



NOTICE

NOTICE IS HEREBY GIVEN THAT 30TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF REGENCY FINCORP LIMITED WILL BE HELD ON FRIDAY, THE 23RD DAY OF JUNE, 2023, AT 12:30 P.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31ST March, 2023 together with the Reports of the Board of Directors and Auditors thereon.**

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company including the Balance Sheet as at 31ST March, 2023, the Statement of Profit & Loss, the Cash Flow Statement for the year ended on that date and the Report of the Auditors and Report of the Board of Directors, thereon be and are hereby received, considered and adopted.”

- 2. To appoint a Director in place of Ms. Sahara Sharma (DIN:07682859) who retires by rotation and being eligible, offers herself for re-appointment**

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

“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made there under, Ms. Sahara Sharma, Director (DIN: 07682859) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.”

SPECIAL BUSINESS:

- 3. To increase the remuneration paid to Mr. Gaurav Kumar, Managing Director (DIN:[06717452](#)) as Managing Director of the Company**

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



“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the 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 the Articles of Association of the Company, the consent of members of the Company, be and is hereby accorded to increase the remuneration payable to Mr. Gaurav Kumar, Managing Director (**DIN: 06717452**) of the Company, 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 term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Gaurav Kumar (DIN: [06717452](#)), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

4. To increase the Authorized Share capital of the Company and make subsequent amendment in the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorized Share Capital of the Company from INR 15,00,00,000/- (Indian Rupees Fifteen Crore Only) divided into 15000000 (One Crore Fifty Lac) Equity Shares of INR 10/- (Indian Rupees Ten Only) each to INR 45,00,00,000/- (Indian Rupees Forty Five Crore Only) divided into 45000000 (Four Crore Fifty Lac) Equity Shares of INR 10/- (Indian Rupees Ten Only) each, by way of creation of additional 30000000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each aggregating to INR 30,00,00,000 (Indian Rupees Thirty Crore) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:



“V. The Authorized Share Capital of the Company is INR 45,00,00,000 /- (Indian Rupees Forty Five Crore Only) divided into 45000000 (Four Crore Fifty Lac) Equity Shares of INR 10/-(Indian Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares.”

“RESOLVED FURTHER THAT Mr. Gaurav Kumar, Managing Director and Mr. Vishal Rai Sarin, Director of the Company, be and are hereby jointly/severally authorized to do all such act(s), deed(s) and things including filing all forms, documents with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution(s).”

5. To Offer and Issue Equity Shares and Convertible Share Warrants on preferential basis to Promoter and Non-Promoters/Public Category Shareholders

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), in accordance with the Reserve Bank of India Act, 1934 and other applicable regulations applicable to Non-Systematically Important Non-Deposit Taking Non-Banking Financial Companies (NSI-ND-NBFC), each as amended from time to time and the listing agreement entered into by the Company with BSE Limited (the “Stock Exchange”) on which the equity shares of the Company having face value of INR 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory / regulatory authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or



prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot upto 27608333 (Two Crore Seventy Six Lac Eight Thousand Three Hundred Thirty Three) fully paid-up Equity Shares having face value of INR 10/- (Indian Rupees Ten Only) each and 5000000 (Fifty Lac) Warrants convertible into Equity shares at a price of INR 12/- (Indian Rupees Twelve only) per equity shares including a premium of INR 2/- (Indian Rupees Two only) (“Issue Price”) i.e. the price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations to Promoters and Non-Promoters/Public shareholders aggregating to INR 32,60,83,330/- (Indian Rupees Thirty Two Crore Sixty Lac Eighty Three Thousand Three Hundred Thirty Only), for cash consideration on a preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant date for determining the floor price for the Preferential Issue of the Equity Shares and Convertible Share Warrants is Wednesday, 24th May, 2023 (“Relevant Date”) being the date 30 days prior to the date of this Annual General Meeting in which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares and Convertible Share Warrants to the Promoters and Non-Promoters/Public shareholders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares and Share Warrants convertible into Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR



Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

- d) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares and Shares Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) Each Convertible Share Warrant held by the proposed allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of INR 10/- (Indian Rupees Ten Only). The Share Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- b) The Convertible Share Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) The Convertible Share Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Share Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.



- f) In the event the Share Warrant Holder(s) do not exercise Share Warrants within the Share Warrant Exercise Period, the Share Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- g) The issue of Share Warrants as well as Equity Shares arising from the exercise of the Share Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- h) The Share Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Share Warrants.
- i) The price determined above and the number of Equity Shares to be allotted on exercise of the Share Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- j) The Equity Shares arising from the exercise of the Share Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares and Convertible Share Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of In-Principle Approval and other activities as may be necessary for obtaining Listing and Trading Approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and



compliance as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

6. To Issue secured/unsecured redeemable unlisted Non-convertible debentures of the Company on private placement basis to Residents and Non-Residents

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71, 102, 114 and other applicable provisions of the Companies Act, 2013 (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014, including amendments, modification, variation or re-enactment thereto and other applicable guidelines as well as provisions of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to issue Secured and/or Unsecured, Unlisted Redeemable Non-Convertible Debentures for an aggregate value of upto INR 20,00,00,000/- (Indian Rupees Twenty Crore 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 Debenture Certificate(s), Letter(s) of Allotment;
- 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 in addition to the foregoing, Mr. Gaurav Kumar, Managing Director and Mr. Vishal Rai Sarin, Director of the Company be and are hereby authorized, severally, to take necessary steps in this regard including but not limited to sign, issue and file Private Placement Offer Letter or any other document(s), with the Regulatory Authorities for and on behalf of the Company.”

REGISTERED OFFICE:

Unit No 57-58, 4th Floor, Sushma Infinium
Chandigarh Ambala Highway Zirakpur Mohali,
Punjab 140603

Email: regencyinvestmentsltd@gmail.com

Website: www.regencyfincorp.com

Date: 24th May, 2023

Place: Zirakpur, Punjab

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

**Sd/-
Gaurav Kumar
Managing Director
DIN: 06717452**



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 for Item No. 3 is annexed to this notice. Further, the information and facts as specified in the Regulations 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.3 have been given in the respective 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 and 10/2022 dated Dec 12, 2022 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 regencyinvestmentsltd@gmail.com.
4. The Register of Members and the Share Transfer Book of the Company shall remain closed from Tuesday, 20th June, 2023 to Thursday, 22nd June, 2023 (both days inclusive).
5. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 i.e. Secretarial Standards on General Meetings in respect of the Director seeking appointment/reappointment at the Meeting is annexed to the Notice as **ANNEXURE-A**.



6. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts 2022-23 are 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.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.regencyfincorp.com 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. regencyinvestmentsltd@gmail.com.

8. 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 and 10/2022 dated Dec 12, 2022. 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-B**.

9. 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, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The detailed instruction for remote E-Voting & E-Voting at AGM is annexed to the Notice as **Annexure-B**.

10. Ms. Kavita, Practicing Company Secretary [Membership No.F9115, COP-10641] 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.

11. The remote e-voting period commences on Tuesday, 20th June, 2023 [9:00 A.M.] and ends on Thursday, 22nd June, 2023 [5:00 P.M.] During this period, Members holding shares either in physical form or demat form, as on Friday, 16th June, 2023 i.e. Cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

12. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.

13. The Results of voting will be declared within 48 hours 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.com and on the website of CDSL i.e., www.evotingindia.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.

14. 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 including Annual Report, Circulars, etc. 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, 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.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

REGISTERED OFFICE:

Unit No 57-58, 4th Floor, Sushma Infinium
Chandigarh Ambala Highway Zirakpur Mohali,
Punjab 140603

Email: regencyinvestmentsltd@gmail.com

Website: www.regencyfincorp.com

Date: 24th May, 2023

Place: Zirakpur, Punjab

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

**Sd/-
Gaurav Kumar
Managing Director
DIN: 06717452**



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

ITEM NO.3

Mr. Gaurav Kumar (DIN: 06717452) has been on the Board of the Company since September 13, 2017 and has been rendering valuable services to the Company. Considering his valuable contribution to the Company, the Board of Directors, at their meeting held on 3rd May 2023, has decided to increase his remuneration and revise the same w.e.f. 1st April, 2023 in terms of Sections 197 read with Schedule V of Companies Act, 2013 on Consolidated monthly salary of INR 1,00,000/- p.m. and reimbursement expenses incurred in courses of official duties on actual basis.

The aforesaid remuneration shall be paid as minimum remuneration to Mr. Gaurav Kumar in terms of Schedule V of the Act.

Mr. Gaurav Kumar is also the Promoter of the Company and is interested in this resolution which pertains to increase in his remuneration.

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

1. Regency Fincorp Limited is Non-Banking Financial Company which commenced its commercial operations w.e.f. 29th March 1993.

2. The Financial performance of the Company is based on given indicators:

Particulars	2022-23	2021-22	2020-21
Revenue from operation (In Lac)	1332.92	526.49	357.01
Profit/loss for the year (In Lac)	92.51	55.37	41.82
Earnings per share (In INR)	0.87	1.35	1.02

3. The Company does not have any foreign investments or collaborations.



II. Information about Mr. Gaurav Kumar:

1. Mr. Gaurav Kumar is an Indian Habitat and has completed his Bachelors in Business Administration. He is engaged in business of stock broking, mutual funds investments and assistance, Insurance sector etc.

In the opinion of the Board, he is competent to carry on the responsibilities entrusted to him. Taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. Gaurav Kumar, and the responsibility shouldered by him, the proposed remuneration of Mr. Gaurav Kumar as Managing Director of the Company, as stated above, is fair and reasonable in the opinion of the Board.

2. The Overall Remuneration, together with perquisites, allowance, benefits and amenities payable to Mr. Gaurav Kumar, in any financial year shall not exceed the limits prescribed from time to time under Section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);

3. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

4. His last drawn remuneration was INR9,00,000/- p.a. in the financial year 2022-23.

5. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

6. The Company has earned inadequate profits in the immediately preceding financial year. However, considering the size of the Company, the industry trend, the profile and the experience of Mr. Gaurav Kumar, the proposed remuneration is commensurate in the opinion of the Board in terms of Section II of Part II of Schedule V to the Act. The Board is looking at various options to increase the Company's future revenues.

7. MINR Neha Abrol, wife of Mr. Gaurav Kumar is Promoter of the Company.



III. Other information:

1. The Company has earned inadequate profits in the immediately preceding financial year. Now, the Board is looking at various options to increase the Company's future revenues.
2. The Company is expecting 100% increase in productivity and profits in the near future.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO.4

In order to broaden the base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from the present INR 15,00,00,000/- (Indian Rupees Fifteen Crore Only) consisting of 15000000 (One Crore Fifty Lac) Equity Shares of INR 10/- each to INR 45,00,00,000/- (Indian Rupees Forty Five Crore Only) consisting of 45000000 (Four Crore Fifty Lac) Equity Shares of INR 10/- each, by way of creation of an additional 30000000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) each, ranking pari-passu in all respect with existing equity shares of the company, aggregating to INR 30,00,00,000/- (Indian Rupees Thirty Crore Only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting.



Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO.5

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Equity Shares and Warrants convertible into Equity shares by way of private placement on a preferential basis to Promoters and Non-Promoters/ Public Shareholders of the Company (“Proposed Allottees”)

It may be noted that;

1. All Existing equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;



2. The shareholding of the Proposed Allottees in the Company is as follows:

S.No.	Name of the Proposed Allottee	Category	No. of equity shares held by the Proposed Allottee	% of shares held by the proposed Allottee
1	SHUBHAM AGARWAL	Non-Promoter	NIL	NIL
2	MANJU AGARWAL	Non-Promoter	NIL	NIL
3	SHIVANI AGARWAL	Non-Promoter	NIL	NIL
4	SHREYA VERMA	Non-Promoter	NIL	NIL
5	TARUN SETH	Non-Promoter	NIL	NIL
6	AMITA SETH	Non-Promoter	NIL	NIL
7	NEELAM CHAUHAN	Non-Promoter	NIL	NIL
8	SOARUP FINANCE PRIVATE LIMITED	Non-Promoter	NIL	NIL
9	VIMAL KUMAR SHARMA	Non-Promoter	NIL	NIL
10	SHIKHA SAINI	Non-Promoter	NIL	NIL
11	VINISHA SINGH	Non-Promoter	NIL	NIL
12	ZABIULLA KHAN	Non-Promoter	NIL	NIL
13	SAMEERA FIRDOUS	Non-Promoter	NIL	NIL
14	AZEE MUNNISA	Non-Promoter	NIL	NIL
15	IKBAL KHAN	Non-Promoter	NIL	NIL
16	CHANDAKHADI VISHWANATHA	Non-Promoter	NIL	NIL
17	NEELAM	Non-Promoter	NIL	NIL
18	SONAL BHASEEN	Non-Promoter	NIL	NIL
19	MOHINDER SINGH NAIN	Non-Promoter	17240	0.16
20	LOTUS MACHINES PVT LTD	Non-Promoter	NIL	NIL
21	NATURES HEAVENS PRIVATE LIMITED	Promoter	NIL	NIL
22	REGENCY DIGITRADE INVESTMENTS PRIVATE LIMITED	Promoter	NIL	NIL
23	DHULL TRADING PRIVATE LIMITED	Non-Promoter	NIL	NIL
24	ECOMATIX SOLUTIONS PRIVATE LIMITED	Non-Promoter	NIL	NIL
25	MAX BIO BIOSCIENCES PRIVATE LIMITED	Non-Promoter	NIL	NIL
26	VISHAL RAI SARIN	Non-Promoter (KMP)	NIL	NIL
27	RAJIV VASHISHT	Non-Promoter	12764	0.12



28	SAHARA SHARMA	Non-Promoter (KMP)	NIL	NIL
29	RITU JOLLY	Non-Promoter	NIL	NIL
30	RAJAT VASHISHT	Non-Promoter	NIL	NIL
31	BHAWNA KUMARI	Non-Promoter	NIL	NIL
32	IQBAL SINGH	Non-Promoter	NIL	NIL
33	NEHA ABROL	Promoter	772562	7.23
			802566	7.51

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

4. The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

a) Objects of the Preferential Issue

The Company proposes to raise an amount aggregating up to INR 32,60,83,330/- (Indian Rupees Thirty Two Crore Sixty Lac Eighty Three Thousand Three Hundred Thirty Only) through the proposed Preferential Issue. The proceeds of the Preferential Issue shall be utilized for working capital requirements, meeting future funding requirements and other general corporate purposes of the Company.

b) Maximum number of securities to be issued

Up to 27608333 (Two Crore Seventy Six Lac Eight Thousand Three Hundred Thirty Three Only)



Equity Shares and 5000000 (Fifty Lac) share Warrants convertible into equity shares at a price of INR 12/- per share (including INR2/- as Premium) (“**Issue Price**”) per share aggregating up to INR 32,60,83,330/- (Indian Rupees Thirty Two Crore Sixty Lac Eighty Three Thousand Three Hundred Thirty Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 24th May, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 27608333 (Two Crore Seventy Six Lac Eight Thousand Three Hundred Thirty Three) fully paid up Equity Shares face value of INR 10/- (Indian Rupee Ten Only) each and 5000000 (Fifty Lac) warrants convertible into Equity shares aggregating to INR 32,60,83,330/- (Indian Rupees Thirty Two Crore Sixty Lac Eighty Three Thousand Three Hundred Thirty Only) to the Promoters and Non-Promoter/ Public shareholders for cash consideration, by way of a preferential issue on a private placement basis.

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

The proposed allotment to Mr. Gaurav Kumar and Mrs. Neha Abrol, being promoters of the Company is considered as allotment to Promoters.

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

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

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



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

e) Shareholding pattern of the Company before and after the Preferential Issue

The Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue are enclosed as ANNEXURE-C to this Notice.

f) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares and warrants convertible into equity shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.



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

i) Proposed Allottees for allotment of Equity shares

S.No	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Ultimate Beneficial Owner of Non-Individual/ Corporate U.B.O	Pre-Preferential shareholding	Post-Preferential shareholding
1	SHUBHAM AGARWAL	Non-Promoter	SHUBHAM AGARWAL	N.A.	NIL	250000
2	MANJU AGARWAL	Non-Promoter	MANJU AGARWAL	N.A.	NIL	250000
3	SHIVANI AGARWAL	Non-Promoter	SHIVANI AGARWAL	N.A.	NIL	250000
4	SHREYA VERMA	Non-Promoter	SHREYA VERMA	N.A.	NIL	250000
5	TARUN SETH	Non-Promoter	TARUN SETH	N.A.	NIL	416666
6	AMITA SETH	Non-Promoter	AMITA SETH	N.A.	NIL	416666
7	NEELAM CHAUHAN	Non-Promoter	NEELAM CHAUHAN	N.A.	NIL	208333
8	SOARUP FINANCE PRIVATE LIMITED	Non-Promoter	N.A.	- Amit Sharma - Manoj Kumar Sharma	NIL	625000
9	VIMAL KUMAR SHARMA	Non-Promoter	VIMAL KUMAR SHARMA	N.A.	NIL	416666
10	SHIKHA SAINI	Non-Promoter	SHIKHA SAINI	N.A.	NIL	208333
11	VINISHA SINGH	Non-Promoter	VINISHA SINGH	N.A.	NIL	208333



S.No	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Ultimate Beneficial Owner of Non-Individual/Corporate U.B.O	Pre-Preferential shareholding	Post-Preferential shareholding
12	ZABIULLA KHAN	Non-Promoter	ZABIULLA KHAN	N.A.	NIL	166666
13	SAMEERA FIRDOUS	Non-Promoter	SAMEERA FIRDOUS	N.A.	NIL	166666
14	AZEE MUNNISA	Non-Promoter	AZEE MUNNISA	N.A.	NIL	166666
15	IKBAL KHAN	Non-Promoter	IKBAL KHAN	N.A.	NIL	166666
16	CHANDAK HADI VISHWAN ATHA	Non-Promoter	CHANDAKH ADI VISHWANATHA	N.A.	NIL	166666
17	NEELAM	Non-Promoter	NEELAM	N.A.	NIL	41666
18	SONAL BHASEEN	Non-Promoter	SONAL BHASEEN	N.A.	NIL	41666
19	MOHINDER SINGH NAIN	Non-Promoter	MOHINDER SINGH NAIN	N.A.	17240	183906
20	LOTUS MACHINES PVT LTD	Non-Promoter	N.A.	ABHISHEK KUMAR	NIL	416666
21	NATURES HEAVENS PRIVATE LIMITED	Promoter	N.A.	GAURAV KUMAR	NIL	3625000
22	REGENCY DIGITRADE INVESTMENTS PRIVATE LIMITED	Promoter	N.A.	GAURAV KUMAR	NIL	2125000
23	DHULL TRADING PRIVATE LIMITED	Non-Promoter	N.A.	HINA	NIL	4525000
24	ECOMATIX SOLUTIONS PRIVATE LIMITED	Non-Promoter	N.A.	ASHOK KUMAR MEHRA	NIL	6916666
25	MAX BIO BIOSCIENCES PRIVATE LIMITED	Non-Promoter	N.A.	ABHISHEK KUMAR	NIL	4166666
26	VISHAL RAI SARIN	Non-Promoter	MR. VISHAL RAI SARIN	N.A.	NIL	1250000
	TOTAL				17240	27625573



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

S.No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Ultimate Beneficial Owner of Non-Individual/Corporate U.B.O	Pre-Preferential shareholding	Post-Preferential shareholding
1	RAJIV VASHISHT	Non-Promoter	RAJIV VASHISHT	N.A.	12764	1679430
2	SAHARA SHARMA	Non-Promoter	SAHARA SHARMA	N.A.	NIL	416666
3	RITU JOLLY	Non-Promoter	RITU JOLLY	N.A.	NIL	416666
4	RAJAT VASHISHT	Non-Promoter	RAJAT VASHISHT	N.A.	NIL	416666
5	BHAVANA SHARMA	Non-Promoter	BHAVANA SHARMA	N.A.	NIL	416666
6	IQBAL SINGH	Non-Promoter	IQBAL SINGH	N.A.	NIL	833333
7	NEHA ABROL	Promoter	NEHA ABROL	N.A.	772562	1605895
	TOTAL				785326	5785326

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

h) The percentage of post preferential issue capital that may be held by the allottee and the change in control, if any, in the Company that would occur consequent to the Preferential Issue

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Promoters and Non-Promoters/ Public Shareholders The percentage of post preferential issue capital that will be held by the Proposed Allottees shall be 77.17%.



I) Undertakings

i) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.

iii) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

iv) The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.

v) As the Equity Shares have been listed for a period of more than 90 Trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

vi) The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

j) The Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter

The Current and Proposed Status of the Allottee(s) post preferential issue shall remain the same i.e. Promoters and Non-Promoter/ Public Shareholder.

k) Practicing Chartered Accountant's Certificate

The certificate from M/s. Sunil K. Sharma & Associates, Chartered Accountants in practice, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link:



l) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is Wednesday, 24th May, 2023 being the working day preceding 30 days prior to the date of this Annual General Meeting (AGM).

m) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited (“BSE”) (the “Stock Exchange”).

The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is INR 11.70/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at INR 12/-per share (Including INR2/- as premium per share), being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

n) Amount which the company intends to raise by way of such securities;

Aggregate amount up to INR 32,60,83,330/- (Indian Rupees Thirty Two Crore Sixty Lac Eighty Three Thousand Three Hundred Thirty Only) consisting of 27608333 (Two Crore Seventy Six Lac Eight Thousand Three Hundred Thirty Three) Equity Shares of the face value of INR 10/- per Equity Share and 5000000 (Fifty Lac) warrants convertible into Equity shares at an Issue price of INR 12/- per share (including INR 2/- as premium per share).

o) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Equity Shares is proposed to be made to the Promoters and Non-Promoters/Public shareholders of the Company.

p) Principal terms of assets charged as securities

Not applicable.



q) Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

r) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

s) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable as the allotment is proposed to be made for consideration in cash only.

t) Lock-in Period

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

u) Other disclosures

i) During the period from 1st April, 2023 until the date of Notice of this AGM, the Company has not made any preferential issue of Equity Shares.

ii) Since the Equity Shares of the Company are listed on the Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.

iii) The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration/by conversion of existing loans.



iv) The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Promoters and Non-Promoters/Public shareholders is being sought by way of a Special Resolution as set out in the said item no. 5 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No 5 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Gaurav Kumar, Mr. Vishal Rai Sarin and MINR Sahara Sharma, Directors of the Company and Mrs. Neha Abrol, Wife of Mr. Gaurav Kumar, Managing Director of the Company, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.5 of this Notice except and to the extent of their shareholding in the Company.

Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO. 6:

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

Being an NBFC, the Company mobilize funds for its ongoing operations, by issue of secured/ unsecured Non-Convertible Debentures (NCDs) 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 NCDs upto an amount of INR 20,00,00,000/- (Indian Rupees Twenty Crore Only) in single or multiple tranches on a private placement basis during FY 2023-24.



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 from time to time. The Board of Directors of the Company recommend the resolution for approval of the Members. None of the Directors, Key Managerial Personnel of the Company nor their relatives are in any way concerned or interested in the said resolution.

REGISTERED OFFICE:

Unit No 57-58, 4th Floor, Sushma Infinium
Chandigarh Ambala Highway Zirakpur Mohali,
Punjab 140603

Email: regencyinvestmentsltd@gmail.com

Website: www.regencyfincorp.com

Date: 24th May, 2023

Place: Zirakpur, Punjab

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

**Sd/-
Gaurav Kumar
Managing Director
DIN: 06717452**



“ANNEXURE A TO THE NOTICE”

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

Name of Director	Ms. Sahara Khanna
Age	40 Years
Date of Appointment by the Board of Directors	22/01/1983
Brief Resume and nature of expertise in functional areas	Ms. Sahara Khanna is having more than 5 years of experience in Business and Administration and has done Masters in Business Administration from Montfort,
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	NIL
Terms and conditions of appointment or re-appointment	On such terms & conditions as mutually agreed by the Board.
The remuneration last drawn	INR 6,00,000/ p.a.
The number of Meetings of the Board attended during the year	6
No. of Directorships held in other listed Companies	NIL
Memberships / Chairmanships of Committees of other listed Companies	NIL
Number of shares held in the Company	NIL

REGISTERED OFFICE:

Unit No 57-58, 4th Floor, Sushma Infinium
Chandigarh Ambala Highway Zirakpur Mohali,
Punjab 140603

Email: regencyinvestmentsltd@gmail.com

Website: www.regencyfincorp.com

Date: 24th May, 2023

Place: Zirakpur, Punjab

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

**Sd/-
Gaurav Kumar
Managing Director
DIN: 06717452**



“ANNEXURE: B TO THE NOTICE”

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. The Company will be providing VC/OAVM Services.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Members who would like to ask questions during the AGM may send their questions from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at regencyinvestmentsltd@gmail.com upto Friday, 16th June, 2023 (5:00 p.m. IST).
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. 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 to atleast 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.

9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(I) The voting period begins on Tuesday the 20th June, 2023 at 9:00 A.M. and ends on Thursday the 22nd June, 2023 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, 26th May, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has



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

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see evoting page of the evoting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 ProvideINR</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholdeINR

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input type="checkbox"/> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <input type="checkbox"/> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; regencyinvestmentsltd@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



6. 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.
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 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 16th June, 2023 by 5:00 PM mentioning their name, demat account number/folio number, email id, mobile number at (company email id- regencyinvestmentsltd@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



ANNEXURE-C

PRE AND POST PREFERENTIAL ISSUE SHAREHOLDING PATTERN

I) Shareholding pattern of the company pre and post proposed preferential issue:

S.No.	Category of the Shareholder(s)	Pre-Issue(1)		Post-Issue(2)	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Share holding				
1	Indian				
a.	Individuals	2669366	24.98	3502699	8.09
b.	Family Trust	0	0	0	0
c.	Bodies Corporate	0	0	5750000	13.28
	Sub- Total (A) (1)	2669366	24.98	9252699	21.37
2	Foreign				
a.	Individual	0	0	0	0
b.	Bodies Corporate	0	0	0	0
	Sub- Total (A) (2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)}	2669366	24.98	9252699	21.37
B	Non-Promoters/ Public Share holding				
1	Institutional Investors	0	0	0	0
	Sub- Total (B) (1)	0	0	0	0
2	Central Government/ State Government	0	0	0	0
	Sub- Total (B) (2)	0	0	0	0



3	Non- instituTions				
a.	Individuals				
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	2663660	24.93	2663660	6.15
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	5228593	48.93	14603581	33.73
b.	NBFCs registered with RBI	0	0	0	0
c.	Any other (specify)	124109	1.16	16774107	38.74
	Bodies Corporate	95772	0.9	16745770	38.68
	Non-Resident Indians	21896	0.2	21896	0.05
	Resident Indian HUF	0	0	0	0.00
	Trusts	0	0	0	0
	Clearing Member	6441	0.06	6441	0.01
	Sub- Total (B) (3)	8016362	75.02	34041348	78.63
	Total Public Shareholding (B)	8016362	75.02	34041348	78.63
	Total (A) +(B)	10685728	100	43294047	100
C	Shares held by Custodians for ADR and GDR	0	0	0	0
	Total (A) +(B)+ (C)	10685728	100	43294047	100