 pm
Date of First Appointment	31st October, 2023	13th September, 2017

Shareholding: **1. In the Company** **2. In the listed entity, including shareholding as a beneficial owner**	294123 NIL	4671210 Nil
Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company	N.A.	N.A.
Number of Board meetings held and attended during the FY 24-25	19/19	19/19
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship: 10 Membership: NIL Chairmanship: NIL	Directorship: 10 Membership: NIL Chairmanship: NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	He is serving as Executive Director of 1 Listed Entity i:e. Regency Fincorp Limited and does not hold membership in any Committee of Regency Fincorp Limited	Mr. Gaurav Kumar serves as Managing Director of 1 Listed Entity i:e, Regency Fincorp Limited and he holds membership in Audit and Stakeholder Relationship Committee of Regency Fincorp Limited
Listed entities from which the person has resigned in the past three years	N.A.	RACONTEUR GLOBAL RESOURCES LIMITED resigned w.e.f. 29th February, 2024
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.	N.A.

DETAILS OF MR. VISHAL RAI SARIN

Name of the Director	Mr. Vishal Rai Sarin
DIN	08758350
Date of Birth/Age	30-03-1978
Qualification(s)	Masters
Nature of Expertise in specific functional areas	Having more than 20 years of experience in field of Banking and Finance credit strategies, lending operations, credit appraisal, and portfolio management
Brief Resume	Mr. Vishal Rai Sarin is having 20 years of rich experience in the field of Banking and Finance credit strategies, lending operations, credit appraisal, and portfolio management.
Terms & Conditions of appointment/ ~~reappointment~~	On such terms and conditions as mutually agreed by the Board
Remuneration last drawn (sitting fees and commission)	Rs. 2,00,000/- p.m. from 1st August, 2025 till 31st March, 2026
Remuneration proposed to be paid	NIL
Date of First Appointment	5th September, 2020
Shareholding: **1. In the Company** **2. In the listed entity, including shareholding as a beneficial owner**	1390356
Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company	N.A.
Number of Board meetings held and attended during the FY 24-25	19/19

Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship: 01 Membership: NIL Chairmanship: NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	He is serving as Director of 1 Listed Entity i:e, Regency Fincorp Limited and does not hold membership in any Committee of Regency Fincorp Limited
Listed entities from which the person has resigned in the past three years	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.

DIRECTORS' REPORT

The Members,
Regency Fincorp Limited

Your directors present hereunder the 33rd Annual Report on the Business and operations of the Company along with audited statement of accounts of your Company for the Financial Year ended 31st March, 2026. The financial results are summarized as under:

1. FINANCIAL PERFORMANCE OF THE COMPANY STANDALONE AND CONSOLIDATED BASIS

Particulars	Standalone (Amt. in Lacs.)		Consolidated (Amt. in Lacs.)	
	2025-26	2024-25	2025-26	2024-25
Revenue from Operations	3,446.04	1995.56	3,446.04	NA
Other Income	559.10	170.87	559.10	NA
Total Income	**4,005.14**	**2166.43**	**4,005.14**	NA
Less: Expenditure	1,066.98	**623.10**	1,066.98	NA
Earnings before interest, tax, depreciation and amortization (EBITDA)	**2,938.16**	**1543.33**	**2,938.16**	NA
Less: Finance Cost	1,028.36	800.95	1,028.36	NA
Depreciation	87.01	73.04	87.01	
Extra Ordinary Items		-		
Profit Before Tax	**1,822.79**	**669.34**	**1,822.79**	NA
Less: Provision For Taxation				NA
-Current Tax	492.67	170.90	492.67	
-Deferred Tax Liability	-11.56	0.87	-11.56	
Profit After Tax	**1,341.68**	**497.57**	**1,341.68**	NA
Earnings per share				NA
Basic	1.67	0.78	1.67	
Diluted	1.47	0.78	1.47	

2. FINANCIAL HIGHLIGHTS & OPERATIONS/STATE OF COMPANY'S AFFAIRS

The Key highlights pertaining to the business of the company for the year 2025-26 and period subsequent there to have been given hereunder:

Your directors are pleased to report that for the year under review, your Company has been able to achieve a net turnover of Rs. 3446.04 Lacs in the year 2025-26 as compared to Rs. 1995.56 Lacs in the previous year.

The Company has earned a net profit of Rs. 1,341.68 Lacs as compared to Rs. 497.57 Lacs in the previous year.

The Board believes that shareholders will find the performance of the company for the financial year 2025-26 to be satisfactory. The Earning per share (EPS) of the company is Rs. 1.67 per share (Basic) and Diluted EPS is Rs. 1.47 per share.

3. CHANGE IN THE NATURE OF THE BUSINESS

During the year under review, the Company altered the Main Objects Clause, i.e., Clause III(A) of the Memorandum of Association ("MOA"), by substituting the existing sub-clause 4 relating to Prepaid Payment Instruments (PPIs) with a new sub-clause 4.

Further, during the year under review, the Company carried out consequential amendments to the Memorandum of Association ("MOA") in compliance with the provisions of the Companies Act, 2013. The nomenclature of **Clause III(B)** was changed from **"Objects Incidental or Ancillary to the Attainment of the Main Objects"** to **"Matters which are necessary for furtherance of the Objects specified in Clause III(A)"**. Consequent thereto, the existing sub-clauses 1 to 59 under Clause III(B) were deleted and substituted with a new set of sub-clauses 1 to 33 in accordance with the provisions of the Companies Act, 2013. Further, the existing Clause III(C) of the Memorandum of Association relating to **"Other Objects"**, comprising sub-clauses 1 to 76, was deleted in its entirety pursuant to the provisions of the Companies Act, 2013.

However, these modifications, including the addition and substitution of certain clauses, were carried out to align the Memorandum of Association with the provisions of the Companies Act, 2013, and do not result in any change in the existing nature of the business carried on by the Company.

4. PUBLIC DEPOSITS

During the financial year 2025-26, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 and Non-Banking Financial Companies - Acceptance of Public Deposits (Reserve Bank) Directions, 2016 as amended.

5. FUTURE OUTLOOK

Your Company remains focused on strengthening its position in the MSME lending segment through a prudent and sustainable growth strategy. Going forward, the Company will continue to expand its secured MSME loan portfolio, supported by robust risk management practices, operational efficiency, and technology-driven processes. With a strong focus on asset quality and customer-centric lending, the Company is well-positioned to capitalize on emerging opportunities in the MSME credit market and create long-term value for all its stakeholders.

6. APPROPRIATIONS

➢ **DIVIDEND:**

In order to conserve the reserves, the management of the Company does not propose to declare any dividend for the financial year ended 31st March 2026.

➢ **TRANSFER TO RESERVE**

As per Section 45-IC of the Reserve Bank of India Act, 1934, the Company created a reserve fund and transferred therein a sum of 20% of its net profit.

Transfer to reserve fund Under Section 45-IC (1) of Reserve Bank of India Act, 1934, Non-Banking Financial Companies (NBFCs) are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. Accordingly, the Company has transferred a sum of Rs. 269.81 Lacs to its Statutory reserve fund.

7. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no other material changes and commitments occurred which affect the financial position of the Company between the end of the financial year and date of report except the following:

1. Allotment of 25000 unit of Listed secured rated Non-Convertible Debentures (Series 1) having face value of Rs. 10,000/- each by way of private placement in its meeting held on 07th May 2026.

2. Allotment of 1000 unit of Listed secured rated Non-Convertible Debentures (Series 1) having face value of Rs. 1,00,000/- each by way of private placement in its meeting held on 02nd June, 2026.

3. Allotment of 15000 unit of Listed secured rated Non-Convertible Debentures (Series 1) having face value of Rs. 10,000/- each by way of private placement in its meeting held on 19th June 2026.

4. Allotment of 58,62,879 Equity Shares pursuant to conversion of Warrants into Equity Shares in its Board meeting held on 21st May, 2026.

5. Allotment of 28,12,120 Equity Shares pursuant to conversion of Warrants into Equity Shares in Allotment Committee meeting held on 26th June 2026.

6. Allotment of 40000 unit of Listed secured rated Non-Convertible Debentures (Series 1) having face value of Rs. 10,000/- each by way of private placement in its meeting held on 23rd July 2026.

7. Allotment of 40000 unit of Listed secured rated Non-Convertible Debentures (Series 1) having face value of Rs. 10,000/- each by way of private placement in its meeting held on 30th July 2026.

8. Allotment of 30000 unit of Listed secured rated Non-Convertible Debentures (Series 1) having face value of Rs. 10,000/- each by way of private placement in its meeting held on 11th August 2026.

9. Allotment of 60000 unit of Listed secured rated Non-Convertible Debentures (Series 1) having face value of Rs. 10,000/- each by way of private placement in its meeting held on 19th August 2026.

10. Allotment of 50000 unit of Listed secured rated Non-Convertible Debentures (Series 1) having face value of Rs. 10,000/- each by way of private placement in its meeting held on 27th August 2026.

8. LISTING

The Company is listed on BSE Limited and is regularly complying with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the status of the company in Calcutta Stock Exchange is Suspended.

9. DEMATERIALIZATION OF SHARES

The equity shares of the Company are admitted for dematerialization with the depositories, **National Securities Depository Limited (NSDL)** and **Central Depository Services (India) Limited (CDSL)**. The ISIN allotted to the equity shares of the Company is **INE964R01013**.

During the year under review, the Company also issued Secured, Rated, Listed, Redeemable, Non-Convertible Debentures ("NCDs"), which were listed on the Debt Segment of **BSE Limited**. As on the date of this Report, the following ISINs of the Company's listed NCDs are active and listed on the Debt Segment of BSE:

- INE964R07051
- INE964R07069
- INE964R07085
- INE964R07093
- INE964R07101
- INE964R07119
- INE964R07127
- INE964R07135
- NE964R07143

10. CAPITAL STRUCTURE

The Authorized Share Capital as at 31st March, 2026 stood at ₹ 95,00,00,000/- (Rupees Ninety-Five Crores Only) divided into 95000000 (Nine Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each and the paid-up Equity Share Capital as at March 31, 2026 stood at ₹ 80,17,10,710 /- (Rupees Eighty Crores Seventeen Lakhs Ten Thousand Seven-Hundred Ten Only) divided into 8,01,71,071 (Eight Crore One Lakh Seventy-One Thousand Seventy-One) equity shares of Rs. 10/- (Rupees Ten Only) each.

CHANGES IN CAPITAL STRUCTURE

Authorized Share Capital:

The Authorized Share Capital as at 31st March, 2026 stood at Rs. 95,00,00,000/- (Rupees Ninety-Five Crores Only) divided into 95000000 (Nine Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and during the period under the review there has been no change in authorised share capital of the company.

Paid Up Share Capital

During the financial year, the following changes have taken place:

a. The Board of Directors at their Meeting held on 13th June, 2025 has allotted 5870150 (Fifty-Eight Lakh Seventy Thousand One Hundred Fifty Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each. And the Paid-up Capital of the company was consequently increased from Rs 63,59,45,580/- to Rs. 69,46,47,080/-

b. The Board of Directors at their Meeting held on 17th October 2025 has allotted 4086162 (Forty-Lakhs Eighty-Six Thousand One Hundred Sixty-Two) Equity Shares of Rs. 10/- (Rupees Ten Only) each. And the Paid up Capital of the company was consequently increased from Rs. 69,46,47,080/- to Rs. 73,55,08,700/-

c. The Board of Directors at their Meeting held on 20th December, 2025 has allotted 6620201 (Sixty-Six Lakh Twenty Thousand Two Hundred One) Equity Shares of Rs. 10/- (Rupees Ten Only). And the Paid up Capital of the company was consequently increased from Rs 73,55,08,700/- to Rs. 80,17,10,710/-

After the above-mentioned allotments, the company's paid up capital stands at Rs. 80,17,10,710 /- (Rupees Eighty Crores Seventeen Lakhs Ten Thousand Seven Hundred Ten Only) divided into 8,01,71,071 (Eight Crore One Lakh Seventy One Thousand Seventy-One) equity shares of Rs. 10/- (Rupees Ten Only) each.

However, **after closure of the financial year**, the Company made allotment of equity shares pursuant to the conversion of share warrants . The details of the allotments are as under:

- On 21st May, 2026, the Board allotted 58,62,879 (Fifty-Eight Lakh Sixty-Two Thousand Eight Hundred Seventy-Nine) equity shares of face value of Rs. 10/- (Rupees Ten Only) each upon conversion of an equivalent number of warrants, resulting in an increase in the paid-up equity share capital from Rs. 80,17,10,710/- to Rs. 86,03,39,500/-.

- On 26th June, 2026, the Board allotted 28,12,120 (Twenty-Eight Lakh Twelve Thousand One Hundred Twenty) equity shares of face value of Rs. 10/- (Rupees Ten Only) each upon conversion of an equivalent number of warrants, consequent to which the paid-up equity share capital further increased from Rs. 86,03,39,500/- to Rs. 88,84,60,700/-.

Accordingly, **as on the date of this Board's Report**, the paid-up equity share capital of the Company stands at Rs. 88,84,60,700/- (Rupees Eighty-Eight Crores Eighty-Four Lakhs Sixty Thousand Seven Hundred Only) divided into 8,88,46,070 (Eight Crore Eighty-Eight Lakh Forty-Six Thousand Seventy) equity shares of Rs. 10/- (Rupees Ten Only) each.

Further, during the year under review:

- There is no re-classification or sub-division of the authorized share capital;

- There is no reduction of share and buy back of shares; and

- There is no change in voting right.

Debentures

During the financial year, the following changes have taken place:

a. As on report date, the Company successfully issued and allotted **Secured, Rated, Listed, Redeemable Non-Convertible Debentures (NCDs) of Rs. 320,00,00,000/- (Rupees Three Hundred Twenty Crore Only)** through the private placement. The NCDs are listed on the Debt Segment of BSE Limited and are secured, with **Catalyst Trusteeship Limited** acting as the Debenture Trustee. The details of the allotments are as under:

   1. **Fresh issue:** The Company allotted **2,500 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 1,00,000/-** each, aggregating to **Rs. 25,00,00,000/-**, under **ISIN: INE964R07051** on **28th January, 2026**.

   2. **Fresh Issue:** The Company allotted **25,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 25,00,00,000/-**, under **ISIN: INE964R07069** on **23rd March, 2026**.

3. **Re-issue:** The Company re-issued **25,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 25,00,00,000/-**, under **ISIN: INE964R07069** on **7th May, 2026**.

4. **Fresh Issue:** The Company allotted **1,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 1,00,000/-** each, aggregating to **Rs. 10,00,00,000/-**, under **ISIN: INE964R07085** on **2nd June, 2026**.

5. **Fresh Issue:** The Company allotted **15,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 15,00,00,000/-**, under **ISIN INE964R07093** on **19th June, 2026**.

6. **Fresh Issue:** The Company allotted **40,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 40,00,00,000/-**, under **ISIN INE964R07101** on **23rd July, 2026**.

7. **Fresh Issue:** The Company allotted 40**,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 40,00,00,000/-**, under **ISIN INE964R07119** on **30th July, 2026**.

8. **Fresh Issue:** The Company allotted 30**,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 30,00,00,000/-**, under **ISIN INE964R07127** on **11th August, 2026**.

9. **Fresh Issue:** The Company allotted **60,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 60,00,00,000/-**, under **ISIN INE964R07135** on **19th August, 2026**.

10. **Fresh Issue:** The Company allotted **50,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 50,00,00,000/-**, under **ISIN INE964R07143** on **27th August, 2026**

Name of the debenture trustees with full contact details:

Name	:	**Catalyst Trusteeship Limited**
Registered Office	:	**GDA House, First Floor, Plot No. 85 S. No. 94 & 95, Bhusari Colony (Right), Kothrud, Pune, Maharashtra - 411038, India**
Contact Details	:	**Tel: +91 (022) 4922 0555** **Email: Compliancectl-Mumbai@ctltrustee.com**
Contact Person	:	**Mr. Umesh Salvi- Managing Director**

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year 2025-26 following changes were made in the Board of Directors of the Company:

1. The members of the company in the Annual General Meeting held on 03rd September 2025 have re-appointed Mr. Gaurav Kumar (DIN: 06717452) as Managing Director of the company for a period of 3 (Three) years w.e.f. 25th August, 2025.

2. The members of the company in the Annual General Meeting held on 03rd September 2025 ratified the term of appointment of Mr. Sarfaraz Mallick (DIN: 10255433) as Executive Director of the company for a period of 3 (Three) Years effective from 29th March, 2025 till 28th March, 2028.

3. Mr. Ashish Kamra (DIN: 10753632), Whole-time Director of the Company, tendered his resignation from the office of Whole-time Director with effect from 18th October, 2025

4. Change in designation of Mr. Sarfaraz Mallick from Executive Director to Whole Time Director of the company with effect from 10th December, 2026.

5. Mr. Kamal Kumar (DIN: 03050458) tendered his resignation from the position of Non-Executive Independent Director of the Company with effect from 12th February, 2026.

6. Mr. Sunil Jindal (DIN: 02909819) ceased to hold office as an Independent Director of the Company with effect from **17th February, 2026**, pursuant to the provisions of Section 167(1)(b) of the Companies Act, 2013, on account of his absence from all meetings of the Board of Directors for a continuous period of twelve months without obtaining leave of absence..

7. On recommendation received from the Nomination and Remuneration Committee, Mr. Sachin Garg (DIN: 09094753) has been appointed as Additional Director (Independent) of the Company w.e.f. 17th February 2026. His appointment was subsequently approved by the members at the Extraordinary General Meeting held on 22nd April, 2026.

8. Ms. Saloni Shrivastav (DIN: 07746707) tendered her resignation from the position of Non-Executive Independent Director of the Company with effect from 26th March, 2026..

9. On recommendation received from the Nomination and Remuneration Committee, Mr. Sanjay Mittal (DIN: 11548754) was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from **25th March, 2026.** His appointment was subsequently approved by the members at the Extraordinary General Meeting held on 22nd April, 2026.

During the financial year 2025-26 following changes were made in the Key Managerial Personnel of the Company:

- Mr. Prashant Khera (Mem No. A72928) have tendered his resignation from the position of Company Secretary and Compliance Officer of the company w.e.f. 10th April, 2025

- On recommendation received from the Nomination and Remuneration Committee, Ms. Shifaly Duggal (Mem No. A62298) was appointed as Company Secretary and Compliance Officer of the Company w.e.f. . 23rd May, 2025.

- Ms. Shifaly Duggal (Mem No. A62298) has tendered her resignation from the position of Company Secretary and Compliance Officer of the company w.e.f. 08th July 2025.

- On recommendation received from the Nomination and Remuneration Committee, Mr. Abhimanyu (Mem No. A49176) was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 17th September 2025.

- On recommendation received from the Nomination and Remuneration Committee, Mr. Sarfaraz Mallick (DIN: 10255433) was redesignated from Executive Director to Whole-time Director of the Company with effect from 10th December, 2025.

Retirement by rotation:

In terms of the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Gaurav Kumar (DIN: 06717452), retires by rotation at this 33rd Annual General Meeting ("AGM") of the Company and, being eligible, offers himself for re-appointment. The Board has recommended his re-appointment.

Key Managerial Personnel of the Company:

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on the date of this report are Mr. Gaurav Kumar (DIN: 06717452), Managing Director, Mr. Vishal Rai Sarin (DIN: 08758350) Whole Time Director, Mr. Sarfaraz Mallick (DIN: 10255433) Whole time Director and Chief Financial Officer of the Company and Mr. Abhimanyu (M No. A49176) Company Secretary and Compliance Officer.

12. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The Company provides a gender friendly workplace and has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, there were no cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Disclosure on remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

The Ratio of the remuneration of each director and key managerial personnel to the median remuneration of the employees of the Company for the financial year 2025-26:

S. No.	Name	Designation	Ratio
1	Mr. Gaurav Kumar	Managing Director	41.96
2	Mr. Vishal Rai Sarin####	Whole time Director	23.08
3	Mr. Ashish Kamra*	Whole time Director	11.80
4	Mr. Sarfaraz Mallick	Whole time Director &CFO	25.17
5	Mr. Kamal Kumar**	Independent Director	Nil
6	Mr. Sunil Jindal***	Independent Director	Nil
7	Ms. Dolly Setia	Independent Director	Nil
8	Ms. Saloni Shrivastav****	Independent Director	Nil
9	Mr. Sachin Garg#	Independent Director	Nil
10	Mr. Sanjay Mittal ##	Independent Director	Nil
11	Mr. Prashant Khera*****	Company Secretary & Compliance Officer	0.17
12	Ms. Shifaly Duggal******	Company Secretary & Compliance Officer	1.11
13	Mr. Abhimanyu ###	Company Secretary & Compliance Officer	4.53

*Mr. Ashish Kamra has resigned from the position of Whole time Director of the Company w.e.f. 18th October, 2025.

**Mr. Kamal Kumar has resigned from the position of Independent Director of the Company w.e.f. 12th February, 2026 .

*** Mr. Sunil Jindal ceased to be an Independent Director of the Company with effect from 17th February, 2026 pursuant to the provisions of Section 167 of the Companies Act, 2013, on account of his failure to attend any meeting of the Board of Directors for a continuous period of one year.

**** Ms. Saloni Shrivastav has resigned from the position of Independent Director of the Company w.e.f. 26th March, 2026.

#On recommendation received from the Nomination and Remuneration Committee, Mr. Sachin Garg has been appointed as Independent Director of the company w.e.f. 17th February 2026.

##On recommendation received from the Nomination and Remuneration Committee, Mr. Sanjay Mittal has been appointed as Independent Director of the company w.e.f. 25th March 2026.

*****Mr. Prashant Khera (Mem No. A72928) tendered his resignation from the position of Company Secretary and Compliance Officer of the company w.e.f. 10th April, 2025.

******On recommendation received from the Nomination and Remuneration Committee, Ms. Shifaly Duggal (Mem No. A62298) has been appointed as Company Secretary and Compliance Officer w.e.f. 23rd May, 2025.

Ms. Shifaly Duggal (Mem No. A62298) tendered her resignation from the position of Company Secretary and Compliance Officer of the company w.e.f. 08th July 2025.

###On recommendation received from the Nomination and Remuneration Committee, Mr. Abhimanyu (M No: 49176) has been appointed as Company Secretary and Compliance Officer w.e.f. 17th September, 2025.

####On recommendation received from the Nomination and Remuneration Committee, designation of Mr. Vishal Rai Sarin has been changed from Whole-Time Director to Non-Executive Non-Independent Director w.e.f. 2nd September, 2026 subject to approval members at 33rd Annual General Meeting.

Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Director & Company Secretary or Manager in the financial year 2025-26:

S. No.	Name	Designation	% increase
1	Mr. Gaurav Kumar	Managing Director	16.67
2	Mr. Vishal Rai Sarin####	Whole time Director	33.33
3	Mr. Ashish Kamra*	Whole time Director	-
4	Mr. Sarfaraz Mallick	Whole time Director &CFO	Nil
5	Mr. Kamal Kumar**	Independent Director	Nil
6	Mr. Sunil Jindal***	Independent Director	Nil
7	Ms. Dolly Setia	Independent Director	Nil
8	Ms. Saloni Shrivastav****	Independent Director	Nil
9	Mr. Sachin Garg#	Independent Director	Nil
10	Mr. Sanjay Mittal ##	Independent Director	Nil
11	Mr. Prashant Khera*****	Company Secretary & Compliance Officer	Nil
12	Ms. Shifaly Duggal******	Company Secretary & Compliance Officer	Nil
13	Mr. Abhimanyu ###	Company Secretary & Compliance Officer	Nil

*Mr. Ashish Kamra has resigned from the position of Whole time Director of the Company w.e.f. 18th October, 2025.

**Mr. Kamal Kumar has resigned from the position of Independent Director of the Company w.e.f. 12th February, 2026.

*** Mr. Sunil Jindal ceased to be an Independent Director of the Company with effect from 17th February, 2026 pursuant to the provisions of Section 167 of the Companies Act, 2013, on account of his failure to attend any meeting of the Board of Directors for a continuous period of one year.

**** Ms. Saloni Shrivastav has resigned from the position of Independent Director of the Company w.e.f. 26th March, 2026.

#On recommendation received from the Nomination and Remuneration Committee, Mr. Sachin Garg has been appointed as Independent Director of the company w.e.f. 17th February 2026.

##On recommendation received from the Nomination and Remuneration Committee, Mr. Sanjay Mittal has been appointed as Independent Director of the company w.e.f. 25th March 2026.

*****Mr. Prashant Khera (Mem No. A72928) tendered his resignation from the position of Company Secretary and Compliance Officer of the company w.e.f. 10th April, 2025

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******On recommendation received from the Nomination and Remuneration Committee, Ms. Shifaly Duggal (Mem No. A62298) has been appointed as Company Secretary and Compliance Officer w.e.f. 23rd May, 2025.

Ms. Shifaly Duggal (Mem No. A62298) tendered her resignation from the position of Company Secretary and Compliance Officer of the company w.e.f. 08th July 2025.

On recommendation received from the Nomination and Remuneration Committee, Mr. Abhimanyu (M No: 49176) has been appointed as Company Secretary and Compliance Officer w.e.f. 17th September, 2025.

####On recommendation received from the Nomination and Remuneration Committee, designation of Mr. Vishal Rai Sarin has been changed from Whole-Time Director to Non-Executive Non-Independent Director w.e.f. 2nd September, 2026 subject to approval members at 33rd Annual General Meeting.

- Percentage increase in Median remuneration of employees in financial year 2025-26: NA
- Number of permanent employees on rolls of the Company as on 31st March, 2026: 159
- Average percentile increases already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof: NA
- Average remuneration increase for Non-Managerial Personnel of the Company during the financial year was: NA

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

13. DISCLOSURE OF MEETINGS OF BOARD OF DIRECTORS

The Board met 19 (Nineteen) times during the financial year 2025-26. The details of the same are as follows:

S. No.	Date of Meeting	Total Number of directors associated as on the date of meeting	Number of directors attended	% of attendance
1	28th April 2025	8	7	87.5
2	23rd May 2025	8	7	87.5
3	13th June 2025	8	7	87.5
4	15th July 2025	8	7	87.5
5	26th July 2025	8	7	87.5
6	11th August 2025	8	7	87.5
7	17th September 2025	8	7	87.5
8	04th October 2025	8	7	87.5
9	17th October 2025	8	7	87.5
10	29th October 2025	7	6	85.71
11	10th December 2025	7	6	85.71
12	20th December 2025	7	6	85.71
13	06th January 2026	7	6	85.71
14	28th January 2026	7	6	85.71
15	02nd February 2026	7	6	85.71
16	17th February 2026	6	6	100
17	28th February 2026	6	6	100
18	23rd March 2026	6	6	100
19	25th March 2026	6	6	100

14. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS

A. AUDIT COMMITTEE:

Your Company has constituted an Audit Committee, as per the applicable provisions of Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of the Company's Equity shares on BSE.

As on the date of the Board's Report, the Audit Committee comprises of the following members:

Name of Director	Nature of Directorship	Status in Committee
Mr. Sachin Garg	Non-Executive Independent Director	Chairman
Mr. Sanjay Mittal	Non-Executive Independent Director	Member
Mr. Gaurav Kumar	Executive Director	Member

Changes in Audit Committee during the financial year:

Mr. Kamal Kumar resigned from the position of Independent Director of the Company with effect from 12th February, 2026, Subsequently, he ceased to be the Chairperson of the Audit Committee.

The Board Approved Re-constitution of the Audit Committee on 17th February 2026 and designated Mr. Sachin Garg as Chairperson of the Committee. Further, the Audit Committee was reconstituted again by the Board on 25th March, 2026. Ms. Dolly Setia ceased to be a member of the Committee and Mr. Sanjay Mittal was designated as a member in the Audit Committee.

During the Financial Year 2025–26, the Audit Committee **met 9 (Nine)** times. The details of the meetings of the Audit Committee held during the year are provided below:

S. No.	Date of Meeting	Total Number of Members entitled to attend Audit Committee meeting	Number of directors Attended	% of attendance
1.	28th April 2025	3	3	100
2.	22nd May 2025	3	3	100
3.	15th July 2025	3	3	100
4.	26th July 2025	3	3	100
5.	11th August 2025	3	3	100
6.	17th September 2025	3	3	100
7.	29th October 2025	3	3	100
8.	10th December 2025	3	3	100
9.	02nd February 2026	3	3	100

The Company Secretary of the Company acts as the Secretary to the Committee.

B. NOMINATION AND REMUNERATION COMMITTEE:

Your Company has formed the Nomination and Remuneration Committee in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013 & Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Presently, the Nomination and Remuneration Committee comprises of the following Members:

Name of Director	Nature of Directorship	Status in Committee
Mr. Sachin Garg	Non-Executive Independent Director	Chairman
Mr. Sanjay Mittal	Non-Executive Independent Director	Member
Ms. Dolly Setia	Non-Executive Independent Director	Member

Changes in Nomination and Remuneration Committee during the financial year:

Mr. Kamal Kumar member & chairperson of the Committee has resigned from the position of independent director of the company dated on 12th February 2026 and Ms. Saloni Srivastav member committee has also resigned 25th March 2026 and consequently the committee was reconstituted and Mr. Sachin Garg was appointed as chairperson of the committee and Mr. Sanjay Mittal was appointed as the member of the committee.

The Nomination and Remuneration Committee held 6 (Six) meetings during the year. The details of the same are as follows:

S. No.	Date of Meeting	Total Number of Members entitled to attend NRC meeting	Number of directors Attended	% of attendance
1	22nd May 2025	3	3	100
2	11th August 2025	3	3	100
3	17th September 2025	3	3	100
4	10th December 2025	3	3	100
5	17th February 2026	2	2	100
6	25th March 2026	3	3	100

The Company Secretary of the Company acts as the Secretary to the Committee.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Your Company has formed the Stakeholder's Relationship Committee in accordance with the provisions of sub-section (5) of Section 178 of the Companies Act, 2013 & Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Presently, the Stakeholders' Relationship Committee comprises of the following members:

Name of Director	Nature of Directorship	Status in Committee
Mr. Sachin Garg	Non-Executive Independent Director	Chairman
Ms. Dolly Setia	Non-Executive Independent Director	Member
Mr. Gaurav Kumar	Executive Director	Member
Mr. Sanjay Mittal	Non-Executive Independent Director	Member

Changes in Stakeholders Relationship Committee during the financial year:

Mr. Kamal Kumar member & chairperson of the Committee has resigned from the position of independent director of the company w.e.f. 12th February 2026 and Ms. Saloni Srivastav member committee has also resigned w.e.f. 25th March 2026 and consequently the committee was reconstituted and Mr. Sachin Garg was appointed as chairperson of the committee and Mr. Sanjay Mittal was appointed as the member of the committee.

The Company Secretary of the Company acts as the Secretary to the Committee. The Stakeholder's Relationship Committee acts in accordance with the terms of reference specified by the Board of Directors of the Company.

The Stakeholder's Relationship Committee held Four (4) meetings during the year. The details of the same are as follows:

S. No.	Date of Meeting	Total Number of Members entitled to attend SRC meeting	Number of directors Attended	% of attendance
1.	28th April 2025	4	4	100
2.	26th July 2025	4	4	100
3.	29th October 2025	4	4	100
4.	2nd February 2026	4	4	100

Details of Investor's grievances/ Complaints:

During the year under review, the Company did not receive any investor complaints. There were no pending grievances as on 31st March 2026. The Company remains fully compliant with SEBI's SCORES platform and promptly addresses all shareholder queries.

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

Your Company has formed the CSR Committee in accordance with the provisions of Section 135 of the Companies Act, 2013.

Presently, the Nomination and Remuneration Committee comprises of the following Members:

Name of Director	Nature of Directorship	Status in Committee
Mr. Gaurav Kumar	Managing Director	Chairman
Mr. Sarfaraz Mallick	Whole-Time Director	Member
Mr. Sanjay Mittal	Non-Executive Independent Director	Member

15. MEETING OF INDEPENDENT DIRECTORS

The independent directors of company met 1 (One) time during the year on 02nd February, 2026 where all the independent directors were present under the requirement of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from each Independent Director of the Company confirming that they meet with the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

The statement regarding opinion of the Board with regard to integrity, expertise and experience of the independent directors appointed during the year has been received.

17. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has in place a structured policy for the familiarization of Independent Directors, aimed at enabling them to understand the Company's operations, industry landscape, and regulatory environment.

During the financial year 2025–26, no new Independent Director was appointed, and accordingly, no separate familiarization programme was conducted. However, the existing Independent Directors continued to be updated through Board and Committee deliberations on key developments, operational performance, and compliance matters. The Familiarization Policy is available on the Company's website at: https://regencyincorp.co.in/images/investor/investor1676894370174.pdf

18. DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of the Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

4. That the directors had prepared the annual accounts on a going concern basis.

5. That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

6. That the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

19. PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review the Committee/Management has not received any complaint related to Sexual Harassment.

20. AUDITORS

a. Statutory Auditors:

M/s. KNSG & Co. LLP, Chartered Accountants, New Delhi (Firm Registration No. 025315N/N500106), were appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years at the 31st Annual General Meeting held on 4th June, 2024. They shall hold office from the conclusion of the 31st AGM until the conclusion of the 36th AGM of the Company to be held in the year 2029.

Explanation or comments by the Board on every qualification, reservation or adverse remark or disclaimer made:

The Statutory Auditors have issued an unmodified opinion on the financial statements of the Company for the financial year ended 31st March, 2026. There are no qualifications, reservations, adverse remarks, or disclaimers in the Auditor's Report.

Fraud reported by the auditor under Section 143(12) of Companies Act, 2013

The Auditors have not reported any instances of fraud under Section 143(12) of the Companies Act, 2013, during the year, requiring reporting to the Central Government.

b. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act, the Board has appointed Mr. Shailendra Kumar Roy (M. No: A25823 and CoP: 11738), Practicing Company Secretary as Secretarial Auditor of the Company for a term of 5 (Five) Consecutive years from 1st April, 2025 to 31st March, 2030 to undertake secretarial audit of the Company.

Explanation or Comments by the Board on Every Qualification, Reservation or Adverse Remark or Disclaimer Made:

The Company has received the Secretarial Audit Report in the prescribed Form MR-3 from the Secretarial Auditor appointed by the Company in accordance with the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder. The Secretarial Audit Report, for the financial year under review, is annexed to this Report as **ANNEXURE-I** and forms an integral part of this Report.

The Secretarial Audit Report contains an observation/qualification with respect to non-filing of complete disclosures within the prescribed timeline. The Board has duly taken note of the said observation/qualification and has considered the explanation provided by the Management in this regard.

Management Response:

The Company could not file the complete disclosures within the prescribed timeline due to delay in activation of the ISIN by CDSL. The Company has taken note of the observation and will ensure timely compliance with the applicable statutory and regulatory requirements in the future.

c. Internal Auditor:

During the financial year under review, the following changes were made:

a. Mr. Prashant Khera ceased to be an Internal Auditor of the Company w.e.f. 10th April, 2025.

b. Ms. Shifaly Duggal was appointed as Internal Auditor of the Company, w.e.f. 23rd May, 2025. Further, Ms. Shifaly Duggal ceased to be Internal Auditor of the Company w.e.f. 08th July, 2025.

c. Mr. Abhimanyu is appointed as Internal Auditor of the Company, w.e.f. 17th September, 2025.

d. Cost Auditors:

The provisions related to Cost Auditor pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, is not applicable to the Company.

21. SECRETARIAL STANDARDS

Your Company complies with the Secretarial Standard on Meetings of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2)

Your Company complies with the other Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as and when they are made mandatory.

22. EVALUATION OF BOARD'S PERFORMANCE

In compliance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured mechanism was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

23. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

24. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has one Wholly Owned Subsidiary as on 31st March, 2026. Accordingly, the statement containing the salient features of the financial statements of the Wholly Owned Subsidiary in Form AOC-1, as prescribed under Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, forms part of the Consolidated Financial Statements and is annexed to this Annual Report.

25. CLASSES OF SHARES

As on date, the Company has only one class of share capital i.e. Equity Shares of Rs. 10/- each.

26. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The internal audit functions reports to the Chairman of the Audit Committee and to Chairman/Managing Director of the Company.

The Internal Audit monitors and evaluates the efficiency and adequacy of internal control systems in the company. It's compliances with operating systems, accounting procedure and policies at all locations of the Company.

27. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

28. RISK MANAGEMENT

Risk Management is a structured and proactive approach to identifying, assessing, mitigating, and monitoring the risks that may impact the Company's ability to achieve its business objectives. In today's dynamic regulatory and economic environment, risk management plays a vital role in safeguarding assets, maintaining operational stability, and supporting sustainable growth.

The Company has implemented a risk management framework to address key strategic, operational, financial, and compliance-related risks. This framework is embedded across various levels of the organization, with oversight by senior management and the Board of Directors.

In line with the regulatory requirements applicable to Non-Banking Financial Companies (NBFCs) under the RBI's Scale-Based Regulation (SBR) framework, the Company has constituted a Risk Management Committee (RMC) on 2nd September 2024. And Due to the resignation of Mr. Ashish Kamra committee was reconstituted dated on 29th October, 2025.
Presently, Risk Management Committee comprises the following members:

- **Mr. Sarfaraz Mallick –** Chairperson (Chief Financial Officer & Director)
- **Mr. Gaurav Kumar**– Member (Managing Director)
- **Mr. Vishal Rai Sarin** – Member (Whole-Time Director)

The RMC is responsible for evaluating key business risks, reviewing mitigation plans, and reporting to the Board. The Committee met during the year to assess credit, operational, liquidity, regulatory, and reputational risks. The Company continues to refine its risk management processes in alignment with industry practices and regulatory expectations.

29. RELATED PARTIES TRANSACTIONS

During the year under review, the Company entered into various transactions with related parties in the ordinary course of business and on an arm's length basis, in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

These included remuneration to Directors and KMPs, inter-corporate deposits, office rent, reimbursement of expenses, and salary to relatives of KMPs.

None of the transactions were material as per Regulation 23 of SEBI (LODR) Regulations, 2015. Accordingly, **Form AOC-2** is **not applicable**.

The disclosures relating to Related Party Transactions, as required under the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable Indian Accounting Standards, including Ind AS 24 – *Related Party Disclosures*, have been made in the **Notes to the Financial Statements** forming part of this Annual Report.

The details of related party transactions entered into by the Company during the financial year ended March 31, 2026, including the nature of relationship, nature and value of transactions, outstanding balances and other relevant disclosures, wherever applicable, are disclosed in the respective notes to the Standalone and Consolidated Financial Statements.

The Company has also made the disclosures required under **Schedule V, Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, wherever applicable.

The Company's RPT Policy is available on its website:
https://portal.regencyfincorp.co.in//uploads/investorrelation/SEBI/Related%20Party%20Transactions%20Policy/2025-2026/materiality%20of%20related%20party%20transactions.pdf

30. ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Annual Return as on 31st March, 2026, is available on the Company's website at:

31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has given loan or provided any guarantee or made any investment covered under Section 186 of the Companies Act 2013 during the year in its ordinary course of business and has complied with the provisions of the Act.

Details on loans or investments are mentioned in Notes to Financial statements of this Annual Report. (Refer Note. 03 for Loans and Note 4 for investments given in the attached Financial Statements for the Financial year 2025-26). The Company has neither provided any security nor given any guarantee on behalf of a third party.

32. CORPORATE GOVERNANCE

The provision of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is applicable to Company and thus the Corporate Governance Report, enclosed as **"ANNEXURE- II"** forms part of this Report.

33. DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of 'Sexual Harassment' at workplace and is fully committed to uphold and maintain the dignity of every woman executive working in your Company. The Sexual Harassment Policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

During the year under review, there were no complaints pending as on the beginning of the financial year and no new complaints were filed during the financial year under review. The following is a summary of complaints received and resolved during the reporting period:

Received	Disposed-Off	Pending
Nil	Nil	Nil

34. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Since, the Company is an Investment and Credit Company registered with the Reserve Bank of India as Non-Systematically Important Non-Deposit Accepting Non-Banking Financial Institution and did not carry any manufacturing activities and the Company has neither used nor earned any foreign exchange during the year under review. Hence, no particulars as per Section 134(3)(m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are being furnished under this head.

35. MANAGEMENT DISCUSSION AND ANALYSIS

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as an **"ANNEXURE –III'** to this report.

36. COMPANY'S POLICY RELATING TO DIRECTOR'S APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **"ANNEXURE – IV"** forming part of the Annual Report.

37. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The provisions contained in section 135 of the Companies Act, 2013, as well as the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your Company for the year under review. As the net profit of the company as on 31st March 2026 is more than 5 crores, the provisions contained in section 135 of the Companies Act, 2013, will be applicable in the Upcoming year i.e. Financial year 2026-27.

38. SUMS DUE TO MICRO, SMALL & MEDIUM ENTERPRISES

No amount for payment towards principal and interest was pending towards Micro, Small & Medium Enterprises as on 31st March, 2026.

39. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has established vigil mechanism/Whistle Blower Policy for Directors and employees of the Company to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and ethics Policy. The said mechanism also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Board of Directors of the Company frequently reviews the vigil mechanism/whistle blower policy in order to ensure adequate safeguards to employees and Directors against victimization. During the year under review, no personnel of the Company approached the Audit Committee on any issue falling under the said policy.

40. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. As on 31st March, 2025, the Board of Directors and the designated employees have confirmed compliance with the code.

Further, the Company has set up its in-house SDD Interface for entering the Unpublished Price Sensitive Information as and when discussed among the Designated persons.

41. COMPLIANCE UNDER RBI MASTER DIRECTIONS

As a Non-Banking Financial Company (NBFC), the Company has complied with all applicable provisions under the RBI Master Directions and guidelines, including fair practices, KYC, and credit risk regulations.

42. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day-to-day business operations of the Company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as “code of business conduct” which forms an Appendix to the Code.

A declaration signed by the Company's Managing Director for the Compliance of these requirements is furnished in **"ANNEXURE – V"** forming part of the Annual Report.

43. MANAGING DIRECTOR & CFO CERTIFICATION

The Managing Director and/or CFO of the company are required to give an Annual Certificate on compliance with Financial Reporting and internal controls to the board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Certificate on Financial Results while placing the Annual financial results before the board in terms of Regulation 33 of SEBI Listing Regulations and same is published in this report as "**ANNEXURE-VI**".

44. INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with employees at all level.

45. GENERAL DISCLOSURES

During the Financial Year 2025-26, the Company undertook the following corporate actions in Equity after receiving necessary statutory and regulatory approvals, including from the shareholders and BSE Limited:

- The Board of Directors at their Meeting held on 13th June, 2025 has allotted 5870150 (Fifty-Eight Lakh Seventy Thousand One Hundred Fifty Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each) on preferential basis upon conversion of warrants, in accordance with the terms of issue approved earlier.

- The Board of Directors at their Meeting held on 17th October 2025 has allotted 4086162 (Forty-Lakhs Eighty-Six Thousand One Hundred Sixty-Two) Equity Shares of Rs. 10/- (Rupees Ten Only) each on preferential basis upon conversion of warrants, in accordance with the terms of issue approved earlier.

- The Board of Directors at their Meeting held on 20th December, 2025 has allotted 6620201 (Sixty-Six Lakh Twenty Thousand Two Hundred One) Equity Shares of Rs. 10/- (Rupees Ten Only) on preferential basis upon conversion of warrants, in accordance with the terms of issue approved earlier.

After the above-mentioned allotments, the company's paid up capital stands at Rs. 80,17,10,710 /- (Rupees Eighty Crores Seventeen Lakhs Ten Thousand Seven Hundred Ten Only) divided into 8,01,71,071 (Eight Crore One Lakh Seventy One Thousand Seventy-One) equity shares of Rs. 10/- (Rupees Ten Only) each.

However**, after closure of the financial year**, the Company made allotment of equity shares pursuant to the conversion of share warrants. The details of the allotments are as under:

- On 21st May, 2026, the Board allotted 58,62,879 (Fifty-Eight Lakh Sixty-Two Thousand Eight Hundred Seventy-Nine) equity shares of face value of Rs. 10/- (Rupees Ten Only) each upon conversion of an equivalent number of warrants, resulting in an increase in the paid-up equity share capital from Rs. 80,17,10,710/- to Rs. 86,03,39,500/-.

- On 26th June, 2026, the Board allotted 28,12,120 (Twenty-Eight Lakh Twelve Thousand One Hundred Twenty) equity shares of face value of Rs. 10/- (Rupees Ten Only) each upon conversion of an equivalent number of warrants, consequent to which the paid-up equity share capital further increased from Rs. 86,03,39,500/- to Rs. 88,84,60,700/-.

Accordingly, **as on the date of this Board's Report**, the paid-up equity share capital of the Company stands at Rs. 88,84,60,700/- (Rupees Eighty-Eight Crores Eighty-Four Lakhs Sixty Thousand Seven Hundred Only) divided into 8,88,46,070 (Eight Crore Eighty-Eight Lakh Forty-Six Thousand Seventy) equity shares of Rs. 10/- (Rupees Ten Only) each.

In Debt Segment during the financial year, the following changes have taken place:

1. Credit Rating

- Company has received credit rating of BBB- With Positive Outlook from Infomerics Valuation and Rating Limited dated dated 12th January, 2026 for Issuance of Non-Convertible Debentures up to Rs. 100 Crores and reaffirmed the rating of 50Cr for proposed fund-based facilities of Rs 50 Crores.

- Infomerics Valuation and Rating Limited has assigning a credit rating of "**IVR BBB/Stable"** for the Company's proposed Non-Convertible Debentures (NCDs) and Proposed Fund Based Banking Facility and has upgraded the ratings for various instruments issued by Company dated on 17th July 2026 for issuance of Non Convertible debenture upto Rs 100 crore.

- Infomerics Valuation and Rating Limited has reaffirmed credit rating of "**IVR BBB/Stable"** for the existing instruments and Company's proposed Non-Convertible Debentures (NCDs) dated on 07th August 2026 for issuance of Non Convertible debenture upto Rs 200 crore.

2. Issue and allotment of Non Convertible Debentures:

During the year under review, the Company has received the IP Approval from BSE Limited dated on 20th January 2026 for issuance of Non-Convertible Debentures and consequently successfully issued and allotted the following **Secured, Rated, Listed, Redeemable Non-Convertible Debentures (NCDs)** through the private placement. The NCDs are listed on the Debt Segment of BSE Limited and are secured, with **Catalyst Trusteeship Limited** acting as the Debenture Trustee. The details of the allotments are as under:

1. **Fresh issue:** The Company allotted **2,500 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 1,00,000/-** each, aggregating to **Rs. 25,00,00,000/-**, under **ISIN: INE964R07051** on **28th January, 2026**.

2. **Fresh Issue:** The Company allotted **25,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 25,00,00,000/-**, under **ISIN: INE964R07069** on **23rd March, 2026**.

3. **Re-issue:** The Company re-issued **25,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 25,00,00,000/-**, under **ISIN: INE964R07069** on **7th May, 2026**.

4. **Fresh Issue:** The Company allotted **1,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 1,00,000/-** each, aggregating to **Rs. 10,00,00,000/-**, under **ISIN: INE964R07085** on **2nd June, 2026**.

5. **Fresh Issue:** The Company allotted **15,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 15,00,00,000/-**, under **ISIN INE964R07093** on **19th June, 2026**.

6. **Fresh Issue:** The Company allotted **40,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 40,00,00,000/-**, under **ISIN INE964R07101** on **23rd July, 2026**.

7. **Fresh Issue:** The Company allotted **40,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 40,00,00,000/-**, under **ISIN INE964R07119** on **30th August, 2026**.

8. **Fresh Issue:** The Company allotted **30,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 30,00,00,000/-**, under **ISIN INE964R07127** on **11th August, 2026**.

9. **Fresh Issue:** The Company allotted **60,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 60,00,00,000/-**, under **ISIN INE964R07135** on **19th August, 2026**.

10. **Fresh Issue:** The Company allotted **50,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures** having a face value of **Rs. 10,000/-** each, aggregating to **Rs. 50,00,00,000/-**, under **ISIN INE964R07143** on **27th August, 2026**.

Apart from the above, there were no other material transactions or events that had a bearing on the Company's operations or capital structure during the year under review.

46. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

No such one-time settlement was done with Banks or financial institutions

47. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

No CIRP process has been initiated against the Company during the Financial year 2025-26 under IBC Code, 2016.

48. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURT / TRIBUNALS

During the year under review, no significant or material orders were passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

49. MATERNITY BENEFIT AFFIRMATIONS UNDER THE MATERNITY BENEFIT ACT, 1961

The Company has complied with the provision of Maternity Benefits Act, 1961 including all applicable amendments and rules framed thereunder. The company is committed to ensuring a safe, inclusive and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefits Act, 1961 including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

50. GENDER WISE COMPOSITION OF EMPLOYEES

In alignment with the provisions of diversity, equity and inclusion (DEI), the company discloses below the gender composition of its workplace as on 31st March, 2026:

Male Employees: 133

Female Employees:26

Transgender Employees: NIL

This disclosure reinforces the Company's efforts to promote an inclusive culture and equal opportunity for all individual, regardless of gender.

51. ISSUANCE OF EMPLOYEE STOCK OPTION AND/OR SWEAT EQUITY SHARES AND/OR EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS

During the financial year 2025-26, the company has not issued any Employee Stock Option and/or Sweat Equity Shares and/or Equity Shares with differential voting rights.

52. ACKNOWLEDGEMENTS:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed in your Company.

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

Sd/-
Gaurav Kumar
Managing Director
DIN: 06717452

Sd/-
Sarfaraz Mallick
Whole Time Director and CFO
DIN: 10255433

Place: Zirakpur, Punjab
Date: 02/09/2026

Form No. MR-3 SECRETARIAL AUDIT REPORT

For the financial year ended 31st March 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Regency Fincorp Limited
SCO 6 Upper Ground Floor LA MER PR-7, Airport Road, Zirakpur, Mohali, Rajpura, Punjab-140603

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **REGENCY FINCORP LIMITED (CIN: L67120PB1993PLC013169)** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2026 according to the provisions of:

i. The Companies Act, 2013 and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; (Not applicable to the Company during the Audit period)

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit period)

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (to the extent applicable)

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (to the extent applicable)

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; (to the extent applicable)

   d) The Securities and Exchange Board of India (Shares Based Employee Benefits and Sweat Equity) Regulations,2021; (Not applicable on the Company during the Audit period)

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securitised Debt Instruments and Security Receipts) Regulations, 2008; (Not applicable on the Company during the Audit period)

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (to the extent applicable)

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable on the Company during the Audit period)

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and (Not applicable on the Company during the Audit period)

i) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015; (to the extent applicable)

j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (to the extent applicable)

k) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993(to the extent applicable)

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. as mentioned above, except the following:

(i) During the period under review, it was observed that the Company was required to submit the complete application and disclosures for listing of its Non-Convertible Debentures to the BSE Limited on or before 30th January, 2026, in accordance with Regulation 44 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021. However, the requisite disclosures were submitted on 3rd February, 2026, resulting in a delay in compliance with the prescribed timeline. Consequently, the Company paid penal interest amounting to ₹47,946 to the investors for the period of delay, as required under the said Regulations.

We further report that:

1. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within stipulated time, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

2. Majority decision is carried through while the dissenting members' views (if any) are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, the compliance by the Company of applicable financial laws like direct & indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Thanking You

Yours Sincerely

For Shailendra Roy & Associates
(Company Secretaries)

Sd/-
Shailendra Kumar Roy
ACS No.: 25823
C.P. No.: 11738
UDIN: A025823H000615918
PR Certificate No.- 3605/2023

Date: 11.06.2026
Place: New Delhi

Annexure-A

To,
The Members,
Regency Fincorp Limited
SCO 6 Upper Ground Floor LA MER PR-7,
Airport Road, Zirakpur,
Mohali, Rajpura, Punjab-140603

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which management has conducted the affairs of the company

Thanking You

Yours Sincerely

For Shailendra Roy & Associates
(Company Secretaries)

Sd/-
Shailendra Kumar Roy
ACS No.: 25823
C.P. No.: 11738
UDIN: A025823H000615918
PR Certificate No.- 3605/2023
Date: 11.06.2026

Annexure-II

CORPORATE GOVERNANCE REPORT

I. REGENCY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Our Company believes in creating wealth for all its shareholders. In pursuit of this objective, the Policies of the Company are designed to strengthen the ability of the Board of Directors to supervise the management and to enhance long-term shareholder value.

All decisions are taken in the interest of the shareholders. Further, the Board and its management are aware and conscious of minority shareholder's interest, and everything is done to enhance shareholders value in totality.

Hence, considerable emphasis is placed on accountability in decision-making and ethics in implementing them. Adequate and timely information is critical to accountability.

Regency Fincorp Limited believes to act in the spirit of law and not just the letter of law. We aim at providing complete transparency in our operations.

The Company complies with the requirements of Corporate Governance as stipulated in various legislations including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 (the "**Act"**), Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023 (the **'RBI Master Direction')** and all other applicable rules and regulations thereunder and notifications issued by regulators and other statutory bodies, as amended from time to time.

We are presenting the report on Corporate Governance as prescribed under the Listing Regulations as below.

II. BOARD OF DIRECTORS:

The Board of Directors (the "**Board**") of the Company is the Central body, which oversees its overall functioning, provides a strategic direction, guidance, leadership and owns the fiduciary responsibility to ensure that the Company's actions and objectives are aligned in creating long term value for its stakeholders.

The Board comprises of highly skilled professionals with wide range of expertise, having diverse background and possesses requisite qualifications and experience which enables it to discharge its responsibilities, provide effective leadership and independent views to the management. The Board helps the Company in adhering to high standards of corporate governance practices.

A. Board Composition

The Board has an optimum combination of executive and non–executive directors including

independent and women director(s) and the same is in conformity with Regulation 17 of SEBI Listing Regulations. As on March 31, 2026, the Board comprised of 6 (Six) directors, of which 3 (Three) were independent directors.

Independent Directors meet the requirement of Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act. Based on the declarations received from the independent directors, the Board is of the opinion that, all the independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

The composition of the Board is in conformity with the Listing Regulations and the Act. The board mix provides a combination of professionalism, knowledge and experience required for the financial services industry

Changes in Directorship during FY 2025-26

- The members of the company in the Annual General Meeting held on 03rd September 2025 have re-appointed Mr. Gaurav Kumar (DIN: 06717452) as Managing Director of the company for a period of 3 (Three) years w.e.f. 25th August, 2025.

- The members of the company in the Annual General Meeting held on 03rd September 2025 ratified the term of appointment of Mr. Sarfaraz Mallick (DIN: 10255433) as Executive Director of the company for a period of 3 (Three) Years effective from 29th March, 2025 till 28th March, 2028.

- Mr. Ashish Kamra (DIN: 10753632), Whole-time Director of the Company, tendered his resignation from the office of Whole-time Director with effect from 18th October, 2025.

- On recommendation received from the Nomination and Remuneration Committee, Mr. Sarfaraz Mallick (DIN: 10255433) was redesignated from Executive Director to Whole-time Director of the Company with effect from 10th December, 2025.

- Mr. Kamal Kumar (DIN: 03050458) tendered his resignation from the position of Non-Executive Independent Director of the Company with effect from the close of business hours on 12th February, 2026.

- Mr. Sunil Jindal (DIN: 02909819) ceased to hold office as an Independent Director of the Company with effect from 17th February, 2026, pursuant to the provisions of Section 167(1)(b) of the Companies Act, 2013, on account of his absence from all meetings of the Board of Directors for a continuous period of twelve months without obtaining leave of absence.

- On recommendation received from the Nomination and Remuneration Committee, Mr. Sachin Garg (DIN: 09094753) has been appointed as Additional Director (Independent) of the

Company w.e.f. 17th February 2026. His appointment was subsequently approved by the members at the Extraordinary General Meeting held on 22nd April, 2026.

- Ms. Saloni Shrivastav (DIN: 07746707) tendered her resignation from the position of Non-Executive Independent Director of the Company with effect from 26th March, 2026.

- On recommendation received from the Nomination and Remuneration Committee, Mr. Sanjay Mittal (DIN: 11548754) was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from 25th March, 2026. His appointment was subsequently approved by the members at the Extraordinary General Meeting held on22nd April, 2026.

Changes in the Key Managerial Personnel(s) during FY 2025-26

- Mr. Prashant Khera (Mem No. A72928) have tendered his resignation from the position of Company Secretary and Compliance Officer of the company w.e.f. 10th April, 2025

- On recommendation received from the Nomination and Remuneration Committee, Ms. Shifaly Duggal (Mem No. A62298) was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 23rd May, 2025.

- Ms. Shifaly Duggal (Mem No. A62298) has tendered her resignation from the position of Company Secretary and Compliance Officer of the company w.e.f. 08th July 2025.

- On recommendation received from the Nomination and Remuneration Committee, Mr. Abhimanyu (Mem No. A49176) was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 17th September 2026.

The information relating to the number and category of other directorships and committee Chairmanships/memberships of the Company's directors in other public companies including the names of the listed entities as on 31st March, 2026 is given below for information of the members.

S. No.	Name of Director	Category in the Company	No. of Directorships in other public companies (including the Company)		Number of committees positions held in other public companies** (including the Company)		Number of equity shares held in Regency Fincorp Limited as on 31st March, 2026
			No. of Public Companies	Name of Listed Companies and Designation	Chairman	Member	
1	Mr. Gaurav Kumar	Executive Chairman	2	Regency Fincorp Limited- Managing Director	-	2	46,71,210
2	Mr. Sarfaraz Mallick	Executive Director	3	Regency Fincorp Limited-Whole time Director	0	0	294123
3	Mr. Vishal Rai Sarin	Executive Director	1	Regency Fincorp Limited- Whole time Director	-	-	1390356
4	Mr. Sachin Garg	Independent Director	1	Regency Fincorp Limited- Independent Director	3	0	0
5	Mr. Sanjay Mittal	Independent Director	1	Regency Fincorp Limited- Independent Director	0	3	0
6	Ms. Dolly Setia	Independent Director	1	Regency Fincorp Limited- Independent Director	0	2	0

B. Directorships/memberships in other companies

None of the directors of the Company hold directorships in more than twenty (20) companies, which includes ten (10) public companies.

In accordance with the Listing Regulations, none of the directors of the Company has held directorships and/or independent directorships in more than seven (7) listed companies during the financial year 2025-26. The Managing Director of the Company do not hold directorships as independent directors in any other equity listed company.

Also, none of the directors are serving as a member of more than ten (10) committees or acting as the chairman of more than five (5) committees in accordance with the requirements of the Listing Regulations. Necessary disclosures regarding the committee positions, if any, held by the directors in other public companies have been made.

C. Skills/Expertise/Competencies of the Board

The Board members have rich and varied experience in critical areas like governance, finance, entrepreneurship, legal, economics, commercial, general management, etc., which enables them to satisfactorily discharge their duties as directors. This also helps them to effectively contribute in functioning of the Company.

The Nomination and Remuneration Committee of the Board also assesses and recommends the core skill sets required by the directors to enable the Board to perform its functions effectively.

Pursuant to Schedule V(C) of the SEBI Listing Regulations, the skills/expertise/competencies possessed by the directors are stated below:

S. No.	Name of Director	Category in the Company	Skills/Expertise/Competencies				
			Leadership Qualities	Industry Knowledge and Experience	Financial Expertise	Corporate Governance	Understanding of relevant laws, rules and regulation and policy
1	Mr. Gaurav Kumar	Executive Chairman	☑	☑	☑	☑	☑
2	Mr. Vishal Rai Sarin	Executive Director	☑	☑	☑	☑	☑
3	Mr. Sachin Garg	Independent Director	☑	☑	☑	☑	☑
4	Mr. Sanjay Mittal	Independent Director	☑	☑	☑	☑	☑
5	Mr. Sarfaraz Mallick	Executive Director	☑	☑	☑	☑	☑
6	Ms. Dolly Setia	Independent Director	☑	☑	☑	☑	☑

D. Attendance of each director at the meeting of the board of directors and the last Annual General Meeting;

During the financial year 2025-26, the Board met 19 (Nineteen) times as follows:

S. No.	Date of Meeting
1	28th April 2025
2	23rd May 2025
3	13th June 2025
4	15th July 2025
5	26th July 2025
6	11th August 2025
7	17th September 2025
8	04th October 2025
9	17th October 2025
10	29th October 2025
11	10th December 2025
12	20th December 2025
13	06th January 2026
14	28th January 2026
15	02nd February 2026
16	17th February 2026
17	28th February 2026
18	23rd March 2026
19	25th March 2026

As permitted under Section 173(2) of the Act read with Rule 3 of the Companies (Meeting of Board and its Powers) Rules, 2014, the Company had used the video conferencing facility for conducting all its Board and committee meetings, during the financial year 2025-26 due to relaxations granted by MCA and SEBI in this regard. Necessary quorum was present at all the above meetings.

The interval between the two (2) meetings was well within the maximum gap of one hundred and twenty (120) days.

The details of attendance of the directors at the Board meetings held during the financial year 2025-26 and at the last Annual General Meeting is given below:

S. No.	Name of the Director	Total Number of meetings attended	Whether the Annual General Meeting held on 03rd September, 2025 was attended
1	Mr. Gaurav Kumar	19 out of 19	Yes
2	Mr. Vishal Rai Sarin	19 out of 19	Yes
3	Mr. Sachin Garg	04 out of 04	N.A.
4	Mr. Sanjay Mittal	01 out of 01	N.A.
5	Mr. Sarfaraz Mallick	19 out of 19	Yes
6	Ms. Dolly Setia	19 out of 19	Yes

The Board and committee meetings are pre-scheduled and tentative dates of the said meetings are informed well in advance to facilitate the directors to plan their schedule. The Board meets at least once in a quarter to review financial results and operations of the Company. In addition, the Board also meets at least twice in a year to consider, discuss and decide the business strategy including policy matters and gaining the understanding of various businesses carried on by the subsidiaries of the Company.

The notices of all meetings are given well in advance to all the directors. The agenda, setting out the business to be transacted at the meeting, with well-structured and comprehensive notes on agenda, is circulated in advance to the Board members, to enable them to go through the same and take informed decisions. Agenda papers are circulated at least seven (7) days prior to the date of meeting (Except in cases where the meetings are to be conducted pursuant to shorter notice). Additional items are taken up with the permission of the Chair and requisite consent of the directors' present.

The Company has well-established framework for the meetings of the Board and committees which seeks to systematize the decision-making process at the meetings in an informed and efficient manner.

The Company Secretary attends all the meetings of the board and its committees and is inter alia, responsible for recording the minutes of such meetings. Within fifteen (15) days, the draft minutes of the Board and its committee meetings are circulated to the members for their comments in accordance with the Secretarial Standard on meetings of the Board of Directors (the "**SS-1**"), issued by the Institute of Company Secretaries of India. Suggestions, if any, received from the directors/members are suitably incorporated in the draft minutes, in consultation with the Chairman of the Board/committee. Thereafter, minutes are entered in the minutes book within the prescribed time limit.

E. Separate meeting of independent directors

During the financial year 2025-26, a separate meeting of the independent directors of the Company was held on 25th March, 2026 without the presence of the Executive and Non-executive Non-Independent Directors, and the management team of the Company. The meeting was attended by all the independent directors and they, inter alia, discussed and reviewed the matters prescribed under Schedule IV to the Act and Regulation 25 of the Listing Regulations.

F. Familiarization Program for independent directors

In compliance with the requirements of the Listing Regulations, the Company has put in place a familiarization programme for its independent directors to familiarize them with their roles, rights, responsibilities, etc., in relation to the nature of the financial services sector and the business model of the Company and its subsidiaries.

Details of such familiarization programme imparted to independent directors during the financial year 2025-26, is uploaded on the website of the Company at:
https://regencyfincorp.co.in/Home/InvesterRelation2?name=Shareholder%20Information

The information deck given to the directors as part of induction program, comprises the Company's profile, its code and policies, investor presentations, latest annual report, extracts of the applicable provisions of the Act, and the Listing Regulations pertaining to the duties and responsibilities of the independent directors.

As part of the continuous familiarization programme, the Managing Director, the Chief Financial Officer, the Company Secretary and Compliance Officer and the respective business heads of the Company make comprehensive presentations to the independent directors about the business of the Company, future outlook, plans and strategy, performance of the Company and as a group and its peers, update on the regulatory changes and its impact on the Group, etc., among others in order to facilitate transparency with directors and seek their valuable guidance and directions. Through this programme, it is ensured that independent directors are updated about the prevailing scenario, which enables them to make informed decisions in the best interests of the Company and its stakeholders.

III. BOARD COMMITTEES:

A. Audit Committee:

As on 31st March, 2026, the Audit Committee comprised 3 (Three) members, 2(Two) of whom were Non-Executive Independent Directors and 1(One) was Executive Director thereby meeting the requirements of Section 177 of the Act read with rules thereto and Regulation 18 of the Listing Regulations. All the members of the audit committee are financially literate and possess thorough knowledge of the financial services industry.

Mr. Kamal Kumar Independent director and chairperson of the committee of the Company have resigned from the position of the independent director and member of audit committee dated on 12th February 2026 and Mr. Sachin Garg was appointed the member of the audit committee dated on 17th February 2026.

Consequently, the Audit Committee was reconstituted by inducting Mr. Sanjay Mittal independent director of the company as the member of audit committee in place of Ms. Dolly Sethia. And Mr. Sachin Garg, Independent director was the appointed the chairperson of the committee.

Erstwhile Chairman of the committee has attended the last Annual General Meeting held on 03rd September, 2025 as required under Regulation 18(1)(d) of the SEBI Listing Regulations.

The Company Secretary acts as the Secretary to the committee. The representatives of the Secretarial Auditors and the Statutory Auditors are also invited to attend these meetings to take the members through the financial results and their observations, if any. The Company Secretary is the Compliance Officer to ensure compliance and effective implementation of the Code for prevention of insider trading in the Company.

During the financial year 2025-26, the Audit Committee met 9 (Nine) times as follows:

S. No.	Date of Meeting
1.	28th April 2025
2.	22nd May 2025
3.	15th July 2025
4.	26th July 2025
5.	11th August 2025
6.	17th September 2025
7.	29th October 2025
8.	10th December 2025
9.	02nd February 2026

The required quorum was present at all the Audit Committee meetings. The gap between two meetings did not exceed a period of 120 days (One hundred and twenty days), notwithstanding the relaxation granted by the MCA and SEBI vide their respective circulars.

The audit committee had also reviewed the information stipulated in Part C of Schedule II of the SEBI Listing Regulations during its above meetings. The attendance of the members of the committee at the above meetings was as under:

S. No.	Name of the Member	Position	No. of meetings attended
1.	Mr. Sachin Garg	Chairman	N.A.
2.	Mr. Sanjay Mittal	Member	N.A.
3.	Mr. Gaurav Kumar	Member	9 out of 9
4.	Mr. Kamal Kumar	Chairperson (Erstwhile)	8 out of 8
5.	Ms. Dolly Sethia	Member	9 out of 9

The broad terms of reference of the Audit Committee, inter alia, includes the following.

a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b) Recommendation for appointment, remuneration and terms of appointment of statutory auditors of the Company;

c) Review and monitor the Auditor's independence and performance, and effectiveness of audit process;

d) Approval for all payments to the Statutory Auditors for any other services rendered by them;

e) Review with the management, the Annual Financial Statements and Auditors Report thereon before submission to the Board for its approval, with particular reference to

i. Matters required to be included in the directors' responsibility statement forming part of the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Act;

ii. Changes, if any, in accounting policies and practices and reasons for the same;

iii. Major accounting entries involving estimates based on the exercise of judgment by management;

iv. Significant adjustments, if any, made in the financial statements arising out of audit findings;

v. Compliance with listing and other legal requirements relating to financial statements;

vi. Disclosure of all related party transactions;

vii. Modified opinion(s), if any, in the draft Audit Report.

f) Review with the management, the quarterly financial statements before submission to the board for its approval;

g) Review with the management a statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the agency monitoring the utilization of proceeds of a public issue or right issue or preferential issue or qualified institutions placement and making appropriate recommendations to the board to take steps in this matter;

h) Approval or any subsequent modification of transactions of the company with its related parties;

i) Scrutiny of inter-corporate loans and investments;

j) Valuation of undertakings or assets of the company, wherever it is necessary;

k) Evaluation of internal financial controls and risk management systems;

l) Review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

m) Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

n) Discussion with internal auditors of any significant findings and follow up thereon;

o) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

q) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

r) Review the functioning of the Whistle Blower mechanism;

s) Approve appointment of the Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

t) Review of utilization of loans and/or advances from/investment by the holding company in the Subsidiary exceeding Rs.100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;

u) Review of compliances with SEBI (Prevention of Insider Trading) Amended Regulations, 2018 and to verify that the systems for internal control are adequate and are operating effectively, at least once in a financial year;

v) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the Company and its shareholders.

w) Such other functions as may be entrusted to it by the board of directors from time to time.

The Chairman of the Audit Committee apprises the Board about significant discussions and decisions taken at the committee meetings including those relating to the Financial Results, Internal Audit Reports, Statutory Auditors Reports and The Limited Review Reports provided by them.

B. Nomination and Remuneration Committee

As on 31st March, 2026, the Nomination and Remuneration Committee (the "NRC") comprised of 3 (three) members and all were Non-Executive Independent Directors thereby meeting the requirements of Section 178 of the Act read with rules thereto and Regulation 19 of the Listing Regulations.

Mr. Kamal Kumar resigned from the position of Independent Director of the Company with effect from 12th February, 2026, Subsequently, he ceased to be the Chairperson of the Nomination and Remuneration Committee.

The Board approved Re-constitution of the Nomination and Remuneration Committee on 17th February 2026 and designated Mr. Sachin Garg as Chairperson of the Committee. Further, the Nomination and Remuneration Committee was reconstituted again by the Board on 25th March, 2026. Ms. Saloni Shrivastav ceased to be a member of the Committee and Mr. Sanjay Mittal was designated as a member in the Audit Committee.

Erstwhile Chairman of the committee has attended the last Annual General Meeting held on 03rd September, 2025 as required under Regulation 18(1)(d) of the SEBI Listing Regulations.

During the financial year 2025-26, the NRC met 6 (Six) times as follows:

S. No.	Date of Meeting
1	22nd May 2025
2	11th August 2025
3	17th September 2025
4	10th December 2025
5	17th February 2026
6	25th March 2026

The required quorum was present at all the said NRC meetings. The matters considered by the NRC during the year, inter alia, included determination of performance linked discretionary bonus and annual compensation of the key managerial personnel and the senior managerial personnel, consideration of the candidature of the persons to be appointed as independent directors of the Company and recommendation to the Board, performance evaluation of Individual Directors, the board as a Whole and The Board Committees, among other matters.

The attendance of the members of the committee at the above meetings was as under:

S. No.	Name of the Member	Position	No. of meetings attended
1	Mr. Sachin Garg	Chairman	2 out of 2
2	Mr. Sanjay Mittal	Member	1 out of 1
3	Ms. Dolly Setia	Member	6 out of 6
4	Mr. Kamal Kumar	Chairperson (Erstwhile)	4 out of 4
5	Ms. Saloni Srivastav	Member	5 out of 5

The broad terms of reference of the NRC, inter alia, includes the following

a) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

b) For every appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:

   i. use the services of an external agencies, if required;

   ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   iii. consider the time commitments of the candidates.

c) Formulation of criteria for evaluation of performance of independent directors and the board of directors;

d) Devising a policy on diversity of board of directors;

e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;

f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

g) Recommend to the board, the remuneration of directors, key managerial personnel and senior management which would involve a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals

h) Such other functions as may be entrusted to it by the Board of Directors from time to time.

Criteria for Performance Evaluation and Remuneration of Directors

Policy on Performance Evaluation and Remuneration of the Directors (the “Policy”) has been framed

for evaluating the performance of the board as a whole, the Chairman, the Executive/Non-Executive Directors and the Independent directors. Based on the same and pursuant to the provisions of Regulation 17(10) of the Listing Regulations and those of the Act, annual performance evaluation was carried out by the NRC of the Board during the financial year ended March 31, 2026. The same was then recommended to the Board of Directors.

The Policy, inter alia, provides the criteria for performance evaluation such as board effectiveness, quality of discussion and contribution at the meetings, business acumen, strategic thinking, time commitment, relationship with the stakeholders, corporate governance practices, contribution of the committees to the board in discharging its functions, etc.

C. Stakeholders' Relationship Committee

As on 31st March, 2026, the Stakeholders' Relationship Committee (the "SRC") comprised four (4) members, of which three (3) were Independent Directors and one (1) was an Executive Director, thereby meeting the requirements of Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations.

Mr. Kamal Kumar member & chairperson of the Committee has resigned from the position of Independent Director of the company w.e.f. 12th February 2026 and Ms. Saloni Srivastav member committee has also resigned w.e.f. 25th March, 2026 and consequently the committee was reconstituted and Mr. Sachin Garg was appointed as chairperson of the committee and Mr. Sanjay Mittal was appointed as the member of the committee.

The Committee's composition and terms of reference are in compliance with the provisions of the Act and Regulation 20 of the SEBI Listing Regulations.

Mr. Sachin Garg, an Independent Director, is the Chairman of the committee. He attended the last Annual General Meeting held on 03rd September, 2025.

The Company Secretary also acts as the Compliance Officer and the Secretary to the committee.

During the financial year 2025-26, the SRC met Four (4) times as follows:

S. No.	Date of Meeting
1.	28th April 2025
2.	26th July 2025
3.	29th October 2025
4.	2nd February 2026

The required quorum was present at all the said meetings.

The attendance of the members of the committee at the above meetings was as under:

S. No.	Name of the Member	Position	No. of meetings attended
1.	Mr. Sachin Garg	Chairman	NA
2.	Ms. Dolly Setia	Member	4 out of 4
3.	Mr. Gaurav Kumar	Member	4 out of 4
4.	Mr. Sanjay Mittal	Member	NA
5.	Mr. Kamal Kumar	Chairperson (Erstwhile)	4 out of 4
6.	Ms. Saloni Srivastav	Member	4 out of 4

Mr. Sunil Jindal was designated as member of the committee, however in the board meeting held on 25th March, 2026 has re-constituted the committee and Ms. Saloni Shrivastav was replaced by Mr. Sanjay Mittal w.e.f 25th March, 2026.

The broad terms of reference of the SRC, inter alia, includes the following:

a) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;

b) Review of measures taken for effective exercise of voting rights by shareholders;

c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

d) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

e) Such other tasks as may be entrusted to it by the Board of Directors, from time to time.

Name and designation of the Grievance Handling Officer

Name and Designation: Mr. Sarfaraz Mallick
Telephone: +91 7355835332
E-mail Id: secretarial.regency@gmail.com

Nature and number of grievances

During the financial year 2025-26, the Company and/or its Registrar and Transfer Agents (the “RTA”) had not received any complaints from the shareholders of the company. No complaints were pending to be resolved at the end of any quarter. The Company remains fully compliant with SEBI's SCORES platform and promptly addresses all shareholder queries.

No Requests for transmission of shares held in physical mode were received by the company or the RTA.

Number of complaints not solved to the satisfaction of shareholders:
Not Applicable

Number of pending complaints:
Not Applicable

D. Secretarial Standards

The Company is in compliance with applicable Secretarial Standards **(SS-1 and SS-2)** issued by the Institute of Company Secretaries of India.

E. Risk Management Committee

The provision of formation of Risk Management Committee pursuant to Regulation 21 of Listing Regulations, does not apply to the Company as it is not covered in the below mentioned categories:

i. The top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year; and,

ii. a 'high value debt listed entity'.

Further, in line with the regulatory requirements applicable to Non-Banking Financial Companies (NBFCs) under the Master Direction – Reserve Bank of India (Non-Banking Financial Company–Scale Based Regulation) Directions, 2023 (the 'RBI Master Direction'), the Company has constituted a Risk Management Committee (RMC) on 2nd September 2024.

IV. DISCLOSURE IN RELATION TO REMUNERATION OF DIRECTORS

a. Remuneration of Mr. Gaurav Kumar, Managing Director of the Company:In accordance with the terms of the appointment as approved by the nomination and remuneration committee and recommended to the Board, the Company has paid the following remuneration to Mr. Gaurav Kumar for the period from 1st April, 2025 to 31st March, 2026, since he was the Managing Director during this period.

(Amount in Rs.)

Salary	29,50,000
Perquisites	0
Total	29,50,000

No sitting fees was paid to Mr. Gaurav Kumar for attending the meetings of the Board held during the period from 1st April, 2025 to 31st March, 2026.

b. Remuneration of Mr. Vishal Rai Sarin, Whole-Time Director of the Company:

In accordance with the terms of the appointment as approved by the nomination and remuneration committee and recommended to the Board, the Company has paid the following remuneration to Mr. Vishal Rai Sarin for the period from 1st April, 2025 to 31st March, 2026.

(Amount in Rs.)

Salary	16,00,000
Perquisites	0
Total	16,00,000

No sitting fees was paid to Mr. Vishal Rai Sarin for attending the meetings of the Board held during the period from 1st April, 2025 to 31st March, 2026.

c. Remuneration of Mr. Sarfaraz Mallick, Whole Time Director of the Company:

In accordance with the terms of the appointment as approved by the nomination and remuneration committee and recommended to the Board, the Company has paid the following remuneration to Mr. Sarfarz Mallick for the period 1st April, 2025 to 31st March, 2026:

(Amount in Rs.)

Salary	18,00,000
Perquisites	0
Total	18,00,000

No sitting fees was paid to Mr. Sarfaraz Mallick for attending the meetings of the Board held during the period from 1st April, 2025 to 31st March, 2026.

d. Remuneration of Mr. Ashish Kamra, Whole Time Director of the Company:

In accordance with the terms of the appointment as approved by the nomination and remuneration committee and recommended to the Board, the Company has paid the following remuneration to Mr. Sarfaraz Mallick for the period 1st April, 2025 to 31st March, 2026:

(Amount in Rs.)

Salary	11,25,000
Perquisites	0
Total	11,25,000

No sitting fees was paid to Mr. Ashish Kamra for attending the meetings of the Board held during the period from 1st April, 2025 to 31st March, 2026.

e. Remuneration Policy for Non-executive Directors:

The non-executive/independent directors are entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and/or committees thereof, as decided by the Board from time to time subject to the limits specified under the Act. Additionally, they are also entitled to receive profit related commission as may be determined by the Board within the limits specified under the applicable provisions of the Act.

The Company follows transparent process for determining the remuneration/sitting fees of non-executive/independent directors. The remuneration/sitting fees in the form of commission is determined on the basis of the role assumed, number of meetings of the board and the committees thereof is attended by them, the position held as the Chairman and a member of the committees and their overall contribution as Board/Committee members. Besides this, the Board also takes into consideration the external competitive environment, track record, individual performance of such directors and performance of the Company as well as the industry standards in determining the remuneration of the Non-executive/ independent directors.

However, the company has not provided any sitting fees to its non-executive/independent directors during the financial year 2025-26 in consultation with the Independent Directors/Non-Executive Directors of the company.

V. GENERAL BODY MEETINGS:

i. The details of Annual General Meetings ("AGM") held during the last three (3) years and the special resolutions passed thereat are as under:

S.No.	Date of AGM	Venue/Mode	Whether Special Resolution passed	Summary of Special Resolutions
1	23rd June, 2023	Video Conferencing	Yes	1. To Increase the Remuneration Paid to Mr. Gaurav Kumar (DIN: 06717452) as Managing Director of the Company. 2. To Offer and Issue Equity Shares and Convertible Share Warrants on preferential basis to Promoter and Non-Promoters/ Public Category Shareholders. 3. To Issue Secured/unsecured redeemable unlisted non-convertible debentures of the Company on Private Placement basis to Residents and Non-Residents.

S.No.	Date of AGM	Venue/Mode	Whether Special Resolution passed	Summary of Special Resolutions
2	04th June, 2024	Video Conferencing	Yes	1. To increase the remuneration paid to Mr. Gaurav Kumar (DIN:06717452), Managing Director of the Company. 2. To Ratify the Appointment of Mr. Vishal Rai Sarin (DIN: 08758350) as Whole Time Director. 3. To increase the remuneration paid to Mr. Vishal Rai Sarin (DIN:08758350), Whole-Time Director of the Company. 4. To appoint Ms. Dolly Setia (DIN:10501076) as a Non-Executive Independent Director of the Company. 5. To consider and approve the revision in the borrowing limits of the Company. 6. To Issue secured/unsecured listed/unlisted redeemable Non-convertible debentures of the Company on private placement basis to Residents and Non-Residents. 7. To Offer and Issue Equity Shares on preferential basis to Promoter and Non-Promoters/Public Category Shareholders
3	03 September, 2025	Video Conferencing	Yes	1. To re-appoint and fix the remuneration payable to Mr. Gaurav Kumar (DIN: 06717452) as Managing Director of the Company. 2. To ratify the term of appointment of Mr. Sarfaraz Mallick (DIN: 10255433) as Executive Director of the Company. 3. To increase the remuneration payable to Mr. Sarfaraz Mallick (DIN: 10255433), Executive Director of the Company. 4. To increase the remuneration payable to Mr. Vishal Rai Sarin (DIN: 08758350), Whole Time Director of the Company. 5. To consider and approve the revision in the borrowing limits of the Company.

ii. Special Resolutions passed in the Extra-Ordinary General Meeting of the Company held on 24th April, 2025:

During the financial year 2025-26, Special Resolutions in respect of the following matters were passed with the requisite majority in the Extra-Ordinary General Meeting of the Company by the members of the Company in accordance with the applicable provisions of the Act and the Listing Regulations.

S.no.	Matters	No. of votes in favour (% of total votes cast)	No. of votes against (% of total votes cast)
1	To change designation and fix remuneration of Mr. Sarfaraz Mallick (DIN: 10255433) from Non-executive Director to Executive Director of the Company	16081919 (100.00%)	2 (0.00%)
2	To issue Secured/Unsecured, Listed/ Unlisted Redeemable Non- Convertible Debentures on Private Placement Basis to Residents and Non- Residents	19505832 (99.68%)	62752 (0.32%)
3	To consider and approve revision in the terms of Loan Agreements with various entities.	9228454 (100.00%)	2 (0.00%)
4	To ratify the contents of notice of Extra-Ordinary General Meeting dated 3rd October, 2024	19568582 (100.00%)	2 (0.00%)

Procedure followed by the company in its Extra Ordinary General Meeting ("EGM") held on 24th April, 2025 (Notes as provided in the Notice of EGM):

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, 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 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.

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. 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. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at 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.nsdl.com. Members may also note that the Notice of the Meeting will also be available on the Company's website 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.

6. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide 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, 10/2022 dated Dec 12, 2022 and Circular No. 09/2024 dated 19th September, 2024. 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 MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 12, 2022 and Circular No. 09/2024 dated 19th September, 2024, 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. Shailendra Kumar Roy, Practicing Company Secretary [Membership No. 25823, COP-11738) 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 Monday, 21st April, 2025 [9:00 A.M.] and ends on Wednesday, 23rd April, 2025 [5:00 P.M.] During this period, Members holding shares either in physical form or demat form, as on Wednesday, 17th April, 2025 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 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.

iii. Special Resolutions passed by way of postal ballot by members of Regency Fincorp Limited on 19th October, 2025,

During the financial year 2025-26, Special Resolutions in respect of the following matters were passed **by way of postal ballot by members** of the Company in accordance with the applicable provisions of the Act and the Listing Regulations.

S.no.	Matters	No. of votes in favour (% of total votes cast)	No. of votes against (% of total votes cast)
1	Modification in the Memorandum of Association of the Company	18032462 (99.99 14%)	1550 (0.0086 %)
2	Adoption of new set of Articles of Association of the Company	18032462 (99.6814%)	1550 (0.0086%)
3	Revision in terms of Loan Agreement with various entities	5098549 (99.9696 %)	1550 (0.0304 %)

VI. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for financial year 2025-26 prepared in accordance with the SEBI Listing Regulations, forms part of the Directors' Report.

VII. MEANS OF COMMUNICATION

The Company recognizes the importance of two-way communication with shareholders and giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of the Company's corporate governance ethos. The Company regularly interacts with its shareholders through multiple channels of communication.

A. Quarterly Results

The quarterly/annual financial results are regularly submitted to the BSE Limited (the "Stock Exchange") in accordance with the Listing Regulations and are also published in English newspaper (Financial Express) and a Punjabi daily (Desh Sevak). The quarterly/annual results, press releases, earnings calls on the financial results and the presentation made to the institutional investors/analysts are also uploaded on the website of the Company at www.regencyfincorp.com. The Company also sends the quarterly results via emails to those shareholders who have registered their email- ids with their Depository Participants or with it/its RTA.

B. Dividend Intimations

The Company has not declared any dividend since three financial years and in case it declares, the same shall be communicated to all its shareholders to confirm receipt of the same in their respective bank accounts.

C. Newspaper

The quarterly results for financial year 2025-26 are normally published in Financial Express (English) and Punjabi daily (DeshSevak). The results are also posted on the Company's website www.regencyfincorp.com.

D. Website

The website of the Company www.regencyfincorp.com provides information about the businesses carried on by the Company, its subsidiaries and associates. The primary source of information to the shareholders, customers, analysts and other stakeholders of the Company and to public at large goes through the website of the Company at www.regencyfincorp.com.

Financial results, annual reports, shareholding pattern, quarterly corporate governance report, details of unclaimed dividend, various policies adopted by the board and other general information about the

Company and such other disclosures as required under the Listing Regulations, are uploaded and made available on the Company's website.

D. Annual Report

Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors Report and other important information is circulated to the shareholders of the Company prior to the AGM. The Annual Report of the Company is also available on its website at t www.regencyfincorp.com and also on the websites of BSE at www.bseindia.com.

E. BSE Portal for Electronic Filing

The financial results, shareholding pattern and quarterly reports on Corporate Governance and all other filings required to be submitted to the BSE Limited are electronically uploaded on the BSE Listing portal i.e., http://listing.bseindia.com

G. Designated email-id for grievances

The Company has designated email id for its shareholders at secretarial.regency@gmail.com for the purpose of registering their complaints, if any, and the same is displayed on the Company's website.

H. Price Sensitive Information

All price sensitive information and such other matters which in the opinion of the Company are of importance to the shareholders/investors are promptly intimated to the Stock Exchanges in terms of the Company's Policy for Determination of Materiality of Events/Information and the Listing Regulations.

I. Investor Calls/Conference

The Company arranges investors' calls/conferences for discussing financial position of the Company/ Group from time to time.

J. Institutional Investors/Analysts Presentations and Media Releases

The presentations and media releases on financial position of the Company and important events/material developments of the Company are submitted to the BSE Limited and are also hosted on the Company's website for information of investors at www.regencyfincorp.com.

VIII. ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY

In the preparation of the financial statements, the Company has followed Ind AS referred to in Section 133 of the Act. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

IX. COMPLIANCE WITH MANDATORY/NON-MANDATORY REQUIREMENTS

The Company is fully compliant with the corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, as applicable and compliance reports on Corporate Governance in the requisite formats, have been submitted to the stock exchanges on which the Company's shares are listed from the date of its applicability on the Company.

The Company has complied with all the mandatory requirements of corporate governance as specified in the Listing Regulations from the date of its applicability on the Company. In addition, the Board has taken cognizance of the discretionary requirements as specified in Part E of Schedule II to the Listing Regulations and are being reviewed from time to time.

X. GENERAL SHAREHOLDER INFORMATION:

Regency Fincorp Limited (the “Company”) is committed to provide information to its shareholders on a periodical basis, which also includes the information provided annually as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”). In our endeavour to provide best in class service to our shareholders, we are providing the following information relating to the Company and its listed securities.

1. 33rd Annual General Meeting

Day: Wednesday

Date: 29th September, 2026

Time: 12:30 P.M.

Mode of conducting the meeting: Video conferencing/Other Audio-Visual Means ("VC/OAVM") Guidelines for participation in the AGM through VC/OAVM are laid out in the Notice convening the said meeting and have also been uploaded on the Company's website at www.regencyfincorp.com

2. Financial year

The Company considers the financial year to commence from 1st April which ends on 31st March of every year.

Particulars	Period
Financial Year (FY)	1st April to 31st March
Tentative calendar for consideration of unaudited/audited financial results	
First quarter ending June 30, 2026 (Unaudited)	On or before 14th August, 2026
Second quarter and half year ending 30th September, 2026 (Unaudited)	On or before 14th November, 2026
Third quarter and nine months ending 31st December, 2026 (Unaudited)	On or before 14th February, 2027
Last quarter and financial year ending 31st March, 2027 (Audited)	On or before 30th May, 2027

3. Dividend payment date

No dividend shall be declared at the 33rd AGM scheduled on Tuesday, **29th September, 2026.**

4. Details of securities listed on stock exchanges

The Company's shares are listed on the following stock exchanges:

Names and Address of the Stock Exchanges	Security Code/ Symbol	ISIN	Payment of Annual Listing Fee (FY 2025-26)
BSE Limited Dalal Street, Mumbai 400 001 Tel: 91 22 2272 1233/4 Fax: 91 22 22721919 www.bseindia.com	540175	INE964R01013	Paid
	977511	INE964R07051	
	977676	INE964R07069	

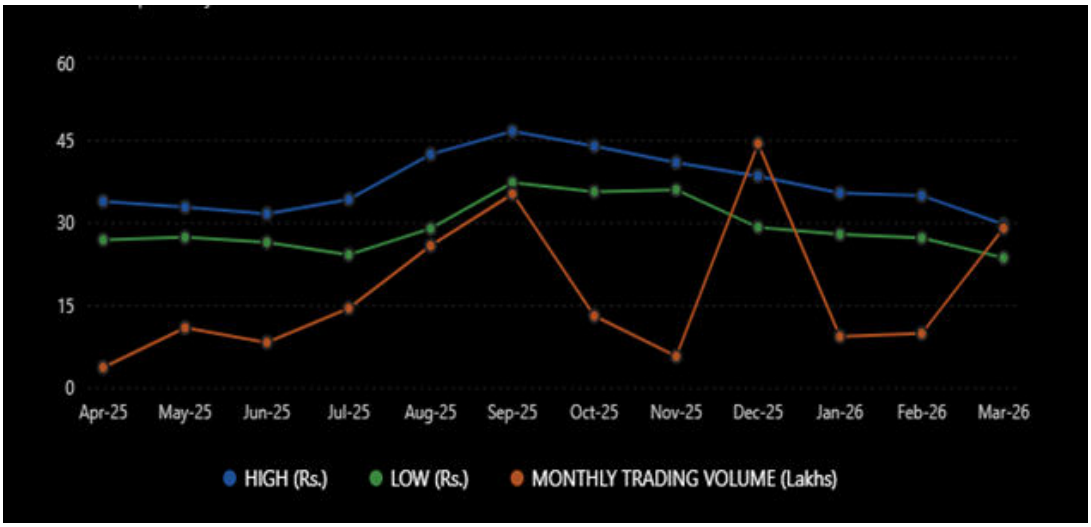
The securities of the Company are also listed on Calcutta Stock Exchange.*

Company is listed in both Equity and Debt Segment on Bombay Stock Exchange. The details of ISIN as on 31 March 2026 has been mentioned above, however, company has issue listed NCDs after 31st March 2026 the ISIN of the same are INE964R07085, INE964R07093, INE964R07101, INE964R07119, INE964R07127 INE964R07135 and INE964R07143.

* The Board of Directors of the Company passed a resolution on 8th June, 2020 for delisting of securities from Calcutta Stock Exchange pursuant to the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the application for the same is pending with the Exchange.

5. Market price data- high, low during each month in last financial year (2025-26)

MONTH	HIGH (Rs.)	LOW (Rs.)	MONTHLY TRADING VOLUME
Apr-25	33.95	26.95	379462
May-25	32.9	27.42	1098794
Jun-25	31.7	26.51	832302
Jul-25	34.3	24.25	1453878
Aug-25	42.49	29.02	2587759
Sep-25	46.69	37.36	3529881
Oct-25	44	35.7	1314301
Nov-25	40.99	36.07	580455
Dec-25	38.55	29.25	4444054
Jan-26	35.45	27.95	941418
Feb-26	34.98	27.3	994731
Mar-26	29.8	23.7	2907670



6. Registrar to an Issue and Share Transfer Agents

Name and Address	MAS Services Ltd. T/34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi-110020,
Telephone	011 - 26387281 / 82 / 83
E-mail	info@masserv.com

7. Share Transfer System

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects.

Shareholders may note that as per the applicable regulations of SEBI, transfer of shares is permitted only in dematerialized mode. Shareholders are requested to dematerialize their shares, if any, held by them in physical mode in order to avoid any inconvenience for transfer of their shares in future.

Shareholders who wish to understand the procedure for dematerialization of shares may contact the Company or visit the following link of the depositories.

National Securities Depository Limited ("NSDL") website: https://nsdl.co.in/faqs/faq.php
Central Depository Services (India) Limited ("CDSL") website: https://www.cdslindia.com/Investors/open-demat.html

8. Distribution of shareholding

Shareholding	No. of shareholders	% to Total no. of shares	No. of shares	% to Total Amount
1 TO 5000	4267	73.938	382347	0.476
5001 TO 10000	459	7.953	376800	0.470
10001 TO 20000	337	5.839	529732	0.660
20001 TO 30000	155	2.685	391871	0.488
30001 TO 40000	73	1.264	260460	0.324
40001 TO 50000	76	1.316	359355	0.448
50001 TO 100000	144	2.495	1046073	1.304
100001 AND ABOVE	260	4.505	76824433	95.825
Total	**5771**	**100.000**	**80171071**	**100.000**

9. Dematerialization of shares and liquidity

Total 7,99,46,171 shares of Company constituting 99.72% of the total share capital of the Company, are in dematerialized form out of which 50.14% of shares are dematerialized with the CDSL and 49.58% of shares are dematerialized with the NSDL.

10. GDRs/ ADRs/Warrants or any Convertible instruments

The Company has issued 4,33,12,272 warrants convertible into equity shares issued in the FY 2024-25. During the Financial year under the review 4,08,95,603 warrants were converted into equity shares of the company and 24,16,669 warrants forfeited by the company. So, as on the date of this report there are not outstanding warrants.

Apart from aforesaid warrants no GDRs/ADRs or any other Convertible instruments were during the year.

11. Plant Locations

Not Applicable

12. Address for correspondence

SCO 6 Upper Ground Floor LA MER PR-7, Airport Road, Zirakpur, Mohali, Rajpura, Punjab, India, 140603.

13. List of all credit ratings obtained by the entity along with any revisions thereto during FY 2025-26 for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

- Company has received credit rating of BBB- With Positive Outlook from Infomerics Valuation and Rating Limited dated dated 12th January, 2026 for Issuance of Non-Convertible Debentures up to Rs. 100 Crores and reaffirmed the rating of 50Cr for proposed fund-based facilities of Rs 50 Crores.

- Infomerics Valuation and Rating Limited has assigned a credit rating of "**IVR BBB/Stable"** for the Company's proposed Non-Convertible Debentures (NCDs) and Proposed Fund Based Banking Facility and has upgraded the ratings for various instruments issued by Company dated on 17th July 2026 for issuance of Non Convertible debenture upto Rs 100 crore.

- Infomerics Valuation and Rating Limited has reaffirmed credit rating of "**IVR BBB/Stable"** for the existing instruments and Company's proposed Non-Convertible Debentures (NCDs) dated on 06th August 2026 for issuance of Non Convertible debenture upto Rs 200 crore.

XI. OTHER DISCLOSURES

A. Policies determining Material Subsidiaries and Related Party Transactions

The Board has adopted the policy for determining material subsidiaries pursuant to Regulation 16 of the Listing Regulations, which is available on the website of the Company at: https://regencyfincorp.co.in/Home/InvesterRelation2?name=Shareholder%20Information

The policy on dealing with related party transactions, pursuant to Regulation 23 of the Listing Regulations, is also available on the Company's website at https://regencyfincorp.co.in/Home/InvesterRelation2?name=Shareholder%20Information

B. Disclosure on Material Related Party Transactions

During the year, the Company has not entered into any materially significant related party transactions that may have potential conflict with the interests of the Company. The Policy on material related party transactions, duly approved by the Board, is uploaded on the website of the Company.

C. Penalties

During the last three (3) financial years, no penalties have been imposed by BSE Limited, SEBI, or any other statutory authority in connection with matters related to the capital markets. However, During the period under review, the Company was supposed to file complete disclosures for Listing of Non-Convertible Debentures on or before 30th January, 2026. However, the disclosures were submitted on 3rd February, 2026. The Company paid Rs. 47,946 as penal interest for the period of delay to the investor

D. Code of Conduct for Prevention of Insider Trading

The Company has adopted the code of conduct (the "Code") for prevention of insider trading to regulate the trading in securities by the directors and designated persons of the Company pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Code requires pre-clearance of all trades in the shares of the Company. It also prohibits trading in the shares of the Company by the designated persons while in possession of unpublished price sensitive information and during the closure of trading window.

The Company had appointed the Company Secretary as the Compliance Officer to ensure compliance of the said Code by all the directors and designated persons likely to have access to unpublished price sensitive information.

The Code is uploaded on the Company's website at:
https://regencyfincorp.co.in/Home/InvesterRelation2?name=Shareholder%20Information

E. Vigil Mechanism/Whistle Blower Policy

Pursuant to the provisions of Regulation 22 of the Listing Regulations and Section 177 of the Act, the Company has established vigil mechanism/whistle blower policy for the directors and employees of the Company to report their genuine concerns about any unethical behavior, financial irregularities including fraud or suspected fraud. The Company has provided dedicated e-mail address for reporting such concerns. Alternatively, employees can also send written communications to the Chairman of the Audit Committee. The Company affirms that no personnel have been denied access to the Audit Committee. The Chairman of the Audit Committee has confirmed that there were no such cases of whistle blower reported to him, during the financial year 2025-26.

The Policy provides that no adverse action shall be taken or recommended against a Director or an Employee in retaliation to his/her disclosure in good faith of any unethical behavior and improper practices or alleged wrongful conduct. This mechanism protects such directors and employees from any unfair or prejudicial treatment by anyone within the Company. The Whistle Blower Policy is available on the website of the Company at:

https://regencyfincorp.co.in/Home/InvesterRelation2?name=Shareholder%20Information

F. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company does not deal with any commodity and hence not exposed to any commodity price risk.

G. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

During the Financial Year 2025-26, the following funds were raised by the Company to meet the Working Capital Requirements, meeting future funding requirements, and other general corporate purposes of the Company.

S.no.	Date of Raising Funds	Mode of Raising Funds	Amount	Funds Utilized
1	13th June 2025	Preferential Issue of Convertible Warrants	Rs. 9,68,57,475	Rs. 9,68,57,475
2	17th October 2025	Preferential Issue of Convertible Warrants	Rs. 6,74,21,680	Rs. 6,74,21,680
3	20th December 2026	Preferential Issue of Convertible share warrants	Rs. 109233316.50	Rs. 109233316.50
4	28th January 2026	Private Placement of NCD	Rs. 250000000	Rs. 250000000
5	23th March 2026	Private Placement of NCD	Rs. Rs. 250000000	Rs. 250000000

H. Managing Director and Chief Financial Officer (CFO) Certification

As required under the Listing Regulations, the Managing Director and the CFO of the Company have certified the accuracy of financial statements for the financial year 2025-26 and adequacy of internal control systems for financial reporting for the said year, which is appended to this Report.

I. Disclosures related to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to provide a work environment that ensures every person is treated with dignity, respect and afforded equal treatment.

The Company has a Policy on 'Prevention of Sexual Harassment' in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH”). This is aimed at providing everyone who visits our workplace, experience an environment that not only promotes diversity and equality but also mutual trust, equal opportunity and respect for human rights.

No cases were reported during the year under review. There were no complaints pending as on 31st March, 2026. The Company has constituted the Internal Complaints Committee in compliance with the requirements under POSH.

J. Auditors Certificate on Corporate Governance

The Certificate of Compliance as stipulated under Regulation 34(3) read with Schedule V of the SEBI Listing Regulations is obtained from Statutory Auditor of the Company M/s K N S G & Co LLP, Chartered Accountants is annexed herewith this Report.

K. Certificate from a Company Secretary in Practice

The Certificate required under Schedule V of SEBI Listing Regulations from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors by the Board/ Ministry of Corporate Affairs or any such statutory authority has been received and was placed before the Board. The same is provided is annexed herewith this Report.

L. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed

Not Any

M. The extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.

The discretionary requirements as specified in Part E of Schedule II have not been adopted.

N. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46

The Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of SEBI Listing Regulations.

CERTIFICATE OF COMPLIANCE FROM STATUTORY AUDITORS
[Regulation 34(3) Read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Regency Fincorp Limited,
SCO 6, Upper Ground Floor LA MER, PR-7, Airport Road,
Zirakpur140603, Punjab.

I, **CA Sourav Garg**, Partner, **M/s. KNSG & CO LLP**, Practicing Chartered Accountants, Statutory Auditors of **Regency Fincorp Limited** ("the Company") have examined the compliance with the conditions of Corporate Governance by the Company for the financial year ended **March 31, 2026**, as stipulated in the Reg. 15 to 27 of **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** (the "Listing Regulations"), to the extent as applicable.

The compliances of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In my opinion and to the best of my information, according to the explanations given to me and representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clause (b) to (i) and (t) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Listing Regulations.

I state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For KNSG & CO LLP
Chartered Accountants

Sd/-
CA Sourav Garg
Membership No. 545783
FRN: 025315N

Date: 02ND September , 2026
Place: ZIRAKPUR
UDIN: 26545783RAPWOJ9268

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members,
REGENCY FINCORP LIMITED
SCO 6, Upper Ground Floor LA MER, PR-7, Airport Road,
Zirakpur140603, Punjab

I have examined the records, forms, returns and disclosures received from the Directors of **REGENCY FINCORP LIMITED** having CIN: L67120PB1993PLC013169 and Registered Office at SCO 6, Upper Ground Floor LA MER, PR-7, Airport Road, Zirakpur140603, Punjab (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of information obtained, in our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. NO.	NAME OF THE DIRECTOR	DIN	DATE OF APPOINTMENT IN THE COMPANY
1.	MR. GAURAV KUMAR	06717452	13/09/2017
2.	MR. SARFARAZ MALLICK	10255433	31/10/2023
3.	MR. VISHAL RAI SARIN	08758350	05/09/2020
4.	MS. DOLLY SETIA	10501076	28/02/2024
5.	MR. SACHIN GARG	09094753	17/02/2026
6.	MR. SANJAY MITTAL	11548754	25/03/2026

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Devender Singh & Associates
(Company Secretaries)

Sd/-
Devender Singh
Membership: A76094
COP: 28056
UDIN: A076094H001347309
P.R. Certificate No: 6970/2025
Date: 2nd September, 2026

ANNEXURE-III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW:

This report is an integral part of the Board's Report and covers management perspective on economic environment, industrial scenario, business performance, opportunities, threats, risks & concern, internal control etc. during the Financial Year 2025-2026.

Regency Fincorp Limited ("the Company") is a Non-Deposit Taking Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India. The Company is engaged in providing financial services with a focus on underserved and underbanked segments, including women borrowers, Micro, Small and Medium Enterprises (MSMEs), small businesses and customers requiring credit for agriculture and allied activities. The Company continues to pursue a customer-centric and technology-enabled lending approach with the objective of expanding access to formal credit while maintaining prudent underwriting and risk management practices.

During the period under review, the Indian financial services sector continued to demonstrate resilience despite a challenging global environment characterized by geopolitical tensions, elevated commodity prices, volatility in financial markets and uncertainty surrounding global trade and monetary policy. Against this backdrop, India's domestic demand, infrastructure activity, financial inclusion initiatives and growing digital adoption continued to provide a supportive environment for the NBFC sector.

The Company remains focused on strengthening its lending franchise, diversifying its loan portfolio, improving operational efficiencies and expanding its digital lending capabilities. The Company is also focusing on building its secured lending portfolio, particularly in the MSME segment, while maintaining appropriate credit appraisal, collection and portfolio monitoring mechanisms.

The Company's strategy is centered around responsible and sustainable growth, with emphasis on:

- Expanding its presence in the MSME and underserved credit segments;
- Increasing the contribution of secured lending to the overall loan portfolio;
- Leveraging technology to improve customer acquisition, credit assessment, disbursement and collection processes;
- Maintaining prudent asset-liability management and adequate liquidity;
- Diversifying sources of funding through banking relationships and capital market instruments;
- Strengthening risk management and portfolio monitoring systems; and
- Maintaining regulatory and governance standards applicable to an RBI-regulated NBFC.

The Company's business model is expected to benefit from the continuing formalisation of the Indian economy, increasing penetration of digital financial services, rising credit requirements of MSMEs and greater demand for organised sources of finance. At the same time, the Company remains conscious of risks arising from borrower leverage, asset quality, interest-rate movements, liquidity conditions and changes in the regulatory environment.

The Company believes that a disciplined approach to growth, supported by technology, responsible lending practices and strong risk management, will enable it to participate meaningfully in the expanding Indian credit market.

This section should be read in conjunction with the Company's Financial Statements, including the accompanying schedules, notes, and other relevant information provided elsewhere in this Annual Report. Further, in the preparation of financial statements no separate Accounting Treatment has been followed other than that of prescribed in the Accounting Standards.

1. Economy Review

Global Economy

The global economy continues to expand, although the growth outlook remains uneven across regions. According to the International Monetary Fund's July 2026 World Economic Outlook Update, global growth is projected at 3.0% in 2026 and 3.4% in 2027, compared with an average growth rate of around 3.5% during 2024–25. The IMF has highlighted the impact of geopolitical tensions and the associated energy shock, while also noting that technology-related investment and artificial intelligence-led activity are providing support to certain economies.

The global economic environment continues to be shaped by several important factors:

Geopolitical and Energy Risks

Geopolitical tensions and disruptions in energy supply have resulted in increased uncertainty in global commodity markets. Higher crude oil and energy prices can contribute to inflationary pressures, particularly in energy-importing economies. For India, which remains significantly dependent on imported crude oil, sustained increases in global energy prices may affect inflation, the current account balance, currency markets and domestic interest rates.

Global Inflation and Interest Rates

Although inflation has moderated from the peaks witnessed during the earlier global inflationary cycle, the pace of disinflation remains uneven. Central banks continue to balance the objectives of price stability and economic growth. Changes in global interest-rate expectations can affect capital flows, currency markets and the cost and availability of funding.

For financial institutions, global monetary policy remains relevant as changes in international interest rates can influence domestic liquidity, bond yields and investor sentiment.

Global Trade and Supply Chains

International trade continues to face uncertainty arising from geopolitical developments, trade-policy changes and supply-chain disruptions. The World Bank has projected global growth of 2.5% in 2026, down from 2.9% in 2025, and has highlighted significant downside risks arising from geopolitical tensions, commodity-market disruptions and weaker global investment.

These developments may affect export-oriented industries and businesses that are dependent on imported raw materials. However, India's large domestic market and relatively diversified economic structure provide an important buffer against external shocks.

Technology and Digital Transformation

Technology remains an important source of productivity and economic growth. Investments in artificial intelligence, digital infrastructure, cloud technology and financial technology are transforming business models across industries.

The financial services sector continues to benefit from rapid adoption of digital payments, digital customer onboarding, automated credit assessment and technology-enabled collection mechanisms. This trend provides opportunities for NBFCs to improve customer reach, reduce operating costs and enhance credit monitoring.

Implications for the Company

For Regency Fincorp Limited, the global environment presents both opportunities and risks. While global uncertainty may result in volatility in interest rates, liquidity and commodity prices, India's domestic growth and expanding formal credit ecosystem provide a favourable underlying market for the Company's lending business.

The Company will continue to monitor global developments, particularly interest-rate movements, crude oil prices, currency volatility and global liquidity conditions, and assess their potential impact on borrowing costs, asset quality and funding availability.

Indian Economy

The Indian economy continues to remain one of the stronger-performing major economies globally, supported by domestic consumption, infrastructure spending, improving formalization and expanding financial inclusion.

According to a Reuters poll conducted in July 2026, India's real GDP growth is expected to moderate to approximately 6.6% in FY 2026–27, following estimated growth of 7.7% in FY 2025–26. While the expected moderation reflects higher energy prices and relatively cautious private investment, the projected growth rate continues to indicate a comparatively resilient domestic economy.

The Reserve Bank of India, in its August 2026 monetary policy review, maintained the policy repo rate at 5.25%, reflecting a cautious approach towards inflation and global uncertainties while recognizing the resilience of domestic economic activity.

Domestic Demand

Domestic consumption continues to remain a key driver of India's economic activity. Rising formal employment, increasing digitalisation, improving access to financial services and government-led infrastructure development are supporting economic activity across several sectors.

For NBFCs, resilient domestic demand supports credit requirements among individuals, small businesses and MSMEs. The expansion of formal financial services into previously underserved segments also provides opportunities for responsible credit growth.

MSME Sector

The MSME sector remains an important contributor to India's economic activity, employment generation and entrepreneurship. MSMEs require timely access to working capital, business expansion finance, equipment finance and other forms of credit.

The increasing formalisation of MSMEs, wider adoption of digital payments, improved availability of financial information and technology-enabled underwriting are creating opportunities for lenders to serve this segment more efficiently.

For Regency Fincorp Limited, the MSME segment represents an important area of growth. The Company intends to leverage its lending experience and technology capabilities to provide appropriately structured credit while maintaining disciplined underwriting and portfolio monitoring.

Inflation

Inflation continues to remain an important macroeconomic variable for the financial sector.

India's retail inflation increased to **4.45% year-on-year in July 2026**, primarily driven by food-price pressures, while remaining within the RBI's tolerance band of 2%–6%.

Persistent food or energy inflation may influence household disposable income and borrower repayment capacity. It can also affect the monetary-policy environment and consequently the cost of funds for financial institutions.

The Company will continue to closely monitor inflationary trends and their potential impact on borrowers, credit demand and funding costs.

Interest Rates and Liquidity

Interest rates have a direct impact on NBFCs through both borrowing costs and customer demand for credit. The RBI's decision to maintain the repo rate at 5.25% provides a degree of stability to the interest-rate environment, although future movements will depend on inflation, energy prices, domestic growth and global developments.

The Company continues to focus on maintaining an appropriate asset-liability profile, diversifying funding sources and ensuring adequate liquidity to support its business requirements.

Financial Inclusion and Digital Lending

India's rapid adoption of digital financial services is transforming the delivery of credit. Digital customer onboarding, electronic documentation, data-driven credit assessment, automated underwriting and digital collection mechanisms are improving the efficiency and reach of financial institutions.

The continued development of India's digital financial infrastructure is expected to support the expansion of formal credit to individuals and MSMEs. For the Company, technology-enabled lending provides an opportunity to expand its customer base while improving turnaround times and operational efficiency.

Outlook for the Indian Economy

The medium- to long-term outlook for the Indian economy remains constructive, supported by domestic consumption, infrastructure investment, financial inclusion, digitalisation, entrepreneurship and the formalisation of economic activity. Fitch Ratings has maintained India's sovereign rating at **BBB- with a stable outlook** and projected real GDP growth of approximately **6.4% for FY 2026–27**, while highlighting India's strong growth fundamentals and macroeconomic resilience.

However, risks remain from geopolitical tensions, elevated energy prices, inflationary pressures, global trade uncertainty, currency volatility and potential changes in global financial conditions.

Against this backdrop, the Company believes that the Indian financial services sector continues to offer meaningful growth opportunities. Regency Fincorp Limited intends to pursue these opportunities through a calibrated expansion of its lending business, greater focus on secured MSME lending, technology-enabled operations, diversified funding sources and robust risk management.

The Company remains committed to maintaining a balance between **growth, asset quality, liquidity, profitability and regulatory compliance**, thereby creating sustainable long-term value for its stakeholders.

2. Industry Structure and Developments:

India's financial sector continued to demonstrate resilience and sustained growth during FY 2025–26, supported by strong domestic

demand, improving economic activity, increasing formalization of financial services and rapid digital adoption. India's real GDP growth was estimated at 7.4% for FY 2025–26, while the services sector remained a key driver of economic expansion, recording estimated growth of 9.1%. Financial, real estate and professional services also recorded strong growth of approximately 9.9%, highlighting the continued importance of financial intermediation in supporting the broader economy.

Non-Banking Financial Companies (NBFCs) continued to play an important role in the Indian financial ecosystem by complementing the banking sector and addressing the credit requirements of underserved and underbanked segments. NBFCs remained significant providers of credit to MSMEs, self-employed individuals, small businesses, retail borrowers and other emerging segments, supported by their customer-centric approach, specialised lending capabilities and ability to reach customers in geographically and economically diverse markets.

During FY 2025–26, the NBFC sector continued its transition towards a more regulated, technology-enabled and risk-focused operating environment. The Reserve Bank of India's Scale-Based Regulation (SBR) framework continued to provide the overarching regulatory structure for NBFCs, with entities classified into Base Layer, Middle Layer, Upper Layer and Top Layer based on their size, activities and risk profile. Regency Fincorp Limited, being a Base Layer NBFC, continued to operate within the prudential and governance framework applicable to its regulatory classification, while maintaining focus on responsible lending, sound credit practices, effective risk management and regulatory compliance.

The regulatory environment during the year continued to emphasise:

Strengthening of governance, compliance and risk management frameworks across regulated entities;

Responsible and transparent lending practices, including appropriate disclosure of interest rates, charges and other material terms to borrowers;

Strengthening of KYC, customer due diligence and monitoring requirements;

Greater oversight of outsourcing arrangements, Lending Service Providers and recovery practices;

Enhanced focus on data privacy, cybersecurity, information technology controls and operational resilience;

Strengthening of customer grievance redressal and borrower protection mechanisms; and

Greater supervisory focus on the quality of credit underwriting, asset quality and concentration risks.

Digital transformation continued to reshape the NBFC industry during FY 2025–26. Technology-enabled lending, digital KYC, automated credit assessment, API-based integrations, digital documentation and electronic disbursement mechanisms gained further importance in improving customer experience and operational efficiency. The increasing adoption of technology has enabled NBFCs to expand their geographical reach and improve turnaround time while also creating greater opportunities for data-driven credit assessment and monitoring. At the same time, cybersecurity, data protection, fraud prevention and responsible use of customer data remained critical areas of focus. RBI's digital-lending framework continues to require regulated entities to maintain transparency in pricing, ensure appropriate

consent-based data collection and exercise oversight over Lending Service Providers and Digital Lending Apps.

The MSME financing segment continued to present significant growth opportunities for NBFCs. The increasing formalisation of small businesses, greater adoption of digital payment systems and growing demand for working capital and secured business finance supported the need for specialised lending solutions. NBFCs remained well positioned to serve such segments through customised products, faster credit assessment and relationship-driven lending models.

The sector also witnessed continued emphasis on asset quality, capital adequacy, liquidity management and cost-efficient operations. While the operating environment remained supportive, NBFCs continued to face challenges relating to cost of funds, competition, credit risk, asset quality, regulatory compliance and cybersecurity. Accordingly, prudent underwriting standards, portfolio diversification, effective collection mechanisms and robust risk management remained essential for sustainable growth.

In this evolving industry environment, Regency Fincorp Limited continues to focus on measured and sustainable business expansion, strengthening its secured lending portfolio, enhancing its technology-enabled lending capabilities and serving the credit requirements of MSMEs, self-employed individuals and other underserved customer segments. The Company remains committed to maintaining a compliance-first approach, prudent credit practices and robust risk management while leveraging technology to improve operational efficiency, customer reach and overall service delivery.

The Company believes that the continued expansion of the Indian economy, increasing formalisation of credit, growth in MSME financing requirements and rapid digital transformation of financial services provide a favourable long-term operating environment for NBFCs. Regency Fincorp Limited remains focused on capitalising on these opportunities while maintaining appropriate risk controls, regulatory discipline and sustainable growth parameters.

3. Opportunity and Threats:

The Indian financial services sector continues to offer significant opportunities for NBFCs, supported by increasing formalization of the economy, rising credit penetration, financial inclusion, digitalization and the growing financing requirements of MSMEs and small businesses.

3.1 Opportunity

Growing Credit Demand from MSMEs

MSMEs continue to represent a significant opportunity for financial institutions due to their financing requirements for working capital, business expansion, machinery, equipment and other productive purposes. Access to timely and appropriately structured credit remains an important requirement for smaller businesses.

Regency Fincorp Limited intends to leverage its experience in serving underserved segments and strengthen its presence in the MSME financing market. The Company's focus on secured MSME lending provides an opportunity to build a relatively diversified and sustainable loan portfolio while maintaining appropriate risk controls.

Expansion of Secured Lending

The Company sees considerable potential in expanding its secured lending portfolio. Secured financing can provide customers with access to larger and appropriately structured credit while enabling the lender to maintain additional risk mitigation through underlying collateral.

The Company's strategy of increasing its focus on secured MSME and other secured lending products is expected to support portfolio quality, customer retention and long-term scalability.

Financial Inclusion

A substantial section of India's population and small-business ecosystem continues to require access to formal and organized credit. The expansion of banking infrastructure, digital financial services and formal economic activity is bringing more borrowers into the organized financial system.

This creates opportunities for NBFCs such as Regency Fincorp Limited to serve customers who may not always be adequately serviced by traditional banking channels.

Digital Lending and Technology

Technology is increasingly transforming the lending lifecycle, from customer acquisition and onboarding to credit assessment, documentation, disbursement and collection. RBI's digital lending framework provides a structured regulatory framework for digital lending activities and requires regulated entities to maintain appropriate customer-protection and compliance standards.

The Company can leverage its technology-enabled lending platform to improve turnaround time, enhance customer experience, strengthen credit assessment and reduce operational inefficiencies.

Data-driven underwriting and digital monitoring can also enable the Company to identify early warning signals and improve portfolio management.

Diversification of Funding Sources

Access to diversified and stable funding remains an important competitive factor for NBFCs. The Company has an opportunity to strengthen its funding profile through a combination of bank finance, capital-market instruments and other permitted sources of funding.

A diversified funding profile can reduce dependence on any single source, improve liquidity management and support the Company's planned expansion of its loan book.

Increasing Formalization of the Economy

The continued formalization of businesses through GST registration, digital payments, banking transactions and improved availability of financial information is creating better opportunities for lenders to assess the financial profile of small businesses.

This trend can support more data-driven underwriting and enable NBFCs to expand credit to customers who were historically dependent on informal sources of finance.

Growth of Digital Financial Infrastructure

India's rapid development of digital financial infrastructure is creating opportunities for financial institutions to improve reach and operational efficiency. Digital onboarding, electronic documentation, automated processes and technology-enabled collections

can enable NBFCs to serve customers across wider geographies without proportionately increasing their physical infrastructure.

Regency Fincorp Limited intends to utilize technology as an important component of its growth strategy and customer servicing model.

Scope for Product Diversification

The evolving credit requirements of individuals, entrepreneurs and MSMEs provide opportunities for the Company to develop and offer appropriately structured lending products across selected segments.

The Company may evaluate opportunities in areas such as MSME finance, secured business loans, working capital requirements, agriculture and allied activities, consumer finance and other identified segments, subject to risk-return considerations and applicable regulatory requirements.

Positive Long-Term NBFC Outlook

The NBFC sector continues to benefit from strong underlying credit demand. CRISIL has indicated that NBFC credit growth may experience short-term volatility but that robust fundamentals and credit demand should continue to support growth, with retail segments remaining an important driver.

The Company's relatively focused business model and emphasis on underserved customer segments provide an opportunity to participate in this structural growth while maintaining a disciplined approach to risk.

3.2 Threats

While the Company sees significant opportunities in the Indian credit market, its business remains exposed to various financial, operational, regulatory and macroeconomic risks. The Company continuously monitors these risks and takes appropriate measures to mitigate their potential impact.

Credit and Asset Quality Risk

Credit risk remains one of the principal risks for an NBFC. Deterioration in the financial position of borrowers, economic slowdown, business disruption, unemployment, adverse agricultural conditions or other unforeseen circumstances may affect borrowers' repayment capacity.

As the Company expands its loan portfoli, maintaining prudent credit appraisal, adequate collateral coverage, continuous portfolio monitoring and effective collection mechanisms will remain critical.

Competition

The NBFC sector is highly competitive, with banks, large NBFCs, fintech companies and other financial institutions operating across overlapping customer segments.

Increasing competition may put pressure on interest spreads, customer acquisition costs and underwriting standards. The Company will therefore focus on customer service, technology, product suitability, prudent pricing and efficient operations to maintain its competitive position.

Interest Rate Risk

Changes in interest rates can affect the Company's borrowing costs, lending rates and net interest margins. A rise in market interest rates may increase the cost of funds and adversely affect profitability if the increase cannot be adequately passed on to borrowers.

The Company seeks to manage this risk through appropriate asset-liability management, diversification of funding sources and periodic review of lending and borrowing rates.

Liquidity and Funding Risk

NBFCs are dependent on continued access to funding to meet disbursement requirements and repayment obligations. Any disruption in capital-market conditions, reduction in bank funding, increase in borrowing costs or deterioration in investor sentiment could affect the availability and cost of funds.

The Company therefore places importance on maintaining adequate liquidity, appropriate asset-liability matching and diversified funding relationships.

Regulatory and Compliance Risk

The NBFC sector is subject to extensive regulation and supervision by the Reserve Bank of India. Regulatory requirements relating to capital adequacy, governance, provisioning, asset classification, fair practices, digital lending, customer protection and reporting may evolve from time to time.

The Company's operations may therefore require continuous adaptation to changes in the regulatory environment. The Company remains committed to maintaining appropriate compliance systems and strengthening its governance and risk-management framework.

The RBI's Scale Based Regulation frameork has further increased the importance of proportionate governance, risk management and regulatory compliance for NBFCs.

Cybersecurity and Technology Risk

Increasing dependence on digital platforms exposes financial institutions to cybersecurity threats, data breaches, system failures, fraud and other technology-related risks.

The Company recognizes cybersecurity and daa protection as important components of its digital lending strategy and will continue to strengthen system controls, access management, monitoring and technology infrastructure.

Concentration Risk

Rapid growth in a particular product, geography, borrower category or customer segmnt may result in concentration risk. Any adverse development affecting a particular industry, region or borrower group could consequently have a disproportionate impact on the Company's portfolio.

The Company intends to manage this risk through appropriate portfolio diversification, exposre limits, geographic diversification and periodic portfolio reviews.

Economic and Geopolitical Uncertainty

Changes in domestic and global econmic conditions, geopolitical tensions, commodity prices, inflation, exchange rates and global financial-market conditions can indirectly affect borrowers and financial institutions.

A slowdown in economic activity could reduce credit demand and increase borrower stress, while higher inflation or commodity prices could affect the cash flows of MSMEs and individual borrowers.

Operational Risk

The Company's growth and increasing use of technology may increase operational complexity. Errors in processes, inadequate internal controls, fraud, system downtime or human error may adversely affect operations.

The Company continues to strengthen its internal control framework, risk-management systems, audit mechanisms and process-level controls to minimise operational risks.

Talent and Human Resource Risk

The financial services sector requires specialised capabilities in credit underwriting, risk management, technology, collections, compliance and treasury operations. Competition for experienced professionals may increase employee acquisition and retention costs.

The Company's ability to attract, retain and develop qualified personnel will remain important for successful execution of its growth strategy.

3.3 Company's Approach to Opportunities and Threats

The Company believes that sustainable growth in the NBFC sector requires an appropriate balance between business expansion and risk management. Accordingly, Regency Fincorp Limited intends to pursue growth opportunities selectively, with particular emphasis on secured lending, MSMEs, technology-enabled credit delivery and financial inclusion.

The Company will continue to strengthen its credit underwriting framework, portfolio monitoring, collection mechanisms, liquidity management, cybersecurity and regulatory compliance systems.

The Company's strategy is therefore to grow responsibly rather than pursue growth at the cost of asset quality, while maintaining adequate capital, liquidity and risk buffers.

The management remains confident that the Company's focus on underserved customer segments, secured lending, technology-enabled operations and diversified funding can provide a sustainable platform for long-term growth, subject to prevailing economic, regulatory and market conditions.

4. Risk Management and Concerns:

The Company has implemented a formal Risk Management Policy and constituted a Risk Management Committee (RMC) during FY 2025–26 in accordance with RBI's Scale-Based Regulatory framework.

Company has established a structured risk management framework for identification, assessment, monitoring and mitigation of key risks associated with its operations, including credit, liquidity, operational, market, technology and compliance risks. The RMC regularly reviews key risk indicators, portfolio performance, liquidity position, regulatory compliance and emerging risks, and ensures that appropriate mitigation measures are undertaken in a timely manner. The Company follows a prudent credit underwriting process covering customer assessment, repayment capacity, credit history and security, wherever applicable, along with continuous monitoring of the loan portfolio and effective collection mechanisms. The Company also maintains appropriate liquidity and asset-liability management practices and continues to strengthen its internal controls, technology

infrastructure and compliance systems. During the year, no significant deterioration in asset quality was observed, and the Company remained focused on maintaining portfolio quality while pursuing sustainable and responsible growth. Going forward, the Company will continue to strengthen its risk management framework in line with the evolving regulatory environment and changing business conditions.

5. Recent Trend and Future Outlook:

NBFCs have emerged as important constituents of India's financial ecosystem and continue to play a significant role in expanding formal credit to underserved and underbanked segments. Their ability to combine customer-centric lending, faster decision-making, specialised products and regional market understanding has enabled NBFCs to address financing requirements that may not always be adequately served through traditional banking channels.

During FY 2025–26, the NBFC sector continued to evolve towards a more technology-driven, risk-focused and customer-centric operating model. Increasing formalisation of the economy, growing digital adoption and rising credit requirements of MSMEs, self-employed individuals and emerging consumer segments have created significant opportunities for NBFCs. The sector continues to benefit from its ability to offer customised financing solutions, faster turnaround times and wider last-mile reach.

Digital transformation has become a key differentiator in the NBFC industry. Technology-enabled underwriting, digital KYC, automated credit assessment, data analytics, API-based integrations and digital collection mechanisms are increasingly being adopted to improve operating efficiency and customer experience. NBFCs are also leveraging AI-based tools and alternative data sources to strengthen credit assessment, reduce processing time and improve portfolio monitoring.

The MSME segment remains one of the most significant growth opportunities for the NBFC industry. In India MSME credit market a substantial credit gap continues to exist in the segment. NBFCs, with their specialized underwriting capabilities and ability to provide customized products, are well positioned to bridge this financing gap.

Secured lending, particularly secured MSME and Loan Against Property (LAP) financing, is gaining increasing importance as lenders seek to balance growth with prudent risk management. The combination of collateral-backed lending, disciplined underwriting and technology-enabled credit assessment provides NBFCs with an opportunity to achieve sustainable growth while maintaining asset quality.

Regulatory developments have further strengthened the NBFC operating environment. The continued implementation of the Reserve Bank of India's Scale-Based Regulatory framework has placed greater emphasis on governance, risk management, customer protection, responsible lending, compliance and operational resilience. This regulatory evolution is expected to encourage stronger and more sustainable business models across the sector.

Against this backdrop, Regency Fincorp Limited is strategically positioned to participate in the evolving NBFC landscape. The Company has been strengthening its focus on secured MSME lending while simultaneously developing its digital lending capabilities. As of March 2026, the Company had an AUM of ₹261 crore, with secured lending forming a significant

component of its portfolio. The Company is also leveraging AI-based technology across credit scoring, lead generation and loan processing to improve efficiency and customer experience.

The Company believes that the combination of India's growing MSME financing requirements, increasing financial inclusion, digital transformation and demand for secured credit provides a favourable long-term opportunity. Regency Fincorp intends to deepen its presence in existing markets, expand into high-MSME-density geographies, strengthen technology-led underwriting and scale its secured MSME portfolio.

Looking ahead, the Company aims to build a scalable and well-capitalised NBFC with a strong focus on MSMEs and underserved communities. Its stated growth strategy includes scaling secured MSME/LAP lending, expanding the branch network, introducing additional financing products, leveraging AI-based underwriting and digital platforms, diversifying funding sources and maintaining strong capital adequacy.

The Company has set an ambitious long-term vision of achieving AUM of ₹3,000 crore or more by FY2030, supported by geographic expansion, technology-led underwriting, financial inclusion and a disciplined approach to capital and risk management.

We believe that NBFCs that combine prudent risk management, strong capitalisation, technology adoption, efficient operations and customer-centric products will be well placed to deliver sustainable growth. Regency Fincorp Limited remains committed to pursuing responsible and profitable growth while strengthening its position as a technology-enabled NBFC focused on secured MSME lending and financial inclusion.

Internal Control Systems and their Adequacy:

The Company maintains a well-documented internal control system aligned with its scale and complexity. The Internal Auditor reviews operations and reports directly to the Audit Committee. No material weaknesses were observed during the year. Compliance with statutory and regulatory requirements was regularly monitored.

6. Financial Performance with respect to operational performance:

Sno	Financial Results	Amount (In Lakh)
1	Total Income	4,005.14
2	Profit After tax (PAT)	1,341.68
3	Net Worth	16049.41
4	Earning Per Share (EPS)	1.67

The Company's capital structure strengthened following preferential allotments and warrant conversions during the year, enabling business expansion and balance sheet growth. A detailed financial analysis is provided in the Directors' Report and audited financial statements.

7. Material developments in Human Resources/Industrial Relations front, including the number of people employed:

The Company has undertaken employee's development initiatives, which have very positive impact on the morale and team spirit of the employees. The company has continued to give special attention to human resources and overall development.

8. **Details of Significant Changes in Key Financial Ratios:**

Particulars	FY 2025-26	FY 2024-25	% change
Debtors Turnover	NIL	NIL	-
Inventory Turnover	NIL	NIL	-
Interest Coverage Ratio	2.77	1.84	50.54
Current Ratio	2.7	2.25	20.00
Debt Equity Ratio	0.57	0.40	42.50
Operating Profit Margin	86.04	38.22	125.11
Net Profit Margin	38.93	24.93	56.15
Return on Net Worth	-	4.08	-

Cautionary Statement:

Statement in this Management Discussion and Analysis Report, Describing the Company's objectives, estimates and expectations may constitute Forward Looking Statements within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

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

Sd/-
Gaurav Kumar
Managing Director
DIN: 06717452

Sd/-
Sarfaraz Mallick
Whole Time Director
DIN: 10255433

Date: 2nd Setpember, 2026
Place: Zirakpur

Annexure- IV

POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR EMPLOYEES

Background

Regency Fincorp Limited (hereinafter referred as the 'Company') practices a corporate culture that is based on the tenets of trusteeship, empowerment, accountability, control and ethical practices with transparency at its core for creation of maximum value for the stakeholders.

Brief overview under Companies Act 2013
{Section 178 and Companies [Meetings of Board and its Powers] Rules 2014}

- ✓ Constitution of the Nomination and Remuneration Committee consisting of three or more non- executive directors out of which not less than one-half shall be independent directors
- ✓ The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- ✓ The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel i.e. Employees at one level below the Board including functional heads.
- ✓ The Nomination and Remuneration Committee shall, while formulating the policy ensure that: —

  i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;

  ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

  iii. remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

  iv. Such policy shall be disclosed in the Board's Report.

Brief overview of the Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Nomination and Remuneration Committee

I. The Company shall set up a Nomination and Remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director.

II. The role of the committee shall, *INTER-ALIA*, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the Remuneration of the Directors, Key Managerial Personnel and Other Employees;

- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

- Devising a policy on Diversity of Board of Directors, identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.

- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

- The Company shall disclose the Remuneration Policy and the Evaluation Criteria in its Annual Report.

Terms of Reference of Nomination and Remuneration Committee

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the Remuneration of the Directors, Key Managerial Personnel and Other Employees;

- Act as Selection and Compensation Committee to evaluate suitability of candidates for various Senior Positions and determine appropriate compensation package for them. Selection of related persons whether or not holding place of profit in the Company to be carried out strictly on merit and where applicable, be subjected to review by the Audit Committee of and / or the Board with approval at each stage being obtained by disinterested Independent Directors only.

- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.

- Removal should be strictly in terms of the applicable laws and in compliance of principles of natural justice.

- Formulation of criteria for evaluation of Independent Directors and the Board.

- Devising a policy on Diversity of Board of Directors.

- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.

- Recommend to the Board, the Sitting Fees payable for attending the meetings

of the Board/ Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.

- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

Criteria for Determining the following:

Qualifications for Appointment of Directors (including Independent Directors):

- Persons of eminence, standing and knowledge with significant achievements in business, professions and / or public service.
- Their financial or business literacy /skills.
- Appropriate other qualification / experience to meet the objectives of the Company.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidates.

Positive Attributes of Directors (including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Criteria for Appointment of KMP / Senior Management:

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals / objectives and corporate mission.

- To adhere strictly to code of conduct.

Policy relating to Remuneration of Directors, KMP and Senior Management Personnel:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.

- No director / KMP/ other employee is involved in deciding his or her own remuneration.

- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.

- It is to be ensured that relationship of remuneration to the performance is clear and meets appropriate performance benchmarks which are unambiguously laid down and communicated.

- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.

- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short- and long-term performance objectives appropriate to the Company's working and goals.

- Following criteria are also to be considered:

Annexure- V

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To,
Regency Fincorp Limited
SCO 6, Upper Ground Floor LA MER, PR-7, Airport Road,
Zirakpur140603, Punjab.

This is to certify that the Company had laid down code of conduct for all the board members and senior management personnel of the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non-compliance thereof during the year ended on 31st March, 2026.

For Regency Fincorp Limited

Sd/-
Gaurav Kumar
Managing Director
(DIN:06717452)

Place: Zirakpur, Punjab
Date: - 02ND September, 2026

Annexure-VI

CFO CERTIFICATION UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Board of Directors
Regency Fincorp Limited
SCO-6 Upper Ground Floor LA MER, PR-7, Airport Road,
Zirakpur140603, Punjab.

SUBJECT: COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Sarfaraz Mallick, Whole-Time Director and Chief Financial Officer of Regency Fincorp Limited certify to the Board that:

A. I have reviewed financial statements and the cash flow statement for the financial year ended on **31st March, 2026** and that to the best of our knowledge and belief:

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violates of the Company's code of conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

D. I have indicated to the auditors and the Audit committee

i. Significant changes in internal control over financial reporting during the year;

ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

The Board is requested to kindly take note of the same.

Thanking You

For Regency Fincorp Limited

Sd/-
Sarfaraz Mallick
Whole-Time Director & CFO
DIN: 10255433

Date: 2nd September, 2026
Place: Zirakpur

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A – Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Name of the Subsidiary
1.	The date since when subsidiary was acquired	Regency Fin Technology Limited a wholly owned subsidiary acquired on 09th December, 2025
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	No
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	NA
4.	Share capital	10,00,000.00
5.	Reserves and surplus	0
6.	Total assets	1,67,10,724.00
7.	Total Liabilities	1,67,10,724.00
8.	Investments	0
9.	Turnover	0
10.	Profit before taxation	0
11.	Provision for taxation	0
12.	Profit after taxation	0
13.	Proposed Dividend	0
14.	Extent of shareholding (in percentage)	100

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF DIRECTORS OF REGENCY FINCORP LIMITED

Report on the Audit of Standalone Financial Results

Opinion

We have audited the accompanying standalone quarterly and yearly financial results of REGENCY FINCORP LIMITED ('the NBFC') for the quarter ended 31st March, 2026, and the year to date results for the period from 1st April, 2025 to 31st March, 2026 attached herewith, being submitted by the NBFC pursuant to the requirement of Section 133 of Companies Act, 2013 (“Act”) read with Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, these standalone financial results:

a. are presented in accordance with the requirements of Section 133 of Companies Act, 2013 (“Act”) read with Regulation 33 and Regulation 52 of the Listing Regulations in this regard; and

b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, Reserve Bank of India (RBI) guidelines and other accounting principles generally accepted in India of the net profit and other financial information for the quarter ended 31st March, 2026 as well as the year to date results for the period from 1st April, 2025 to 31st March, 2026.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Results' section of our report. We are independent of the NBFC in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial results, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our opinion is not modified in respect of this matter.

Board of Directors' Responsibility for the Standalone Financial Results

These standalone financial results have been compiled from the interim standalone financial statements. The NBFC's Board of Directors are responsible for the preparation of these standalone financial results that give a true and fair view of the net profit and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) 'Interim Financial Reporting' specified under Section 133 of the Act, the circulars, guidelines and directions issued by the Reserve Bank of India (RBI) from time to time ('RBI Guidelines') and other accounting principles generally accepted in India, and in compliance with Section 133 of the Act read with Regulation 33 and Regulation 52 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the NBFC and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of

adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the NBFC's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the NBFC or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the NBFC's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the NBFC's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the NBFC's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the NBFC to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a

statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Companies Act, 2013, and according to the information and explanations given to us, the said Order is applicable and our report thereon is given in **'Annexure A'.**

2. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015.

   e. The annual accounts for the financial year ended 31st March, 2026 have been prepared on a going concern basis.

   f. On the basis of the written representations received from the directors as on 31st March, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

   g. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31st March, 2026, which has a feature of recording audit trail (edit log) facility.

   h. With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in Annexure B.

   i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company and as such the question of delay does not arise.

Compliance with RBI Master Directions for NBFCs

- The Company is registered with the Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) vide Certificate No. B-06.00100 dated 27th April, 1998.
- The Company is compliant with the applicable prudential norms issued by the Reserve Bank of India.

For K N S G & CO LLP
Chartered Accountants
Firm Registration No.: 025315

Sd/-
CA Sourav Garg
Partner
Membership No.: 545783

Place: Zirakpur
Date: 06/05/2026
UDIN: 26545783UPCYEI4276

Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) Property, Plant and Equipment

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does have intangible assets in form of Software's.

(b) The Property, Plant and Equipment have been physically verified by the management at regular intervals. In our opinion, the frequency of verification is reasonable and no material discrepancies were noticed on such verification.

(c) The Company does not hold any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company).

(d) The Company has not revalued any of its Property, Plant and Equipment during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) Inventory

The Company does not have any inventory. Accordingly, reporting under clause (ii) of CARO 2020 is not applicable.

(iii) Loans Given

The Company being an NBFC, is engaged in the business of granting loans.

(a) The Company has made investments in, and provided loans or advances in the nature of loans to Subsidiaries and Associates and to other parties. The aggregate amount and balance outstanding are as follows:

Particulars	Amount (₹ in lakhs)
Loans to Subsidiaries / Associates	63.89
Loans to Others	26059.15

(b) In our opinion, and according to the information and explanations given to us, the terms and conditions of the grant of loans and advances in the nature of loans are not prejudicial to the Company's interest.

(c) The Company has recovered Interest and Principal for the loans provided except in certain cases; however the company remains optimistic that recoveries will materialize in due course as resolutions process.

(d) The company has not given any further loans to any defaulter customer or restructures any loans of existing customer who have not paid the full dues on time.

(iv) Compliance with Sections 185 and 186 of the Companies Act

The Company, being an NBFC, is exempted from compliance with Section 186 (except sub-section 1) in respect of loans and investments made, and guarantees and security provided.

Provisions of Section 185 have been duly complied with.

(v) Deposits

The Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Hence, reporting under clause (v) of the Order is not applicable.

(vi) Cost Records

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services rendered by the Company.

(vii) Statutory Dues

(a) The Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, and other material statutory dues with the appropriate authorities..

(b) There are no undisputed amounts payable in respect of statutory dues which were outstanding as at the year-end for a period of more than six months from the date they became payable.

(c) There are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.

(viii) Surrender or Disclosure under Tax Assessments

There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) Default in Repayment of Loans

(a) The Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.

(b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) Funds raised on short-term basis have not been used for long-term purposes.

(e) The Company have subsidiaries or joint ventures; However Company has not taken any loan from subsidiary.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.

(x) Money Raised through Public Offer and Private Placement

During the year, the Company has raised moneys by way of a Preferential Issue of shares amounting to ₹1657.65 lakh towards Equity Share Capital and ₹1989.18 lakh towards Securities Premium. In addition, the Company

has issued Non-Convertible Debentures (NCDs) aggregating ₹5500 lakh.

(xi) Fraud

(a) No fraud by the Company or on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

(c) No whistle-blower complaints have been received by the Company during the year.

(xii) Nidhi Company

The Company is not a Nidhi Company. Accordingly, clause (xii) of the Order is not applicable.

(xiii) Related Party Transactions

In our opinion, all transactions with related parties are in compliance with Sections 177 and 188 of Companies Act and details have been disclosed in the financial statements as required by the applicable Indian accounting standards.

(xiv) Internal Audit

The Company has an internal audit system commensurate with the size and nature of its business. Reports of internal auditors for the period under audit were considered by us.

(xv) Non-Cash Transactions

The Company has not entered into any non-cash transactions with directors or persons connected with them during the year.

(xvi) Registration under RBI Act

(a) The Company is registered under Section 45-IA of the Reserve Bank of India Act, 1934 as a Non-Banking Financial Company.

(b) The Company has not conducted any Housing Finance business.

(c) The Company is not a Core Investment Company (CIC).

(d) The Group does not have more than one CIC.

(xvii) Cash Losses

The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.

(xviii) Resignation of Statutory Auditors

There has been no resignation of the statutory auditors during the year.

(xix) Material Uncertainty Related to Financial Stability

On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, and our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on

the date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

(xx) CSR Obligations

The Company is not required to spend on Corporate Social Responsibility (CSR) as per the provisions of Section 135 of the Act.

For K N S G & CO LLP
Chartered Accountants
FRN: - 025315N

Sd/-
CA SOURAV GARG
Partner
Membership number:545783

Place: Zirakpur
Date:06/05/2026
UDIN: UDIN: 26545783UPCYEI4276

Annexure-B to the Auditors' Report

TO THE MEMBERS OF REGENCY FINCORP LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **REGENCY FINCORP LIMITED** as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of

the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K N S G & CO LLP
Chartered Accountants
Firm Registration No.: 025315

Sd/-
CA Sourav Garg Partner
M No.: 545783

Place: Zirakpur Date: 06/05/2026
UDIN: 26545783UPCYEI4276

REGENCY FINCORP LTD

Registered Address :SCO 6 Upper Gound Floor LA MER PR-7 Airport Road, Zirakpur, Mohali, Punjab 140603
CIN L67120PB1993PLC013169
Standalone Balance Sheet as on 31.03.2026

(Figure in Lakhs)

PARTICULARS	NOTE	For the Year ended 31.03.2026	For the Year ended 31.03.2025
A. ASSETS			
(1) Financial Assets			
(a) Cash & Cash Equivalents	1	5.17	3.75
(b) Bank balance other than (a) above	2	5,143.78	4,553.18
(c) Derivative Financial Instrments		-	-
(d) Receivables			
(i) Trade Receivables		-	-
(i) Other Receivables		-	-
(e) Loans and Advances	3	26,123.04	17,018.07
(f) Investments	4	141.81	332.46
(g) Other Financial assets	5	807.24	303.60
Total Financial Assets		**32,221.04**	**22,211.07**
(2) Non Financial Assets			
(a) Current Tax Assets (Net)	6	58.68	111.12
(b) Deferred tax Assets	7	7.12	-
(c) Investment Property		-	-
(d) Property, Plant and Equipment	8	647.24	589.27
(e) Right-of-use assets		-	-
(f) Intangible assets under development		-	-
(g) Goodwill		-	-
(h) Other Intangible assets		-	-
(i) Other non-financial assets		-	-
Total Non Financial Assets		**713.04**	**700.38**
Total Assets		**32,934.08**	**22,911.45**
LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial Liabilities			
(a) Payables			
(I)Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-

(Figure in Lakhs)

PARTICULARS	NOTE	For the Year ended 31.03.2026	For the Year ended 31.03.2025
(II) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b) Debt Securities		5,593.42	747.50
(c) Borrowings (Other than Debt Securities)	9	9,981.41	9,706.25
(d) Deposits		-	-
(e) Subordinated Liabilities		-	-
(f) Lease Liabilities		-	-
(g) Other financial liabilities		-	-
Total Financial Liabilities		**15,574.83**	**10,453.75**
(2) Non-Financial Liabilities			
(a) Current tax liabilities (Net)	10	46.78	39.38
(b) Provisions	11	654.09	191.32
(c) Deferred tax liabilities	12	-	4.44
(d) Other non-financial liabilities	13	608.97	38.86
Total Non Financial Liabilities		**1,309.84**	**273.99**
(3) EQUITY			
(a) Equity Share capital	14	8,017.11	6,359.46
(b) Other Equity	15	7,422.26	4,103.68
(c) Money Received Against Share Warrants	16	610.04	1,720.57
Total Equity		**16,049.41**	**12,183.71**
Non-Controlling Interest			**-**
Total Liabilities		**32,934.08**	**22,911.45**
Significant Accounting Policies			
Notes forming part of Accounts	1 to 24		

As per our report of even date attached

FOR KNSG & CO LLP
CHARTERED ACCOUNTANTS
FIRM REG NO. : 025315N

Sd/-
(CA SOURAV GARG)
PARTNER
M.NO. 545783

SD/-
GAURAV KUMAR
MANAGING DIRECTOR
DIN NO: 06717452

SD/-
SARFARAZ MALLICK
WHOLE TIME DIRECTOR AND CFO
DIN NO: 10255433

SD/-
ABHIMANYU
COMPANY SECRETARY AND COMPLIANCE OFFICER
PAN: BXNPA3271J

PLACE :ZIRAKPUR
DATE : 06/05/2026
UDIN:26545783UPCYEI4276

REGENCY FINCORP LTD

Registered Address :SCO No 6 Upper Gound Floor LA MER PR-7 Airport Road, Zirakpur, Mohali Punjab 140603

CIN L67120PB1993PLC013169

Standalone Statement of Profit and Loss Account

For the period ended 31st March 2026

(Figure in Lakhs)

Particulars	NOTE		For the year ended 31.03.2026		For the year ended 31.03.2025
I. REVENUE FROM OPERATIONS	**17**				
(i) Interest Income			3,240.62		1,893.53
(ii) Dividend Income					
(iii) Rental Income					
(iv) Fees and commission Income			205.42		102.03
(v) Net gain on fair value changes					
(vi) Net gain on derecognition of financial instruments under amortised cost category					
(vii) Other Operating income					
(I) Total Revenue from operations			**3,446.03**		**1,995.56**
Other Income	**18**		559.10		170.88
(II) Total Revenue from other income			**559.10**		**170.88**
(III) Total Income (I + II)			**4,005.14**		**2,166.43**
Expenses					
(i) Finance Costs	**19**		1,028.36		800.95
(ii) Fees and commission expense	**21**		215.52		70.81
(iii) Provision and Write Off			141.00		20.42
(iv) Employee Benefits Expenses	**20**		442.90		380.13
(v) Depreciation, amortization and impairment	**8**		87.01		73.04
(vi) Others expenses	**22**		267.55		151.74
IV Total Expenses			**2,182.34**		**1,497.09**
V Profit/(Loss) before exceptional items and tax (III - IV)			**1,822.79**		**669.34**
VI Exceptional Items					
VII Profit before Tax (V + VI)					
VIII Tax Expense :					
- Current Tax		492.67		170.90	
- Deferred Tax		(11.56)		0.87	
- Tax Adjustment for Earlier years			481.11		171.77
IX Profit for the year from continuing operations (VII - VIII)			**1,341.68**		**497.57**

(Figure in Lakhs)

Particulars	NOTE		For the year ended 31.03.2026		For the year ended 31.03.2025
IX Profit for the year from continuing operations (VII - VIII)			**1,341.68**		**497.57**
X Less: Dividend Paid			-		-
XI Earnings Available to Shareholders			**1,341.68**		**497.57**
Earning per share (Nominal value of share `10/-)	**23**				
Basic			1.67		0.78
Diluted			1.47		0.78
Significant Accounting Policies					
Notes forming part of Accounts	1 to 24				

FOR KNSG & CO LLP
CHARTERED ACCOUNTANTS
FIRM REG NO. : 025315N

Sd/-
(CA SOURAV GARG)
PARTNER
M.NO. 545783

SD/-
GAURAV KUMAR
MANAGING DIRECTOR
DIN NO: 06717452

SD/-
SARFARAZ MALLICK
WHOLE TIME DIRECTOR AND CFO
DIN NO: 10255433

SD/-
ABHIMANYU
COMPANY SECRETARY AND COMPLIANCE OFFICER
PAN: BXNPA3271J

PLACE :ZIRAKPUR
DATE : 06/05/2026
UDIN:26545783UPCYEI4276

Disclosure of Standalone Statement of Cash Flow as per regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements)regulations,2015

STATEMENT OF AUDITED STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2026

Figures in Lakhs

Particulars	YEAR ENDED As on 31.03.2026		YEAR ENDED As on 31.03.2025	
Cash flow from operating activities				
Net profit before tax		1,822.79		669.34
Adjustments for:				
Depreciation and amortisation	87.01		73.04	
Interest income	-308.26		-127.16	
Exchange fluctuation Loss/(Gain) (net)	-		-	
Finance costs	1,028.36		800.95	
Provision for tax previous year				
Previous Year Adjustment	-12.28		4.52	
(Profit)/ Loss on sale of fixed assets (net)	52.85	847.68	4.93	756.28
Operating profit before working capital changes		2,670.47		1,425.62
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
(Increase)/ Decrease in Non Financial Liabilities	1,035.85		83.25	
(Increase)/ Decrease in other current assets	45.31		-17.77	
(Increase)/ Decrease in other financial assets	-503.64		-180.57	
(Increase)/ Decrease in other non financial assets			-	
	-	577.52	-	-115.10
Cash generated from operations		3,248.00		1,310.53
Net income tax (paid)/refunds		(481.11)		(171.77)
Net cash from operating activities		2,766.89		1,138.76
Cash flow from investing activities				
Sale (purchase) of fixed assets				
Sale (purchase) of Investments				
Purchase/ construction of fixed assets (including capital advances)	(344.93)		(237.15)	
Proceeds from sale of fixed assets (incld TDS)	147.10		174.27	
Loans and Advances	(9,104.97)		(4,548.45)	
Other Long Term Advances	190.66		(332.35)	
Interest received	308.26	(8,803.88)	127.16	(4,816.52)
Net cash used in investing activities		(8,803.88)		(4,816.52)
Cash flow from financing activities				
Increase/ (Decrease) in LongTerm Borrowings				
(Increase)/ Decrease in Long Term Loans and advances				
Foreign Exchange Gain / (Loss)	-		-	
Increase/decrease in Share Capital	1,657.65		2,536.41	
Share Premium and Share warrants	878.65		4,086.53	
Proceeds from long term borrowings (net)	4,113.30		-229.33	
Increase/ (Decrease) in capital reserve	-		-	
Proceeds from short term borrowings (net)	1,007.78		1,218.13	
Finance costs	(1,028.36)	6,629.02	(800.95)	6,810.79
Net cash (used in)/generated from Financing activities		6,629.02		6,810.79

Figures in Lakhs

Particulars	YEAR ENDED As on 31.03.2026		YEAR ENDED As on 31.03.2025	
Net increase/(decrease) in cash and cash equivalents		592.02		3,133.03
Cash and cash equivalents at the beginning of the year		4,556.93		1,423.90
Cash and cash equivalents at the end of the year		5,148.95		4,556.93
Reconciliation of Cash & Cash Equievelant with balance sheet				
Cash and cash equivalents at the end of the year				
Cash in hand	5.17		3.75	
Balances with Banks				
- On Current Accounts	1,118.05		223.18	
- On Term deposits*	4,025.73	5,148.95	4,330.00	4,556.93

As per our report of even date attached

FOR KNSG & CO LLP
CHARTERED ACCOUNTANTS
FIRM REG NO. : 025315N

Sd/-
(CA SOURAV GARG)
PARTNER
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SD/-
GAURAV KUMAR
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PAN: BXNPA3271J

PLACE :ZIRAKPUR
DATE : 06/05/2026
UDIN:26545783UPCYEI4276

NOTE – 1 CASH & CASH EQUIVALENTS

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Cash in Hand	5.17	3.75
	5.17	3.75

NOTE – 2 BANK BALANCE

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Balances with Banks:	**1,118.05**	**223.18**
Fixed Deposits:	**4,025.73**	**4,330.00**
Current Maturities:	3,701.16	2,130.00
Long Term Maturities:	324.57	2,200.00
	5,143.78	**4,553.18**

Balances with banks earn interest at fixed rates. Short term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates. The Fixed Deposits are under lien as security against overdraft facility availed from banks.

NOTE – 3 LOANS AND ADVANCES

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Long Term Loans and Advances:	**10,670.99**	**6,916.77**
Doubtful Loans and Advances	193.20	53.93
Secured and Unsecured Loans & Advances	10,477.80	6,862.85
Short Term Loans and Advances:	**15,452.05**	**10,101.30**
	26,123.04	**17,018.07**

NOTE – 4 INVESTMENTS

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Short Term Investment	**141.81**	**332.46**
	141.81	**332.46**

NOTE -5 OTHER FINANCIAL ASSETS

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
CURRENT ASSETS		
Interest Receivable:	**128.08**	**122.81**
Other Assets:	**459.66**	**23.81**
Other Current Assets	16.15	15.10
Prepaid Expense	0.03	0.66
Prepaid Insurance	1.55	3.52
Advance Salary	2.98	4.50
Cheque paid into Bank but not Cleared	438.95	-
Office Imprest	-	0.04
NON CURRENT ASSETS		
Refundable Securities Deposits	**219.51**	**156.98**
	807.24	**303.60**

NOTE – 6 CURRENT TAX ASSETS:

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Tax Input	**58.68**	**111.12**
TDS Receivable 2024-25	-	109.67
TCS Receivable 2024-25	-	1.44
TCS Receivable 2025-26	3.29	
TDS Receivable 2025-26	55.39	-
	58.68	**111.12**

NOTE –7 DEFERRED TAX ASSETS

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Deferred Tax on Account of :		
Related To Fixed Assets	7.12	-
Deferred Tax Assets (Net)	**7.12**	**-**

SCHEDULE OF FIXED ASSETS AS ON 31-03-2026

NOTE NO: 8

Figures in Lakhs

PARTICULARS	GROSS VALUE				DEPRECIATION					NET BLOCK	
	Gross Value as on 01-04-2025	Additions During the Year	Less : Adj./Sale During the Period	Balance as on 31-03-2026	Up to 31-03-2025	Depreciation Adjusment if any	During the Period year	Depreciation Added Back	Up to 31-03-2026	As At 31-03-2026	As At 31-03-2025
Car	**704.66**	337.28	237.73	**804.21**	142.82	-	77.59	37.77	182.64	**621.57**	**561.84**
Scooty	**1.76**	-	-	**1.76**	0.57	-	0.17	-	0.74	**1.02**	**1.19**
Office Building	**9.49**	-	-	**9.49**	1.30	-	0.30	-	1.60	**7.88**	**8.19**
Mobile Phones	**6.12**	0.12	-	**6.24**	4.21	0.96	0.57	-	5.73	**0.51**	**1.91**
Furniture and Fixtures	**10.47**	0.49	-	**10.96**	4.44	-	1.02	-	5.46	**5.50**	**6.03**
Office Equipment	**25.87**	0.48	-	**26.36**	19.76	1.17	2.74	-	23.66	**2.69**	**6.12**
Water Purifier	**0.17**	-	-	**0.17**	0.06	-	0.03	-	0.10	**0.08**	**0.11**
Computers	**11.92**	0.05	-	**11.97**	8.34	-	1.34	-	9.68	**2.30**	**3.58**
Software	**1.52**	6.50	-	**8.02**	1.21	-	1.12	-	2.33	**5.69**	**0.31**
TOTAL	**771.98**	**344.93**	**237.73**	**879.19**	**182.72**	**2.12**	**84.88**	**37.77**	**231.95**	**647.24**	**589.27**

NOTE – 9 LONG TERM AND SHORT TERM BORROWINGS

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
LONG TERM BORROWINGS :		
Secured Loans		
Term Loan from Banks and Financial Institutions-INR	1,044.78	634.52
Unsecured Loans		
Loan from Corporates - INR	2,393.70	3,516.69
Other Loans	-	19.90
SHORT TERM BORROWINGS:		
Secured Loans		
Term Loan from Banks and Financial Institutions-INR	4,546.92	3,755.98
Unsecured Loans		
Loan from Corporates and Others - INR	1,996.00	1,779.16
	9,981.41	**9,706.25**

The company has not defaulted in repayment of principal and interest to its lenders.
The company has utilised the funds raised from banks and financial institutions for the specific purpose for which they were borrowed.
All the term loans from Banks and Financial Institutions are secured by way of first and exclusive charge, both present and future, over eligible designated current assets, eligible designated book debts, loan installments, receivables and underlying assets arising out of the finance of the company.

NOTE – 10 CURRENT TAX LIABILITIES

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Statutory Dues	46.78	39.38
	46.78	**39.38**

NOTE – 11 SHORT TERM PROVISIONS

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Provision Against Standard Assets	161.42	20.42
Provision for Income tax FY 2024-25	-	170.90
Current Year Provision FY 2025-26	492.67	-
	654.09	**191.32**

NOTE – 12 DEFERRED TAX LIABILTIES (NET)

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Deferred Tax Liability	-	4.44
	-	**4.44**

NOTE-13 OTHER -NON FINANCIAL LIABILITIES

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Creditors	119.03	5.95
Expense Payable	207.50	22.26
Interest Payable	25.96	10.65
Security Deposit-Royal Finance Service	50.00	-
Advances Received	40.00	-
Cheques Issued but not presented for payment	166.48	-
	608.97	**38.86**

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
NOTE – 14 SHARE CAPITAL		
Authorised		
Current Year: 95,00,00,000 Equity Shares of Rs.10 each	9,500.00	9,500.00
Previous Year: 95,00,00,000 Equity Shares of Rs.10 each		
	9,500.00	**9,500.00**
Issued, Subscribed & Paid Up		
Current Year: 8,01,71,071 Equity Shares of Rs.10 each fully paid up	8,017.11	6,359.46
Previous Year: 6,35,94,558 Equity Shares of Rs.10 each fully paid up		
	8,017.11	**6,359.46**

Note 14.1 – Details of Shareholders holding more than 5% shares in the Company	No. of shares	% Holding in the class	No. of shares	% Holding in the class
Equity shares of `10 each fully paid				
Gaurav Kumar	46.71	5.83	22.77	3.58
Neha Abrol	44.24	5.52	26.06	4.10
Natures Heavens India Private Limited	57.64	7.19	38.64	6.08
Max Bio Biosciences Private Limited	49.17	6.13	49.17	7.73
Dhull Trading Private Limited	52.17	6.51	35.27	5.55

STATEMENT OF CHANGES IN EQUITY **Note 14.2 – Reconciliation of share outstanding at the beginning and at the end of the reporting year**	No. of shares	Amount	No. of shares	Amount
Equity shares at the beginning of the year (As at April 1st 2025)	635.95	6,359.46	382.30	3,823.05
Add: Fresh issue of equity shares during the year	165.77	1,657.65	253.64	2,536.41
Equity shares outstanding at the end of the year	**801.71**	**8,017.11**	**635.95**	**6,359.46**

Note14.3 – Terms/Rights attached to equity shares

The Company has only one class of equity shares having a per value of `10/- per share. Each holder of equity shares is entitled to one vote per share. Dividend shall be paid proportionately to the amounts paid on shares. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTE –15 OTHER EQUITY

Particulars		For the Year ended 31.03.2026		For the Year ended 31.03.2025
1. RESERVES AND SURPLUS				
General Reserve				
Equity shares at the beginning of the year (As at April 1st 2025)				
Capital Reserve	10.00		10.00	
Add: During The Year	-	10.00	-	10.00
Securities Premium Account				
Equity shares at the beginning of the year (As at April 1st 2025)	3,109.49		593.53	
Add: Received During The Year	1,989.18		2,515.96	
Less : Bonus issue	-	5,098.67	-	3,109.49
Statutory Reserve u/s 45 - IC of Reserve Bank of India Act, 1934				
Opening Balance	209.08		109.02	
Add: Transferred for the year	269.81	478.89	100.06	209.08
Surplus				
Opening Balance as on 01.04.2025	775.11		373.08	
Add: Profit/(Loss) for the year	1,341.68		497.57	
Less:- Transferred to Statutory Reserve u/s 45-IC of RBI Act,1934	(269.81)		(100.06)	
Less:- Adjustment of Provisions of last years	12.28		(4.52)	
Less : Bonus issue	-	1,834.70	-	775.11
Closing Balance as on 31.03.2026		**7,422.26**		**4,103.68**

16. Money Received Against Share Warrants		**610.04**		**1,720.57**

NOTE – 17 REVENUE FROM OPERATIONS

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Interest Income:	**3,240.62**	**1,893.53**
Processing Fees and Other Income:	**205.42**	**102.03**
Net Revenue from Operations	**3,446.03**	**1,995.56**

NOTE – 18 OTHER INCOME

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Misc income	0.29	0.74
Receipt from Bajaj Allianz	107.76	
Interest on Security Deposit	6.90	-
Money received against forfeiture of shares	-	25.00
Profit and (loss) on sale of Investment	0.32	14.91
Profit and(loss) on sale of Unlisted Equity	135.12	-
Profit on Securities	0.46	3.06
Interest on FDR	308.26	127.16
	559.10	**170.88**

NOTE – 19 FINANCE COST

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Interest on loan:	**974.03**	**768.92**
Interest Lendbox	0.32	29.54
Interest NCD	195.77	52.65
Interest Overdraft	247.34	76.34
Interest Secured Loans	124.23	120.99
Interest Unsecured Loans	406.37	489.40
Interest on Car Loan	**29.02**	**17.43**
Bank Charges including Processing Fees etc	**25.31**	**14.61**
	1,028.36	**800.95**

NOTE – 20 EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Salaries including Incentives.PF and ESI	309.30	294.01
Director Salary	97.25	66.00
Reimbursement Expenses	26.00	9.00
Staff Welfare	10.35	11.12
	442.90	**380.13**

NOTE – 21 FEES AND COMMISSION EXPENSE

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Fees and Taxes:		
Total	**215.52**	**70.81**

NOTE – 22 OTHER EXPENSES

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Advertisement	1.09	0.83
Amount Written Off	-	2.73
Bulk sms charges	-	0.18
Brokerage and Commission Charges	13.72	0.34
Electricity Charges	2.70	1.82
GST Input Reversal	11.10	3.88
Interest on TDS	0.00	0.17
Loss Assets	43.40	40.17
Profit/Loss on Sale of Assets	52.85	4.93
Office Expenses	22.75	14.87
Office Maintainance Charges	0.63	0.99
Printing & Stationary	2.85	2.26
Penalties	0.60	0.16
Petrol and Diesel	2.39	6.64
Postage & courier Expense	0.44	0.26
Legal and Professional Charges	43.18	30.26
Rent	37.51	24.16
Repair & Maintainance	3.35	1.55
Round Off	(0.00)	(0.00)
Telephone and Internet Expense	3.48	2.68
Travelling Expenses	24.57	12.33
Water Expenses	0.93	0.54
	267.55	**151.74**

NOTE – 23 EARNING PER SHARE

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Net Profit/(Loss) After Tax (`)	1,341.68	497.57
Weighted Average No. of Equity Shares	801.71	635.95
Basic Earning Per Share (`)	1.67	0.78
Diluted Earning Per Share (`)	1.47	0.78

REGENCY FINCORP LIMITED

Note No. 1

CORPORATE INFORMATION

Regency Fincorp Limited an Indian Company incorporated on 29.03.1993, under the provisions of Companies Act, 1956, having its registered office at SCO No.6, Upper Ground Floor, LA MER, PR-7, Airport Road, Zirakpur, Mohali PB 140603. The Company is registered with the Reserve Bank of India ("RBI") as a Non-Systemically Important Non-Deposit Taking Non-Banking Financial Company (NBFC) and the Company is also listed on Main Board of Bombay Stock Exchange Ltd. (BSE), Mumbai.

The Company primarily focuses on providing **micro-credit facilities** to the under-served and unserved population, particularly **women borrowers and Micro, Small and Medium Enterprises (MSMEs)** across India. Its lending portfolio is largely directed towards **agriculture, allied activities, and small-scale businesses**, thereby supporting income generation and grassroots economic development.

In addition to microfinance, the Company also offers **Personal Loans** and **Consumer Durable Loans**, catering to the evolving financial needs of India's growing middle class. Through its diversified product offerings, Regency Fincorp Limited aims to enhance access to formal credit and promote financial inclusion.

The Company's core mission is to **enable financing for 50 million MSMEs and emerging middle-class households** through a differentiated and technology-driven model. By leveraging innovative financial solutions, the Company seeks to empower economically active individuals to expand their businesses, improve livelihoods, and achieve sustainable growth.

To strengthen its digital capabilities, the Company has incorporated its wholly-owned subsidiary, **Regency Fin Technology Limited**, with the objective of building and operating **technology-enabled financial platforms**. The subsidiary focuses on:

- Developing digital ecosystems for **online lending, credit facilitation, and peer-to-peer lending**
- Utilizing **data analytics and artificial intelligence** for credit assessment, risk management, and real-time decision-making
- Creating secure platforms for **digital payments**, including UPI, card-based transactions, payment gateways, and mobile-based solutions
- Promoting **financial inclusion and literacy**, especially in rural and semi-urban areas, through accessible and innovative digital tools

Through its integrated approach combining **finance and technology**, Regency Fincorp Limited is committed to fostering inclusive growth, strengthening financial access, and contributing meaningfully to India's evolving financial ecosystem.

Note No. 2

STATEMENTS OF SIGNIFICANT ACCOUNTING POLICIES BASIS OF PREPARATION OF FINANCIAL STATEMENTS

1. **Compliance with IND-AS**

The financial statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind-AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

2. **Presentation of financial statements**

The Balance Sheet and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind-AS. The Statement of Cash Flows has been presented as per the requirements of Ind-AS 7 Statement of Cash Flows.

3. **Basis of preparation**

The financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair values at the end of each reporting period as explained in the accounting policies below. All amounts disclosed in the financial statements and notes have been rounded off to the nearest INR(amount in Lakhs shown) in compliance with Schedule III of the Act, unless otherwise stated.

4. **Use of Estimates**

The preparation of financial statements in conformity with Ind-AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognized in the periods in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. The estimates and judgements that have a significant impact on the carrying amount of assets and liabilities at each balance sheet date.

5. **Date of recognition of Financial Instruments**

Financial assets and financial liabilities are recognized in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

6. **Impairment of Financial Assets**

The Company applies the ECL (Expected Credit Loss) model in accordance with Ind- AS 109 for recognizing impairment loss on Financial Assets. The ECL allowance is based on the credit losses expected to arise from all possible default events over the expected life of the Financial Asset ('lifetime ECL') unless there has been no significant increase in credit risk since origination. ECL is calculated on a collective basis, considering the retail nature of the underlying portfolio of financial assets.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. When determining whether the risk of default on a financial asset has increased significantly since initial recognition, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative

information and analysis based on a provision matrix which takes into account the Company's historical credit loss experience, current economic conditions, forward-looking information and scenario analysis. The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The Company has evaluated the PD and LGD based on the management's best estimate in accordance with Ind-AS 109.

7. **Financial Liabilities**

Financial liabilities are measured at amortized cost. The carrying amounts are determined. Interest expense is recognized in the statement of profit and loss.

Any gain or loss on de-recognition of financial liabilities is also recognized in the statement of profit and loss.

Undrawn loan commitments are not recorded in the balance sheet.

8. **Write Offs**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

During the year, the Company has written off the loan assets worth Rs. 43.40 lacs due to Loss Assets.

9. **Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation because of past events, and it is probable that there will be an outflow of resources.

10. **Cash and cash equivalents**

Cash and cash equivalents include cash at banks and on hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less/ more that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

11. **Property, plant, and equipment as per Ind-AS 16**

a. **Recognition and measurement**

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Cost of assets not put to use before such date are disclosed under Capital work-in-progress.

b. **Subsequent expenditure**

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits / functioning capability from / of such assets.

c. **Depreciation estimated useful lives and residual value.**

Depreciation is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act.

The Company uniformly estimates a five percent residual value for all these assets. Items costing less than 5,000 are fully depreciated in the year of purchase. Depreciation is pro-rated in the year of acquisition as well as in the year of disposal.

The residual values, useful lives, and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

12. **Revenue Recognition**

Revenue is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are net of goods and services tax ('GST') wherever applicable and amounts collected on behalf of third parties.

Specific policies for the Company's different sources of revenue are explained below:

a. **Income from lending business**

Interest Income

Interest income on a financial asset at amortized cost is recognized on a time proportion basis considering the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial asset through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial asset after netting off the fees received, and cost incurred approximates the effective interest rate of return for the financial asset. The future cash flows are estimated considering all the contractual terms of the instrument.

Other financial charges

Cheque bouncing charges, late payment charges and prepayment charges are recognized on a point-in-time basis and are recorded when realized since the probability of collecting such monies is established when the customer pays.

13. **Goods and services tax paid on acquisition of assets or on incurring expenses.**

Expenses and assets are recognized net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

Further being an NBFC Company, the Company has followed the policy to availed only 50% input credit of GST on all expenses as well as on Capital Goods Purchased and the remaining 50% will be lapsed as per Rule No. 3 of ITC of GST.

14. **Income tax**

a. Current tax

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 in respect of taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years.

b. Deferred tax

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

15. **Earnings Per Share**

The Company reports basic and diluted earnings per equity share as per Ind-AS 33. Basic earnings per equity share have been computed by dividing net profit / loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity shareholders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

Note No. 3

Reporting Segment

As the company is engaged in a single segment i.e., Financial Activities/Services, hence there is no separate reportable segment as per Ind AS 108.

Note No. 4

Details of Single Borrower Limits (SBL)/Group Borrower Limits (GBL) exceeded.

The Company has not exceeded the single borrower limits/group borrower limits as set as by Reserve Bank of India.

Note No. 5

Capital Management

The primary objective of the Company's capital management policy is to ensure compliance with regulatory capital requirements. In line with this objective, the Company ensures adequate capital at all the times and manages its business in a way in which capital is protected, satisfactory business growth is ensured, cash flows are monitored, borrowing covenants are honored and ratings are maintained.

Regulatory capital-related information is presented as part of the RBI mandated disclosures. The RBI norms require capital to be maintained at prescribed levels. In accordance with such norms, Tier I capital of the Company comprises of share capital, reserves and surplus. Tier II capital comprises of Share Premium, Statutory Reserves and money received against Share Warrants. There were no changes in the capital management process during the periods presented.

Some Important Ratio Analysis is as follows-

Particulars	31.03.2026	31.03.2025
CRAR(Capital Risk Adequacy Ratio)	57.37%	64.35%
GNPA Ratio(Gross Non- Performing Asset Ratio)	0.99%	0.42%
NNPA Ratio(Net Non- Performing Asset Ratio)	0.74%	0.32%

CapitalAdequacy ( )	31.03.2026	31.03.2025
TierICapital	9851.81	7134.57
TierIICapital	6197.60	5049.14
TotalCapital	16049.41	12183.71
RiskWeightedAssets	27976.29	18933.55
TierICapitalRatio%	35.21%	37.68%
TierIICapitalRatio%	22.15%	26.67%
TotalCapitalAdequacy Ratio%	**57.37%**	**64.35%**

ACCOUNTING RATIOS

RATIO	RATIO AS ON 31.03.2026	RATIO AS ON 31.03.2025
CURRENT RATIO	2.68	2.25
QUICK RATIO	2.68	2.25
DEBT EQUITY RATIO	0.97	0.86
RETURN ON EQUITY RATIO	16.74%	7.82%
NET PROFIT RATIO	38.93%	24.93%
RETURN ON CAPITAL EMPLOYED	11.37%	11.01%

OTHER NOTES TO FINANCIAL STATEMENTS

Note No. Previous Year Figures

The Previous year figure have been reworked, regrouped, rearranged, and reclassified wherever necessary. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Note No. Borrowings from Banks/Financial Institutions

During the year, the company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

Note No. Additional Regulatory Information

i. The company does not hold any immovable property where title deeds are not held in name of the Company.

ii. No investment property is held by the company as at Balance sheet date.

iii. No Property, Plant and Equipment is revalued by company during the year.

iv. No Intangible asset is revalued by company during the year.

v. The company does not hold any benami property at any point of time during the year & hence no proceedings have been initiated or pending in this respect against the company.

vi. Quarterly returns or statement of current assets filed by the company with Banks & Financial Institutions w.r.t borrowings taken are in agreement with the books of accounts. Further, there is no discrepancy during the year.

vii. The company is not a wilful defaulter declared by any bank or financial institution or any lender.

viii. The company has no transactions with any company whose name has been struck off under section 248 of Companies Act,2013 or Section 560 of Companies act,1956.

ix. Filings w.r.t registration of charges and satisfaction of same have been filed within due statutory time limits. Also, no filings are yet to be filed with ROC beyond the statutory period.

x. The Company have not traded or invested in crypto currency or virtual currency during the financial year.

xi. Section 2(87) of the Companies Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to company.

xii. The company has not entered into any arrangements in terms of section 230 to 237 of Companies act ,2

xiii. Balances of the Debtors, Creditors, Advances and other parties are subject to confirmation and subsequent adjustment if any on account of any defects or performance/contractual claims with the counter party.

xiv. The company have not any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income tax act 1961(such as, search or survey or any other relevant provisions of the Income Tax Act,1961).

xv. Pursuant to RBI circular dated November 12, 2021, "Prudential norms on Income Recognition, Asset classification and provisioning pertaining to Advances -clarifications," the company has taken necessary steps and complied with the

provisions of the circular for regulatory reporting, as applicable. The financial Statements for the year ended March 31, 2026, are prepared in accordance with the applicable IND-AS guidelines and the RBI Circular dated March 13,2020- "Implementation of Indian Accounting Standards".

FOR KNSG & CO LLP
CHARTERED ACCOUNTANTS
FIRM REG NO. : 025315N

Sd/-
(CA SOURAV GARG)
PARTNER
M.NO. 545783

Sd/-
(GAURAV KUMAR)
MANAGING DIRECTOR
DIN No: 06717452

Sd/-
(SARFARAZ MALLICK)
DIRECTOR AND CFO
DIN No: 10255433

PLACE : ZIRAKPUR
DATE : 06/05/2026
UDIN:26545783UPCYEI4276

Sd/-
ABHIMANYU
COMPANY SECRETARY & COMPLIANCE OFFICER
PAN: BXNPA3271J

Auditor's Report as per Non-banking Finance Companies Auditor's Report (Reserve Bank) Directions, 2023

To
The Board of Directors
Regency Fincorp Limited

1. The Company is engaged in the business of Non-Banking Financial Institution. The Company being a Non-Banking Finance Company has obtained a Certificate, if registration from the Reserve Bank of India to carry on such businesses. Further the Company is entitled to continue to hold such certificate of registration in terms of its assets/income pattern as on 31st March, 2026;

2. The Company is meeting the required net owned fund requirement as laid down in Master Direction – Non-Banking Financial Company – Non - Systemically Important Non- Deposit taking Company (Reserve Bank) Direction. 2016;

3. The Board of Directors of the Company has passed a resolution for the non – acceptance of any public deposits;

4. The Company has not accepted any public deposits during the year;

5. The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.

FOR K N S G & CO LLP
CHARTERED ACCOUNTANTS
FRN No.: - 025315N/N500106

Sd/-
CA SOURAV GARG
(PARTNER) M.NO.545783

Place: - Zirakpur
Date: 06/05/2026
UDIN: 26545783IRFIPN4221

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF REGENCY FINCORP LIMITED

Report on the Audit of CONSOLIDATED Financial Results

Opinion

We have audited the accompanying CONSOLIDATED quarterly financial results and year to date results of REGENCY FINCORP LIMITED ('the NBFC') for the quarter ended 31st March, 2026, and the year to date results for the period from 1st April, 2025 to 31st March, 2026 attached herewith, being submitted by the NBFC pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, these CONSOLIDATED financial results:

a. Includes the financial results of Regency Fin Technology Limited

b. are presented in accordance with the requirements of Section 133 of Companies Act, 2013 ("Act") read with Regulation 33 and Regulation 52 of the Listing Regulations in this regard; and

c. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, Reserve Bank of India (RBI) guidelines and other accounting principles generally accepted in India of the net profit and other financial information for the quarter ended 31st March, 2026 as well as the year to date results for the period from 1st April, 2025 to 31st March, 2026.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the CONSOLIDATED Financial Results' section of our report. We are independent of the NBFC in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the CONSOLIDATED financial results, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our opinion is not modified in respect of this matter.

Board of Directors' Responsibility for the CONSOLIDATED Financial Results

These CONSOLIDATED financial results have been compiled from the interim CONSOLIDATED financial statements. The NBFC's Board of Directors is responsible for the preparation of these CONSOLIDATED financial results that give a true and fair view of the net profit and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) 'Interim Financial Reporting' specified under Section 133 of the Act, the circulars, guidelines and directions issued by the Reserve Bank of India (RBI) from time to time ('RBI Guidelines') and other accounting principles generally accepted in India, and in compliance with Act of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the NBFC and for preventing and detecting frauds and other

irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the CONSOLIDATED financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the CONSOLIDATED financial results, the Board of Directors are responsible for assessing the NBFC's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the NBFC or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the NBFC's financial reporting process.

Auditor's Responsibilities for the Audit of the CONSOLIDATED Financial Results

Our objectives are to obtain reasonable assurance about whether the CONSOLIDATED financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these CONSOLIDATED financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the CONSOLIDATED financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the NBFC's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the NBFC's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the CONSOLIDATED financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the NBFC to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the CONSOLIDATED financial results, including the disclosures, and whether the CONSOLIDATED financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Obtain sufficient appropriate audit evidence regarding the financial results and/or financial information of NBFC and its subsidiary to express an opinion on the consolidated financial results. We are responsible for the direction, supervision and performance of the audit of financial information of these entities included in the consolidated financial results.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The consolidated financial results include the audited financial results of Regency Fin Technology Limited, whose financial statements/ financial results/ financial information reflect Group's share of total assets of Rs. 167.11 Lakhs as at 31st March, 2026, Group's share of total revenue of Rs. NIL and Rs. NIL and Group's share of total net profit/ (loss) after tax of Rs. NIL and Rs. NIL for the quarter and year ended 31st March, 2026 respectively, as considered in the consolidated financial results, which have been audited by independent Auditors. The independent auditors' reports on financial statements/ financial results/ financial information of these entities have been furnished to us and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of auditors and the procedures performed by us are as stated in paragraph above.

The financial results include the results for the quarter ended on 31st March, 2026 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the LODR Regulations, as amended, to the extent applicable.

Report on Other Legal and Regulatory Requirements

1. As required the Companies (Auditor's Report) Order 2020, issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Companies Act, 2013 ('the Act'), since in our opinion and according to the information and explanation given to us, the said Order is applicable and there is no qualifications or adverse remarks in these CARO reports

2. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015.

e. The annual accounts for the financial year ended 31st March, 2026 have been prepared on a going concern basis.

f. On the basis of the written representations received from the directors as on 31st March, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

g. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31st March, 2026, which has a feature of recording audit trail (edit log) facility.

h. With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in Annexure A.

i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company and as such the question of delay does not arise.

Compliance with RBI Master Directions for NBFCs

- The Company is registered with the Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) vide Certificate No. B-06.00100 dated 27th April, 1998.
- The Company is compliant with the applicable prudential norms issued by the Reserve Bank of India.

For K N S G & CO LLP
Chartered Accountants
Firm Registration No.: 025315

Sd/-
CA Sourav Garg
Partner
Membership No.: 545783

Place: Zirakpur
Date: 06/05/2026
UDIN: 26545783VUPHLX1123

Annexure-A to the Auditors' Report of TO THE MEMBERS OF REGENCY FINCORP LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **REGENCY FINCORP LIMITED (herein referred to as holding Company) and its Subsidiaries** (Holding and its subsidiaries together reffered to as Group) as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of

records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K N S G & CO LLP
Chartered Accountants
Firm Registration No.: 025315

Sd/-
CA Sourav Garg Partner
M No.: 545783

Place: Zirakpur Date: 06/05/2026
UDIN: 26545783VUPHLX1123

REGENCY FINCORP LTD

Registered Address :SCO 6 Upper Gound Floor LA MER PR-7 Airport Road, Zirakpur, Mohali, Punjab 140603

CIN L67120PB1993PLC013169

Consolidated Balance Sheet as on 31.03.2026 **(Figure in Lakhs)**

PARTICULARS		NOTE	For the Year ended 31.03.2026	For the Year ended 31.03.2025
A. ASSETS				
(1) Financial Assets				
(a) Cash & Cash Equivalents		1	5.17	3.75
(b) Bank balance other than (a) above		2	5,143.92	4,553.18
(c) Derivative Financial Instrments			-	-
(d) Receivables				
(i) Trade Receivables			-	-
(i) Other Receivables			-	-
(e) Loans and Advances		3	26,059.15	17,018.07
(f) Investments		4	131.81	332.46
(g) Other Financial assets		5	807.24	303.60
Total Financial Assets			**32,147.29**	**22,211.07**
(2) Non Financial Assets				
(a) Current Tax Assets (Net)		6	84.15	111.12
(b) Deferred tax Assets		7	7.12	-
(c) Investment Property			-	-
(d) Property, Plant and Equipment		8	647.24	589.27
(e) Right-of-use assets			-	-
(f) Intangible assets under development			-	-
(g) Goodwill			-	-
(h) Other Intangible assets			-	-
(i) Other non-financial assets			141.50	-
Total Non Financial Assets			**880.01**	**700.38**
Total Assets			**33,027.30**	**22,911.45**
LIABILITIES AND EQUITY				
LIABILITIES				
(1) Financial Liabilities				
(a) Payables				
(I)Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises			-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises			-	-
(II) Other Payables				
(i) total outstanding dues of micro enterprises and small enterprises			-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises			-	-

REGENCY FINCORP LTD

Registered Address :SCO 6 Upper Gound Floor LA MER PR-7 Airport Road, Zirakpur, Mohali, Punjab 140603

CIN L67120PB1993PLC013169

Consolidated Balance Sheet as on 31.03.2026

(Figure in Lakhs)

PARTICULARS		NOTE	For the Year ended 31.03.2026	For the Year ended 31.03.2025
(b) Debt Securities			5,593.42	747.50
(c) Borrowings (Other than Debt Securities)		9	9,981.41	9,706.25
(d) Deposits			-	-
(e) Subordinated Liabilities			-	-
(f) Lease Liabilities			-	-
(g) Other financial liabilities			-	-
Total Financial Liabilities			**15,574.83**	**10,453.75**
(2) Non-Financial Liabilities				
(a) Current tax liabilities (Net)		10	54.68	39.38
(b) Provisions		11	654.09	191.32
(c) Deferred tax liabilities		12	-	4.44
(d) Other non-financial liabilities		13	694.29	38.86
Total Non Financial Liabilities			**1,403.06**	**273.99**
(3) EQUITY				
(a) Equity Share capital		14	8,017.11	6,359.46
(b) Other Equity		15	7,422.26	4,103.68
(c) Money Received Against Share Warrants		16	610.04	1,720.57
Total Equity			**16,049.41**	**12,183.71**
Non-Controlling Interest				**-**
Total Liabilities			**33,027.30**	**22,911.45**
Significant Accounting Policies				
Notes forming part of Accounts		**1 to 24**		

As per our report of even date attached

FOR KNSG & CO LLP
CHARTERED ACCOUNTANTS
FIRM REG NO. : 025315N

Sd/-
(CA SOURAV GARG)
PARTNER
M.NO. 545783

SD/-
GAURAV KUMAR
MANAGING DIRECTOR
DIN NO: 06717452

SD/-
SARFARAZ MALLICK
WHOLE TIME DIRECTOR AND CFO
DIN NO: 10255433

SD/-
ABHIMANYU
COMPANY SECRETARY AND COMPLIANCE OFFICER
PAN: BXNPA3271J

PLACE :ZIRAKPUR
DATE : 06/05/2026
UDIN: 26545783VUPHLX1123

REGENCY FINCORP LTD

Registered Address :SCO 6 Upper Gound Floor LA MER PR-7 Airport Road, Zirakpur, Mohali, Punjab 140603

CIN L67120PB1993PLC013169

Consolidated Statement of Profit and Loss Account

For the period ended 31st March 2026

(Figure in Lakhs)

Particulars	NOTE		For the year ended 31.03.2026		For the year ended 31.03.2025
I. REVENUE FROM OPERATIONS	**17**				
(i) Interest Income			3,240.62		1,893.53
(ii) Dividend Income					
(iii) Rental Income					
(iv) Fees and commission Income			205.42		102.03
(v) Net gain on fair value changes					
(vi) Net gain on derecognition of financial instruments under amortised cost category					
(vii) Other Operating income					
(I) Total Revenue from operations			**3,446.03**		**1,995.56**
Other Income	**18**		559.10		170.88
(II) Total Revenue from other income			**559.10**		**170.88**
(III) Total Income (I + II)			**4,005.14**		**2,166.43**
Expenses					
(i) Finance Costs	**19**		1,028.36		800.95
(ii) Fees and commission expense	**21**		215.52		70.81
(iii) Provision and Write Off			141.00		20.42
(iv) Employee Benefits Expenses	**20**		442.90		380.13
(v) Depreciation, amortization and impairment	**8**		87.01		73.04
(vi) Others expenses	**22**		267.55		151.74
IV Total Expenses			**2,182.34**		**1,497.09**
V Profit/(Loss) before exceptional items and tax (III - IV)			**1,822.79**		**669.34**
VI Exceptional Items					
VII Profit before Tax (V + VI)					
VIII Tax Expense :					
- Current Tax		492.67		170.90	
- Deferred Tax		(11.56)		0.87	
- Tax Adjustment for Earlier years			481.11		171.77
IX Profit for the year from continuing operations (VII - VIII)			**1,341.68**		**497.57**
X Less: Dividend Paid					

REGENCY FINCORP LTD

Registered Address :SCO 6 Upper Gound Floor LA MER PR-7 Airport Road, Zirakpur, Mohali, Punjab 140603

CIN L67120PB1993PLC013169

Consolidated Statement of Profit and Loss Account

For the period ended 31st March 2026

(Figure in Lakhs)

Particulars	NOTE		For the year ended 31.03.2026		For the year ended 31.03.2025
XI Earnings Available to Shareholders			**1,341.68**		**497.57**
Earning per share (Nominal value of share `10/-)	**23**				
Basic			1.67		0.78
Diluted			1.47		0.78
Significant Accounting Policies					
Notes forming part of Accounts	**1 to 24**				

As per our report of even date attached

FOR KNSG & CO LLP
CHARTERED ACCOUNTANTS
FIRM REG NO. : 025315N

Sd/-
(CA SOURAV GARG)
PARTNER
M.NO. 545783

SD/-
GAURAV KUMAR
MANAGING DIRECTOR
DIN NO: 06717452

SD/-
SARFARAZ MALLICK
WHOLE TIME DIRECTOR AND CFO
DIN NO: 10255433

PLACE :ZIRAKPUR
DATE : 06/05/2026
UDIN: 26545783VUPHLX1123

SD/-
ABHIMANYU
COMPANY SECRETARY AND COMPLIANCE OFFICER
PAN: BXNPA3271J

Disclosure of Standalone Statement of Cash Flow as per regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements)regulations,2015

STATEMENT OF AUDITED CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2026

Figures in Lakhs

	YEAR ENDED		YEAR ENDED	
Particulars	As on 31.03.2026		As on 31.03.2025	
Cash flow from operating activities				
Net profit before tax		1,822.79		669.34
Adjustments for:				
Depreciation and amortisation	87.01		73.04	
Interest income	-308.26		-127.16	
Exchange fluctuation Loss/(Gain) (net)	-		-	
Finance costs	1,028.36		800.95	
Provision for tax previous year				
Previous Year Adjustment	-12.28		4.52	
(Profit)/ Loss on sale of fixed assets (net)	52.85	847.68	4.93	756.28
Operating profit before working capital changes		2,670.47		1,425.62
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
(Increase)/ Decrease in Non Financial Liabilities	1129.07		83.25	
(Increase)/ Decrease in other current assets	19.84		-17.77	
(Increase)/ Decrease in other financial assets	-503.64		-180.57	
(Increase)/ Decrease in other non financial assets	-141.50		-	
	-	503.77	-	-115.10
Cash generated from operations		3,174.25		1,310.53
Net income tax (paid)/refunds		(481.11)		(171.77)
Net cash from operating activities		2,693.14		1,138.76
Cash flow from investing activities				
Sale (purchase) of fixed assets				
Sale (purchase) of Investments				
Purchase/ construction of fixed assets (including capital advances)	(344.93)		(237.15)	
Proceeds from sale of fixed assets (incld TDS)	147.10		174.27	
Loans and Advances	(9,041.08)		(4,548.45)	
Other Long Term Advances	200.66		(332.35)	
Interest received	308.26	(8,730.00)	127.16	(4,816.52)
Net cash used in investing activities		(8,730.00)		(4,816.52)

Disclosure of Standalone Statement of Cash Flow as per regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements)regulations,2015

STATEMENT OF AUDITED CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2026

Figures in Lakhs

	YEAR ENDED		YEAR ENDED	
Particulars	As on 31.03.2026		As on 31.03.2025	
Cash flow from financing activities				
Increase/ (Decrease) in LongTerm Borrowings				
(Increase)/ Decrease in Long Term Loans and advances				
Foreign Exchange Gain / (Loss)	-		-	
Increase/decrease in Share Capital	1,657.65		2,536.41	
Share Premium and Share warrants	878.65		4,086.53	
Proceeds from long term borrowings (net)	4,113.30		-229.33	
Increase/ (Decrease) in capital reserve	-		-	
Proceeds from short term borrowings (net)	1,007.78		1,218.13	
Finance costs	(1,028.36)	6,629.02	(800.95)	6,810.79
Net cash (used in)/generated from Financing activities		6,629.02		6,810.79
Net increase/(decrease) in cash and cash equivalents		592.16		3,133.03
Cash and cash equivalents at the beginning of the year		4,556.93		1,423.90
Cash and cash equivalents at the end of the year		5,149.09		4,556.93
Reconciliation of Cash & Cash Equievelant with balance sheet				
Cash and cash equivalents at the end of the year				
Cash in hand	5.17		3.75	
Balances with Banks				
- On Current Accounts	1,118.19		223.18	
- On Term deposits*	4,025.73	5,149.09	4,330.00	4,556.93

As per our report of even date attached

FOR KNSG & CO LLP
CHARTERED ACCOUNTANTS
FIRM REG NO. : 025315N

Sd/-
(CA SOURAV GARG)
PARTNER
M.NO. 545783

SD/-
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COMPANY SECRETARY AND COMPLIANCE OFFICER
PAN: BXNPA3271J

PLACE :ZIRAKPUR
DATE : 06/05/2026
UDIN: 26545783VUPHLX1123

NOTES TO ACCOUNTS

NOTE – 1 CASH & CASH EQUIVALENTS

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Cash in Hand	5.17	3.75
	5.17	3.75

NOTE – 2 BANK BALANCE

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Balances with Banks:	1,118.19	223.18
Fixed Deposits:	4,025.73	4,330.00
Current Maturities:	3,701.16	2,130.00
Long Term Maturities:	324.57	2,200.00
	5,143.92	4,553.18

Balances with banks earn interest at fixed rates. Short term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates. The Fixed Deposits are under lien as security against overdraft facility availed from banks.

NOTE – 3 LOANS AND ADVANCES

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Long Term Loans and Advances:	10,645.44	6,916.77
Doubtful Loans and Advances	193.20	53.93
Secured and Unsecured Loans & Advances	10,452.24	6,862.85
Short Term Loans and Advances:	15,413.71	10,101.30
	26,059.15	17,018.07

NOTE – 4 INVESTMENTS

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Short Term Investment	131.81	332.46
	131.81	332.46

NOTES TO ACCOUNTS

NOTE -5 OTHER FINANCIAL ASSETS

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
CURRENT ASSETS		
Interest Receivable:	**128.08**	**122.81**
Other Assets:	**459.66**	**23.81**
Other Current Assets	16.15	15.10
Prepaid Expense	0.03	0.66
Prepaid Insurance	1.55	3.52
Advance Salary	2.98	4.50
Cheque paid into Bank but not Cleared	438.95	-
Office Imprest	-	0.04
NON CURRENT ASSETS		
Refundable Securities Deposits	**219.51**	**156.98**
	807.24	**303.60**

NOTE – 6 CURRENT TAX ASSETS:

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Tax Input	**84.15**	**111.12**
GST Receivable	25.47	-
TDS Receivable 2024-25	-	109.67
TCS Receivable 2024-25	-	1.44
TCS Receivable 2025-26	3.29	-
TDS Receivable 2025-26	55.39	-
	84.15	**111.12**

NOTE –7 DEFERRED TAX ASSETS

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Deferred Tax Liability on Account of :		
Related To Fixed Assets	7.12	-
Deferred Tax Assets (Net)	**7.12**	**-**

NOTES TO ACCOUNTS

NOTE NO: 8

SCHEDULE OF FIXED ASSETS AS ON 31-03-2026

PARTICULARS	GROSS VALUE				DEPRECIATION					NET BLOCK	
	Gross Value as on 01-04-2025	Additions During the Year	Less : Adj./Sale During the Period	Balance as on 31-03-2026	Up to 31-03-2025	Depreciation Adjusment if any	During the Period year	Depreciation Added Back	Up to 31-03-2026	As At 31-03-2026	As At 31-03-2025
Car	**704.66**	337.28	237.73	**804.21**	142.82	-	77.59	37.77	182.64	**621.57**	**561.84**
Scooty	**1.76**	-	-	**1.76**	0.57	-	0.17	-	0.74	**1.02**	**1.19**
Office Building	**9.49**	-	-	**9.49**	1.30	-	0.30	-	1.60	**7.88**	**8.19**
Mobile Phones	**6.12**	0.12	-	**6.24**	4.21	0.96	0.57	-	5.73	**0.51**	**1.91**
Furniture and Fixtures	**10.47**	0.49	-	**10.96**	4.44	-	1.02	-	5.46	**5.50**	**6.03**
Office Equipment	**25.87**	0.48	-	**26.36**	19.76	1.17	2.74	-	23.66	**2.69**	**6.12**
Water Purifier	**0.17**	-	-	**0.17**	0.06	-	0.03	-	0.10	**0.08**	**0.11**
Computers	**11.92**	0.05	-	**11.97**	8.34	-	1.34	-	9.68	**2.30**	**3.58**
Software	**1.52**	6.50	-	**8.02**	1.21	-	1.12	-	2.33	**5.69**	**0.31**
TOTAL	**771.98**	**344.93**	**237.73**	**879.19**	**182.72**	**2.12**	**84.88**	**37.77**	**231.95**	**647.24**	**589.27**

NOTES TO ACCOUNTS

NOTE – 9 LONG TERM AND SHORT TERM BORROWINGS

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
LONG TERM BORROWINGS :		
Secured Loans		
Term Loan from Banks and Financial Institutions-INR	1,044.78	634.52
Unsecured Loans		
Loan from Corporates - INR	2,393.70	3,516.69
Other Loans	-	19.90
SHORT TERM BORROWINGS:		
Secured Loans		
Term Loan from Banks and Financial Institutions-INR	4,546.92	3,755.98
Unsecured Loans		
Loan from Corporates and Others - INR	1,996.00	1,779.16
	9,981.41	**9,706.25**

The company has not defaulted in repayment of principal and interest to its lenders.

The company has utilised the funds raised from banks and financial institutions for the specific purpose for which they were borrowed.

All the term loans from Banks and Financial Institutions are secured by way of first and exclusive charge, both present and future, over eligible designated current assets, eligible designated book debts, loan installments, receivables and underlying assets arising out of the finance of the company.

NOTE – 10 CURRENT TAX LIABILITIES

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Statutory Dues	54.68	39.38
	54.68	**39.38**

NOTE – 11 SHORT TERM PROVISIONS

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Provision Against Standard Assets	161.42	20.42
Provision for Income tax FY 2024-25	-	170.90
Current Year Provision FY 2025-26	492.67	-
	654.09	**191.32**

NOTES TO ACCOUNTS

NOTE – 12 DEFERRED TAX LIABILTIES (NET)

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Deferred Tax Liability	-	4.44
	-	**4.44**

NOTE-13 OTHER -NON FINANCIAL LIABILITIES

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Creditors	204.35	5.95
Expense Payable	207.50	22.26
Interest Payable	25.96	10.65
Security Deposit-Royal Finance Service	50.00	-
Advance Received	40.00	-
Cheques Issued but not presented for payment	166.48	-
	694.29	**38.86**

Particulars		For the Year ended 31.03.2026		For the Year ended 31.03.2025
NOTE – 14 SHARE CAPITAL				
Authorised				
Current Year: 95,00,00,000 Equity Shares of Rs.10 each		9,500.00		9,500.00
Previous Year: 95,00,00,000 Equity Shares of Rs.10 each				
		9,500.00		**9,500.00**
Issued, Subscribed & Paid Up				
Current Year: 8,01,71,071 Equity Shares of Rs.10 each fully paid up		8,017.11		6,359.46
Previous Year: 6,35,94,558 Equity Shares of Rs.10 each fully paid up				
		8,017.11		**6,359.46**
Note 14.1 – Details of Shareholders holding more than 5% shares in the Company	**No. of shares**	**% Holding in the class**	**No. of shares**	**% Holding in the class**
Equity shares of `10 each fully paid				
Gaurav Kumar	46.71	5.8266	22.77	3.58
Neha Abrol	44.24	5.5183	26.06	4.10
Natures Heavens India Private Limited	57.64	7.1892	38.64	6.08
Max Bio Biosciences Private Limited	49.17	6.1327	49.17	7.73
Dhull Trading Private Limited	52.17	6.5068	35.27	5.55

NOTES TO ACCOUNTS

Particulars		For the Year ended 31.03.2026		For the Year ended 31.03.2025
STATEMENT OF CHANGES IN EQUITY				
Note 14.2 – Reconciliation of share outstanding at the beginning and at the end of the reporting year	No. of shares	Amount	No. of shares	Amount
Equity shares at the beginning of the year (As at April 1st 2025)	635.95	6,359.46	382.30	3,823.05
Add: Fresh issue of equity shares during the year	165.77	1,657.65	253.64	2,536.41
Equity shares outstanding at the end of the year	**801.71**	**8,017.11**	**635.95**	**6,359.46**
Note14.3 – Terms/Rights attached to equity shares				
The Company has only one class of equity shares having a par value of `10/- per share. Each holder of equity shares is entitled to one vote per share. Dividend shall be paid proportionately to the amounts paid on shares. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				

NOTE –15 OTHER EQUITY

Particulars		For the Year ended 31.03.2026		For the Year ended 31.03.2025
1. RESERVES AND SURPLUS				
General Reserve				
Equity shares at the beginning of the year (As at April 1st 2025)				
Capital Reserve	10.00		10.00	
Add: During The Year	-	10.00	-	10.00
Securities Premium Account				
Equity shares at the beginning of the year (As at April 1st 2025)	3,109.49		593.53	
Add: Received During The Year	1,989.18		2,515.96	
Less : Bonus issue	-	5,098.67	-	3,109.49
Statutory Reserve u/s 45 - IC of Reserve Bank of India Act, 1934				
Opening Balance	209.08		109.02	
Add: Transferred for the year	269.81	478.89	100.06	209.08
Surplus				
Opening Balance as on 01.04.2025	775.11		373.08	
Add: Profit/(Loss) for the year	1,341.68		497.57	
Less:- Transferred to Statutory Reserve u/s 45-IC of RBI Act,1934	(269.81)		(100.06)	
Less:- Adjustment of Provisions of last years	12.28		(4.52)	
Less : Bonus issue	-	1,834.70	-	775.11
Closing Balance as on 31.03.2026		**7,422.26**		**4,103.68**
16. Money Received Against Share Warrants		**610.04**		**1,720.57**

NOTES TO ACCOUNTS

NOTE – 17 REVENUE FROM OPERATIONS

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Interest Income:	**3,240.62**	**1,893.53**
Processing Fees and Other Income:	**205.42**	**102.03**
Net Revenue from Operations	**3,446.03**	**1,995.56**

NOTE – 18 OTHER INCOME

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Misc income	0.29	0.74
Receipt from Bajaj Allianz	107.76	
Interest on Security Deposit	6.90	-
Money received against forfeiture of shares	-	25.00
Profit and (loss) on sale of Investment	0.32	14.91
Profit and(loss) on sale of Unlisted Equity	135.12	-
Profit on Securities	0.46	3.06
Interest on FDR	308.26	127.16
	559.10	**170.88**

NOTE – 19 FINANCE COST

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Interest on loan:	**974.03**	**768.92**
Interest Lendbox	0.32	29.54
Interest NCD	195.77	52.65
Interest Overdraft	247.34	76.34
Interest Secured Loans	124.23	120.99
Interest Unsecured Loans	406.37	489.40
Interest on Car Loan	**29.02**	**17.43**
Bank Charges including Processing Fees etc	**25.31**	**14.61**
	1,028.36	**800.95**

NOTES TO ACCOUNTS

NOTE – 20 EMPLOYEE BENEFIT EXPENSES

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Salaries including Incentives.PF and ESI	309.30	294.01
Director Salary	97.25	66.00
Reimbursement Expenses	26.00	9.00
Staff Welfare	10.35	11.12
	442.90	**380.13**

NOTE – 21 FEES AND COMMISSION EXPENSE

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Fees and Taxes:		
Total	**215.52**	**70.81**

NOTES TO ACCOUNTS

NOTE – 22 OTHER EXPENSES

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Advertisement	1.09	0.83
Amount Written Off	-	2.73
Bulk sms charges	-	0.18
Brokerage and Commission Charges	13.72	0.34
Electricity Charges	2.70	1.82
GST Input Reversal	11.10	3.88
Interest on TDS	0.00	0.17
Loss Assets	43.40	40.17
Profit/Loss on Sale of Assets	52.85	4.93
Office Expenses	22.75	14.87
Office Maintainance Charges	0.63	0.99
Printing & Stationary	2.85	2.26
Penalties	0.60	0.16
Petrol and Diesel	2.39	6.64
Postage & courier Expense	0.44	0.26
Legal and Professional Charges	43.18	30.26
Rent	37.51	24.16
Repair & Maintainance	3.35	1.55
Round Off	(0.00)	(0.00)
Telephone and Internet Expense	3.48	2.68
Travelling Expenses	24.57	12.33
Water Expenses	0.93	0.54
	267.55	**151.74**

NOTE – 23 EARNING PER SHARE

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Net Profit/(Loss) After Tax (`)	1,341.68	497.57
Weighted Average No. of Equity Shares	801.71	635.95
Basic Earning Per Share (`)	1.67	0.78
Diluted Earning Per Share (`)	1.47	0.78