



CIN: L67120PB1993PLC013169

Regency Fincorp Limited

(Formerly Known as: -Regency Investments Limited)

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Chandigarh-Ambala Highway, Zirakpur -140603

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Date: 03rd October, 2024

To
The Listing Department
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street Mumbai, Maharashtra - 400001

Sub: Outcome of Board Meeting held today i.e. 03rd October, 2024

Ref: Regency Fincorp Limited (Scrip Code: 540175)

Meeting Conclusion Time: 8:15 P.M.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we would like to inform you that the meeting of the Board of Directors of the Company was held today, i.e., Thursday, 03rd Day of October, 2024 commenced at 05:00 P.M. through Video Conferencing and concluded at 08:15 P.M. inter alia to consider and approve the following agenda items:

1. On recommendations received from the Nomination and Remuneration committee, the Board has appointed Mr. Ashish Kamra (DIN NO.: 10753632) as Additional Director (Executive) of the Company pursuant to the provisions of Section 161 and Section 149 of the Companies Act, 2013 subject to approval of shareholders at the ensuing General meeting of the Company.

The details of Mr. Ashish Kamra as required under Regulation 30 read with Clause 7 of Para A of Part A of Schedule III of SEBI Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 is also enclosed herewith and marked as **Annexure-I**.

2. On recommendations received from the Nomination and Remuneration committee, the Board has appointed Mr. Ashish Kamra (DIN NO.: 10753632) as Whole-Time Director of the Company on recommendation of nomination and remuneration committee in pursuance of Section 203 of Companies Act, 2013. His appointment is subject to the approval of Members at the ensuing General Meeting.

The details of Mr. Ashish Kamra as required under Regulation 30 read with Clause 7 of Para

A of Part A of Schedule III of SEBI Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 is also enclosed herewith and marked as **Annexure-II**.

3. Allotment of equity shares on conversion of 4166663 share warrants into 4166663 equity shares at an issue price of Rs. 12/- each (including a premium of Rs. 2/- each), to “Promoter” and “Non-Promoters/Public Category”, on preferential basis, upon receipt of balance amount aggregating to Rs. 3,75,00,000/- (Rupees Three Crores and Seventy-Five Lakhs only) from the allottees pursuant to the exercise of their rights of conversion into equity shares in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and list of allottees is enclosed as **Annexure-III**.

Pursuant to members approval dated 23rd June, 2023 these warrants were issued, in terms of SEBI (ICDR) Regulations, 2018 to “Promoters and Promoter Group” and Non-Promoters/Public Category, on preferential basis, at an Issue Price of Rs. 12/- per warrant on payment of 25% of the Issue Price, entitling the warrants holders to get their warrants converted into equal number of Equity Shares of the Company by paying remaining 75% within 18 months from the date of warrant allotment.

Consequently, the issued and paid-up capital of the Company stands increased to Rs 47,95,04,670/- (Rupees Forty-Seven Crore Ninety Five Lakhs Four Thousand Six Hundred Seventy Only) consisting of 47950467 (Four Crore Seventy Nine Lakh Fifty Thousand Four Hundred Sixty Seven) equity shares of Rs. 10/- (Rupees Ten Only) each. The new equity shares so allotted, shall rank pari-passu with the existing equity shares of the Company.

It is pertinent to note that 833333 (Eight Lakh Thirty Three Thousand Three Hundred Thirty Three) (out of the total warrants issued i.e, 4999996 {Forty Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Six}) are outstanding for conversion and the warrant holder is entitled to get their warrants converted into equal number of Equity Shares of the Company by paying remaining 75% within 18 months from the date of warrant allotment.

Disclosure under Regulation 30 of SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as **Annexure-IV**.

4. Issuance of 43960000 (Four Crore Thirty-Nine Lakh Sixty Thousand) Warrants Convertible into equivalent number of Equity Shares of face value of Rs 10/- each on preferential basis to Promoter Shareholder/Non-Promoters or Public category Investors in cash in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and subject to other applicable laws and the shareholders of the Company at the forthcoming Extra-Ordinary General Meeting.

The information in connection with the Preferential Issue pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-

PoD1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith and marked as **Annexure-V.**

5. The Board has approved Monday, 30th September, 2024 as the Relevant date in terms of proviso to Regulation 161 of Chapter V of SEBI Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of calculation of issue price with respect to proposed preferential issue of Warrants.
6. The Board considered and approved revision in the terms of Loans received by the Company for conversion of the said Loans into Equity Shares subject to approval of members of the Company at the ensuing Extra-Ordinary General Meeting.
7. The Board considered and approved Increase in Authorized share capital of the Company pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and in accordance with the Articles of Association of the Company from the existing Authorized share Capital of Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 50000000 (Five Crore) Equity shares of Rs.10/- each to Rs. 95,00,00,000/- (Rupees Ninety-Five Crore Only) divided into 95000000 (Nine Crore Fifty Lacs) Equity shares of Rs.10/- each and accordingly to amend Clause V of the Memorandum of Association of the Company subject to the approval of the shareholders of the Company in the forthcoming Extra-Ordinary General Meeting.

The information in connection with the Preferential Issue pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith and marked as **Annexure-VI.**

8. Appointment of Ms. Anuradha Malik, (M.No: A60626; CoP: 27205), Practicing Company Secretary as Scrutinizer for conducting Remote e-voting process;
9. The Notice of the Extra-Ordinary General Meeting scheduled to be held on Wednesday, 30th October, 2024 at 12:00 Noon. through Video Conferencing/Other Audio-Visual Means ("VC/OAVM"). The notice and other relevant documents shall be dispatched to shareholders in due course The Board has proposed to fix 4th October, 2024, as the Cut-Off date for the purpose of determining the name of shareholder(s) for the purpose of dispatch of Notice of Extra Ordinary General Meeting along with the details of E-voting to the shareholders.

The calendar of events are annexed herewith and marked as **Annexure-VII.**

10. The Board considered and approved amendments in Code of Fair Disclosure and Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015. Code of Practices of Fair Disclosure is uploaded on BSE separately.

This is for your kind information and record.

Thanking You

For Regency Fincorp Limited

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

ANNEXURE-I

Details with respect to Change in Director of the Company as required under Regulation 30 read with Clause 7 of Para A of Part A of Schedule III of SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023

S. NO.	PARTICULARS	DETAILS
1	Name of the Director	Mr. Ashish Kamra (DIN NO.: 10753632)
2	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment
4	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/ re-appointment;	Date of Appointment: 03 rd October, 2024 Terms of Appointment: Mr. Ashish Kamra has been appointed as Additional Director of the company. He has been appointed as Additional Director to hold office up to date of the ensuing general meeting in accordance with the provisions of Section 161(1) of Companies Act, 2013 and SEBI Listing Regulations.
5	Brief profile (in case of appointment);	He has experience in Financial services, with a focus on wholesale lending and partnerships aspects related to companies. Overall, He possess comprehensive expertise in Lending and Finance aspects, making them a valuable asset in managing the Operational affairs of companies.
6	Disclosure of relationships between directors (in case of appointment of a director).	No Relation

ANNEXURE-II

Details with respect to Change in Director of the Company as required under Regulation 30 read with Clause 7 of Para A of Part A of Schedule III of SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023

S. NO.	PARTICULARS	DETAILS
1	Name of the Director	Mr. Ashish Kamra (DIN NO.: 10753632)
2	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment
4	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/ re-appointment;	Date of Appointment: 03 rd October, 2024 Terms of Appointment: Mr. Ashish Kamra has been appointed as Whole-time Director of the company subject to approval of members of the Company.
5	Brief profile (in case of appointment);	He has experience in Financial services, with a focus on wholesale lending and partnerships aspects related to companies. Overall, He possess comprehensive expertise in Lending and Finance aspects, making them a valuable asset in managing the Operational affairs of companies.
6	Disclosure of relationships between directors (in case of appointment of a director).	No Relation

ANNEXURE-III**The names of the allottees of Equity Shares pursuant to conversion of warrants allotted on preferential basis to Non-Promoter/ Public Category**

S. NO.	Name of Allottees	No of warrants allotted	No. of warrants applied for conversion	No of equity shares allotted	Amount received being 75% of the issue price per warrant	No of warrants pending for conversion
1	Mr. Rajiv Vashisht	1666666	1666666	1666666	14999994	Nil
2	Ms. Sahara Sharma	416666	416666	416666	3749994	Nil
3	Ms. Ritu Jolly	416666	416666	416666	3749994	Nil
4	Mr. Rajat Vashisht	416666	416666	416666	3749994	Nil
5	Ms. Bhawna Kumari	416666	416666	416666	3749994	Nil
6	Ms. Neha Abrol	833333	833333	833333	7499997	Nil
TOTAL		4166663	4166663	4166663	37499967	

ANNEXURE-IV

- A. The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are as under:**

Category- Equity Shares pursuant to conversion of warrants

Particulars	Details of Securities Allotted					
Type of securities proposed to be issued	Equity Shares pursuant to conversion of warrants					
Type of issuance	Preferential Allotment					
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Allotment of 4166663 Equity Shares at an issue price of Rs. 12/- each (including a premium of Rs. 2/- each)					
Additional information in case of preferential issue:						
Name and number of the Investor(s)	As per the list Enclosed as Annexure-II above					
Post allotment of securities - outcome of the subscription,	Name of the Allottee(s)	Pre- Issue Equity holding		No. of Shares allotted upon conversion of warrant	Post issue Equity Holding after exercise of Warrants	
		No. of Shares	%		No. of shares	%
	Mr. Rajiv Vashisht	0	0	1666666	1666666	3.48
	Ms. Sahara Sharma	0	0	416666	416666	0.87
	Ms. Ritu Jolly	0	0	416666	416666	0.87
	Mr. Rajat Vashisht	0	0	416666	416666	0.87
	Ms. Bhawna Kumari	0	0	416666	416666	0.87
	Ms. Neha Abrol	1772562	4.05	833333	2605895	5.43
	issue price / allotted price (in case of convertibles),	Warrants had been allotted on August 18, 2023 carrying a right to subscribe to 1 Equity Share per warrant on receipt of amount. (being 25% of the issue price per warrant). Now, 41,66,663 Equity Shares have been allotted on receipt of balance amount. (being 75% of the issue price per warrant)				
In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Exercise of 41,66,663 warrants into 41,66,663 fully paid-up Equity Shares of Rs 10 each/-					

ANNEXURE-V
DETAILS REGARDING PREFERENTIAL ISSUE

A. Category- Warrants convertible into Equity Shares

Particulars	Details of Securities Allotted
Type of securities proposed to be issued	Warrants convertible into Equity Shares
Type of issuance	Preferential Issue
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to maximum of 43960000 (Four Crore Thirty-Nine Lakh Sixty Thousand)
Issue Price	Rs. 22/- per share (including Rs. 12/- as premium) calculated in accordance with Regulation 164 of the SEBI ICDR Regulations by the Registered Valuer
Additional information in case of preferential issue:	
Name and number of the Investor(s)	As per the list Enclosed below.
Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles)	The Issue Price of the warrants is Rs. 22/- including premium of Rs 12/- determined as per the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	<p>Each Warrant is convertible into One (1) equity share and the conversion can be exercised at any time within a period of 18 months from the date of allotment of warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable.</p> <p>Option for conversion of warrants shall be available upon payment of full price of warrant before such exercise of option.</p> <p>The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of equity shares or such other similar events or circumstances requiring adjustments.</p>

LIST OF PROPOSED ALLOTTEE

S.no.	Name	Category	Maximum No. of warrants to be Allotted
1	Vikas Gupta	NON PROMOTER	1,500,000
2	Richi bansal	NON PROMOTER	1,350,000
3	Anita Gupta	NON PROMOTER	1,000,000
4	JJ Consultants Pvt Ltd	NON PROMOTER	1,000,000
5	Rakesh Gupta	NON PROMOTER	1,000,000
6	Vikrant Gupta	NON PROMOTER	940,000
7	Arika Securities Private Limited	NON PROMOTER	900,000
8	Pardeep Garg	NON PROMOTER	900,000
9	Saket Aggarwal	NON PROMOTER	900,000
10	Vibhor Garg HUF	NON PROMOTER	900,000
11	Rahul Sharma	NON PROMOTER	600,000
12	Bhavya Nakra	NON PROMOTER	500,000
13	Punit Duggar	NON PROMOTER	500,000
14	Deepakk Goyel	NON PROMOTER	450,000
15	Deepanshi Goel	NON PROMOTER	450,000
16	GBD Enterprises Private Limited	NON PROMOTER	450,000
17	Kavneet Singh	NON PROMOTER	550,000
18	Prabha Vati	NON PROMOTER	450,000
19	Roshi Vaid	NON PROMOTER	450,000
20	Sheetal Impex Pvt Ltd	NON PROMOTER	450,000
21	Vivek Gupta	NON PROMOTER	450,000

22	Divyanshu Aggarwal	NON PROMOTER	400,000
23	Manish Garg	NON PROMOTER	400,000
24	Rakesh Singhal	NON PROMOTER	400,000
25	Vipin Aggarwal	NON PROMOTER	400,000
26	Divyansh Gupta	NON PROMOTER	340,000
27	Vikram bansal	NON PROMOTER	340,000
28	Abhinav Bansal	NON PROMOTER	225,000
29	Akshat Batra	NON PROMOTER	225,000
30	Amit Mittal	NON PROMOTER	225,000
31	Anoop Garg HUF	NON PROMOTER	225,000
32	Deepali Vivek Gupta	NON PROMOTER	225,000
33	Gaurav Bhadana	NON PROMOTER	225,000
34	Karuna Singla	NON PROMOTER	225,000
35	Manav Khanna	NON PROMOTER	225,000
36	Neha Aggarwal	NON PROMOTER	225,000
37	Payal Jain	NON PROMOTER	225,000
38	Puneet Aggarwal	NON PROMOTER	225,000
39	Rajendra Kumar	NON PROMOTER	225,000
40	Rakesh Chaturvedi	NON PROMOTER	225,000
41	Richa Gupta	NON PROMOTER	225,000
42	Rohan Gogari	NON PROMOTER	225,000
43	Sakshi Kohli	NON PROMOTER	225,000
44	Sandhiya Garg	NON PROMOTER	225,000
45	Sanjay Aggarwal	NON PROMOTER	225,000
46	Sanjeev Gupta	NON PROMOTER	225,000

47	Saurabh Arora	NON PROMOTER	225,000
48	Saurabh Goel	NON PROMOTER	225,000
49	Shannon Advisors Pvt Ltd	NON PROMOTER	225,000
50	Sheetal yogesh Gupta	NON PROMOTER	225,000
51	Shivek Gupta	NON PROMOTER	225,000
52	Shree Ram Advisors	NON PROMOTER	225,000
53	Anju Gupta	NON PROMOTER	200,000
54	Bhavna Gupta	NON PROMOTER	200,000
55	Chhaya Rani	NON PROMOTER	300,000
56	Meenakshi Gupta	NON PROMOTER	200,000
57	Rachna Kohli	NON PROMOTER	200,000
58	Rajeev Kohli	NON PROMOTER	200,000
59	Rajender Prashad Gupta	NON PROMOTER	200,000
60	Gaurav Gupta	NON PROMOTER	150,000
61	Ankit Jain	NON PROMOTER	125,000
62	Mahesh Agarwal	NON PROMOTER	125,000
63	Manoj Gupta	NON PROMOTER	125,000
64	S & S Financial Services	NON PROMOTER	125,000
65	Sumit Bhutani	NON PROMOTER	125,000
66	Farhad Yasmin	NON PROMOTER	115,000
67	Krati Bansal	NON PROMOTER	115,000
68	Akhil Jalan HUF	NON PROMOTER	113,000
69	Gouri Shankar Jalan HUF	NON PROMOTER	113,000
70	Kamal Kumar Jalan HUF	NON PROMOTER	113,000
71	Mehta Bhavik Vishanraj	NON PROMOTER	113,000

72	Nikhil Jalan HUF	NON PROMOTER	113,000
73	Deipakk Bawa and Sons	NON PROMOTER	100,000
74	Nidhi Chopra	NON PROMOTER	100,000
75	Renu Jain	NON PROMOTER	50,000
76	R N Estate & Properties Pvt Ltd	NON PROMOTER	45,000
77	Kirandeep Kaurr	NON PROMOTER	227,273
78	ATHARVA PROFESSIONAL CONSULTANTS LLP	NON PROMOTER	450,000
79	Ria Raheja	NON PROMOTER	1,136,364.00
80	STUTI RAHEJA	NON PROMOTER	1,136,364.00
81	Alok Kumar Agarwal	NON PROMOTER	50,000.00
82	Anju Bajaj	NON PROMOTER	227,273.00
83	Amit Bajaj	NON PROMOTER	227,273.00
84	Deepak Bajaj	NON PROMOTER	227,272.00
85	Yash Aggarwal	NON PROMOTER	220,000.00
86	Bhawna Arora	NON PROMOTER	200,000.00
87	Kavita Bansal	NON PROMOTER	200,000.00
88	Amit Gupta	NON PROMOTER	180,000.00
89	Rakesh Kumar	NON PROMOTER	340,909.00
90	AMANDEEP SINGH	NON PROMOTER	36,364.00
91	Sarfaraz Mallick	NON PROMOTER	227,273.00
92	Abhineet Sapra	NON PROMOTER	113,636.00
93	Radha Spara	NON PROMOTER	113,636.00
94	Manju Aggarwal	NON PROMOTER	340,909.00
95	Shivani Aggarwal	NON PROMOTER	340,909.00
96	Shreya Verma	NON PROMOTER	340,909.00

97	Shubham Aggarwal	NON PROMOTER	100,000.00
98	Maha Lakshmi	NON PROMOTER	450,000.00
99	PKS SHARE BROKERS PRIVATE LIMITED	NON PROMOTER	100,000.00
100	SRI PROFESSIONALS PRIVATE LIMITED	NON PROMOTER	450,000.00
101	ESR CORPORATE CONSULTANTS LLP	NON PROMOTER	100,000.00
102	DJPS VENTURES LLP	NON PROMOTER	100,000.00
103	KAJAL UMESH JAISWAL	NON PROMOTER	100,000.00
104	SUGAR BUNCH VENTURES LLP	NON PROMOTER	100,000.00
105	ZOHI VENTURES LLP	NON PROMOTER	100,000.00
106	BALRAM BANSAL	NON PROMOTER	100,000.00
107	Sanchi Garg	NON PROMOTER	22,727.00
108	RAGHUNATH AGARWAL	NON PROMOTER	100,000.00
109	Himanshu Jain	NON PROMOTER	45,455.00
110	Jagdeep Aggarwal	NON PROMOTER	45,455.00
111	ASHOK KUMAR GARG HUF	NON PROMOTER	100,000.00
112	PRATEEK GUPTA	NON PROMOTER	113,636.00
113	Jaya Gupta	NON PROMOTER	113,636.00
114	ANIL KUMAR GUPTA	NON PROMOTER	100,000.00
115	SACHIN JAIN	NON PROMOTER	300,000.00
116	SANTOSH RANI	NON PROMOTER	100,000.00
117	PRATIMA SHAIENDRA MISHRA	NON PROMOTER	100,000.00
118	SURESH CHAND SHARMA	NON PROMOTER	100,000.00
119	SACHIN DHARI	NON PROMOTER	100,000.00
120	Ayush AGARWAL	NON PROMOTER	100,000.00
121	SATHVIK INTERNATIONAL	NON PROMOTER	100,000.00

122	Varun Aggarwal	NON PROMOTER	150,000.00
123	Neha Abrol	PROMOTER	1,818,181.00
124	ANNAYA MANAGEMENT CONSULTANCY PRIVATE LIMITED	PROMOTER	1,818,182.00
125	NATURES HEAVENS INDIA PRIVATE LTD	PROMOTER	1,818,182.00
126	REGENCY DIGITRADE INVESTMENTS PRIVATE LIMITED	PROMOTER	1,818,182.00
		TOTAL	43,960,000

ANNEXURE-VI

A brief detail of the proposed altered clause of Memorandum of Association is as follows:

“The Board in its meeting has considered and approved the alteration in Clause V of the Memorandum of Association of the Company by increasing the authorized share capital of the company by Rs. 45,00,00,000 (Forty-Five Crore). The details have been set out as under:

“The Authorized Share Capital of the Company is Rs. 95,00,00,000/- (Rupees Ninety Five Crore Only) divided into 95000000 (Nine Crore Fifty Lacs) Equity shares of Rs.10/- each.”

The above alteration is subject to the approval of the members in the ensuing Extra-Ordinary General Meeting of the Company.

ANNEXURE-VII

Calendar of Events

Sr. No.	Events	Dates
1.	Date of BENPOS for sending of notice	Friday, 27 th September, 2024
2.	Date of completion of dispatch of notice with balance sheet	Latest by Wednesday, 09 th October, 2024
3.	Cut of date for E-Voting	Wednesday, 23 rd October, 2024
4.	Voting Start Date & time	Sunday, 27 th October, 2024 (9:00 A.M.)
5.	Voting End Date & time	Tuesday, 29 th October, 2024 (5:00 P.M.)
6.	Date & time of EoGM	Wednesday, 30 th October, 2024 at 12:00 P.M.
7.	Date of declaration of EoGM results	Latest by Friday, 01 st November, 2024
8.	Scrutinizer's name	Ms. Anuradha Malik (M.No: A60626; CoP: 27205)