



CIN: L67120PB1993PLC013169

Regency Fincorp Limited

(Formerly Known as: -Regency Investments Limited)

Corp. & Regd. Office :Unit No.57-58, 4th Floor, Sushma Infinium,
Chandigarh-Ambala Highway, Zirakpur -140603

Contact No.: +91 77175 93645 Web.: www.regencyfincorp.com
E-mail : regencyinvestmentsltd@gmail.com

14th May, 2024

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

SUB: ANNUAL REPORT FOR FINANCIAL YEAR 2023-24

Ref: Regency Fincorp Limited (Scrip Code: 540175)

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Annual Report for the 31st Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 4th June, 2024 at 12:30 P.M. through video conferencing (“VC”)/ Other Audio/Visual Means (“OAVM”) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India from time to time.

The Annual Report for the financial year ended on 31st March 2024 is also available on Company’s website www.regencyfincorp.com

You are requested to take the above information on record.

Yours faithfully,

FOR REGENCY FINCORP LIMITED

GAURAV KUMAR
MANAGING DIRECTOR
DIN: 06717452

₹ Regency

Fincorp



31st ANNUAL REPORT 2024

REGENCY FINCORP LIMITED

regencyinvestmentsltd@gmail.com
www.regencyfincorp.com
Ph: +91 1762-424697

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

Message from the Managing Director

Dear Shareholders,



I, Gaurav Kumar, Managing Director, heartily welcome you all, having joined Regency Fincorp Limited family with your participation. It is my desire and wish that this association of ours, will strengthen our hands in to reach glorious heights.

The Indian economy had begun to recover since the second half of FY 2023-24. Thus, FY 2023-24 began with an expectation that we would soon see GDP surpass the pre-pandemic level.

The Monetary Policy Committee (MPC) announced on 5th February 2024 that the repo rate keep unchanged at 6.5%.

Over the past year, our Company has navigated through turbulent waters, facing unprecedented challenges brought forth by global events. Yet, in the face of adversity, we have remained steadfast in our commitment to our mission and vision. Through resilience, creativity, and sheer determination, we have not only weathered the storm but emerged stronger than ever before. Our success is a testament to the dedication and hard work of each and every member of our team. From the office floor to the boardroom, it is the collective effort of our talented workforce that drives our company forward. Together, we have achieved significant milestones, expanded our market presence, and delivered value to our shareholders. We have continued to entrench our presence in the existing states and expanded further beyond exploring new territories. We are opening 2 branches in the state of Rajasthan and Uttar Pradesh during FY 2024-25 and also exploring opportunities in other cities.

As we look to the future, we recognize that the road ahead may be fraught with uncertainties. However, we are confident in our ability to navigate through these challenges and seize opportunities for growth and innovation. By fostering a culture of collaboration, agility, and continuous improvement, we will stay ahead of the curve and remain at the forefront of our industry.

In closing, I want to express my gratitude to each of you for your unwavering support and trust in our company. Your confidence inspires us to push the boundaries of what is possible and strive for excellence in everything we do. Together, let us embark on this journey with renewed vigor and determination, knowing that the best is yet to come.

Yours sincerely,
Gaurav Kumar
Managing Director

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31st ANNUAL GENERAL MEETING

Tuesday, 04th June, 2024 at 12.30 P.M.

Through Video Conferencing/Other Audio Visual Means (OAVM)

1. CORPORATE INFORMATION

Board of Directors and Key Managerial Personnel:

Name	Designation	Date of Appointment
Mr. Gaurav Kumar (DIN: 06717452)	Managing Director	13 th September, 2017
Mr. Vishal Rai Sarin (DIN: 08758350)	Whole-Time Director	5 th September, 2020
Mr. Sarfaraz Mallick (DIN: 10255433)	Non-Executive Non-Independent Director	31 st October, 2023
Mr. Kamal Kumar (DIN: 03050458)	Non-Executive Independent Director	10 th October, 2022
Mr. Sunil Jindal (DIN: 02909819)	Non-Executive Independent Director	19 th March, 2021
Ms. Saloni Shrivastav (DIN: 07746707)	Non-Executive Independent Director	6 th January, 2024
Ms. Dolly Setia (DIN: 10501076)	Non-Executive Independent Director (Additional)	28 th February, 2024
Ms. Nancy Sharma (PAN: HUVPS1597E)	Chief Financial Officer	10 th October, 2022

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

1. AUDIT COMMITTEE:

Name of Director	Nature of Directorship	Status in Committee
Mr. Kamal Kumar	Non-Executive Independent Director	Chairman
Mr. Sunil Jindal	Non-Executive Independent Director	Member
Mr. Gaurav Kumar	Executive Director	Member

2. NOMINATION AND REMUNERATION COMMITTEE

Name of Director	Nature of Directorship	Status in Committee
Mr. Sunil Jindal	Non-Executive Independent Director	Chairman
Ms. Saloni Shrivastav	Non-Executive Independent Director	Member

Mr. Kamal Kumar	Non-Executive Independent Director	Member
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3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Name of Director	Nature of Directorship	Status in Committee
Mr. Sunil Jindal	Non-Executive Independent Director	Chairman
Ms. Dolly Setia	Non-Executive Independent Director	Member
Mr. Gaurav Kumar	Executive Director	Member

STATUTORY AUDITORS:

M/s. Sunil K Sharma & Associates.
Chartered Accountants
SCO 28 Top Floor, Sector 41 D Chandigarh
Email: casunilsharma3@gmail.com

SECRETARIAL AUDITOR:

Ms. Anuradha Malik (M.No. A60626:CoP: 27205)
Practicing Company Secretary
Email: csanuradhamalik@gmail.com

INTERNAL AUDITOR:

Ms. Kangan Dhamija
Company Secretary and Compliance Officer
Resigned w.e.f. 9th May 2024

BANKER TO THE COMPANY:

HDFC BANK LIMITED
Plot No. 28 Industrial Area
Phase1, Chandigarh - 160002

REGISTERED OFFICE:

Unit No. 57-58, 4th Floor, Sushma Infinium,
Chandigarh Ambala Highway Zirakpur
Mohali, Punjab 140603
Phone: +91 1762-424697
Email: regencyinvestmentsltd@gmail.com
Website: www.regencyfincorp.com

CORPORATE IDENTITY NUMBER:

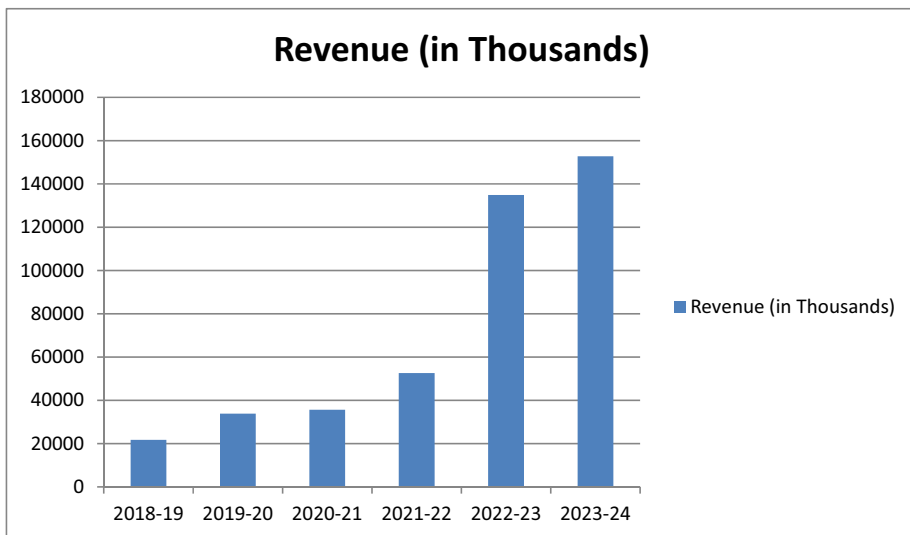
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REGISTRAR & SHARE TRANSFER AGENT:

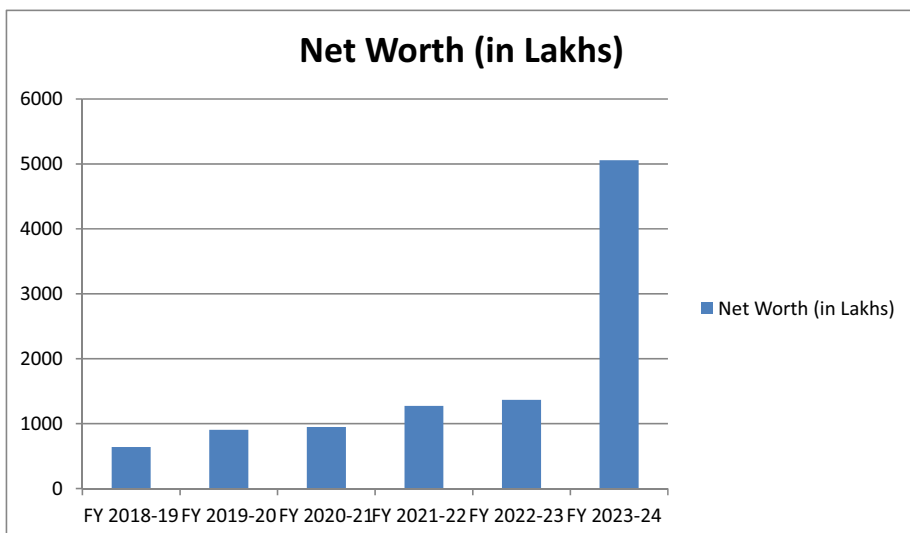
MAS Services Ltd.
T/34, 2nd Floor, Okhla Industrial Area, Phase II,
New Delhi-110020,
Tel.: 011 - 26387281 / 82 / 83
Email: info@masserv.com

2. PERFORMANCE HIGHLIGHTS

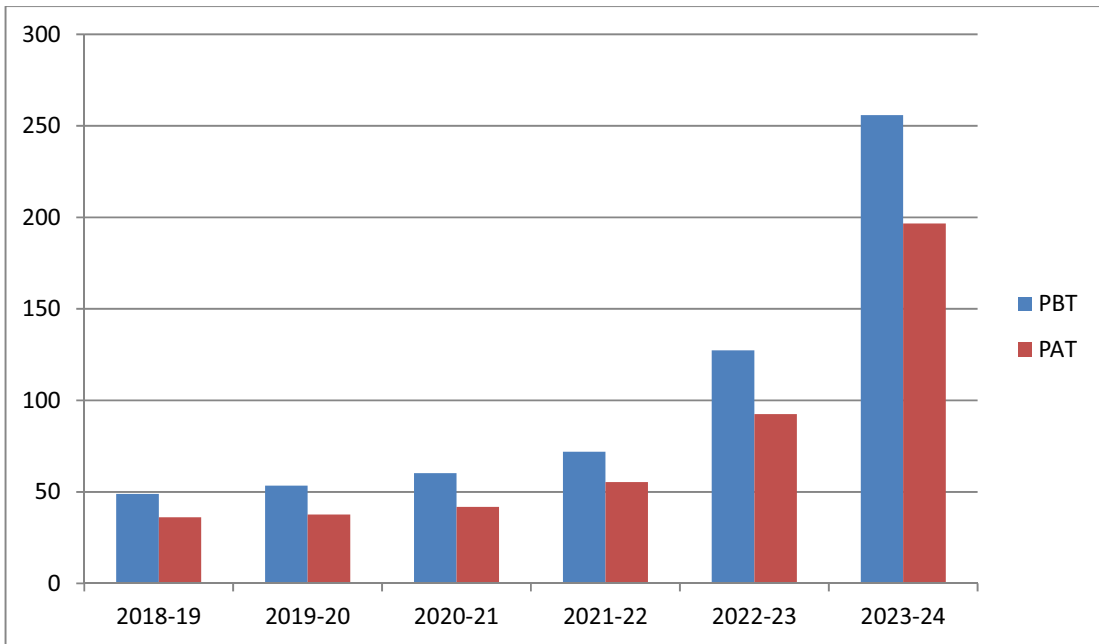
REVENUE: (Rs. in Thousands)



NET WORTH: (Rs. in Lakhs)



PROFIT BEFORE TAX AND PROFIT AFTER TAX (Rs. in Lakhs)



NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING (“AGM”) OF THE SHAREHOLDERS OF REGENCY FINCORP LIMITED WILL BE HELD ON TUESDAY, THE 4TH DAY OF JUNE, 2024, AT 12:30 P.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31ST March, 2024 together with the Reports of the Board of Directors and Auditors thereon**

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

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company including the Balance Sheet as at 31st March, 2024, the Statement of Profit & Loss, the Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.”

- 2. To appoint a Director in place of Mr. Gaurav Kumar (DIN: 06717452) who retires by rotation and being eligible, offers himself for re-appointment**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made there under, Mr. Gaurav Kumar, Director (DIN: 06717452) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.”

- 3. Appointment of the Statutory Auditors**

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. K N S G & Co. LLP, Chartered Accountants, New Delhi (Firm Reg No. 025315N/N500106), be and are hereby appointed as the Statutory Auditors of the Company for the consecutive term of five years, from the conclusion of this 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. To increase the remuneration paid to Mr. Gaurav Kumar (DIN:06717452), Managing 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 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of members of the Company, be and is hereby accorded to increase the remuneration payable to Mr. Gaurav Kumar (DIN: 06717452), Managing Director of the Company, for the financial year 2024-25 as per the details set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter /modify/amend and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Gaurav Kumar (DIN: 06717452), which does not exceed the limits specified under Section 197 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors 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.”

5. To Ratify the Appointment of Mr. Vishal Rai Sarin (DIN: 08758350) as Whole Time Director

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

“RESOLVED THAT pursuant to section 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V including inter alia Part I proviso to Clause (c) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), appointment of Mr. Vishal Rai Sarin (DIN: 08758350), be and is hereby approved and ratified as Whole Time Director of the company for a period of 5 Years effective from 10th October, 2022 to 9th October, 2027 on such terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of appointment of Mr. Vishal Rai Sarin during the tenure of his appointment including remuneration and/or perquisites payable or to be provided (including any monetary value thereof) to him to the extent the Board of Directors deem fit.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Whole Time Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or the remuneration as may be approved by the Board of Directors and/or shareholders of the Company from time to time shall be paid as minimum remuneration.

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.”

6. To increase the remuneration paid to Mr. Vishal Rai Sarin (DIN:08758350), Whole-Time 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 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of members of the Company, be and is hereby accorded to increase the remuneration payable to Mr. Vishal Rai Sarin (DIN:08758350), Whole-Time Director of the Company, as per the details set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Vishal Rai Sarin (DIN:08758350), which does not exceeds the limits specified under Section 197 to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

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.”

7. To appoint Ms. Dolly Setia (DIN:10501076) 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. Dolly Setia (DIN: 10501076) 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 28th February, 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 28th February, 2024 to 27th February, 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.”

8. To consider and approve the revision in the borrowing limits of the Company

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to revise the borrowing limits of the Company from any Bank and/or other Financial Institution and/ or Foreign Lender and/or any body corporate / entity/ entities/ Directors of the Company and/or authority/ authorities , either in Rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by Board from existing maximum amount of Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) to an aggregate amount not exceeding Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only), notwithstanding that the money so borrowed by the Company, if any (apart from temporary loans) is obtained from the Company' Banker in ordinary course of business may exceed the aggregate of the paid up capital and free reserves of the Company.

RESOLVED FURTHER THAT in supersession of all earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Directors to pledge,

mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any moveable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for due payment of the principal and/or together with interest, charges, cost expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by assets of the Company does not exceed a sum of Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only).

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

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71, 102, 114 and other applicable provisions of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, including amendment(s), modification(s), variation(s) or reenactment(s) thereto and other applicable guidelines as well as provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to issue Secured / Unsecured and/or Listed/Unlisted Redeemable Non-Convertible Debentures (in any combination thereof) for an aggregate value of upto INR 200,00,00,000/- (Indian Rupees Two Hundred Crore Only) on private placement basis in such form, manner, in one or more tranches, within such period, and upon such terms and conditions as may be decided by the Board of Directors of the Company or Committee thereof (hereinafter referred to as “the Board”), in its absolute discretion as may deem fit and proper.

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

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

RESOLVED FURTHER THAT in addition to the foregoing, Mr. Gaurav Kumar, Managing Director and Mr. Vishal Rai Sarin, Whole Time Director of the Company be and are hereby severally authorized, to take necessary steps in this regard including but not limited to sign, issue and file Private Placement Offer Letter or any other document(s), with the Regulatory Authorities for and on behalf of the Company.”

10. To Offer and Issue Equity Shares on preferential basis to Promoter and Non-Promoters/Public Category Shareholders

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

“**RESOLVED THAT** pursuant to the provisions of Sections 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 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 6553350 (Sixty Five Lakh Fifty Three Thousand Three Hundred Fifty) equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 20/- (Indian Rupees Twenty Only) including a premium of INR 10/- (Indian Rupees Ten 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 and consideration other than 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:

S.No.	Name of Proposed Allottees	Address	No. of Equity Shares to be Allotted
1.	Max-Bio Biosciences Private Limited	SCF 1013, FIRST FLOOR, CABIN NO.4, MOTOR MARKET, MANIMAJRA, CHANDIGARH, Chandigarh, India, 160101	750000
2.	Resimpex Real Estate Private Limited	FLAT NO. 7C, MIG -1, SUKHDEV ENCLAVE, HAMBRAN ROAD, Ludhiana, LUDHIANA, Punjab, India, 141001	3570000
3.	Regency Digitrade Investments Private Limited	605, Suncity Business Tower Golf Course Road, Sector54, Gurgaon, Gurgaon, Haryana, India, 122001	233350
4.	Neha Abrol	Flat No. C -503, Mona Green, Opposite Dominos Pizza, VIP Road, Zirakpur, Punjab - 140603	2000000
	Total		6553350

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations the “Relevant Date” for the preferential issue for the determination of issue price of equity share shall be Friday, May 3, 2024. The Annual General Meeting (“AGM”) will be held on Tuesday, June 04, 2024 and the 30 days prior to the date of AGM falls on Sunday, May 05, 2024 to reckon the “Relevant Date”. In accordance with the explanation to Regulation 161(b) of 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, May 03, 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 terms of issue of the Subscriptions Shares, subject to the provisions of the Act and 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 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”.

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: 10th May, 2024
Place: New Delhi

By Order of the Board
Regency Fincorp Limited

Sd/-
Gaurav Kumar
Managing Director
DIN: 06717452

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information pursuant to provisions of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 3 is annexed to this notice. Further, the information and facts as specified in the Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings” issued by The Institute of Company Secretaries of India for Item No. 2 and 7 have been given in the respective explanatory statement.
2. The present AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 12, 2022 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as 'the Circulars'). Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), Members will not be able to appoint proxies for this meeting. Further, Attendance Slip and Route Map are not being annexed to this Notice.
3. Corporate Members are requested to send a certified copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the AGM, pursuant to Section 113 of the Act, through e-mail at regencyinvestmentsltd@gmail.com.
4. The Register of Members and the Share Transfer Book of the Company shall remain closed from Saturday, 1st June, 2024 to Tuesday, 4th June, 2024 (both days inclusive).
5. Details under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Auditor's appointment is annexed herewith the Notice and marked as **ANNEXURE-A.**
6. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 i.e. Secretarial Standards on General Meetings in respect of the Director seeking appointment/reappointment at the Meeting is annexed to the Notice as **ANNEXURE-B.**

7. Pursuant to In-Principle Approval dated 14th February, 2024 the relevant details as required to be mentioned in this AGM Notice is annexed herewith and marked as **ANNEXURE-C.**
8. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts 2023-24 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.regencyfincorp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.regencyfincorp.com for download.
9. 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.
10. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 12, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed Instruction for attending AGM through VC/ OAVM is annexed to the Notice as **ANNEXURE-D.**
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 12, 2022, the Company is providing facility of remote e-voting (facility to cast vote prior to the

AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL. The detailed instruction for remote E-Voting & E-Voting at AGM is annexed to the Notice as **ANNEXURE-D.**

12. Ms. Anuradha Malik, Practicing Company Secretary [Membership No. A60626, COP 27205) has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.
13. The remote E-voting period commences on Saturday, 1st June, 2024[9:00 A.M.] and ends on Monday, 3rd June, 2024 [5:00 P.M.] During this period, Members holding shares either in physical form or demat form, as on Tuesday 28th May, 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.
14. 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.
15. The Results of voting will be declared within 2 working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.regencyfincorp.com and on the website of NSDL i.e., www.evoting.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.

16. REQUEST TO MEMBERS

- (i) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically. For Physical shareholders-please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTAemail id.
- (ii) Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.
- (iii) Members holding shares in dematerialized form are requested to register / update their e-mail addresses & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (iv) Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. MAS Services Limited T/34, 2nd Floor, Okhla Industrial Area. Phase II, New Delhi-110020, about the changes, if any, in their registered address along with Pin Code, quoting their Folio number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company or by sending email the same at info@masserv.com
- (v) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar, for consolidation into a single folio.

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

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 evoting@nsdl.com.

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

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

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: 10th May, 2024

Place: New Delhi

“ANNEXURE-A TO THE NOTICE”

DETAILS PURSUANT TO REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015-FOR PROPOSING THE APPOINTMENT OF STATUTORY AUDITORS

S.N	PARTICULARS	DETAILS
1	Name of Firm	K N S G & Co. LLP
2	Constitution of Firm	Partnership
3	Year of establishment	2012
4	ICAI Registration Number	025315N/N500106
5	RBI Empanelment No. (UCN)	1003549
6	Head Office Registered Address	193-194, Second Floor, Pocket – 4, Sector -25, Rohini, New Delhi – 110085
7	Branch office	1. WZ-32, Second floor, Raja Garden, New Delhi – 110015 2. MCB-Z-1/07037, Adj. R.O. Opp. Quila Gate, Bhatinda, Punjab 3. 51 Sukharia Hospital Center, Sriganganagar-335001, Rajasthan
8	Work Experience (bases of recommendation for appointment)	Provide services to diversified sector which includes Industrial Market, Consumer Market, Financial Services sector, NGOs and others.
9	Proposed Fees to be paid	Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only). There is a minor increment in the fee of the incoming auditor as the outgoing auditor was receiving the fee of Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand only), hence there is no material change in the fee payable to new auditor from that paid to the outgoing auditor.
	Terms of Appointment	Consecutive 5 (Five) Financial Years

“ANNEXURE B TO THE NOTICE”

DISCLOSURE PURSUANT TO THE REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI'), INFORMATION IN RESPECT OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE AGM, IS PROVIDED HEREIN BELOW:

Name of Director	Mr. Gaurav Kumar	Ms. Dolly Setia
Age	46 Years	41 Years
Date of birth	04 th December, 1977	05 th October, 1982
Brief Resume and nature of expertise in functional areas	Mr. Gaurav Kumar, an Indian Habitat has completed his Bachelors in Business Administration and is engaged in business of stock broking, mutual funds investments and assistance, Insurance sector etc.	Dolly Setia is an experienced HR professional with over 8 years of expertise in various HR functions, including recruitment and selection, employee lifecycle management, and employee services and relations. She possesses a keen entrepreneurial approach, collaborative communication skills, and a commitment to fostering synergy across business lines for positive change. Dolly has successfully managed and trained teams across different functions, including Sales, IT, R&D, Material Management, F&A, and Production.
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	NIL	NIL
Terms and conditions of appointment or re-appointment	On such terms & conditions as mutually agreed by the Board.	On such terms & conditions as mutually agreed by the Board.
The remuneration last drawn	Rs. 12,00,000/- p.a.	Nil
The number of Meetings of the Board attended during the year	18	1
No. of Directorships held in other listed Companies	NIL	NIL
Memberships / Chairmanships of Committees of other listed Companies	NIL	NIL
Number of shares held in the Company	1897394	NIL
Skills, Capabilities required for the role	His experience in the field of Mutual Fund Investments and assistance has helped the organisation in achieving great milestones.	Her intensive experience in recruitment services can help the organization in recruiting efficient employees for business growth
Shareholding of Non-Executive Director	N.A.	N.A.

“ANNEXURE: C TO THE NOTICE”

Pursuant to Second proviso to Regulation 166A(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the In-Principle Approval granted by BSE Limited on 14th February, 2024 for preferential issue of 7894732 Equity Shares at Rs. 14.25/- each to Promoter/Non-Promoter Category, the link for the Valuation Report was inadvertently skipped to be mention in notice of the extra ordinary general meeting dated 6th January,2024.

BSE Limited via its In-Principle Approval Letter has advised the company to incorporate the said weblink in the notice of the ensuing general meeting of the company. Complying with those directions, we hereby attach the weblink for the valuation report issued by Mr. Manish Manwani (IBBI/RV/03/2021/14113) is: <https://regencyfincorp.com/images/investor/investor1707305529247.pdf>

“ANNEXURE: D TO THE NOTICE”

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM 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 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 AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015

(as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://regencyfincorp.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and 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.

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

The remote e-voting period begins on Saturday 1st June, 2024 at 09:00 A.M. and ends on Monday, 3rd June, 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. Tuesday, 28th May, 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 Tuesday, 28th May, 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

Type of shareholders	Login Method
	<p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager 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 shareholder 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 THE AGM ARE AS UNDER: -

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at 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., Tuesday, 28th May, 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 AGM but have queries may send their queries in advance latest by Tuesday, 28th May, 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 TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

Based on the recommendation of Nomination and Remuneration Committee and by virtue of approval of the Board of Directors in their meeting held on 10th May, 2024, it is being proposed by the Board of Directors to increase the remuneration payable to Mr. Gaurav Kumar as Managing Director of the Company w.e.f April 1, 2024 from Rs.1,00,000/- (Rupees One Lakh Only) to Rs. 3,00,000/- (Rupees Three Lakh Only).

The said remuneration falls within the prescribed limits of Section 197 read with Schedule V of Companies Act, 2013 as per the net profit calculated in accordance with Section 198 of Companies Act, 2013.

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

Accordingly, the Board recommends the resolution set forth in Item No. 4 relating to approve and increase in the limit of managerial remuneration payable to Mr. Gaurav Kumar, Managing Director, by way of Special Resolution.

Except Mr. Gaurav Kumar and his relatives, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO.5

Mr. Vishal Rai Sarin (DIN 08758350) has served as the Director and CFO of the Company since 5th September, 2020. The Board of Directors, at their meeting held on 5th September, 2020 appointed Mr. Vishal Rai Sarin as Director and CFO of the company.. Mr. Vishal Rai Sarin stepped down from the position of Chief Financial Officer and was thereafter appointed as Whole Time Director of the Company w.e.f. 10th October, 2022 subject to the approval of shareholders. Mr. Vishal Rai Sarin has huge contribution in the success of the Company over the years and

therefore, the approval of members is sought for ratification of appointment of Mr. Vishal Rai Sarin as Whole Time Director of the Company as made by the Board.

Except Mr. Vishal Rai Sarin and his relatives, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO.6

The Board in its meeting held on 10th May, 2024 (after receiving the recommendation and approval from nomination and remuneration committee) has approved the remuneration payable to Mr. Vishal Rai Sarin, Whole Time Director of the Company for the financial year 2024-25 amounting to Rs. 1,50,000/- p.m. (Rupees One Lakh Fifty Thousand Only).

The said remuneration falls within the prescribed limits of Section 197 read with Schedule V of Companies Act, 2013 as per the net profit calculated in accordance with Section 198 of Companies Act, 2013.

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

Accordingly, the Board recommends the resolution set forth in Item No. 6 relating to approve and increase in the limit of managerial remuneration payable to Mr. Vishal Rai Sarin, Whole-time Director, by way of Special Resolution.

Except Mr. Vishal Rai Sarin, Whole Time Director and his relatives, no other Director(s) or Key Managerial Personnel(s) of the company are financially or otherwise interested in the said resolution.

ITEM NO.7

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee has appointed Ms. Dolly Setia (DIN: 10501076) as an Additional Director in the category of Non-Executive Independent Director on the Board with effect from 28th February, 2024 till the conclusion of the ensuing general meeting of the company Further, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing 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. Dolly is eligible to be appointed as an Independent Director in terms of Section 149(6) and 164(2) of the Companies Act, 2013. A declaration under Section 149(7) to this effect and the consent to act as Director, has been received from Ms. Dolly. 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 and has passed Proficiency Test for becoming Independent Director, conducted by the Indian Institute of Corporate Affairs (IICA). 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. Ms. Dolly Setia's terms of appointment shall not be liable to retire by rotation.

Brief Profile of Ms. Dolly Setia

Ms. Dolly Setia is an experienced HR professional with over 8 years of expertise in various HR functions, including recruitment and selection, employee lifecycle management, and employee services and relations. She possesses a keen entrepreneurial approach, collaborative communication skills, and a commitment to fostering synergy across business lines for positive change. Dolly has successfully managed and trained teams across different functions, including Sales, IT, R&D, Material Management, F&A, and Production.

The Board considers that the association of Ms. Dolly would benefit the Company, given the knowledge, experience and performance of Ms. Dolly and accordingly, the Board recommends the Special Resolution set out in Item No. 7 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-A**.

A copy of Appointment Letter of Ms. Dolly 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. Dolly 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. 7 of the accompanying Notice.

Accordingly, based on the recommendation of the NRC, the Board recommends the resolution as set out in item No. 7 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 8

Keeping in view the Company' existing and future financial requirements to support its business operations, the Company may need the additional funds. For this purpose, the Company may from time to time raise finance from various Banks and/ or Financial Institutions and/ or any other lending institution and/ or Bodies Corporate and/ or Directors of the Company or such other persons/ individuals, as may be considered fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company' Bankers in ordinary course of business may exceed the aggregate of the paid up capital and free reserves of the Company. Hence it is proposed to revise the existing maximum borrowing limits from upto Rs. 200,00,00,000/- (Rupees Two Hundred Crores) to upto Rs. 400,00,00,000/- (Rupees Four Hundred Crores).

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

Further Section 180(1) (a) of the Companies Act 2013, provides for power to sell or otherwise dispose of the whole or substantially whole of the undertaking of the Company subject to approval of members of the Company in the general meeting, upto a limit of Rs. 400,00,00,000/- (Rupees Four Hundred Crores)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice except to the extent of their shareholding in the Company. The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

ITEM NO.9

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

Being an NBFC, the Company mobilize funds for its ongoing operations, by issue of Secured Listed Non-Convertible Debentures and/or Secured Unlisted Non-Convertible Debentures and/or Unsecured Listed Non-Convertible Debentures and/or Unsecured Unlisted Non-Convertible Debentures on a private placement basis. Pursuant to this, approval of the Members is requested for a Special Resolution for making offer(s) or invitation(s) for the issue of the above mentioned Non-Convertible Debentures ("NCD") upto an amount of INR 200,00,00,000/- (Indian Rupees Two Hundred Crore Only) in single or multiple tranches on a private placement basis during FY 2024-25.

Also, it is requested to authorize the Board of Directors of the Company (including any Committee of the Board) to issue NCDs or debt instruments from time to time. The Board of Directors of the Company recommend the resolution for approval of the Members. None of the Directors, Key Managerial Personnel of the Company nor their relatives are in any way concerned or interested in the said resolution.

ITEM NO.10

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

It may be noted that;

1. All Existing equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. The shareholding of the Proposed Allottees in the Company is as follows:

S.No.	Name of the Proposed Allottee	Category	No. of equity shares held by the Proposed Allottee	% of shares held by the proposed Allottee
1.	Max-Bio Biosciences Private Limited	Non-Promoter	4166666	10.90
2.	Resimpex Real Estate Private Limited	Non-Promoter	NIL	NIL
3.	Regency Digitrade Investments Private Limited	Promoter	2125000	5.56
4.	Mrs. Neha Abrol	Promoter	772562	2.02
	TOTAL		7064228	18.48

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 shall 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) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

a) Objects of the Preferential Issue

Pursuant to Loan Agreement and the Approval accorded by the Company from its Members, the Company proposes to issue 4553350 (Forty Five Lakh Fifty Three Thousand Three Hundred Fifty) Equity Shares to the allottees in order to convert its loan

into equity and to raise funds by issuing 2000000 (Twenty Lakh Only) Equity shares for cash consideration for meeting the working capital requirement.

b) Total/ Maximum number of securities to be issued

6553350 (Sixty Five Lakh Fifty Three Thousand Three Hundred Fifty) Equity Shares at a price of Rs. 20/- per share (including Rs.10/- as Premium) ("**Issue Price**") per share aggregating up to Rs. 13,10,67,000/- (Rupees Thirteen Crore Ten Lakh Sixty-Seven Thousand 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. 20/- (Rupees Twenty Only) per share (including Rs. 10/- (Rupees Ten Only) as securities 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. 17.04/- (Rupees Seventeen and Four Paise) per share calculated in accordance with Regulation 166A (1) of the SEBI ICDR Regulations by the Registered Valuer. The valuation report as received from the registered valuer is also available on the website of the company i.e, <https://regencyfincorp.com/investor/notices>

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

Consideration other than Cash: Pursuant to the conversion of loan into equity which has been approved by members in the Extra - Ordinary General Meeting held on 5th February 2024.

The loan amounts bifurcation of the proposed allottees and the number of shares to be allotted to them are as follows

S.N	NAME OF PROPOSED ALLOTTEE	LOAN AMOUNT (TO CONVERTED)	BE	NUMBER OF SHARES TO BE ALLOTTED
1	Max-Bio Biosciences Private Limited	Rs. 1,50,00,000		750000
2	Resimpex Real Estate Private Limited	Rs. 7,14,00,000		3570000
3	Regency Digitrade Investments Private Limited	Rs. 46,67,000		233350
	TOTAL	Rs. 9,10,67,000		4553350

Cash Consideration: Rs. 4,00,00,000/- (Rupees Four Crore Only) will be the cash consideration in respect of the preferential allotment.

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 is Friday, 3rd May, 2024.

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 Promoter Shareholder and Non-Promoters/Public Investors 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 2000000 (Twenty Lakh) Equity shares on preferential basis to Mrs. Neha Abrol, and 233350 (Two Lakh Thirty Three Thousand Three Hundred Fifty) Equity Shares on preferential basis to Regency Digitrade Investments Private Limited (Mr. Gaurav Kumar being the Ultimate Beneficial Owner of the company), being the Promoters are the proposed allottee, is considered under the allotment to Promoters, Directors. Except Mrs. Neha Abrol and Mr. Gaurav Kumar, no other Promoter/Director/Key

Managerial Personnel intends to subscribe to 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 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	Pore Preferential Shareholding (%)	Post-Preferential shareholding	Post Preferential Shareholding (%)
1.	Max-Bio Biosciences Private Limited	Non Promoter	-	ABHISHEK KUMAR	4166666	10.90	4916666	1.67
2	Resimpex Real Estate Private Limited	Non Promoter	-	SOUMYA KANTA PADHI	Nil	NIL	3570000	7.97
3.	Regency Digitrade Investments Private Limited	Promoter	-	GAURAV KUMAR	2125000	5.56	2358350	0.52
4.	Mrs. Neha Abrol	Promoter	N.A.	N.A.	772562	2.02	2772562	4.47
TOTAL					7064228	18.48	6553350	14.63

* 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

Pursuance to the allotment of equity shares, the aforementioned investors will exercise 5% or more of the voting rights in the company, however the same will not result in change in control of the Company consequent to the completion of the Preferential Issue. The percentage of post preferential issue capital that will be held by the Proposed Allottees shall be 14.63%.

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

S. No.	Name of the Proposed Allottee	Current Status/Category	Proposed Status/Category
1	Max-Bio Biosciences Private Limited	Non-Promoter	Non-Promoter
2	Resimpex Real Estate Private Limited	Non-Promoter	Non-Promoter
3	Regency Digitrade Investments Private Limited	Promoter	Promoter
4	Mrs. Neha Abrol	Promoter	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

Not allotment is made on preferential basis to any person during the FY 24-25

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

Valuation: The Valuation of the shares has been done through Mr. Manish Manwani (IBBI Registration number. IBBI /RV/03/2021/141113 using the in accordance with Regulation 164 and 166A of SEBI ICDR Regulations.

Justification: Pursuant to the conversion of loan into equity which has been approved by members in the Extra - Ordinary General Meeting held on 5th February 2004.

The valuation report as defined above is uploaded on the website of the company and can be assessible through <https://regencyfincorp.com/investor/notices>

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-1** to this Explanatory Statement.

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. Anuradha Malik, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements contained in the Regulation 163(2) of SEBI ICDR Regulations and the said certificate 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: <https://regencyfincorp.com/investor/notices>

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

The Board of Directors at its meeting held on Friday 10th May, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 6553350 (Sixty Five Lakh Fifty Three Thousand Three Hundred Fifty) fully paid up Equity Shares face value of INR 10/- (Indian Rupees Ten Only) each aggregating to INR 13,10,67,000/- (Thirteen Crore Ten Lakh Sixty Seven Thousand Only) to Promoter Shareholder and Non- Promoter/ Public investors for cash consideration and consideration other than cash, 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, 2024 until the date of Notice of this AGM, the Company has not made any issue of equity shares.
- ii) Since the Equity Shares of the Company are listed on the Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations. **The Valuation Report has been obtained from Mr. Manish Manwani, Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113) dated 6th May, 2024** in accordance with provisions of Regulation 166A of SEBI ICDR Regulations. The Valuation Report is uploaded on the website of the Company and is accessible at: <https://regencyfincorp.com/investor/notices>
- iii) The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer is applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration and consideration other than cash.
- 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 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 Promoter Shareholder and Non-Promoters/Public Investors is being sought by way of a **Special Resolution** as set out in the said item no. 10 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. 10 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Gaurav Kumar, Managing Director, and Mrs Neha Abrol, relatives of Mr. Gaurav Kumar, 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. 10 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.

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

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

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: 10th May, 2024

Place: New Delhi

“ANNEXURE 1 TO THE EXPLANATORY STATEMENT”

**SHAREHOLDING PATTERN
PRE AND POST ISSUE
(PROMOTER AND PUBLIC HOLDING CONSIDERED AS ON BENPOS DATE I:E, 03RD MAY, 2024)**

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	3034833	7.94	5034833	11.24
b	Family Trust	0			
c	Bodies corporate	5755000	15.05	5988350	13.37
	Sub-Total (A)(1)	8789833	22.99	11023183	24.61
2	Foreign				
a	Individual	0		0	
b	Bodies corporate	0		0	
	Sub-total (A)(2)	0		0	
	Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)}	8789833	22.99	11023183	24.61
B	Non-Promoters/ Public Share Holding				
1	Institutional investors				
	Sub-total (B)(1)				
2	Central Government/ State Government				
	Sub-total (B)(2)				
3	Non-institution				
a	Individuals				
	Directors and their relatives (excluding independent directors and nominee directors)	1522938	3.98	1522938	0.03
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	3208068	8.39	3208068	7.16
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	7326505	19.16	7326505	16.36
b.	NBFCs registered with RBI				
c.	Any other (specify)				
	Bodies Corporate	16582227	43.37	20902227	46.67
	Non-Resident Indians	26958	0.07	26958	0.06
	Resident Indian HUF	760415	1.99	760415	1.70
	Trusts				
	Clearing Member	13510	0.04	13,510	0.03
	Sub- Total (B) (3)				
	Total Public Shareholding (B)	29440621	77.01	33760621	75.39
	Total (A) +(B)				
C	Shares held by Custodians for ADR and GDR				
	Total (A) +(B)+ (C)	38230454	100.00	44783804	100.00

DIRECTORS' REPORT

**The Members,
Regency Fincorp Limited**

Your Directors present hereunder the 31st Annual Report on the Business and operations of the Company along with audited statement of accounts of your Company for the Financial Year ended 31st March, 2024. The financial results are summarized as under:

1. FINANCIAL PERFORMANCE OF THE COMPANY

<u>Particulars</u>	<u>(Amt. in Lacs.)</u>	
	<u>2023-24</u>	<u>2022-23</u>
Revenue from Operations	1527.51	1349.00
Other Income	45.77	3.19
Less: Expenditure	335.34	245.40
Earnings before interest, tax, depreciation and amortization (EBITDA)	1237.95	1106.79
Less: Finance Cost	897.32	938.49
Depreciation	84.76	40.92
Extra Ordinary Items		
Profit Before Tax	255.86	127.37
Less: Provision For Taxation		
-Current Tax	66.52	33.12
-Deferred Tax Liability	(7.36)	1.76
Profit After Tax	196.69	92.49

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

The Key highlights pertaining to the business of the company for the year 2023-24 and period subsequent there to have been given hereunder:

Your directors are pleased to report that for the year under review, your Company has been able to achieve a net turnover of Rs. 1573.28 Lacs in the year 2023-24 as compared to Rs. 1352.19 Lacs in the previous year. The Company has earned a net profit of Rs. 196.69 Lacs as compared to Rs. 92.49 Lacs in the previous year.

The Directors trust that shareholders will find the performance of the company for the financial year 2023-24 to be satisfactory. The Earning per share (EPS) of the company is Rs. 0.51 per share (Basic) and Diluted EPS is Rs. 0.51 per share.

3. CHANGE IN THE NATURE OF THE BUSINESS

During the year, there is no change in the nature of the business of the Company.

4. PUBLIC DEPOSITS

During the financial year 2023-24 the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 and Non-Banking Financial Companies - Acceptance of Public Deposits (Reserve Bank) Directions, 2016, updated as on 10th October, 2023.

5. BORROWINGS

The Company had also availed financial facilities from Banks/Financial Institution/Directors and promoters during the financial year.

6. FUTURE OUTLOOK:

Your Company is very well positioned to take advantage of ever-increasing demand for the personal loans, business loans, education loans, loan against property, residential & commercial loan. So, in this way, your Directors are hopeful to achieve better results in the coming years.

Further the company has started digital platform for granting loan facility to eligible borrowers which are in progress till date of report. So that the Company can maintain quality and many other benefits from various angle.

7. **APPROPRIATIONS:**

➤ **DIVIDEND:**

In order to conserve the reserves, the management of the Company does not propose to declare any dividend for the financial year ended 31st March 2024.

➤ **TRANSFER TO RESERVE:**

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

Transfer to reserve fund Under Section 45-IC (1) of Reserve Bank of India Act, 1934, Non-Banking Financial Companies (NBFCs) are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. Accordingly, the Company has transferred a sum of Rs. 39.56 Lacs to its Statutory reserve fund.

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

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

9. **LISTING:**

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

10. **DEMATERIALIZATION OF SHARES**

The securities of the Company are admitted with NSDL and CDSL. The ISIN allotted to the Company is INE964R01013.

11. CAPITAL STRUCTURE

The Authorized Share Capital as at 31st March, 2024 stood at ₹ 50,00,00,000/- (Rupees Fifty Crore only) divided into 50000000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten Only) each and the paid-up Equity Share Capital as at March 31, 2024 stood at ₹ 38,23,04,540/- (Rupees Thirty Eight Crores Twenty Three Lakhs Four Thousand Five Hundred Forty Only) divided into 38230454 (Three Crore Eighty Two Lakh Thirty Thousand Four Hundred Fifty Four) equity shares of Rs. 10/- (Rupees Ten Only) each.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the financial year 2023-24 following changes were made in the directorship of the Company:

1. Mr. Jenish Pankajkumar Shah (DIN: 07986786) resigned from the post of Independent Director of the Company w.e.f. 26th October, 2023.
2. Mr. Sarfaraz Mallick (DIN: 10255433) was appointed as Additional Non-Executive Non-Independent Director of the Company w.e.f. 31st October, 2023. Further he was regularized as Non-Executive Director of the company in the Extra Ordinary General Meeting held on 5th February, 2024.
3. Ms. Sahara Sharma (DIN: 07682859) resigned from the post of Whole Time Director of the Company w.e.f. 06th January, 2024.
4. Ms. Saloni Shrivastav (DIN: 07746707), was appointed as an Additional Director in the category of Non-Executive Independent Woman Director of the Company w.e.f. 6th January, 2024.

Further, she was regularized from Additional Director to Independent Director in the Extra Ordinary General Meeting of the Company held on 5th February, 2024.

5. Mr. Gurinder Singh Sandhu (DIN: 02507381) resigned from the post of Independent Director of the Company w.e.f. 27th February, 2024.

6. Ms. Dolly Setia (DIN: 10501076) was appointed as an Additional Director in the category of Non-Executive Independent Women Director of the Company w.e.f. 28th February, 2024 and her appointment shall be proposed for regularization in the ensuing meeting of the Members of the Company.

13. CHANGES IN THE KEY MANAGERIAL PERSONNEL(S) DURING THE YEAR

The Following changes were made in the Key Managerial Personnel of the Company during the Financial Year ended 31st March, 2024:

- Ms. Reena Bhaskar (Mem No. A67200) was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 29th September, 2023 and subsequently she has resigned from the position of Company Secretary and Compliance Officer of the Company w.e.f. 25th October, 2023.
- Ms. Priyanka Choudhary (Mem No. A59061) was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 18th December, 2023 and subsequently she has resigned from the position of Company Secretary and Compliance Officer of the Company w.e.f. 22nd December, 2023.
- Ms. Kangan Dhamija (Mem No. A30672) was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 28th February, 2024 and subsequently she has resigned from the position of Company Secretary and Compliance Officer w.e.f. 9th May, 2024

14. DISCLOSURE OF MEETINGS OF BOARD OF DIRECTORS

The board met 18 (Eighteen) times during 2023-24. The details of the same are as follows:

S. No.	Date of Meeting	Total Number of directors associated as on the date of meeting	Number of directors attended	% of attendance
1	3 rd May, 2023	7	7	100
2	24 th May, 2023	7	7	100
3	14 th June, 2023	7	7	100
4	28 th June, 2023	7	7	100
5	8 th July, 2023	7	7	100
6	12 th August, 2023	7	7	100
7	18 th August, 2023	7	7	100
8	23 rd August, 2023	7	7	100
9	11 th September, 2023	7	7	100
10	29 th September, 2023	7	7	100
11	26 th October, 2023	6	6	100
12	31 st October, 2023	6	6	100
13	7 th November, 2023	7	7	100
14	18 th December, 2023	7	7	100
15	6 th January, 2024	6	6	100
16	12 th February, 2024	7	7	100
17	28 th February, 2024	6	6	100
18	14 th March, 2024	7	7	100

15. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS

A. AUDIT COMMITTEE:

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

Presently, the Audit Committee comprises of the following members:

Name of Director	Nature of Directorship	Status in Committee
Mr. Kamal Kumar	Non-Executive Independent Director	Chairman
Mr. Sunil Jindal	Non-Executive Independent Director	Member
Mr. Gaurav Kumar	Executive Director	Member

The audit committee met 10 (Ten) times during the year 2023-24. The meeting of the Audit Committee as on during the year 2023-2024 are as follows:

S. No.	Date of Meeting	Total Number of Members entitled to attend Audit Committee meeting	Number of directors Attended	% of attendance
1.	3 rd May, 2023	3	3	100
2.	18 th May, 2023	3	3	100
3.	24 th May, 2023	3	3	100
4.	12 th August, 2023	3	3	100
5.	29 th September, 2023	3	3	100
6.	7 th November, 2023	3	3	100
7.	18 th December, 2023	3	3	100
8.	02 nd January, 2024	3	3	100
9.	12 th February, 2024	3	3	100
10.	28 th February, 2024	3	3	100

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

B. NOMINATION AND REMUNERATION COMMITTEE:

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

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

Name of Director	Nature of Directorship	Status in Committee
Mr.Sunil Jindal	Non-Executive Independent Director	Chairman
Ms. Saloni Shrivastav	Non-Executive Independent Director	Member
Mr. Kamal Kumar	Non-Executive Independent Director	Member

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

S. No.	Date of Meeting	Total Number of Members entitled to attend NRC meeting	Number of directors Attended	% of attendance
1	24 th May, 2023	3	3	100
2	29 th September, 2023	3	3	100
3	31 st October, 2023	3	3	100
4	18 th December, 2023	3	3	100
5	6 th January, 2024	3	3	100
6	28 th February, 2024	3	3	100

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

C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

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

Name of Director	Nature of Directorship	Status in Committee
Mr. Sunil Jindal	Non-Executive Independent Director	Chairman
Ms.Dolly Setia	Non-Executive Independent Director	Member
Mr. Gaurav Kumar	Executive Director	Member

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

The Stakeholder's Relationship Committee met Five (5) times during the year. The details of the same are as follows:

S. No.	Date of Meeting	Total Number of Members entitled to attend SRC meeting	Number of directors Attended	% of attendance
1.	3 rd May, 2023	3	3	100
2.	28 th June, 2023	3	3	100
3.	08 th July, 2023	3	3	100
4.	31 st October, 2023	3	3	100
5.	09 th January, 2024	3	3	100

Details of Investor's grievances/ Complaints:

4 (Four) Investor complaint were received and:

- 3 (Three) complaints were withdrawn by the complainant during the quarter ended on 31st March, 2024.
- 1 (One) compliant was resolved during the quarter ended on 31st March, 2024.

The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2024 are NIL.

There were no pending requests for share transfer/dematerialization of shares as of 31st March 2024.

15. MEETING OF INDEPENDENT DIRECTORS:

The independent directors of company met 1 (One) time during the year on Saturday, 30th March, 2024 where all the independent directors were present under the requirement of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. DECLARATION BY INDEPENDENT DIRECTORS:

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

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

17. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

A policy on familiarization program for independent directors has also been adopted by the Company. All new Independent Directors inducted to the Board are presented with an overview of the Company's business operations, products, organization structures and about the Board Constitutions and its procedures.

Framework for Familiarization Programme for the Independent Directors and the details of Familiarization Programme imparted to Independent Directors are made available on the website of the Company <https://regencyincorp.com/images/investor/investor1676894370174.pdf>

18. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

1. That In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the directors had prepared the annual accounts on a going concern basis.
5. That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. That the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

19. PREVENTION OF SEXUAL HARASSMENT POLICY

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

20. AUDITORS

a. **Statutory Auditors:**

M/s. Sunil K Sharma & Associates, Chartered Accountants, Chandigarh (Firm Reg. No. 029335N) were appointed on 28th September, 2019 as Statutory Auditors of the Company for a term of 5 years to hold the office from the conclusion of 26th Annual General Meeting till 31st Annual General Meeting of the Company to be held in the year 2024.

There are no qualifications made by M/s. Sunil K Sharma & Associates, Chartered Accountants, the Statutory Auditors of the Company, in their report.

Further, the auditor in its audit report has not reported any fraud under Section 143(12) of Companies Act, 2013.

Further, the term of the said auditor is expiring in the ensuing Annual General Meeting and On the recommendation of Audit Committee and subject to the approval of Members the Board in its meeting held on 10th May, 2024 has recommended and approved the appointment of M/s K N S G & Co. LLP, Chartered Accountants, New Delhi (Firm Reg. No. 025315N/N500106) to hold the office from the conclusion of the ensuing Annual General Meeting of the Company till 36th Annual General Meeting of the Company.

b. **Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Act, the Board has appointed Ms. Anuradha Mallik (M.No: A60626 and CoP: 27205), Practicing Company Secretary as Secretarial Auditor of the Company for the financial year 2023-24 to undertake secretarial audit of the Company.

The company has received the Secretarial Audit Report in the prescribed Form MR-3 and the same is marked with this report as **ANNEXURE- I**. However, there are certain observations and the same are mentioned in the Secretarial Audit, which are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

c. **Internal Auditor:**

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

- a. Ms. Reena Bhaskar was appointed as Internal Auditor w.e.f 29th September, 2023 and resigned w.ef. 25th October, 2023.
- b. Ms. Priyanka Chaudhary was appointed as Internal Auditor w.e.f 18th December, 2023 and resigned w.e.f 22nd December, 2023
- c. Ms. Kangan Dhamija was appointed as Internal Auditor w.e.f 28th February, 2024 and ceased to be w.e.f 9th May, 2024.

Subsequently to her cessation, no Internal Auditor is currently present in the company.

d. Cost Auditors:

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

21. SECRETARIAL STANDARDS

Your Company complies with the Secretarial Standard on Meetings of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) whenever it has applicable.

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

22. EVALUATION OF BOARD'S PERFORMANCE

In compliance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured mechanism was prepared after taking into consideration inputs received from the

Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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

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

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

24. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company as on 31st March, 2024. Hence, "Form AOC-1" is not applicable.

25. CLASSES OF SHARES

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

26. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

The Internal Audit monitors and evaluates the efficiency and adequacy of internal control

systems in the company. It's compliances with operating systems, accounting procedure and policies at all locations of the Company.

27. INTERNAL FINANCIAL CONTROLS:

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

28. RISK MANAGEMENT:

Risk Management is the systematic process of understanding, measuring, controlling and communicating organization's risk exposures while achieving its objectives. Risk Management is an important business aspect in the current economic environment and its objective is to identify, monitor and take mitigation measures on a timely basis in respect of the events that may pose risks for the business. The Company's risk management strategy is to identify, assess and mitigate any significant risks. We have established processes and guidelines, along with a strong overview and monitoring framework at the Board and Senior Management levels.

29. RELATED PARTIES TRANSACTIONS:

There were no any materially significant related parties' transaction with promoters and directors which were in conflict with the interest of the Company attracting the provision of Section 188 of the Companies Act, 2013 during the financial year. Thus, disclosure in Form AOC-2 is not required.

The related party transactions in accordance to Indian Accounting Standards forms the part of the Financial Statements, annexed to this Annual Report.

30. EXTRACT OF ANNUAL RETURN:

The details of Annual return is available on the website of the company at the website of the Company <https://www.regencyfincorp.com>

31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

Details on loans or investments are mentioned in Notes to Financial statements of this Annual Report. (Refer Note. 03 for Loans and Note 4 for investments given in the attached Financial Statements for the Financial year 2023-24). The Company has neither provided any security nor given any guarantee on behalf of a third party.

32. CORPORATE GOVERNANCE:

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

33. PARTICULARS OF EMPLOYEES:

No employee of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence no information as required under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this report.

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

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

During the year under review, there were no complaints pending as on the beginning of the financial year and no new complaints were filed during the financial year under review.

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

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

36. MANAGEMENT DISCUSSION AND ANALYSIS:

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

37. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

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

38. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

39. SUMS DUE TO MICRO, SMALL & MEDIUM ENTERPRISES:

No amount for payment towards principal and interest was pending towards Micro, Small & Medium Enterprises as on 31st March, 2024.

40. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of

the Company has established vigil mechanism/Whistle Blower Policy for Directors and employees of the Company to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and ethics Policy. The said mechanism also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

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

41. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. As on 31st March, 2024, the Board of Directors and the designated employees have confirmed compliance with the code.

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

42. CODE OF CONDUCT:

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

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

43. MANAGING DIRECTOR & CFO CERTIFICATION:

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

44. INDUSTRIAL RELATIONS:

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

45. GENERAL DISCLOSURES:

During the Financial Year 2023-24, after receiving all the Statutory and Regulatory Approval, the following Preferential Issues were made:

- a) The Board of Directors of the Company in its Meeting held on 18th August, 2023, allotted 25649992 Equity Shares and 4999996 Convertible Warrants.
- b) The Board of Directors of the Company in its Meeting held on 28th February, 2024 allotted of 1894734 Equity Shares on preferential basis.

Further, apart from the aforesaid issues there were no material transactions held during the financial year under review.

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

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

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

No CIRP process has been initiated against the Company during the Financial year 2023-24 under IBC Code, 2016.

ACKNOWLEDGEMENTS:

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

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

Place: New Delhi

Date: 10th May 2024

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

**Sd/-
Vishal Rai Sarin
Whole-Time Director
DIN: 08758350**

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

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

To
The Members,
Regency Fincorp Limited
Unit No. 57-58, 4thFloor, Sushma Infinium Chandigarh
Ambala Highway, Zirakpur Mohali, Punjab-140603

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Regency Fincorp Limited, a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Unit No. 57-58, 4thFloor, Sushma Infinium Chandigarh Ambala Highway, Zirakpur Mohali, Punjab-140603 (hereinafter referred to as the '**Company**') for the period commencing from 1st April, 2023 till 31st March, 2024 (hereinafter referred to as the '**Audit Period**'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinions thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and available on MCA portal and also the information provided by the Company, its officers, agents and authorised representatives by way of Management Representation during the conduct of Secretarial Audit 2023-24, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; (to the extent applicable)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable on the Company during the Audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); (to the extent applicable)
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (to the extent applicable)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Shares Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable on the Company during the Audit period)
 - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable on the Company during the Audit period)

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;(Not applicable on the Company during the Audit period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and (Not applicable on the Company during the Audit period)
 - (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; (to the extent applicable)
- (vi) Reserve Bank of India Act, 1934.

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

- (i) The mandatory Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board Meetings and General Meetings.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. The Company has not filed Form CHG-1 for the availing of loan for 27th December 2023 from Aditya Birla Finance.
2. Ms. Saloni Shrivastav was appointed as additional and independent director as on 6th January, 2024 and as per the instructions contained in para 44 of Section II of RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated October 19, 2023, the company was required to inform the Reserve Bank of India about the appointment not later than one month of occurrence of appointment. The company had filed the same belatedly to the RBI vide e-mail dated 11th April, 2024.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act.

All meetings of the Board of Directors and Committees Meetings were called with adequate notice/ shorter notice, agenda and detailed notes on agenda were sent along with the notice/ such later date in compliance with the provisions of the law, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that during the audit period the Company has had no specific events/actions that have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except there was a complaint made against the listed entity with SEBI and the Company had received queries from SEBI/ Stock Exchange/ SCORES and the same have been has duly replied.

Anuradha Malik
Practicing Company Secretary

Membership No.: 60626
CP: 27205
UDIN: A060626F000346648
Place: Sonipat
Dated: 10th May 2024

Note: This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

The Members,

Regency Fincorp Limited

Unit No. 57-58, 4thFloor, Sushma Infinium Chandigarh

Ambala Highway, Zirakpur Mohali, Punjab-140603

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on the random test basis.

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

Anuradha Malik
Practicing Company Secretary

Membership No.: A60626
CP: 27205
UDIN: A060626F000346648

Place: Sonipat
Dated: 10th May 2024

Annexure-II

CORPORATE GOVERNANCE REPORT

I. REGENCY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

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

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

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

The Company complies with the requirements of Corporate Governance as stipulated in various legislations including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 (the "**Act**") and all other applicable rules and regulations thereunder.

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

II. BOARD OF DIRECTORS:

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

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

A. Board Composition

The Board has an optimum combination of executive and non-executive directors including independent and women director(s) and the same is in conformity with Regulation 17 of SEBI Listing Regulations. As on March 31, 2024, the Board comprised of 7 (Seven) directors, of which 4 (Four) were independent directors.

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

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

Changes in Directorship during FY 2023-24

- The Board took note of the Resignation tendered by Mr. Jenish Pankajkumar Shah (DIN: 07986786) from the post of Independent Director w.e.f. 26th October, 2023.
- The Board appointed Mr. Sarfaraz Mallick (DIN: 10255433) as Additional Non-Executive Non-Independent Director of the company w.e.f. 31st October, 2023. His appointment was regularized by the shareholders in the Extra Ordinary General Meeting of the company held on 5th February, 2024.
- The Board appointed Ms. Saloni Shrivastav (DIN: 07746707) as an Additional and Independent Director w.e.f. 06th January, 2024 for a period of 5 Years. She was regularized from Additional Director to Independent Director vide Special Resolution passed in the Extra Ordinary General Meeting of the Company held on 5th February, 2024.
- The Board took note of the resignation tendered by Ms. Sahara Sharma (DIN: 07682859) from the post of Wholetime Director of the Company w.e.f. 6th January, 2024.
- The Board appointed Ms. Dolly Setia (DIN:10501076) as Additional and Independent Director w.e.f. 28th February 2024 for a period of 5 Years. Her Appointment is proposed to be regularized from Additional Director to Independent Director in the ensuing Annual General Meeting of the Company.
- The Board took note the resignation tendered by Mr. Gurinder Singh Sandhu (DIN:02507381) from the post of Independent Director of the Company w.e.f. 28th February, 2024.

Changes in the Key Managerial Personnel(s) during FY 2023-24

- Ms. Reena Bhaskar (Mem No. A67200) was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 29th September, 2023 and subsequently she has resigned from the position of Company Secretary and Compliance Officer of the Company w.e.f. 25th October, 2023.
- Ms. Priyanka Choudhary (Mem No. A59061) was appointed Company Secretary and Compliance Officer of the Company w.e.f. 18th December, 2023 and subsequently she has resigned from the position of Company Secretary and Compliance Officer of the Company w.e.f. 22nd December, 2023.
- Ms. Kangan Dhamija (Mem No. A30672) was appointed Company Secretary and Compliance Officer of the Company w.e.f. 28th February, 2024 and subsequently she has resigned from the position of Company Secretary and Compliance Officer of the Company w.e.f. 9th May, 2024.

The information relating to the number and category of other directorships and committee Chairmanships/memberships of the Company's directors in other public companies including the names of the listed entities as on 31st March, 2024 is given below for information of the members.

S. No.	Name of Director	Category in the Company	No. of Directorships in other public companies (excluding the Company)			Number of committee positions held in other public companies** (excluding the Company)			Number of equity shares held in Regency Fincorp Limited as on 31 st March, 2024
			Listed	Name of Listed Company	Category of Directorship	Unlisted	Chairman	Member	
1	Mr. Gaurav Kumar	Executive Chairman	0	-	-	0	-	-	1897394
2	Mr. Vishal Rai Sarin	Executive Director	0	-	-	0	-	-	1250000
3	Mr. Kamal Kumar	Independent Director	0	-	-	0	0	0	0
4	Mr. Sunil Jindal	Independent Director	0	-	-	0	0	0	0
5	Mr. Sarfaraz Mallick	Executive Director	0	-	-	0	0	0	0
6	Ms. Saloni Shrivastav	Independent Director	0	-	-	0	0	0	0
7	Ms. Dolly Setia	Independent Director	0	-	-	0	0	0	0

B. Directorships/memberships in other companies

None of the directors of the Company hold directorships in more than twenty (20) companies, which includes ten (10) public companies. In accordance with the Listing Regulations, none of the directors of the Company has held directorships and/or independent directorships in more than seven (7) listed companies during the financial year 2023-2024. The Managing Director of the Company do not hold directorships as independent directors in any other equity listed company.

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

C. Skills/Expertise/Competencies of the Board

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

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

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

S.No	Name of Director	Category in the Company	Skills/Expertise/Competencies				
			Leadership Qualities	Industry Knowledge and Experience	Financial Expertise	Corporate Governance	Understanding of relevant laws, rules and regulation and policy
1	Mr. Gaurav Kumar	Executive Chairman	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2	Mr. Vishal Rai Sarin	Executive Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3	Mr. Sunil Jindal	Independent Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4	Mr. Kamal Kumar	Independent Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5	Mr. Sarfaraz Mallick	Executive Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6	Ms. Saloni Shrivastav	Independent Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7	Ms. Dolly Setia	Independent Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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

During the financial year 2023-24, the Board met 18 (Eighteen) times as follows:

S. No.	Date of Meeting
1.	3rd May, 2023
2.	24 th May, 2023
3.	14 th June, 2023
4.	28 th June, 2023
5.	8 th July, 2023
6.	12 th August, 2023
7.	18 th August, 2023
8.	23 rd August, 2023
9.	11 th September, 2023
10.	29 th September, 2023
11.	26 th October, 2023
12.	31 st October, 2023
13.	7 th November, 2023
14.	18 th December, 2023
15.	6 th January, 2024
16.	12 th February, 2024
17.	28 th February, 2024
18.	14 th March, 2024

As permitted under Section 173(2) of the Act read with Rule 3 of the Companies (Meeting of Board and its Powers) Rules, 2014, the Company had used the video conferencing facility for conducting all its Board and committee meetings, during the financial year 2023-24 due to relaxations granted by MCA and SEBI in this regard. Necessary quorum was present at all the above meetings.

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

The details of attendance of the directors at the Board meetings held during the financial year 2023-24 and at the last Annual General Meeting is given below:

S. No.	Name of the Director	Total Number of meetings attended	Whether the Annual General Meeting held on 23 rd June, 2023 was attended
1	Mr. Gaurav Kumar	18 out of 18	Yes
2	Mr. Vishal Rai Sarin	18 out of 18	Yes
3	Ms. Sahara Sharma	14 out of 14	No
4	Mr. Sunil Jindal	18 out of 18	No
5	Mr. Gurinder Singh Sandhu	16 out of 16	Yes
6	Mr. Jenish Pankajkumar Shah	10 out of 10	No
7	Mr. Kamal Kumar	18 out of 18	No
8	Mr. Sarfaraz Mallick	6 out of 6	NA
9	Ms. Saloni Shrivastav	3 out of 3	NA
10	Ms. Dolly Setia	1 out of 1	NA

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

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

However, in case of special and urgent business, the approval of the Board and the committee members are obtained by passing the circular resolutions as permitted under the applicable law, which are noted and confirmed in the subsequent Board and committee meetings.

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

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

E. Separate meeting of independent directors

During the financial year 2023-24, a separate meeting of the independent directors of the Company was held on 30th March, 2024 without the presence of the Executive and Non-executive Directors, and the management team of the Company. The meeting was attended by all the independent directors and they, inter alia, discussed and reviewed the matters prescribed under Schedule IV to the Act and Regulation 25 of the Listing Regulations.

F. Familiarization Program for independent directors

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

Details of such familiarization programme imparted to independent directors during the financial year 2023-24, is uploaded on the website of the Company at:

<https://regencyfincorp.com/images/investor/investor1676894370174.pdf>

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

the duties and responsibilities of the independent directors.

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

III. BOARD COMMITTEES:

A. Audit Committee:

As on 31st March, 2024, the Audit Committee comprised 3 (Three) members, 2(Two) of whom were Non-Executive Independent Directors and 1(One) was Executive Director thereby meeting the requirements of Section 177 of the Act read with rules thereto and Regulation 18 of the Listing Regulations. All the members of the audit committee are financially literate and possess thorough knowledge of the financial services industry.

Mr. Gurinder Singh Sandhu, Independent director of the Company was the Chairman of the committee. He attended the last Annual General Meeting held on 23rd June, 2023 as required under Regulation 18(1)(d) of the SEBI Listing Regulations.

Further, upon resignation of Mr. Gurinder Singh Sandhu, the Committee was reconstituted and Mr. Kamal Kumar has appointed as Chairman of the Committee w.e.f. 28th February, 2024.

Furthermore, upon resignation of Mr. Jenish Pankajkumar Shah, the committee was reconstituted and Mr. Sunil Jindal was appointed as a member of the committee w.e.f 31st October, 2023.

The Company Secretary acts as the Secretary to the committee. The representatives of

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

During the financial year 2023-24, the Audit Committee met 10 (Ten) times on 03rd May, 2023, 18th May, 2023, 24th May, 2023, 12th August, 2023, 29th September, 2023, 07th November, 2023, 18th December, 2023 and 02nd January, 2024, 12th February, 2024 and 28th February, 2024. The required quorum was present at all the Audit Committee meetings and the gap between two meetings did not exceed a period of 120 days (One hundred and twenty days), notwithstanding the relaxation granted by the MCA and SEBI vide their respective circulars.

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

S. No.	Name of the Member	Position	No. of meetings attended
1.	Gurinder Singh Sandhu*	Chairman	9
2.	Kamal Kumar	Chairman	10
3.	Jenish Pankajkumar Shah**	Member	5
4.	Sunil Jindal	Member	5
5.	Gaurav Kumar	Member	10

*Mr. Gurinder Singh Sandhu resigned from the post of Independent Directorship of the Company w.e.f 28th February, 2024.

**Mr. Jenish Pankajkumar Shah resigned from the post of Independent Directorship of the Company w.e.f. 26th October, 2023.

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

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommendation for appointment, remuneration and terms of appointment of statutory auditors of the Company;

- c) Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
- d) Approval for all payments to the Statutory Auditors for any other services rendered by them;
- e) Review with the management, the Annual Financial Statements and Auditors Report thereon before submission to the Board for its approval, with particular reference to
 - i. Matters required to be included in the directors' responsibility statement forming part of the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Act;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments, if any, made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of all related party transactions;
 - vii. Modified opinion(s), if any, in the draft Audit Report.
- f) Review with the management, the quarterly financial statements before submission to the board for its approval;
- g) Review with the management a statement of uses/application of funds raised through an issue, the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the agency monitoring the utilization of proceeds of a public or right issue and making appropriate recommendations to the board to take steps in this matter;

- h) Approval or any subsequent modification of transactions of the company with its related parties;
- l) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) Discussion with internal auditors of any significant findings and follow up thereon;
- o) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) Review the functioning of the Whistle Blower mechanism;
- s) Approve appointment of the Chief Financial Officer;
- t) Review of utilization of loans and/or advances from/investment by the holding company in the Subsidiary exceeding Rs.100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;

- u) Review of compliances with SEBI (Prevention of Insider Trading) Amended Regulations, 2018 and to verify that the systems for internal control are adequate and are operating effectively, at least once in a financial year;
- v) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the Company and its shareholders.
- w) Such other functions as may be entrusted to it by the board of directors from time to time.

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

B. Nomination and Remuneration Committee

As on 31st March, 2024, the Nomination and Remuneration Committee (the “NRC”) comprised of 3 (three) members and all were Non-Executive Independent Directors thereby meeting the requirements of Section 178 of the Act read with rules thereto and Regulation 19 of the Listing Regulations.

Mr. Sunil Jindal (DIN: 02909819), Independent Director of the Company, is the Chairman of the committee. Due to some emergency, he couldn't attend the Last Annual General Meeting of the Company held on 23rd June, 2023.

During the financial year 2023-24, the NRC met 6 (Six) times on 24th May, 2023, 29th September, 2023, 31th October, 2023, 18th December, 2023, 06th January, 2024 and 28th February, 2024. The required quorum was present at all the said NRC meetings. The matters considered by the NRC during the year, inter alia, included determination of performance linked discretionary bonus and annual compensation of the key managerial personnel and the senior managerial personnel, consideration of the candidature of the persons to be appointed as independent directors of the Company and recommendation to the Board, performance evaluation of Individual Directors, the board as a Whole and The Board Committees, among other matters.

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

S. No.	Name of the Member	Position	No. of meetings attended
1	Mr.Sunil Jindal	Chairman	6
2	Mr.Gurinder Singh Sandhu*	Member	5
3	Mr.Jenish Pankajkumar Shah**	Member	2
4	Mr.Kamal Kumar	Member	3
5	Ms.Saloni Shrivastav	Member	1

*Mr. Gurinder Singh Sandhu resigned from the post of Independent Director of the Company w.e.f. 28th February, 2024.

**Mr. Jenish Pankajkumar Shah resigned from the post of Independent Director of the Company w.e.f. 26th October, 2023.

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

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- b) For every appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:
 - i. use the services of an external agencies, if required;
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider the time commitments of the candidates.
- c) Formulation of criteria for evaluation of performance of independent directors and the board of directors;

- d) Devising a policy on diversity of board of directors;
- e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- g) Recommend to the board, the remuneration of directors, key managerial personnel and senior management which would involve a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals
- h) Such other functions as may be entrusted to it by the Board of Directors from time to time.

Criteria for Performance Evaluation and Remuneration of Directors

Policy on Performance Evaluation and Remuneration of the Directors (the “Policy”) has been framed for evaluating the performance of the board as a whole, the Chairman, the Executive/Non-Executive Directors and the Independent directors. Based on the same and pursuant to the provisions of Regulation 17(10) of the Listing Regulations and those of the Act, annual performance evaluation was carried out by the NRC of the Board during the financial year ended March 31, 2024. The same was then recommended to the Board of Directors.

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

C. Stakeholders' Relationship Committee

As on 31st March, 2024, the Stakeholders' Relationship Committee (the “SRC”) comprised three (3) members, of which two (2) were Independent Directors and one (1) was an

Executive director, thereby meeting the requirements of Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations.

Mr. Jenish Pankajkumar Shah, an Independent Director, is the Chairman of the committee. Due to some emergency, he couldn't attend the last Annual General Meeting held on 23rd June, 2023.

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

During the financial year 2023-24, the SRC met Five (5) times on 03rd May, 2023 and 28th June, 2023 and 08th July, 2023 and 31st October, 2023 and 09th January, 2024. The required quorum was present at all the said meetings.

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

S. No.	Name of the Member	Position	No. of meetings attended
1.	Mr. Jenish Pankajkumar Shah*	Chairman	3
2.	Mr. Sunil Jindal	Chairman	2
3.	Mr. Gurinder Singh Sandhu**	Member	5
4.	Mr. Garav Kumar	Member	5
5.	Ms. Dolly Setia	Member	0

*Mr. Jenish Pankajkumar Shah resigned from the post of Independent Directorship of the Company w.e.f. 26th October, 2023.

**Mr. Gurinder Singh Sandhu resigned from the post of Independent Directorship of the Company w.e.f. 28th February, 2024.

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

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

- b) Review of measures taken for effective exercise of voting rights by shareholders;
- c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- d) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- e) Such other tasks as may be entrusted to it by the Board of Directors, from time to time.

Nature and number of grievances

During the financial year 2023-24, the Company and/or its Registrar and Transfer Agents (the "RTA") received 4(Four) Complaints out of which 3 (Three) complaints were withdrawn by the complainant and 1 (One) grievance from the shareholders pertaining to the issuance of bonus shares declared and distributed by the company was resolved during the quarter ended on 31st March, 2024. The grievances received as above were duly resolved in a timely manner. No complaints were pending to be resolved at the end of any quarter.

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

D. Secretarial Standards

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

E. Risk Management Committee

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

- I. The top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year; and,
- ii. a 'high value debt listed entity'.

IV. DISCLOSURE IN RELATION TO REMUNERATION OF DIRECTORS

a. Remuneration of Mr. Gaurav Kumar, Managing Director of the Company:

In accordance with the terms of the appointment as approved by the nomination and remuneration committee and recommended to the Board, the Company has paid the following remuneration to Mr. Gaurav Kumar for the period from 1st April, 2023 to 31st March, 2024, since he was the Managing Director during this period.

	(Amount in Rs.)
Salary	11,00,000
Perquisites	0
Total	11,00,000

No sitting fees was paid to Mr. Gaurav Kumar for attending the meetings of the Board held during the period from 1st April, 2023 to 31st March, 2024.

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

In accordance with the terms of the appointment as approved by the nomination and remuneration committee and recommended to the Board, the Company has paid the following remuneration to Mr. Vishal Rai Sarin for the period from 1st April, 2023 to 31st March, 2024.

	(Amount in Rs.)
Salary	12,00,000
Perquisites	0
Total	12,00,000

No sitting fees was paid to Mr. Vishal Rai Sarin for attending the meetings of the Board held during the period from 1st April, 2023 to 31st March, 2024.

c. Remuneration of Ms. Sahara Sharma, Whole-Time Director of the Company:

In accordance with the terms of the agreement entered into by the Company with Ms. Sahara Sharma, the Company has **Not** paid any amount of remuneration to her for the period from 1st April, 2023 till 06th January, 2024, since she resigned from the position of Whole-Time Director of the Company w.e.f. 6th January, 2024:

No sitting fees was paid to Ms. Sahara Sharma for attending the meetings of the Board held during the period from 1st April, 2023 to 06th January, 2024.

d. Remuneration Policy for Non-executive Directors:

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

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

However the company has not provided any sitting fees to its non-executive/independent directors during the financial year 2023-24 in consultation with the Independent Directors/Non-Executive Directors of the company.

V. GENERAL BODY MEETINGS:

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

S.No.	Date of AGM	Venue/Mode	Whether Special Resolution passed	Summary of Special Resolutions
1	27th September, 2021	Video Conferencing	No	-
2	26th September, 2022	Video Conferencing	Yes	<ol style="list-style-type: none"> 1. To re-appoint Mr. Gaurav Kumar (DIN: 06717452) as Managing Director of the Company. 2. To ratify the remuneration paid to Mr. Vishal Rai Sarin, Director (DIN- 08758350) as CFO of the Company. 3. To consider the revision in the borrowing limits. 4. To consider and approve revision in terms of loan agreement with various entities
3	23 rd June, 2023	Video Conferencing	Yes	<ol style="list-style-type: none"> 1. To Increase the Remuneration Paid to Mr. Gaurav Kumar (DIN: 06717452) as Managing Director of the Company. 2. To Offer and Issue Equity Shares and Convertible Share Warrants on preferential basis to Promoter and Non-Promoters/ Public Category Shareholders. 3. To Issue Secured/unsecured redeemable unlisted Non-Convertible debentures of the Company on Private Placement basis to Residents and Non-Residents.

ii. Special Resolutions passed in the Extra-Ordinary General Meeting of the Company held on 05th February, 2024:

During the financial year 2023-24, Special Resolutions in respect of the following matters were passed with the requisite majority in the Extra-Ordinary General Meeting of the Company by the members of the Company in accordance with the applicable provisions of the Act and the Listing Regulations.

S.no.	Matters	No. of votes in favour (% of total votes cast)	No. of votes against (% of total votes cast)
1	To appoint Ms. Saloni Shrivastav (DIN: 07746707) as a Non-Executive Independent Director of the Company.	3152705 (99.73%)	8402 (0.27%)
2	To create, issue, offer and allot equity shares on preferential basis	483341 (98.29%)	8402(1.72%)
3	To consider and approve revision in the terms of loan agreements with various entities.	491723 (99.99%)	20 (0.0041%)

Procedure followed by the company in its Extra Ordinary General Meeting (“EGM”) held on 5th February, 2024 (Notes as provided in the Notice of EGM):

- 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.
- 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.
- 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).

4. In conformity with the applicable regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further in line with the Ministry of Corporate Affairs (“MCA”) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.regencyfincorp.com. The Notice can also be accessed from the 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.nsd.com>. Members may also note that the Notice of the Meeting will also be available on the Company's website www.regencyfincorp.com for download.
5. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. regencyinvestmentsltd@gmail.com.
6. 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.
7. 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.
8. 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.
9. 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.nsd.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.

VI. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for financial year 2023-24 prepared in accordance with the SEBI Listing Regulations, forms part of the Directors' Report.

VII. MEANS OF COMMUNICATION

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

A. Quarterly Results

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

B. Dividend Intimations

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

C. Website

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

Financial results, annual reports, shareholding pattern, quarterly corporate governance report, details of unclaimed dividend, various policies adopted by the board and other general information about the Company and such other disclosures as required under the Listing Regulations, are uploaded, and made available on the Company's website.

D. Annual Report

Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors Report and other important information is circulated to the shareholders of the Company prior to the AGM. The Annual Report of the Company is also available on its website at www.regencyfincorp.com and also on the websites of BSE at www.bseindia.com

E. BSE Portal for Electronic Filing

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

G. Designated email-id for grievances

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

H. Price Sensitive Information

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

I. Investor Calls/Conference

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

J. Institutional Investors/Analysts Presentations and Media Releases

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

VIII. ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY

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

IX. COMPLIANCE WITH MANDATORY/NON-MANDATORY REQUIREMENTS

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

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

X. GENERAL SHAREHOLDER INFORMATION:

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

1. 31st Annual General Meeting

Day: Tuesday
Date: 4th June, 2024
Time: 12:30 P.M.

Mode of conducting the meeting: Video conferencing/Other Audio-Visual Means ("VC/OAVM")

Guidelines for participation in the AGM through VC/OAVM are laid out in the Notice convening the said meeting and have also been uploaded on the Company's website at www.regencyfincorp.com

2. Financial year

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

Particulars	Period
Financial Year (FY)	1st April to 31st March
Tentative calendar for consideration of unaudited/audited financial results	
First quarter ending June 30, 2024 (Unaudited)	On or before 14 th August, 2024
Second quarter and half year ending 30 th September, 2024 (Unaudited)	On or before 14 th November, 2024
Third quarter and nine months ending 31 st December, 2024 (Unaudited)	On or before 14 th February, 2025
Last quarter and financial year ending 31 st March, 2025 (Audited)	On or before 30 th May, 2025

3. Dividend payment date

No dividend shall be declared at the 31st AGM scheduled on Tuesday, **04th June, 2024**.

4. Details of securities listed on stock exchanges

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

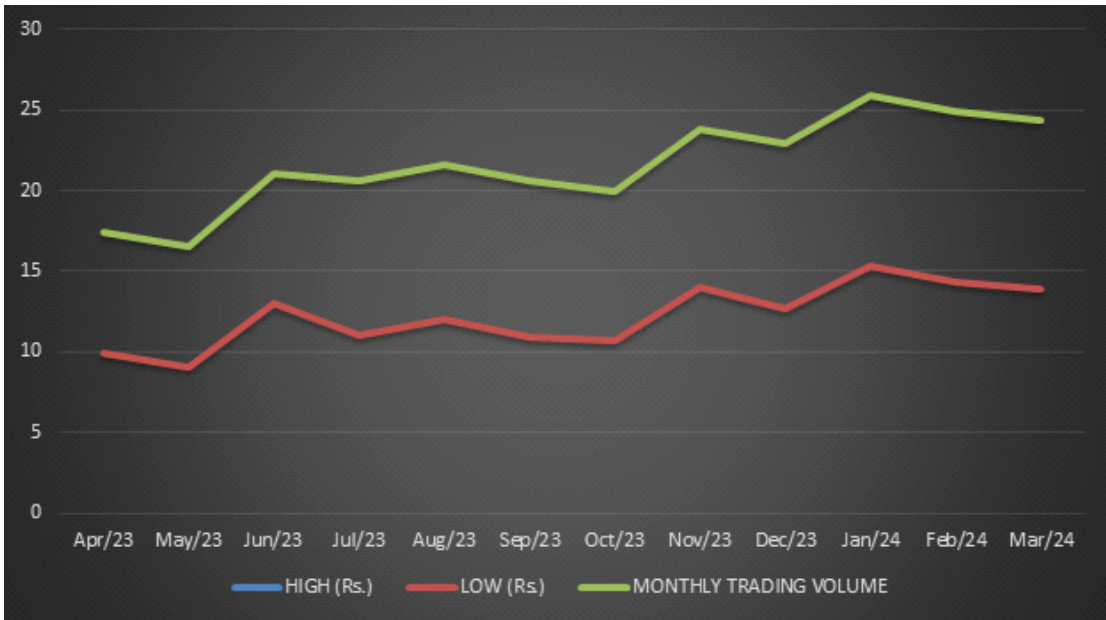
Names and Address of the Stock Exchanges	Security Code/ Symbol	ISIN	Payment of Annual Listing Fee (FY 2023-24)
BSE Limited Dalal Street, Mumbai 400 001 Tel: 91 22 2272 1233/4 Fax: 91 22 22721919 www.bseindia.com	540175	INE964R01013	Paid

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

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

5. Market price data- high, low during each month in last financial year (2023-24)

MONTH	HIGH (Rs.)	LOW (Rs.)	MONTHLY TRADING VOLUME
Apr-23	8.97	7.50	192696
May-23	9.00	7.51	409594
Jun-23	13.00	8.02	1399128
Jul-23	11.07	9.57	516639
Aug-23	12.05	9.55	753612
Sep-23	10.97	9.61	565846
Oct-23	10.75	9.25	730600
Nov-23	13.95	9.80	981655
Dec-23	12.70	10.18	580018
Jan-24	15.34	10.53	2107982
Feb-24	14.35	10.56	1143048
Mar-24	13.88	10.50	823914



6. Registrar to an Issue and Share Transfer Agent

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

7. Share Transfer System

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

Shareholders may note that as per the applicable regulations of SEBI, transfer of shares is permitted only in dematerialized mode. Shareholders are requested to dematerialize their shares, if any, held by them in physical mode in order to avoid any inconvenience for transfer of their shares in future. Shareholders who wish to understand the procedure for dematerialization of shares may contact the Company or visit the following link of the depositories.

National Securities Depository Limited ("NSDL") website:
<https://nsdl.co.in/faqs/faq.php>

Central Depository Services (India) Limited ("CDSL") website:
<https://www.cdslindia.com/Investors/open-demat.html>

8. Distribution of shareholding

Shareholding	No. of shareholders	% to Total no. of shares	No. of shares	% to Total Amount
1 TO 5000	3405	77.019	303125	0.834
5001 TO 10000	341	7.713	291959	0.804
10001 TO 20000	212	4.795	340349	0.937
20001 TO 30000	82	1.855	207682	0.572
30001 TO 40000	59	1.335	212585	0.585
40001 TO 50000	55	1.244	262441	0.722
50001 TO 100000	107	2.420	817432	2.250
100001 AND ABOVE	160	3.619	33900147	93.297
Total	4421	100	36335720	100

9. Dematerialization of shares and liquidity

Total 36110820 shares of Company constituting 99.38 % of the total share capital of the Company, are in dematerialized form out of which 53.79% of shares are dematerialized with the NSDL and 45.58% of shares are dematerialized with the CDSL.

10. GDRs/ ADRs/Warrants or any Convertible instruments

The Company has issued 4999996 warrants convertible into equity shares issued in the FY 2023-24.

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

11. Plant Locations

Not Applicable

12. Address for correspondence

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

13. **List of all credit ratings obtained by the entity along with any revisions thereto during Fy 2023-24 for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad**

Not Applicable

XI. OTHER DISCLOSURES

A. Policies determining Material Subsidiaries and Related Party Transactions

The Board has adopted the policy for determining material subsidiaries pursuant to Regulation 16 of the Listing Regulations, which is available on the website of the Company at : <https://regencyfincorp.com/images/investor/investor1676894412175.pdf>

The policy on dealing with related party transactions, pursuant to Regulation 23 of the Listing Regulations, is also available on the Company's website at <https://regencyfincorp.com/images/investor/investor1676894126171.pdf>

B. Disclosure on Material Related Party Transactions

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

C. Penalties

No penalties have been imposed on the Company by the BSE Limited or SEBI or any other statutory authority in any matter related to capital markets during the last three (3) years.

The Company had filed the waiver application to the BSE under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 for relaxation of payment of fine imposed by the Exchange on the Company. The application was approved by the Stock Exchange and the waiver was granted under the said regulation.

D. Code of Conduct for Prevention of Insider Trading

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

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

The Code is uploaded on the Company's website at:

<https://regencyfincorp.com/images/investor/investor1676894244173.pdf>

E. Vigil Mechanism/Whistle Blower Policy

Pursuant to the provisions of Regulation 22 of the Listing Regulations and Section 177 of the Act, the Company has established vigil mechanism/whistle blower policy for the directors and employees of the Company to report their genuine concerns about any unethical behavior, financial irregularities including fraud or suspected fraud. The Company has provided dedicated e-mail address for reporting such concerns. Alternatively, employees can also send written communications to the Chairman of the Audit Committee. The Company affirms that no personnel have been denied access to the Audit Committee. The Chairman of the Audit Committee has confirmed that there were no such cases of whistle blower reported to him, during the financial year 2023-24.

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

<https://regencyfincorp.com/images/investor/investor1676894070170.pdf>

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

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

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

During the Financial year 2023-24, the Company has raised funds through Preferential Allotment amounting of Rs. 32,27,99,892/- comprising of Allotments of 25649992 Equity Shares and application amount of 25% on 4999996 Warrants convertible into equal number of Equity Shares. Each Share Warrants is convertible to one fully paid equity shares of the Company, upon exercise of the option by paying the remaining 75% within 18 Months of allotment.

The funds raised through such Preferential Allotment were utilized for the purpose for which they were issued.

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

As required under the Listing Regulations, the Managing Director and the CFO of the Company have certified the accuracy of financial statements for the financial year 2023-24 and adequacy of internal control systems for financial reporting for the said year, which is appended to this Report.

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

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

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

No cases were reported during the year under review. There were no complaints pending as on 31st March, 2024. The Company has constituted the Internal Complaints Committee in compliance with the requirements under POSH.

J. Auditors Certificate on Corporate Governance

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

K. Certificate from a Company Secretary in Practice

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

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

Not Any

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

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

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

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

CERTIFICATE OF COMPLIANCE FROM STATUTORY AUDITORS

[Regulation 34(3) Read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Regency Fincorp Limited,
Unit No. 57-58, 4th Floor, Sushma Infinium,
Chandigarh- Ambala Highway,
Zirakpur- 140603

I, **CA Sunil Kumar**, Partner, M/s. Sunil K Sharma & Associates, Practicing Chartered Accountants, Statutory Auditors of **Regency Fincorp Limited (“the Company”)** have examined the compliance with the conditions of Corporate Governance by the Company for the financial year ended **March 31, 2024**, as stipulated in the Reg. 15 to 27 of **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”)**, to the extent as applicable.

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

In my opinion and to the best of my information, according to the explanations given to me and representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clause (b) to (i)

and (t) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Listing Regulations.

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

For Sunil K Sharma & Associates
Chartered Accountants

Sd/-
CA Sunil Kumar
Membership No. 536370
FRN: 029335N

Date: 10th May, 2024

Place: Chandigarh
UDIN: 24536370BKCFVU1510

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
REGENCY FINCORP LIMITED
Unit No. 57-58, 4th Floor,
Sushma Infinium Chandigarh-Ambala Highway,
Zirakpur Mohali, Punjab-140603

We have examined the records, forms, returns and disclosures received from the Directors of **REGENCY FINCORP LIMITED** having CIN:L67120PB1993PLC013169 and Registered Office at **Unit No. 57-58, 4th Floor, Sushma Infinium Chandigarh-Ambala Highway, Zirakpur Mohali, Punjab-140603**(hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of information obtained, in our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. NO.	NAME OF THE DIRECTOR	DIN	DATE OF APPOINTMENT IN THE COMPANY
1.	Mr. Kamal Kumar	03050458	10/10/2022
2.	Mr. Vishal Rai Sarin	08758350	05/09/2020
3.	Mr. Gaurav Kumar	06717452	13/09/2017
4.	Mr. Sunil Jindal	02909819	19/03/2021
5.	Mr. Sarfaraz Mallick	10255433	31/10/2023
6.	Ms. Dolly Setia	10501076	28/02/2024
7.	Ms. Saloni Shrivastav	07746707	06/01/2024

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

Anuradha Malik
Practicing Company Secretary

M.No. 60626
Peer Review No.: 5632/2024
CP No.:27205
UDIN: A060626F000346703

Date: 10th May, 2024
Place: Sonipat

Annexure-III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Developments:

The Financial Year 2023-24 began with an expectation that we would soon see GDP surpass the pre-pandemic level of the Financial Year 2019-20. That has just about been the case. Despite the recovery, we as a nation have still lost two years of GDP growth.

The Second Advance Estimates of National Income for the year 2023-24 and quarterly GDP estimates for the quarter October-December, 2023 (Q3 2023-24), along with First Revised, Second Revised and Third Revised Estimates of National Accounts for the years 2022-23, 2021-22 and 2020-21 respectively was released on 29th February, 2024.

India's per capita net national income (at current prices) for 2023-24 stands at INR 1,70,34,386, according to estimates from the National Statistical Office (NSO). This marks an almost 100 percent increase from the per capita income in 2014-15 – INR 86,647 – when the Narendra Modi government first came to power.

When accounting for constant prices [2011-12 prices], India's per capita Net National Income (NNI) (in real terms), increased by about 35 percent from INR 72,805 in 2014-15 to INR 98,118 in 2022-23.

NNI is an indicator of the total economic activity in a country, and is defined by the OECD as gross national income minus the depreciation of fixed capital assets (dwellings, buildings, machinery, transport equipment and physical infrastructure) through wear and tear and obsolescence.

The below table from the NSO shows India's per capita gross domestic income (GDP), per capital gross national income (GNI), and the per capita private financial consumption expenditure (PFCE) at 2011-12 prices between 2020-21 and 2022-23.

Per Capita Income, Product, and Final Consumption – Second Advance Estimates of National Income and Expenditure Components of GDP, 2023 -24 (at 2011- 12 Prices)

Item	2021-22	2022-23	2023-24	Percentage change over previous year	
	(Second Revised Estimates)	(First Revised Estimates)	(Second Advanced Estimates)	2022-23	2023-24
Population (in million)	1369	1383	1395	0.86%	-
Per capita GDP (INR)	1,09,762	1,16,216	1,23,945	5.90%	6.70%
Per capita GNI (INR)	1,08,345	1,14,478	1,22,110	5.70%	6.70%
Per capita NNI (INR)	94,054	99,404	1,06,134	5.70%	6.80%
Per capita PFCE (INR)	63,807	67,423	68,857	5.70%	2.10%

the production costs remain high, due to global uncertainties among other factors, companies in most industries are passing on higher spending to final consumers to preserve earnings margins.

This is why India is currently witnessing a K-shaped economic recovery post-pandemic as consumption is slowing down and household savings decline. Wage growth is also under pressure in the lower half of the income pyramid.

The RBI, meanwhile, is attempting to rein in the inflation with policy rate hikes.

CPI inflation is projected at 5.4 per cent for 2023-24, with Q2 at 6.2 per cent, Q3 at 5.7 per cent and Q4 at 5.2 per cent, with risks evenly balanced.

As the government pursues redistributive policies, results need to be delivered on equitable access to healthcare, quality education, and jobs. Often, numbers get inflated during time of release near elections and budget season as welfare programs incentivize short term gigs.

Size of India's economy fifth in the world

Still, in absolute terms, India remains a bright spot on the world stage, as it grows steadily from a relatively low base. Last year, India overtook the UK to become the world's fifth biggest economy, after the US, China, Japan. and Germany.

Multiple initiatives to ease doing business and expand the manufacturing share of the economy as well as the push for skill development – offers promise to convert India's human capital into a talent base that feeds higher quality development. According to its central bank, the Reserve Bank of India, at current prices and exchange rates, India is estimated to be US\$ 5 trillion economy in 2024-25, remaining fifth in the world standings.

2. Opportunity and Threats:

Opportunities

Our long-standing relationship with our major customers has been one of the most significant factors contributing to our growth. Our commitments to quality and customer service practices have been strong contributing factors to our robust customer relations. Over the years, we have steadily developed a robust base of customers for our products in national level.

To overcome the challenges and competition, we have taken various initiatives to reduce the operational costs, to develop new value added products, improve the performance and quality of existing value-added products as well as to explore new markets domestically and globally.

The digitization, unparalleled expertise and an excellent corporate strategy has resulted in an unprecedented growth of the company over the years. We have an experienced and dedicated team of professionals, catering to the needs of clients, delivering products at reasonable interest rates& timely.

Threats:

- Change in Policy and Regulations.
- New entrants in the market and intense competition by existing players
- Technology may become obsolete due to Innovation in Technology

3. Risk Management and Concerns:

Risk Management forms an integral part of your Company's operations. Your Company continues to focus on a system based approach to business risk management. It broadly involves identification & potential risks, their analysis and impact as also risk mitigation initiatives to address the same. The Board of Director of the Company oversees the risk management Process.

4. Recent Trend and Future Outlook:

NBFCs have become important constituents of the financial sector and have been recording higher credit growth than scheduled commercial banks (SCBs) over the past few years. NBFCs are leveraging their superior understanding of regional dynamics and customized products and services to expedite financial inclusion in India. Lower transaction costs, quick decision making, customer orientation and prompt service standards have typically differentiated NBFCs from banks. Considering the reach and expanse of NBFCs, they are well-suited to bridge the financing gap in a large country like India. NBFCs have demonstrated agility, innovation, and frugality to provide formal financial services to millions of Indians.

This is an enviable track record despite the business models of the NBFCs being severely tested by four large external events in the last few years, namely, (i) demonetization, (ii) GST implementation, (iii) failure of few large NBFCs, and (iv) the pandemic. The fact that many NBFCs have managed to overcome these stresses without significant impact on financial position is a testimony to their resilience and agility.

Financial institutions play a crucial role in ensuring economic stability for households and businesses at critical junctures. The pivotal role of NBFCs in driving sustainable fiscal growth is well recognized, given their last-mile connectivity and agile system. The sector has played a decisive role in accelerating last-mile funding and understanding the credit requirement of the Unbanked and Underserved. Aided by the government's thrust towards a digital economy, the sector has also undertaken significant digital transformation and invested heavily to become tech-agile institutions offering personalized products and services, ensuring faster credit disbursement.

As India strategizes post-pandemic economic recovery through fiscal measures and businesses aim to expand capacities, NBFCs have an enormous opportunity to assist in achieving the noble goal of Aatmanirbhar Bharat through the fast-tracked flow of credit to businesses and households. As the latest data on Udyam Portal shows, a significant proportion of registered businesses are micro businesses, Union budget 2023-24 offers an opportunity to bring in a targeted scheme for expanding credit to micro businesses.

We believe that NBFCs with superior capital adequacy, better margins, frugal cost management, prudent risk management and those incorporating above four key cornerstones in their business models will continue to deliver sustainable growth in the foreseeable future.

5. Internal Control Systems and their Adequacy:

The Company has adequate systems of internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business.

6. Financial Performance with respect to operational performance:

The Financial performance of the Company for the year 2023-24 is described in the Directors' Report under the head operations.

6. Material developments in Human Resources/Industrial Relations front, including the number of people employed:

The Company has undertaken employee's development initiatives, which have very positive impact on the morale and team spirit of the employees. The company has continued to give special attention to human resources and overall development.

7. Cautionary Statement:

Statement in this Management Discussion and Analysis Report, Describing the Company's objectives, estimates and expectations may constitute Forward Looking Statements within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

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

Place: New Delhi

Date: 10th May 2024

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

**Sd/-
Vishal Rai Sarin
Whole-Time Director
DIN: 08758350**

Annexure- IV

POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR EMPLOYEES

Background

Regency Fincorp Limited (hereinafter referred as the 'Company') practices a corporate culture that is based on the tenets of trusteeship, empowerment, accountability, control and ethical practices with transparency at its core for creation of maximum value for the stakeholders.

Brief overview under Companies Act 2013

{Section 178 and Companies [Meetings of Board and its Powers] Rules 2014}

- ✓ Constitution of the Nomination and Remuneration Committee consisting of three or more non- executive directors out of which not less than one-half shall be independent directors
- ✓ The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- ✓ The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel i.e. Employees at one level below the Board including functional heads.
- ✓ The Nomination and Remuneration Committee shall, while formulating the policy ensure that: —
 - i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
 - ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- iii. remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- iv. Such policy shall be disclosed in the Board's Report.

Brief overview of the Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Nomination and Remuneration Committee

- I. The Company shall set up a Nomination and Remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director.
- II. The role of the committee shall, *INTER-ALIA*, include the following:
 - formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the Remuneration of the Directors, Key Managerial Personnel and Other Employees;
 - formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
 - devising a policy on Diversity of Board of Directors; identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
 - Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
 - The Company shall disclose the Remuneration Policy and the Evaluation Criteria in its Annual Report.

Terms of Reference of Nomination and Remuneration Committee

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the Remuneration of the Directors, Key Managerial Personnel and Other Employees;
- Act as Selection and Compensation Committee to evaluate suitability of candidates for various Senior Positions and determine appropriate compensation package for them. Selection of related persons whether or not holding place of profit in the Company to be carried out strictly on merit and where applicable, be subjected to review by the Audit Committee of and / or the Board with approval at each stage being obtained by disinterested Independent Directors only.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- Removal should be strictly in terms of the applicable laws and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Diversity of Board of Directors.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/ Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.

- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

Criteria for Determining the following:

Qualifications for Appointment of Directors (including Independent Directors):

- Persons of eminence, standing and knowledge with significant achievements in business, professions and / or public service.
- Their financial or business literacy /skills.
- Appropriate other qualification / experience to meet the objectives of the Company.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidates.

Positive Attributes of Directors (including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Criteria for Appointment of KMP / Senior Management:

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals / objectives and corporate mission.
- To adhere strictly to code of conduct.

Policy relating to Remuneration of Directors, KMP and Senior Management Personnel:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director / KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.

- It is to be ensured that relationship of remuneration to the performance is clear and meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short- and long-term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:
 - ◆ Responsibilities and duties;
 - ◆ Time and efforts devoted;
 - ◆ Value addition;
 - ◆ Profitability of the Company and growth of its business;
 - ◆ Analyzing each and every position and skills for fixing the remuneration yardstick;
 - ◆ Standards for certain functions where there is a scarcity of qualified resources.
 - ◆ Ensuring tax efficient remuneration structures.
 - ◆ Ensuring that remuneration structure is simple and that the Cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low.
 - ◆ Other criteria as may be applicable.

- Consistent application of remuneration parameters across the organization.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification / reasons should also be indicated / disclosed adequately.

Review

The policy shall be reviewed by the Nomination and Remuneration Committee and the Board, from time to time as may be necessary.

Annexure- V

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To,

Regency Fincorp Limited

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

This is to certify that the Company had laid down code of conduct for all the board members and senior management personnel of the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non-compliance thereof during the year ended on 31st March, 2024.

For Regency Fincorp Limited

Place: New Delhi

Date: 10th May, 2024

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

Annexure- VI

Managing Director/Chief Financial Officer Certification

To,
The Board of Directors,
Regency Fincorp Limited
Unit No. 57-58, 4th Floor, Sushma Infinium,
Chandigarh Ambala Highway Zirakpur,
Mohali, Punjab- 140603

Sub: Certificate by Managing Director and Chief Financial Officer pursuant to the Regulation 33(1)(e) and Schedule IV of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

I, Gaurav Kumar, the Managing Director (MD) of the Company and I, Nancy Sharma, CFO do hereby certify to the Board that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and that to the best of their knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any,

of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee-

1. significant changes in internal control over financial reporting during the year;
2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

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

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

**Sd/-
Nancy Sharma
Chief Financial Officer
PAN: HUVPS1597E**

**Place: New Delhi
Date: -10th May, 2024**

INDEPENDENT AUDITOR'S REPORT

To
The Members of Regency Fincorp Limited
(Previously known as **Regency Investment Limited**)
Report on the Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Regency Fincorp Limited (previously known as Regency Investment Limited) for the year ended as at March 31, 2024, which comprise the Balance Sheet as at 31st March 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information, attached herewith, being submitted by the company pursuant to the requirements of regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended ("Listing Regulation").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit/loss and other comprehensive income and other financial information for the period from April 1st 2023 to March 31, 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key audit matter	Auditor's Response
1	Judgments used in projecting economic scenarios and probability weights applied to reflect future economic conditions; and	* completeness, accuracy and appropriateness of information used in the estimation of the PD and LGD for the different stages depending on the nature of the portfolio
2	Information Technology and General Controls: The Company is dependent on its Information Technology (IT ^m) systems due to the significant number of transactions that are processed daily across such multiple and discrete IT systems. Also, IT application controls are critical to ensure that changes to applications and underlying data are made in an appropriate manner and under controlled environments.	With the assistance of our IT specialists, we obtained an Understanding of the Company's IT applications, databases and operating systems relevant to financial reporting and the control environment. For these elements of the IT infrastructure the areas of our focus included access security (including controls over privileged access), program change controls, database management and network operations. In particular:

Sr. No.	Key audit matter	Auditor's Response
	<p>Appropriate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to applications and data. On account of the pervasive use of its IT systems, the testing of the general computer controls of the IT systems used in financial Reporting was considered to be a Key Audit Matter.</p>	<p>* We tested the design, implementation, and operating effectiveness of the Company's general IT controls over the IT systems relevant to financial reporting. This included evaluation of Company's controls over segregation of duties and access rights being provisioned / modified based on duly approved requests, access for exit cases being revoked in a timely manner and access of all users being recertified during the period of audit.</p>
		<p>We also tested key automated business cycle controls and Logic for the reports generated through the IT infrastructure that were relevant for financial reporting or were used in the exercise of internal financial controls with reference to financial statements. Our tests included testing of the compensating controls or alternate procedures to assess whether there were any unaddressed IT risks that would materially impact the Financial Statements.</p>

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("The Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- iv. Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our

opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- v. Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report (including annexure thereto), Business Responsibility and sustainability report and Management Discussion and Analysis (MD&A") (collectively referred to as other information"), but does not include the financial statements and our auditor's report thereon. The Other Information is expected to be made available to us after the date of our auditor's report.

- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable Laws and regulations.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

FOR SUNIL K SHARMA & ASSOCIATES.

**CHARTERED ACCOUNTANTS
FIRM REG NO. 029335N**

**Sd/-
(CA SUNIL KUMAR)
PROPRIETOR
M.NO. 536370
PLACE: CHANDIGARH
DATE:30.04.2024
UDIN : 24536370BKCFV59307**

Annexure - A to Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i) In Respect of its Fixed Assets:

The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. In our opinion the fixed assets covering significant value have been physically verified by the Management during the year at reasonable intervals and having regard to the size of the Company and the nature of its assets and on the basis of the information and explanations given by the Management, no material discrepancies have been noticed on such verification.

No substantial part of fixed assets has been disposed off during the year, which has affected the going concern.

ii) In Respect of its Inventory:

The company has no inventories; therefore, the para no 3(i) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company

iii) In our opinion and according to information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.

iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).

vi) To the best of our knowledge, the Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013.

- viii) The Company has not raised money by way of further public offer during the year.
- ix) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- x) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has provided managerial remuneration during the year.
- xi) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 of the Order is not applicable
- xiv) The Company has obtained the requisite registration under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR SUNIL K SHARMA & ASSOCIATES.
CHARTERED ACCOUNTANTS
FIRM REG NO. 029335N**

**Sd/-
(CA SUNIL KUMAR)
PROPRIETOR
M.NO. 536370**

**PLACE: CHANDIGARH
DATE : 30.04.2024
UDIN: 24536370BKCFVS9307**

Annexure - B to the Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Regency Investments Limited (“the Company”) as of 31st March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. These Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR SUNIL K SHARMA & ASSOCIATES.
CHARTERED ACCOUNTANTS
FIRM REG NO. 029335N**

**Sd/-
(CA SUNIL KUMAR)
PROPRIETOR
M.NO. 536370
PLACE: CHANDIGARH
DATE: 30.04.2024
UDIN: 24536370BKCFVS9307**

Auditor's Report as per Non-banking Finance Companies
Auditor's Report (Reserve Bank) Directions, 2023

To
The Board of Directors
Regency Fincorp Limited

1. The Company is engaged in the business of Non-Banking Financial Institution. The Company being a Non- Banking Finance Company has obtained a Certificate of registration from the Reserve Bank of India to carry on such businesses. Further the Company is entitled to continue to hold such certificate of registration in terms of its assets/income pattern as on 31st March, 2024;
2. The Company is meeting the required net owned fund requirement as laid down in Master Direction – Non-Banking Financial Company – Non - Systemically Important Non- Deposit taking Company (Reserve Bank) Direction. 2016;
3. The Board of Directors of the Company has passed a resolution for the non – acceptance of any public deposits;
4. The Company has not accepted any public deposits during the year;
5. The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.

FOR SUNIL K SHARMA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No.: - 029335N

Place: - Chandigarh
Date: 30th April 2024
UDIN: 24536370BKCFVV4741

(PROPRIETOR)
M.NO. 536370

REGENCY FINCORP LTD

Registered Address :Unit No. 57-58, 4th Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603 PB IN

CIN L67120PB1993PLC013169

Balance Sheet as at 31st March 2024

(Figure in Lakhs)

PARTICULARS	NOTE	For the year ended 31.03.2024	For the year ended 31.03.2023
A. ASSETS			
(1) Financial Assets			
(a) Cash & Cash Equivalents	1	3.01	4.40
(b) Bank balance other than (a) above	2	1,420.89	216.98
(c) Derivative Financial Instrments		-	-
(d) Receivables			
(i) Trade Receivables		-	-
(i) Other Receivables		-	-
(e) Loans	3	12,469.62	9,960.10
(f) Investments	4	0.12	5.97
(g) Other Financial assets	5	123.03	113.04
Total Financial Assets		14,016.67	10,300.49
(2) Non Financial Assets			
(a) Current Tax Assets (Net)	6	93.34	36.26
(b) Deferred tax Assets	7	-	-
(c) Investment Property		-	-
(d) Property, Plant and Equipment	8	604.35	289.82
(e) Right-of-use assets		-	-
(f) Intangible assets under development		-	-
(g) Goodwill		-	-
(h) Other Intangible assets		-	-
(i) Other non-financial assets		-	-
Total Non Financial Assets		697.69	326.08
Total Assets		14,714.36	10,626.58
LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial Liabilities			
(a) Payables			
(i) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-

REGENCY FINCORP LTD

Registered Address : Unit No. 57-58, 4th Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603 PB IN

CIN L67120PB1993PLC013169

Balance Sheet as at 31st March 2024

(Figure in Lakhs)

PARTICULARS	NOTE	For the year ended 31.03.2024	For the year ended 31.03.2023
(II) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b) Debt Securities		-	-
(c) Borrowings (Other than Debt Securities)	9	9,464.95	8,973.28
(d) Deposits		-	-
(e) Subordinated Liability		-	-
(f) Lease Liability		-	-
(g) Other financial liabilities		-	-
Total Financial Liabilities		9,464.95	8,973.28
(2) Non-Financial Liabilities			
(a) Current tax liabilities (Net)	10	11.95	95.19
(b) Provisions	11	68.08	34.68
(c) Deferred tax liabilities	12	3.56	10.92
(d) Other non-financial liabilities	13	107.14	146.10
Total Non Financial Liabilities		190.74	286.89
(3) EQUITY			
(a) Equity Share capital	14	3,823.05	1,068.58
(b) Other Equity	15	1,085.63	297.83
(c) Money Received Against Share Warrants	16	150.00	-
Total Equity		5,058.67	1,366.42
Non-Controlling Interest		-	-
Total Liabilities		14,714.36	10,626.58
Significant Accounting Policies			
Notes forming part of Accounts			
	24 to 30		

As per our report of even date attached
FOR SUNIL K SHARMA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG NO. : 029335N

(CA SUNIL KUMAR)
PROPRIETOR
M.NO. 536370

(GAURAV KUMAR)
MANAGING DIRECTOR
DIN 06717452

(VISHAL RAI SARIN)
WHOLE TIME DIRECTOR
DIN 08758350

PLACE : ZIRAKPUR
DATE : 30th April, 2024
UDIN: 24536370BKCFVS9307

(KANGAN DHAMIJA)
COMPANY SECRETARY
M.NO. : A30672

(NANCY SHARMA)
CHIEF FINANCIAL OFFICER
PAN : HUVPA1597E

REGENCY FINCORP LTD

Registered Address :Unit No. 57-58, 4th Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603 PB IN

CIN L67120PB1993PLC013169

Statement of Profit and Loss Account for the period ended 31st March 2024

(Figure in Lakhs)

Particulars	NOTE		For the year ended 31.03.2024		For the year ended 31.03.2023
I. REVENUE FROM OPERATIONS	17				
(i) Interest Income			1,519.43		1,332.92
(ii) Dividend Income					
(iii) Rental Income					
(iv) Fees and commission Income			8.09		16.08
(v) Net gain on fair value changes					
(vi) Net gain on derecognition of financial instruments under amortised cost category					
(vii) Other Operating income					
(I) Total Revenue from operations			1,527.51		1,349.00
Other Income	18		45.77		3.19
(II) Total Revenue from other income			45.77		3.19
(III) Total Income (I + II)			1,573.28		1,352.19
Expenses					
(i) Finance Costs	19		897.32		938.49
(ii) Fees and commission expense	21		60.79		41.24
(iii) Impairment on financial instruments					
(iv) Employee Benefits Expenses	20		159.60		131.73
(v) Depreciation, amortization and impairment	8		84.76		40.92
(vi) Others expenses	22		114.95		72.43
IV Total Expenses			1,317.42		1,224.82
V Profit/(Loss) before exceptional items and tax (III - IV)			255.86		127.37
VI Exceptional Items					
VII Profit before Tax (V + VI)					

REGENCY FINCORP LTD

Registered Address :Unit No. 57-58, 4th Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603 PB IN
CIN L67120PB1993PLC013169

(Figure in Lakhs)

Particulars	NOTE		For the year ended 31.03.2024		For the year ended 31.03.2023
VIII Tax Expense :					
- Current Tax		66.52		33.12	
- Deferred Tax		(7.36)		1.76	
- Tax Adjustment for Earlier years			59.16		34.88
IX Profit for the year from continuing operations (VII - VIII)			196.69		92.49
X Less: Dividend Paid					
XI Earnings Available to Shareholders			196.69		92.49
Earning per share (Nominal value of share `10/-)	23				
Basic			0.51		0.87
Diluted			0.51		0.87
Significant Accounting Policies	1				
Notes forming part of Accounts	24 to 30				

As per our report of even date attached

FOR SUNIL K SHARMA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG NO. : 029335N

(CA SUNIL KUMAR)
PROPRIETOR
M.NO. 536370

(GAURAV KUMAR)
MANAGING DIRECTOR
DIN 06717452

(VISHAL RAI SARIN)
WHOLE TIME DIRECTOR
DIN 08758350

PLACE :ZIRAKPUR
DATE : 30th April, 2024
UDIN: 24536370BKCFVS9307

(KANGAN DHAMIJA)
COMPANY SECRETARY
M.NO. : A30672

(NANCY SHARMA)
CHIEF FINANCIAL OFFICER
PAN : HUVPA1597E

STATEMENT OF STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2024

	Figures in Lakhs		Figures in Lakhs	
	YEAR ENDED		YEAR ENDED	
Particulars	As on 31.03.2024		As on 31.03.2023	
Cash flow from operating activities				
Net profit before tax		255.86		127.37
Adjustments for:				
Depreciation and amortisation	84.76		40.92	
Interest income	-37.83		-2.37	
Exchange fluctuation Loss/(Gain) (net)	-		-	
Finance costs	897.32		938.49	
Provision for tax previous year				
Previous Year Adjustment	-2.43		-	
(Profit)/ Loss on sale of fixed assets (net)	15.29	957.12	-	977.05
Operating profit before working capital changes		1,212.98		1,104.42
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
(Increase)/ Decrease in Non Financial Liabilities	-96.15		129.03	
(Increase)/ Decrease in other current assets	-57.08		-2.23	
(Increase)/ Decrease in other financial assets	-9.99		-17.39	
(Increase)/ Decrease in other non financial assets				
(Increase)/ Decrease in provisions				
Adjustments for increase (decrease) in trade payables	-		-	
Adjustments for increase (decrease) in other current liabilities	-		-	
Adjustments for Short Term provisions	-		-	
Adjustments for (increase)/decrease in Short Term Loan and Advances	-	-163.23	-	109.42
Cash generated from operations		1,049.75		1,213.84
Net income tax (paid)/refunds		(59.16)		(34.88)
Net cash from operating activities		990.59		1,178.96
Cash flow from investing activities				
Sale (purchase) of fixed assets				
Sale (purchase) of Investments				
Purchase/ construction of fixed assets (including capital advances)	(432.79)		(106.25)	
Proceeds from sale of fixed assets (incl TDS)	18.21		-	
Long Term Loans and Advances	(2,509.52)		(1,414.39)	
Other Long Term Advances	5.85		65.28	
Interest received	37.83	(2,880.42)	2.37	(1,453.00)
Net cash used in investing activities		(2,880.42)		(1,453.00)

STATEMENT OF STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2024

	Figures in Lakhs		Figures in Lakhs	
	YEAR ENDED		YEAR ENDED	
Particulars	As on 31.03.2024		As on 31.03.2023	
Net cash used in investing activities		(2,880.42)		(1,453.00)
Cash flow from financing activities				
Increase/ (Decrease) in Long Term Borrowings				
(Increase)/ Decrease in Long Term Loans and advances				
Foreign Exchange Gain / (Loss)	-		-	
Increase/decrease in Share Capital	2,754.47		534.28	
Share Premium and Share warrants	743.53		-534.28	
Proceeds from long term borrowings (net)	1,684.34		1,302.57	
Increase/ (Decrease) in capital reserve				
Proceeds from short term borrowings (net)	-1,192.66		-	
Finance costs	(897.32)	3,092.35	(938.49)	364.08
Net cash (used in)/generated from Financing activities		3,092.35		364.08
Net increase/(decrease) in cash and cash equivalents		1,202.52		90.04
Cash and cash equivalents at the beginning of the year		221.38		131.34
Cash and cash equivalents at the end of the year		1,423.90		221.38
Reconciliation of Cash & Cash Equievelant with balance sheet				
Cash and cash equivalents at the end of the year				
Cash in hand	3.01		4.40	
Balances with Banks				
- On Current Accounts	390.89		16.98	
- On Term deposits*	1,030.00	1,423.90	200.00	221.38

As per our report of even date attached

FOR SUNIL K SHARMA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG NO. : 029335N

(CA SUNIL KUMAR)
PROPRIETOR
M.NO. 536370

(GAURAV KUMAR)
MANAGING DIRECTOR
DIN 06717452

(VISHAL RAI SARIN)
WHOLE TIME DIRECTOR
DIN 08758350

PLACE : ZIRAKPUR
DATE : 30th April, 2024
UDIN: 24536370BKCFVS9307

(KANGAN DHAMIJA)
COMPANY SECRETARY
M.NO. : A30672

(NANCY SHARMA)
CHIEF FINANCIAL OFFICER
PAN : HUVPA1597E

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE – 1 CASH & CASH EQUIVALENTS

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Cash in Hand	3.01	4.40
	3.01	4.40

NOTE – 2 BANK BALANCE

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Balances with Banks	390.89	16.98
Fixed Deposits:	1,030.00	200.00
	1,420.89	216.98

Balances with banks earn interest at fixed rates. Short term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates. The Fixed Deposits are under lien as security against overdraft facility availed from banks.

NOTE – 3 LONG TERM LOANS AND ADVANCES

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Long Term Loans and Advances	12,469.62	9,960.10
	12,469.62	9,960.10

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE – 4 NON-CURRENT INVESTMENTS

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
QUOTED		
Icici Lombard Co.	0.12	(0.03)
Investment in SBI ULIP	-	6.00
Globe Capital Market	-	-
	0.12	5.97

NOTE -5 OTHER FINANCIAL ASSETS

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Interest Receivable	31.43	22.53
Refundable Securities Deposits	83.13	89.23
RNVP Technologies Pvt Ltd	-	5.00
Security for Rent	0.26	0.11
Telephone Security	0.02	0.02
Security for Rent- Jalandhar	-	-
Transactee Technologies Pvt Ltd	79.00	79.00
FD Emkay Consultants Ltd	2.00	2.00
FD Emkay Consultants Ltd-2	1.75	-
FD Jan Dhan Cooperative Society	-	3.00
FD Yes Bank	0.10	0.10
Other Assets	8.48	1.28
Other Current Assets NSHJ	-	0.00
Prepaid Expense	0.31	0.98
Prepaid Insurance	7.03	0.30
Imprest Others	1.03	-
Office Imprest	0.11	-
	123.03	113.04

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE – 6 OTHER CURRENT ASSETS

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
MAT Credit Entitlement	3.63	3.63
Tax Input	89.71	32.63
TCS Receivable 2021-22	-	1.04
TCS Receivable 2023-24	3.87	-
TDS Receivable 2021-22	-	3.66
TDS Receivable 2022-23	-	27.93
TDS Receivable 2023-24	85.84	-
	93.34	36.26

NOTE – 7 DEFERRED TAX ASSETS

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Deferred Tax Assets (Net)	-	-

SCHEDULE OF FIXED ASSETS AS ON 31-03-2024

NOTE NO: 8

PARTICULARS	GROSS VALUE			DEPRECIATION			NET BLOCK			
	Gross Value as on 01-04-23	Additions During the Year	Less : Adj./Sale During the Period	Balance as on 31-03-24	Depreciation as on 31-03-23	Depreciation during the period	Depreciation Added Back	Up to 31-03-24	As At 31-03-24	As At 31-03-23
Car	32,983,579.00	43,129,931.68	6,814,700.00	69,298,810.68	7,908,469.52	7,500,942.17	3,464,284.89	11,945,126.80	57,353,683.88	25,075,109.48
Scooty	69,853.00	-	-	69,853.00	41,495.60	6,636.00	-	48,131.60	21,721.40	28,357.40
Office Building	948,900.00	-	-	948,900.00	70,214.19	30,080.00	-	100,294.19	848,605.81	878,685.81
Mobile Phones	597,241.59	-	-	597,241.59	190,443.69	116,712.25	-	307,155.94	290,085.65	406,797.90
Furniture and Fixtures	1,256,822.43	25,735.00	-	1,282,557.43	381,587.20	121,134.99	-	502,722.19	779,835.24	875,235.23
Office Equipment	2,429,521.67	66,373.21	-	2,495,894.88	1,031,921.92	528,942.00	-	1,560,863.92	935,030.95	1,397,599.75
Water Purifier	10,000.00	7,300.00	-	17,300.00	470.00	2,565.00	-	3,035.00	14,265.00	9,530.00
Computers	835,309.07	50,000.00	-	885,309.07	603,233.07	145,318.44	-	748,551.51	136,757.56	232,076.00
Software	152,100.00	-	-	152,100.00	72,992.57	24,076.00	-	97,068.57	55,031.43	79,107.43
TOTAL	39,283,326.76	43,279,339.89	6,814,700.00	75,747,966.65	10,300,827.76	8,476,406.86	3,464,284.89	15,312,949.72	60,435,016.92	28,982,499.00

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE – 9 LONG TERM AND SHORT TERM BORROWINGS

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
LONG TERM BORROWINGS		
Secured Loans		
Term Loan from Banks and Financial Institutions-INR	674.99	206.58
Non Convertible Debentures	140.00	87.77
Unsecured Loans		
Loan from Corporates - INR	3,486.84	2,322.33
Non Convertible Debentures	346.67	138.67
Other Loans	499.44	708.25
SHORT TERM BORROWINGS		
Secured Loans		
Term Loan from Banks and Financial Institutions-INR	901.61	254.54
Unsecured Loans		
Loan from Corporates - INR	3,415.41	5,255.14
	9,464.95	8,973.28

"The borrowings have not been guaranteed by directors or others. The company has not defaulted in repayment of principal and interest to its lenders. The company has utilised the funds raised from banks and financial institutions for the specific purpose for which they were borrowed. All the term loans from Banks and Financial Institutions are secured by way of first and exclusive charge, both present and future, over eligible designated current assets, eligible designated book debts, loan installments, receivables and underlying assets arising out of the finance of the company."

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE – 10 CURRENT TAX LIABILITIES

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Statutory Dues	11.95	95.19
	11.95	95.19

NOTE – 11 SHORT TERM PROVISIONS

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Provision Against Standard Assets	1.56	1.56
Provision for Income tax (Net)* FY 2022-23	-	33.12
Contingent Provision Against Standard Assets		
Current Year Provision FY 2023-24	66.52	-
*(includes provision for interest on income tax)	68.08	34.68

NOTE – 12 DEFERRED TAX LIABILITIES (NET)

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Deferred Tax Liability	3.56	10.92
	3.56	10.92

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE-13 OTHER -NON FINANCIAL LIABILITIES

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Creditors	0.37	82.02
Expense Payable	13.53	64.07
Cheques Issued but not presented for payment	93.24	-
	107.14	146.10

NOTE -14 EQUITY

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
NOTE – 14 SHARE CAPITAL		
Authorised		
5,00,00,000 Equity Shares of Rs.10 each	5,000.00	1,500.00
	-	
	5,000.00	1,500.00
Issued, Subscribed & Paid Up		
3,82,30,454 Equity Shares of Rs.10 each fully paid up	3,823.05	534.29
Previous Year Allotment of 53,42,864 equity shares of Rs. 10 each fully paid up as Bonus	-	534.29
	3,823.05	1,068.58

REGENCY FINCORP LTD
NOTES TO ACCOUNT

(Figure in Lakhs)

Particulars	For the Year ended 31.03.2024		For the Year ended 31.03.2023	
	No. of shares	% Holding in the class	No. of shares	% Holding in the class
Note 14.1 – Details of Shareholders holding more than 5% shares in the Company				
Equity shares of ₹10 each fully paid				
Gaurav Kumar	22.48	5.88	18.97	17.75
Neha abrol	7.73	2.02	7.73	7.23
Braham Kumar Dhuper	6.23	1.63	7.86	7.35
Inderjeet kaur Wadhwa	2.79	.73	6.34	5.94
Natures Heavens India Private Limited	36.30	9.50	0.00	.00
Max Bio Biosciences Private Limited	41.67	10.90	0.00	.00
Dhull Trading Private Limited	45.44	11.88	0.00	.00
Regency Digitrade Investments Private Limited	21.25	5.56	0.00	.00
Ecomatix Solutions Private Limited	69.28	18.12	0.00	.00
STATEMENT OF CHANGES IN EQUITY				
Note 14.2 – Reconciliation of share outstanding at the beginning and at the end of the reporting year	No. of shares	Amount	No. of shares	Amount
Equity shares at the beginning of the year (As at April 1st 2023)	106.86	1,068.57	53.43	534.29
Add: Fresh issue of equity shares during the year	275.45	2,754.47	53.43	534.29
Equity shares outstanding at the end of the year	382.30	3,823.05	106.86	1,068.58

Note 14.3 – Terms/Rights attached to equity shares

<p>The Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. Dividend shall be paid proportionately to the amounts paid on shares. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.</p> <p>In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>				
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REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE -15 OTHER EQUITY

Particulars		For the Year ended 31.03.2024		For the Year ended 31.03.2023
1. RESERVES AND SURPLUS				
General Reserve				
Equity shares at the beginning of the year (As at April 1st 2023)				
Capital Reserve	10.00			
Add: During The Year	-	10.00	10.00	10.00
Securities Premium Account				
Equity shares at the beginning of the year (As at April 1st 2023)	-		514.95	
Add: Received During The Year	593.53		-	
Less : Bonus issue	-	593.53	(514.95)	-
Statutory Reserve u/s 45 - IC of Reserve Bank of India Act, 1934				
Opening Balance	69.47		50.87	
Add: Transferred for the year	39.56	109.02	18.60	69.47
Surplus				
Opening Balance	218.37		163.81	
Add: Profit/(Loss) for the year	196.69		92.49	
Less: Contingent Provision For Standard Assets	-		-	
Less:- Transferred to Statutory Reserve u/s 45-IC of RBI Act,1934	(39.56)		(18.60)	
Less:- Adjustment of Income Tax Provisions of last years	2.43			
Less : Bonus issue	-	373.08	(19.33)	218.37
Closing Balance as on 31.03.2024		1,085.63		297.83
16. Money Received Against Share Warrants		150.00		-

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE – 17 REVENUE FROM OPERATIONS			(Figure in Lakhs)
Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023	
Interest Income	1,519.43	1,332.92	
Processing Fees and Commission Income	8.09	16.08	
Net Revenue from Operations	1,527.51	1,349.00	

NOTE – 18 OTHER INCOME			
Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023	
Misc income	0.23	0.82	
Interest on IT Refund	0.14	-	
Interest on Investment	0.67	-	
Profit on sale of Investment	6.90	-	
Interest On FDR	37.83	2.37	
	45.77	3.19	

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE – 19 FINANCE COST		
Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Interest on loan:	897.32	938.49
	897.32	938.49

NOTE – 20 EMPLOYEE BENEFIT EXPENSES		
Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Salaries including Incentives	133.50	101.12
Director Salary	24.00	28.65
Staff Welfare	2.10	1.96
	159.60	131.73

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE – 21 FEES AND COMMISSION EXPENSE

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Fees and Taxes:		
Audit Fees	1.30	1.00
Acetance Fees	0.30	-
Processing Fees	1.27	(0.09)
Processing Fees-Lendbox	10.75	24.56
BSE listing fees	6.81	4.50
CDSL Expense	1.02	0.91
CIBIL Fees	2.12	3.38
Issuer Fees	3.77	0.58
Rating fees	2.85	2.25
ROC Fees and Taxes	22.77	-
RC Transfer Fees	0.11	-
Annual Fees	0.11	0.11
NSDL Fees	0.51	0.49
Other Fees and Taxes	0.38	-
Bonus Issue Charges	0.11	-
Software Expense	0.65	1.71
Insurance Charges	5.95	1.85
	60.79	41.24

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE – 22 OTHER EXPENSES

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Advertisement	0.75	8.28
Amount Written Off	17.62	-
Bank Charges	-	-
Bulk sms charges	0.18	0.02
Brokerage Charges	1.40	-
Diwali Gift	-	0.70
Donation	-	16.75
Electricity Charges	1.27	1.28
Financial consultancy	-	0.18
Loss Assets	29.58	-
Loss on Sale of Car	15.29	-
Miscellaneous Expense	1.29	6.16
Office Expenses	2.74	7.55
Office Maintainance Charges	3.05	3.59
Prior Period Expense	(7.60)	-
Printing & Stationary	0.71	0.78
Penalties	0.28	-
Petrol and Diesel	0.30	-
Postage & courier Expense	0.29	0.40
Legal and Professional Charges	28.82	3.73
Rent	13.02	16.20
Repair & Maintainance	3.30	2.32
Round Off	(0.00)	-
Telephone and Internet Expense	1.24	0.65
Travelling Expenses	1.24	1.79
Travelling Expenses	-	1.79
Water Expenses	0.18	0.21
Vehical loan closer charges	-	0.06
	114.95	72.43

REGENCY FINCORP LTD
NOTES TO ACCOUNT

NOTE – 23 EARNING PER SHARE

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Net Profit/(Loss) After Tax (₹)	196.69	92.49
Weighted Average No. of Equity Shares	382.30	106.86
Basic & Diluted Earning Per Share (₹)	<u>0.51</u>	<u>0.87</u>

REGENCY FINCORP LIMITED

NOTES FORMING PART OF ACCOUNTS

Note No. 24 CORPORATE INFORMATION

Regency Fincorp Limited an Indian Company incorporated on 29.03.1993, under the provisions of Companies Act, 1956, having its registered office at Unit No. 57-58, 4th Floor, Sushma Infinium Chandigarh-Ambala Highway, Zirakpur, Mohali PB 140603. The Company is registered with the Reserve Bank of India ("RBI") as a Non-Systemically Important Non-Deposit Taking Non-Banking Financial Company (NBFC) and the Company is also listed on Main Board of Bombay Stock Exchange Ltd. (BSE), Mumbai.

The Company is engaged in lending and allied activities. The Company provide customer-centric financial services, mainly in the form of micro-credit, to the women entrepreneurs and MSMEs of the country. Through our products and services, we aim at empowering the economically active households and MSMEs to grow their businesses and thus improve their overall quality of lives.

Note No. 25 STATEMENTS OF SIGNIFICANT ACCOUNTING POLICIES BASIS OF PREPARATION OF FINANCIAL STATEMENTS

1. Compliance with IND-AS

The financial statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind-AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard

requires a change in the accounting policy hitherto in use.

2. **Presentation of financial statements**

The Balance Sheet and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind-AS. The Statement of Cash Flows has been presented as per the requirements of Ind-AS 7 Statement of Cash Flows.

3. **Basis of preparation**

The financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair values at the end of each reporting period as explained in the accounting policies below. All amounts disclosed in the financial statements and notes have been rounded off to the nearest INR (amount in Lakhs shown) in compliance with Schedule III of the Act, unless otherwise stated.

4. **Use of Estimates**

The preparation of financial statements in conformity with Ind-AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognized in the periods in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. The estimates and judgements that have a significant impact on the carrying amount of assets and liabilities at each balance sheet date.

5. **Date of recognition of Financial Instruments**

Financial assets and financial liabilities are recognized in the Company's balance sheet

when the Company becomes a party to the contractual provisions of the instrument.

6. Impairment of Financial Assets

The Company applies the ECL (Expected Credit Loss) model in accordance with Ind-AS 109 for recognizing impairment loss on Financial Assets. The ECL allowance is based on the credit losses expected to arise from all possible default events over the expected life of the Financial Asset ('lifetime ECL') unless there has been no significant increase in credit risk since origination. ECL is calculated on a collective basis, considering the retail nature of the underlying portfolio of financial assets.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. When determining whether the risk of default on a financial asset has increased significantly since initial recognition, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on a provision matrix which takes into account the Company's historical credit loss experience, current economic conditions, forward-looking information and scenario analysis. The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The Company has evaluated the PD and LGD based on the management's best estimate in accordance with Ind-AS 109.

7. Financial Liabilities

Financial liabilities are measured at amortized cost. The carrying amounts are determined. Interest expense is recognized in the statement of profit and loss.

Any gain or loss on de-recognition of financial liabilities is also recognized in the statement of profit and loss.

Undrawn loan commitments are not recorded in the balance sheet.

8. Write Offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to

repay the amounts subject to the write-off.

During the year, the Company has written off the loan assets worth Rs 17.62 Lakhs on account of shortfall in insurance in case of death cases and Rs. 29.58 lakh due to Loss Assets.

9. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation because of past events, and it is probable that there will be an outflow of resources.. The details are as Follows:

S. No.	Name of the Party	Amount O/s as on 31.03.2024 (In Lakhs)	Legal Proceedings	Remarks if any
1.	Manhar Logistics Private Limited	135.99	NCLT	Provision for Doubtful debts has been created under Long Term Loans and Advances

10. Cash and cash equivalents

Cash and cash equivalents include cash at banks and on hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less/ more that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

11. Property, plant, and equipment as per Ind-AS 16

a. Recognition and measurement

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Cost of assets not put to use before such date are disclosed under Capital work-in-progress.

b. Subsequent expenditure

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits / functioning capability from / of such assets.

c. Depreciation estimated useful lives and residual value.

Depreciation is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act.

The Company uniformly estimates a five percent residual value for all these assets. Items costing less than 5,000 are fully depreciated in the year of purchase. Depreciation is pro-rated in the year of acquisition as well as in the year of disposal.

The residual values, useful lives, and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

12. Revenue Recognition

Revenue is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are net of goods and services tax ('GST') wherever applicable and amounts collected on behalf of third parties.

Specific policies for the Company's different sources of revenue are explained below:

a. **Income from lending business**

Interest Income

Interest income on a financial asset at amortized cost is recognized on a time proportion basis considering the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial asset through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial asset after netting off the fees received, and cost incurred approximates the effective interest rate of return for the financial asset. The future cash flows are estimated considering all the contractual terms of the instrument.

Other financial charges

Cheque bouncing charges, late payment charges and prepayment charges are recognized on a point-in- time basis and are recorded when realized since the probability of collecting such monies is established when the customer pays.

13. **Goods and services tax paid on acquisition of assets or on incurring expenses.**

Expenses and assets are recognized net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

Further being an NBFC Company, the Company has followed the policy to availed only 50% input credit of GST on all expenses as well as on Capital Goods Purchased and the remaining 50% will be lapsed as per Rule No. 3 of ITC of GST.

14. Income tax

a. Current tax

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 in respect of taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years.

b. Deferred tax

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

15. Earnings Per Share

The Company reports basic and diluted earnings per equity share as per Ind-AS 33. Basic earnings per equity share have been computed by dividing net profit / loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity shareholders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

Note No. 26 Reporting Segment

As the company is engaged in a single segment i.e., Financial Activities/Services, hence there is no separate reportable segment as per Ind AS 108.

Note No. 27 Details of Single Borrower Limits (SBL)/Group Borrower Limits (GBL) exceeded.

The Company has not exceeded the single borrower limits/group borrower limits as set as by Reserve Bank of India.

Note No. 28 Capital Management

The primary objective of the Company's capital management policy is to ensure compliance with regulatory capital requirements. In line with this objective, the Company ensures adequate capital at all the times and manages its business in a way in which capital is protected, satisfactory business growth is ensured, cash flows are monitored, borrowing covenants are honored and ratings are maintained.

Regulatory capital-related information is presented as part of the RBI mandated disclosures. The RBI norms require capital to be maintained at prescribed levels. In accordance with such norms, Tier I capital of the Company comprises of share capital, share premium, reserves and perpetual debt, Tier II capital comprises of subordinated debt and provision on loans that are not credit impaired. There were no changes in the capital management process during the periods presented

Some Important Ratio Analysis is as follows-

Particulars	31.03.2024	31.03.2023
CRAR (Capital Risk Adequacy Ratio)	40.56%	13.71%
GNPA Ratio (Gross Non-Performing Asset Ratio)	1.44%	0.97%
NNPA Ratio (Net Non-Performing Asset Ratio)	0.35%	0.84%

Capital Adequacy (₹)	31.03.2024	31.03.2023
TierI Capital	50.58	13.66
TierII Capital	0	0
Total Capital	50.58	13.66
Risk Weighted Assets	124.69	99.60
TierI Capital Ratio%	40.56%	13.71%
TierII Capital Ratio%	0	0
Total Capital Adequacy Ratio%	40.56%	13.71%

ACCOUNTING RATIOS

RATIO	RATIO AS ON 31.03.2024
CURRENT RATIO	2.63
DEBT- EQUITY RATIO	1.87
QUICK RATIO	0.49
DSCR	2

OTHER NOTES TO FINANCIAL STATEMENTS

Note No. 29 Previous Year Figures

The Previous year figure have been reworked, regrouped, rearranged, and reclassified wherever necessary. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Note No. 30 Borrowings from Banks/Financial Institutions

During the year, the company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

Note No.	Additional Regulatory Information
-----------------	--

- | | |
|-------|---|
| i. | The company does not hold any immovable property where title deeds are not held in name of the Company. |
| ii. | No investment property is held by the company as at Balance sheet date. |
| iii. | No Property, Plant and Equipment is revalued by company during the year. |
| iv. | No Intangible asset is revalued by company during the year. |
| v. | No Loans or Advances are granted to promoters, directors, KMPs and the related parties during the year. |
| vi. | The company does not hold any benami property at any point of time during the year & hence no proceedings have been initiated or pending in this respect against the company. |
| vii. | Quarterly returns or statement of current assets filed by the company with Banks & Financial Institutions w.r.t borrowings taken are in agreement with the books of accounts. Further, there is no discrepancy during the year. |
| viii. | The company is not a wilful defaulter declared by any bank or financial institution or any lender. |
| ix. | The company has no transactions with any company whose name has been struck off under section 248 of Companies Act,2013 or Section 560 of Companies act,1956. |

- x. Filings w.r.t registration of charges and satisfaction of same have been filed within due statutory time limits. Also, no filings are yet to be filed with ROC beyond the statutory period.
- xi. The Company have not traded or invested in crypto currency or virtual currency during the financial year.
- xii. Section 2(87) of the Companies Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to company.
- xiii. The company has not entered into any arrangements in terms of section 230 to 237 of Companies act ,2013.
- xiv. Balances of the Debtors, Creditors, Advances and other parties are subject to confirmation and subsequent adjustment if any on account of any defects or performance/contractual claims with the counter party.
- xv. The company have not any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income tax act 1961(such as, search or survey or any other relevant provisions of the Income Tax Act,1961).
- xvi. Pursuant to RBI circular dated November 12, 2021, "Prudential norms on Income Recognition, Asset classification and provisioning pertaining to Advances -clarifications," the company has taken necessary steps and complied with the provisions of the circular for regulatory reporting, as applicable. The financial Statements for the year ended March 31, 2024, are prepared in accordance with the applicable IND-AS guidelines and the RBI Circular dated March 13,2020- "Implementation of Indian Accounting Standards".