

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF REGENCY FINCORP LIMITED WILL BE HELD ON MONDAY, THE 5th DAY OF FEBRUARY, 2024, AT 12:30 P.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

ITEM NO. 1

TO APPOINT MR. SARFARAZ MALLICK (DIN: 10255433) AS A NON EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations 2015") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the consent of the members be and is hereby accorded that Mr. Sarfaraz Mallick (DIN- 10255433) who was appointed as an Additional Director in the capacity of Non-Executive-Non-Independent Director with effect from 31st October, 2023, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, is hereby appointed as a Non-Executive-Non-Independent Director of the Company and that his term shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 197 read with Schedule V and any other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17(6) of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sarfaraz Mallick be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2

TO APPOINT MS. SALONI SHRIVASTAV (DIN: 07746707) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and 161 read with other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the said Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded that Ms. Saloni Shrivastav (DIN:07746707) who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee with effect from 6th January, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years effective from 6th January, 2024 to 5th January, 2029 and whose office shall be not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 3

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 with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company **from** Rs. 45,00,00,000/- (Rupees Forty Five Crore Only) divided into 45000000 (Four Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each **to** Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 50000000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each, by way of creation of additional 5000000 (Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each aggregating to Rs. 5,00,00,000 (Rupees Five Crore Only) 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 Rs. 50,00,00,000 /- (Rupees Fifty Crore Only) divided into 50000000 (Five Crore Only) Equity Shares of Rs. 10/-(Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things (including filing all forms, documents with Registrar of Companies) and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 4

TO CREATE, ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time ("Listing Regulations"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the BSE Limited where the equity shares of the Company are listed ("Stock Exchange") and / or any other competent 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 other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by 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/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), 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 on a preferential basis 7894732 (Seventy Eight Lakh Ninety Four Thousand Seven Hundred Thirty Two) equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 14.25/- (Indian Rupees Fourteen and Twenty Five Paise Only) including a premium of INR 4.25/- (Indian Rupees Four and Twenty Five Paise Only) per equity share, which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date for cash on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws.

The details of the Proposed Allottees and the number of equity shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Address	No. of Equity Shares to be Allotted
1	Amit Bajaj HUF	30 AGGAR NAGAR ENCLAVE NEAR RAM BAGH AGAR NAGAR SECTOR A RAJGURU NAGAR LUDHIANA-141012	350877
2	Ram Kumar	HOUSE NO 30 AGGAR NAGAR ENCLAVE, NEAR RAMBAGH AGGAR NAGAR, LUDHIANA, PUNJAB INDIA	210526
3	Deepak Bajaj	HNO.-1931/78/43 BASANT NAGAR STREET 6 NEAR VIJAY DAIRY SHIVPURI LUDHIANA, 141008	561403
4	Anju Bajaj	30 AGGAR NAGAR ENCLAVE SECTOR A NEAR RAM BAGH, RAJGURU NAGAR, LUDHIANA, 141012	280701
5	Dickey Alternative Investment Trust	1105 INDRAPRAKASH BUILDING, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI DELHI	3508771
6	Vishal Rai Sarin	H NO 155, KAMLA DEVI AVENUE, FATHEGARH CHURIAN ROAD, AMRITSAR(PUNJAB)	175438
7	Asha Bhagwandas Shah	BHARTIYA BHAVAN CO-OP HSG SOC BLOCK NO 4 1 ST FLOOR 72 MARINE DRIVE CHURCHGATE MUMBAI MAHARASHTRA, INDIA	350877
8	Miten B Shah	1ST FLOOR FLAT NO 4 72 MARINE DRIVE, CHURCHGATE MUMBAI MAHARASHTRA	350877
9	Ketan Bhagwandas Shah	4 1ST FLOOR BHARTIYA BHAVAN 72, MARINE DRIVE NEXT TO BANK OF BARODA, MARINE DRIVE, MUMBAI MAHARASHTRA	350877
10	Gaurav Kumar	C-503 MONA GREEN VIP ROAD ZIRAKPUR OPT DOMINO SAS NAGAR MOHALI, PUNJAB- 140603	1754385
	Total Number of Equity Shares		7894732

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share shall be Friday, January 05, 2024. The EGM will be held on Monday, February 05, 2024 and the 30 days prior to the date of EGM falls on Saturday, January 06, 2024 to reckon the "Relevant Date". In accordance with the explanation to Regulation 161(b) of SEBI ICDR Regulations, which states that where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. Hence, Friday, January 05, 2024, is considered as the Relevant Date.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Shares to the Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- 1) The Shares to be issued and allotted shall be fully paid-up at the time of allotment and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers, etc) from the date of allotment thereof and 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;
- 2) The issuer has obtained the Permanent Account Numbers of the proposed allottee;
- 3) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

- 4) The Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;
- 5) The Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable laws for the time being in force;
- 6) The Shares to be allotted to the Proposed Allottees shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- 7) The Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above;
- 8) The issuer 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 issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the Subscription Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

ITEM NO. 5

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, the following resolution as 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 & 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 be and is hereby authorized to take such steps as may be necessary for obtaining approvals statutory, contractual or otherwise in relation to above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds applications, documents and writings that may be required on behalf of the Company and generally to do all such acts deeds matters and things as may be necessary, proper, expedient or incidental for giving effect to this 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: 06th January, 2024
Place: Zirakpur, Punjab**

**By Order of the Board of Directors
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 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 in the respective Annexure(s) 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. 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 regencyinvestmentsltd@gmail.com.
4. The Register of Members and the Share Transfer Book of the Company shall remain closed from Friday, 02nd February, 2024 to Monday, 05th February, 2024 (both days inclusive).
5. 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 websites of the Stock Exchanges 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.
6. 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.
7. 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 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**.
8. 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 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**.
9. 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 EGM) in a fair and transparent manner.
10. The remote e-voting period commences on **Friday, 02nd February, 2024 [9:00 A.M.]** and ends on **Sunday, 4th February, 2024 [5:00 P.M.]** During this period, Members holding shares either in physical form or demat form, as on **Monday, 29th January, 2024** 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.
11. 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.
12. The Results of voting will be declared within 48 hours 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.

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 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.

15. 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.

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: 06th January, 2024

Place: Zirakpur, Punjab

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

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

ANNEXURE 1 TO THE NOTICE

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

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the 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 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporate(s) are entitled to appoint and authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 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 websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com.
7. EGM 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 and 09/2023 dated 25th September, 2023.

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

The remote e-voting period begins on Friday, 2nd February, 2024 at 9:00 A.M. and ends on Sunday, 4th February, 2024 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. Monday, 29th January, 2024, 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 Monday, 29th January, 2024.




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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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.com and 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.

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.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. 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.
 - b) **Physical User Reset Password?** (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.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@aknassociates.in 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 regencyinvestmentsltd@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 regencyinvestmentsltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. **In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THEEGM/AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at regencyinvestmentsltd@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., Saturday, 27th January, 2024, mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance latest by Saturday, 27th January, 2024 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.

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

ITEM NO. 1

Pursuant to the provision of Section 161 of the Act, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board at its meeting held on 31st October 2023, has appointed Mr. Sarfaraz Mallick (DIN- 10255433) as an Additional Director in the category of Non Executive-Non-Independent Director of the Company with effect from 31st October 2023 and is eligible to be appointed as a Director of the Company and whose office shall be liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of Annual General Meeting. Further as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations 2015"), the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Sarfaraz Mallick (DIN- 10255433) as a Non-Executive Director of the Company whose office shall be liable to retire by rotation.

The Company has received:

1. Consent in writing from Mr. Sarfaraz Mallick (DIN- 10255433) to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules')
2. Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Sarfaraz Mallick to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
3. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority; and
4. A notice in writing proposing his candidature under Section 160(1) of the Act
5. The Company has also received declaration from Mr. Sarfaraz Mallick confirming that his name does not appear in the list of willful defaulters issued by Reserve Bank of India.

Brief Profile of Mr. Sarfaraz Mallick

Mr. Sarfaraz Mallick is having 20 years of rich experience in the field of Banking and Finance. He has served as the Vice President in Kotak Mahindra Bank for more than 10 years. Currently he is serving at Credence Family Office Private Limited.

In the opinion of the Board, Mr. Sarfaraz Mallick fulfils the conditions under the Act, the Rules made thereunder and the SEBI Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Nomination and Remuneration Committee ("NRC") and Board are of the view that Mr. Sarfaraz Mallick possesses requisite skills, background and experience and the same are in line with the role and capabilities identified by the NRC. The Board was satisfied that the appointment of Mr. Sarfaraz Mallick if made will be in the best interest of the Company.

Mr. Sarfaraz Mallick will be paid remuneration, if any by way of the sitting fees for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the Board, which shall be within the limits stipulated under Section 197 of the Act and as approved by the Members of the Company at the Extra-Ordinary General Meeting.

As required under Regulation 36(3) of the SEBI Listing Regulations 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings, other requisite information is annexed hereto and forms part of this Notice and marked as **Annexure-A**.

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

Except Mr. Sarfaraz Mallick and his relatives, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 1 as set out in this Notice.

ITEM NO. 2

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee has appointed Ms. Saloni Shrivastav (DIN: 07746707) as an Additional Director in the category of Non-Executive Independent Director on the Board for first term of five (5) years with effect from 6th January, 2024 and her office shall be not liable to retire by rotation, subject to approval of the Shareholders of the Company.

Further, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall ensure that the approval of Shareholders for appointment of a person on the Board of Directors has to be taken either at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with SEBI Listing Regulations 2015.

Ms. Saloni is eligible to be appointed as an Independent Director in terms of Section 149(6) and 164(2) of the Act. A declaration under Section 149(7) to this effect and the consent to act as Director, subject to appointment by the Members, has been received from Ms. Saloni. Further, she has also confirmed that she is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority.

The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

Brief Profile of Ms. Saloni Shrivastav

Ms. Saloni is business woman, running her own business for over a decade. Currently she runs 3 organizations. She is having rich management skills. By qualification, she is a Bachelor of Science from the Amity University having over 11 years' experience in the field of Project Management and also possess requisite skills, expertise and competencies in the business restructuring, capital market regulations, international taxation, regulatory matters and business leadership.

The Board considers that the association of Ms. Saloni would benefit the Company, given the knowledge, experience and performance of Ms. Saloni and accordingly, the Board recommends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members.

As required under Regulation 36(3) of the SEBI Listing Regulations 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings, other requisite information is annexed hereto and forms part of this Notice and marked as **Annexure-B**.

A copy of Appointment Letter of Ms. Saloni as Non-Executive Independent Director setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company.

Except Ms. Saloni and her relatives, none of the other Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

Accordingly, based on the recommendation of the NRC, the Board recommends the resolution as set out in item No. 2 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 3

The present Authorised Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crores Only) comprising of 45000000 (Four Crore and Fifty Lakhs Only) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on Saturday, 06th January, 2024, had accorded its approval for increasing the Authorised Share Capital **from** Rs. 45,00,00,000/- (Rupees Forty Five Crores Only) to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) comprising of 50000000 (Five Crores) equity shares of Rs.10/- (Rupees Ten Only) each, subject to shareholders' approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The existing clause V of the Memorandum of Association shall be substituted with the following:

"V. The Authorized Share Capital of the Company is Rs. 50,00,00,000 /- (Rupees Fifty Crore Only) divided into 50000000 (Five Crore Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares."

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during business hours.

None of the Directors of the Company or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an **Ordinary Resolution**.

ITEM NO. 4

In accordance with Sections 23, 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) 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 2015"), as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Equity Shares 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 AllotteePre-Preferential	% of shares held by the proposed AllotteePre-Preferential
1	Amit Bajaj HUF	Non-Promoter	0	0
2	Ram Kumar	Non-Promoter	0	0
3	Deepak Bajaj	Non-Promoter	0	0
4	Anju Bajaj	Non-Promoter	0	0
5	Dickey Alternative Investment	Non-Promoter	0	0

	Trust			
6	Vishal Rai Sarin	Non-Promoter	1250000	3.44
7	Asha Bhagwandas Shah	Non-Promoter	0	0
8	Miten B Shah	Non-Promoter	0	0
9	Ketan Bhagwandas Shah	Non-Promoter	0	0
10	Gaurav Kumar	Promoter	1896796	5.22
Total			3146796	8.66

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.
5. The Equity Shares will be issued in Dematerialised form.

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) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and in accordance with Regulation 163 under Part-III of Chapter V of SEBI ICDR Regulations are enumerated as under:

a) Objects of the Preferential Issue

The Company proposes to raise an amount aggregating up to INR 11,24,99,931/- (Indian Rupees Eleven Crore Twenty Four Lakh Ninety Nine Thousand Nine Hundred Thirty One 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) Total/Maximum number of securities to be issued

Up to 7894732 (Seventy Eight Lakh Ninety Four Thousand Seven Hundred Thirty Two Only) Equity Shares at a price of INR 14.25/- per share (including INR 4.25/- as Premium) ("Issue Price") per share aggregating up to INR 11,24,99,931/- (Indian Rupees Eleven Crore Twenty Four Lakh Ninety Nine Thousand Nine Hundred Thirty One 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) Price or Price Band at which the allotment is proposed and the 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, Rs. 14.25/- per share (including Rs. 4.25/- as premium) has been calculated in accordance with Regulation 164 of the SEBI ICDR Regulations by the Registered Valuer so appointed by the Company. The price at which the Equity Shares shall be issued should not be lower than the floor price i.e. Rs. 14.18/- per share calculated in accordance with Regulation 166A (1) of the SEBI ICDR Regulations by the Registered Valuer.

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

Aggregate amount up to INR 11,24,99,931/- (Indian Rupees Eleven Crore Twenty Four Lakh Ninety Nine Thousand Nine Hundred Thirty One Only) consisting of 7894732 (Seventy Eight Lakh Ninety Four Thousand Seven Hundred Thirty Two Only) Equity Shares of the face value of INR 10/- per Equity Share at an Issue price of INR 14.25/- per share (including INR 4.25/- as premium per share).

e) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share shall be Friday, January 05, 2024. The EGM is scheduled to be held on Monday, February 05, 2024 and for the purpose of the relevant date, the date 30 days prior to the date of EGM will be considered which falls on Saturday, January 06, 2024. In accordance with the explanation to Regulation 161(b) of SEBI ICDR Regulations, which states that where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. Hence, Friday, January 05, 2024, is considered as the Relevant Date.

f) 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.

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

The proposed allotment of 1754385 Equity Shares to Mr. Gaurav Kumar, being promoter and 175438 Equity Shares to Mr. Vishal Rai Sarin, being Whole Time Director of the Company is considered under the allotment to Promoters, Directors. Except Mr. Gaurav Kumar

and Mr. Vishal Rai Sarin no other Promoter/Director/Key Managerial Personnel intends to subscribe to any Equity Shares pursuant to the Preferential Issue.

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

As required under the SEBI ICDR Regulations, the 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.

i) 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

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	Post preferential share holding (%)
1	Amit Bajaj HUF	Non-Promoter	NA	Amit Bajaj (Karta)	0	350877	0.79
2	Ram Kumar	Non-Promoter	Ram Kumar	NA	0	210526	0.48
3	Deepak Bajaj	Non-Promoter	Deepak Bajaj	NA	0	561403	1.27
4	Anju Bajaj	Non-Promoter	Anju Bajaj	NA	0	280701	0.63
5	Dickey Alternative Investment Trust	Non-Promoter	NA	Gian Chand Narang	0	3508771	7.93
6	Vishal Rai Sarin	Non-Promoter	Vishal Rai Sarin	NA	1250000	1425438	3.22
7	Asha Bhagwandas Shah	Non-Promoter	Asha Bhagwandas Shah	NA	0	350877	0.79
8	Miten B Shah	Non-Promoter	Miten B Shah	NA	0	350877	0.79
9	Ketan Bhagwandas Shah	Non-Promoter	Ketan Bhagwandas Shah	NA	0	350877	0.79
10	Gaurav Kumar	Promoter	Gaurav Kumar	NA	1896796	3651181	8.25
Total					3146796	11041528	24.94

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

j) The name of the proposed allottees along with their percentage of post preferential issue capital that may be held by them 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

S.NO.	NAME OF ALLOTTEE	PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL
1	Amit Bajaj HUF	0.79
2	Ram Kumar	0.48
3	Deepak Bajaj	1.27
4	Anju Bajaj	0.63
5	Dickey Alternative Investment Trust	7.93
6	Vishal Rai Sarin	3.22
7	Asha Bhagwandas Shah	0.79
8	Miten B Shah	0.79
9	Ketan Bhagwandas Shah	0.79
10	Gaurav Kumar	8.25
Total		24.96

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

S.N	NAME OF PROPOSED ALLOTTEE	STATUS
1	Amit Bajaj HUF	Non-Promoter
2	Ram Kumar	Non-Promoter
3	Deepak Bajaj	Non-Promoter
4	Anju Bajaj	Non-Promoter
5	Dickey Alternative Investment Trust	Non-Promoter
6	Vishal Rai Sarin	Non-Promoter

7	Asha Bhagwandas Shah	Non-Promoter
8	Miten B Shah	Non-Promoter
9	Ketan Bhagwandas Shah	Non-Promoter
10	Gaurav Kumar	Promoter

l) 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

Number of Person	Type of Securities	Number of Securities	Price
21	Equity Shares	25649992	12
7	Warrants Convertible into Equity Shares	4999996	12

m) 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.

n) 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.

o) Undertakings

- i) The Issuer 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 has been declared as willful 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.

p) Practicing Company Secretary's Certificate

The certificate from Ms. Kavita, Practicing Company Secretary [Membership No.F9115, COP-10641] 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: www.regencyfincorp.com

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

The Board of Directors at its meeting held on 6th January, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 7894732 (Seventy Eight Lakh Ninety Four Thousand and Seven Hundred Thirty Two Only) fully paid up Equity Shares face value of INR 10/- (Indian Rupee Ten Only) each aggregating to INR 7,89,47,320/- (Indian Rupees Seven Crore Eighty Nine Lakh Forty Seven Thousand and Three Hundred Twenty Only) to the Promoters and Non- Promoter/ Public shareholders for cash consideration, by way of a preferential issue on a private placement basis.

r) Principal terms of assets charged as securities

Not applicable.

s) 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.

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 EGM, the Company has made preferential issue of 25649992 Equity Shares and 4999996 Warrants Convertible into Equity Shares at price of Rs. 12/- only .

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.

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. 4 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. 4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Gaurav Kumar, Managing Director and Mr. Vishal Rai Sarin, Whole Time Director of the Company, none of the other 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.4 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.5

At present, the Company is finding it hard to survive/repay the existing loans as per the current terms and thus the Board of Director were of considered view to get the terms of the existing Loan Agreement revised to include the terms of conversion of the Loan into Equity Share Capital of the Company. The Board of Directors of the Company ('the Board') at their meeting held on 06th January, 2024, considered and approved the Conversion of existing loans into Equity shares of the Company. Details of the entities whose loans agreements are considered to be revised in terms of the present resolution are as follows:

S.No.	Name of the Entity	Loan Amounts consented to be converted (Amount in RupeesUpto)
1.	Dhull Trading Private Limited	2,00,00,000
2.	Max-Bio Biosciences Private Limited	1,50,00,000
3.	Resimpex Real Estate Private Limited	7,14,00,000
4.	Regency Digitrade Investments Private Limited	46,67,000
	TOTAL	11,10,67,000

In terms of the provisions of Section 62(3) of the Companies Act 2013 such term needs to be approved by the members of the Company by way of Special resolution.

Except Mr. Gaurav Kumar, Managing Director, and Mr. Vishal Rai Sarin, Whole Time Director of the Company, None of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

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: 06th January, 2024
Place: Zirakpur, Punjab

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

Sd/-
Gaurav Kumar
Managing Director
DIN:06717452

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 DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT IS PROVIDED HEREIN BELOW

DETAILS OF MR. SARFARAZ MALLICK

Name of the Director	Mr. Sarfaraz Mallick
DIN	10255433
Date of Birth/Age	27-01-1983
Qualification(s)	Masters (M.B. A) from I.I.M
Nature of Expertise in specific functional areas	20 years of Experience in the field of Banking and Finance
Brief Resume	Mr. Sarfaraz Mallick is having 20 years of rich experience in the field of Banking and Finance. He has served as the Vice President in Kotak Mahindra Bank for more than 10 years. Currently he is serving at Credence Family Office Private Limited.
Terms & Conditions of appointment/ reappointment	He was appointed as Non-Executive Non-Independent Director whose office shall be liable to retire by rotation.
Remuneration last drawn (sitting fees and commission)	NIL
Remuneration proposed to be paid	On such terms & conditions as mutually agreed by the Board.
Date of First Appointment	31 st October, 2023
Shareholding: 1. In the Company 2. In the listed entity, including shareholding as a beneficial owner	Nil
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 23-24	2
Other Directorships, Membership/ Chairmanship of Committees of other Boards *	Director- VIMLA FUELS & METALS LIMITED
names of listed entities in which the person also holds the directorship and the membership of Committees of the board	N.A.
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.

*Note: Pursuant to Regulation 26 of the SEBI Listing Regulations, only two committees, viz. Audit Committee and Stakeholders' Relationship Committee has been considered.

ANNEXURE-B 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 DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT IS PROVIDED HEREIN BELOW

DETAILS OF MS. SALONI SHRIVASTAV

Name of the Director	Ms. Saloni Shrivastav
DIN	07746707
Date of Birth/Age	22/07/1992
Qualification(s)	Graduation (B.SC)
Nature of Expertise in specific functional areas	11 years' experience in the field of Project Management & Interior designing.
Brief Resume	Ms. Saloni is business woman, running her own business for over a decade. She is a Bachelor of Science from the Amity University having over 11 years' experience in the field of Project Management and also possess requisite skills, expertise and competencies.
Terms & Conditions of appointment/ reappointment	She is being appointed as Non-Executive Independent Director for a term of 5 years stating from 6 th January, 2024 and whose office shall not be liable to retire by rotation
Remuneration last drawn (sitting fees and commission)	NIL
Remuneration proposed to be paid	NIL
Date of First Appointment	06/01/2024
Shareholding: 1. In the Company 2. In the listed entity, including shareholding as a beneficial owner	Nil
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 23-24	N.A.
Other Directorships, Membership/ Chairmanship of Committees of other Boards *	Director- Shareholder - GOODBLUE (OPC) PRIVATE LIMITED Designated Partner- Designated Partner
names of listed entities in which the person also holds the directorship and the membership of Committees of the board	N.A.
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	She is having rich business management skills and possess relevant skill and knowledge

*Note: Pursuant to Regulation 26 of the SEBI Listing Regulations, only two committees, viz. Audit Committee and Stakeholders' Relationship Committee has been considered.

ANNEXURE C TO THE EXPLANATORY STATEMENT

**SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE (BEFORE DILUTION {WARRANTS
CONVERSION INTO EQUITY SHARES})**

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters & Promoter Group Share holding				
1	Indian				
A	Individual	26,69,358	7.35	44,23,743	10
B	Family Trust	0	0	0	0
C	Bodies corporate	57,50,000	15.82	57,50,000	13
	Sub-Total (A)(1)	84,19,358	23.17	1,01,73,743	23
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)}	84,19,358	23.17	1,01,73,743	23
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-institution				
A	Individuals				
	Directors and their relatives (excluding independent directors and nominee directors)	13,82,588	3.81	15,58,026	3.52
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	26,18,955	7.21	26,18,955	5.92
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	75,90,903	20.89	96,96,164	21.92
b.	NBFCs registered with RBI	0	0	0	0
c.	Any other (specify)				
	Bodies Corporate	1,62,96,830	44.85	1,62,96,830	36.85
	Non-Resident Indians	25,016	0.07	25,016	0.06
	Resident Indian HUF	0	0	3,50,877	0.79
	Trusts	0	0	35,08,771	7.93
	Clearing Member	2,070	0.01	2,070	0
	Sub- Total (B) (3)	2,79,16,362	76.83	3,40,56,709	77
	Total Public Shareholding (B)	2,79,16,362	76.83	3,40,56,709	77
	Total (A) +(B)	3,63,35,720	100	4,42,30,452	100
C	Shares held by Custodians for ADR and GDR	0	0	0	0
	Total (A) +(B)+ (C)	3,63,35,720	100	4,42,30,452	100

**SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE (AFTER DILUTION {WARRANTS
CONVERSION INTO EQUITY SHARES})**

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters & Promoter Group Share holding				
1	Indian				
A	Individual	35,02,691	8.47	52,57,076	10.68
B	Family Trust	0	0.00	0	0.00
C	Bodies corporate	57,50,000	13.91	57,50,000	11.68
	Sub-Total (A)(1)	92,52,691	22.38	1,10,07,076	22.36
2	Foreign				
a	Individual	0	0.00	0	0.00
b	Bodies corporate	0	0.00	0	0.00
	Sub-total (A)(2)	0	0.00	0	0.00
	Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)}	92,52,691	22.38	1,10,07,076	22.36
B	Non-Promoters/ Public Share Holding				
1	Institutional investors	0	0.00	0	0.00
	Sub-total (B)(1)	0	0.00	0	0.00
2	Central Government/ State Government	0	0.00	0	0.00
	Sub-total (B)(2)	0	0.00	0	0.00
3	Non-institution				
a	Individuals				
	Directors and their relatives (excluding independent directors and nominee directors)	13,82,588	3.34	15,58,026	3.16
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	26,18,955	6.34	26,18,955	5.32
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	1,17,57,566	28.44	1,38,62,827.00	28.16
b.	NBFCs registered with RBI	0	0.00	0	0.00
c.	Any other (specify)				
	Bodies Corporate	1,62,96,830	39.43	1,62,96,830	33.10
	Non-Resident Indians	25,016	0.06	25,016	0.05
	Resident Indian HUF	0	0.00	3,50,877	0.71
	Trusts	0	0.00	35,08,771	7.13
	Clearing Member	2,070	0.01	2,070	0.00
	Sub- Total (B) (3)	3,20,83,025	77.62	3,82,23,372	77.64
	Total Public Shareholding (B)	3,20,83,025	77.62	3,82,23,372	77.64
	Total (A) +(B)	4,13,35,716	100.00	4,92,30,448	100.00
C	Shares held by Custodians for ADR and GDR	0	0.00	0	0.00
	Total (A) +(B)+ (C)	4,13,35,716	100.00	4,92,30,448	100.00