



Regency Fincorp Limited

(Formerly Known as:- Regency Investments Limited)

CIN : L67120PB1993PLC013169

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

Contact No.: +91-1762-424697 | Web.: www.regencyfincorp.com |

E-mail: regencyinvestmentsltd@gmail.com

03rd September, 2022

The Listing Department
Bombay Stock Exchange Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai, Maharashtra - 400001

Sub: Annual Report for FY 2021-22

Ref: Regency Fincorp Limited (Scrip Code: 540175)

Sir,

Pursuant to the provisions of Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed is the Annual Report for the 29th Annual General Meeting (AGM) of the Company to be held on **Monday, 26th day of September, 2022 at 12:00 Noon** 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.

The Annual Report for the Financial Year ended 31st March, 2022 is available also on the Company's Website www.regencyfincorp.com.

You are requested to take the above information on record.

For **REGENCY FINCORP LIMITED**

MANISHA SHARMA
COMPANY SECRETARY AND COMPLIANCE OFFICER
M. NO. A58430



29th ANNUAL REPORT 2022

REGENCY FINCORP LIMITED

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

Message from the Chairman

Dear Shareholders,



I, Gaurav Kumar, Chairman/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.

It gives me great pleasure to state that the Company witnessed steady progress during the financial year 2021-22 with continued execution of its strategic objectives of sustainable growth and improving efficiencies.

The Indian economy had begun to recover since the second half of FY 2020-21. Thus, FY2021-22 began with an expectation that we would soon see GDP surpass the pre-pandemic level of the financial year 2019-20. The RBI kept its key policy rates including repo rate, reverse repo rate and bank rate unchanged at 4%, 3.35% and 4.25% respectively throughout FY 2021-22.

We have continued to entrench our presence in the existing states and expanded further beyond exploring new territories. We have opened its 3 branches in Punjab during FY 2021-22 and also exploring opportunities in other cities.

I am truly grateful to my fellow Board members for their support and guidance that remained consistent on all fronts. I would like to conclude by thanking my industrious team at Regency Fincorp Limited, our esteemed customers, bankers, channel partners and all the other stakeholders for their unwavering support and we look forward to strengthening our relationship in the future

Yours sincerely,

Gaurav Kumar
Managing Director



CONTENTS:

1.	Corporate Information	1
2.	Performance Highlights	4
3.	Notice of Annual General Meeting	6
4.	Directors' Report and Annexure	46
	Annexure-I (Secretarial Audit Report)	66
	Annexure –II (Management Discussion and Analysis)	74
	Annexure-III (Policy on Remuneration of Directors Etc.)	79
	Annexure-IV (Declaration on Compliance of the Company's Code of Conduct)	87
5.	Annexure-V (MD Certification)	88
6.	Independent Auditors' Report & Balance Sheet	90

29th ANNUAL GENERAL MEETING

Monday, 26th September, 2022 at 12.00 Noon

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	13.09.2017
Mr. Vishal Rai Sarin (DIN: 08758350) (PAN: APJPS0737C)	Director and Chief Financial Officer	05.09.2020 27.07.2020
Ms. Sahara Khanna (DIN: 07682859)	Non-Executive Director	24.08.2022
Mr. Gurinder Singh Sandhu (DIN: 02507381)	Non-Executive Independent Director	02.11.2019
Mr. Jenish Pankajkumar Shah (DIN:07986786)	Non-Executive Independent Director	08.06.2020
Mr. Sunil Jindal (DIN: 02909819)	Non-Executive Independent Director	19.03.2021
Ms. Manisha Sharma	Company Secretary & Compliance Officer	01.12.2021

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



1. AUDIT COMMITTEE

Name of Director	Nature of Directorship	Status in Committee
Gurinder Singh Sandhu	Non-Executive Independent Director	Chairman
Mr. Jenish Pankajkumar Shah	Non-Executive Independent Director	Member
Gaurav Kumar	Executive Director	Member

2. NOMINATION AND REMUNERATION COMMITTEE:

Name of Director	Nature of Directorship	Status in Committee
Sunil Jindal	Non-Executive Independent Director	Chairman
Gurinder Singh Sandhu	Non-Executive Independent Director	Member
Jenish Pankajkumar Shah	Non-Executive Independent Director	Member

3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Name of Director	Nature of Directorship	Status in Committee
Jenish Pankajkumar Shah	Non-Executive Independent Director	Chairman
Gurinder Singh Sandhu	Non-Executive Independent Director	Member
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:

M/s A. K. Nandwani & Associates
Practicing Company Secretary
125-126, B. D. Chambers, 10/54
D.B. Gupta Road, Karol Bagh, New Delhi-110005
Email: info@aknassociates.in

INTERNAL AUDITOR:

Mr. Aditya Aggarwal, Chartered
Accountant 6A/1, 2nd Floor, W.E.A,
Karol Bagh,
New Delhi

BANKER TO THE COMPANY:

HDFC BANK LIMITED
Plot No. 28 Industrial Area
Phase 1 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: L67120PB1993PLC013169

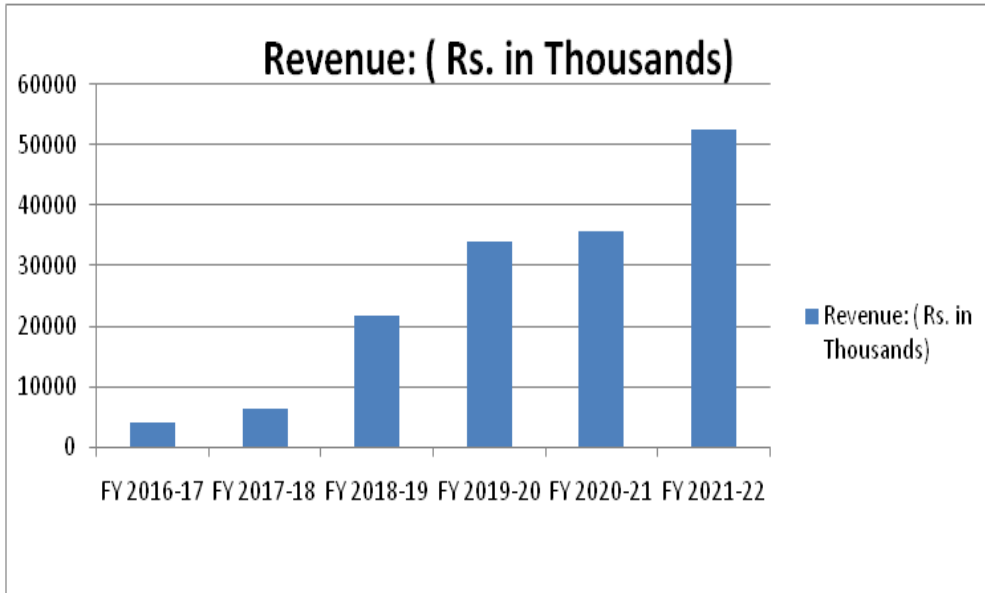
REGISTRAR & SHARE TRANSFER AGENT:

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

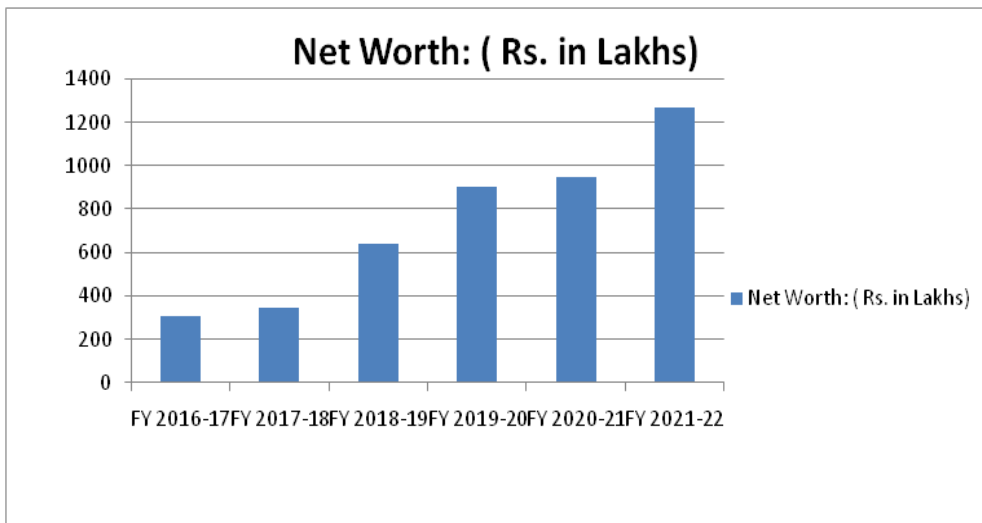
2. PERFORMANCE HIGHLIGHTS



Revenue:(Rs. in Thousands)

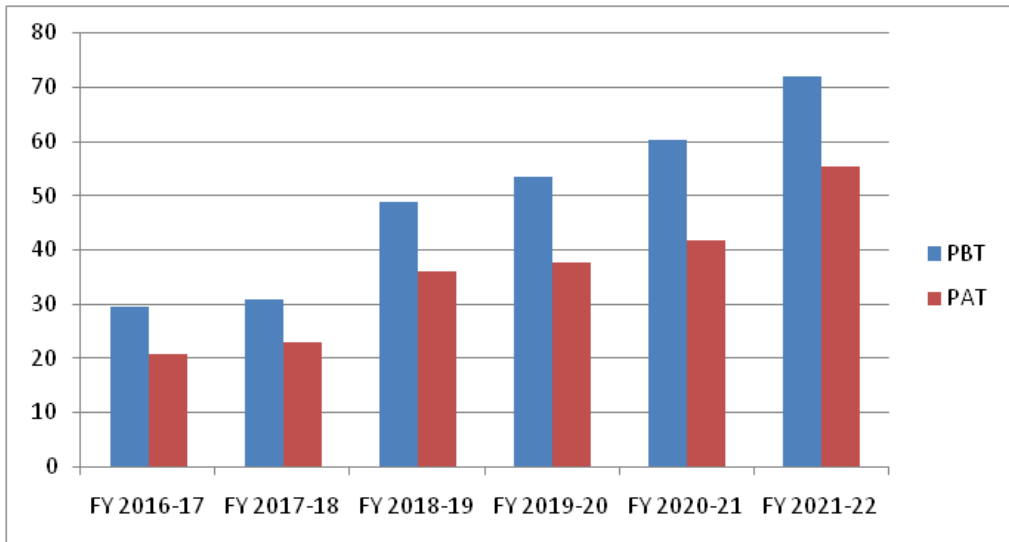


NET WORTH(Rs. in Lakhs)





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





NOTICE

NOTICE IS HEREBY GIVEN THAT 29TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF REGENCY FINCORP LIMITED (FORMERLY KNOWN AS REGENCY INVESTMENTS LIMITED) WILL BE HELD ON MONDAY, THE 26TH DAY OF SEPTEMBER 2022, AT 12:00 NOON 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 March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.**

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company including the Balance Sheet as at March 31, 2022, the Statement of Profit & Loss, the Cash Flow Statement for the year ended on that date and the reports 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. Vishal Rai Sarin (DIN: 08758350) who retires by rotation and being eligible, offers himself for re-appointment:-**

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

“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made there under, Mr. Vishal Rai Sarin, Director (DIN: 08758350), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.”



SPECIAL BUSINESS:

- 3. To re-appoint Mr. Gaurav Kumar (DIN: 06717452) as Managing Director of the Company**

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

“RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of members of the Company, be and is hereby accorded for re-appointment of Mr. Gaurav Kumar (DIN: 06717452) as Managing Director of the Company, for a period of three years w.e.f. 24th August, 2022, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Gaurav Kumar (DIN: 06717452), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT consent of member be and is hereby accorded for ratification of appointment of Mr. Gaurav Kumar as the Managing Director from 12th September 2020 till 23rd August 2022. And the remuneration paid for the period from 12th September 2020 till 31st August 2021 stands ratified.”



4. To ratify the remuneration paid to Mr. Vishal Rai Sarin, Director (DIN- 08758350) as CFO of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of members of the Company, be and is hereby accorded for payment of remuneration to Mr. Vishal Rai Sarin, Director (DIN- 08758350) who was appointed as Chief Financial Officer of the Company, as per the details set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Vishal Rai Sarin (DIN: 08758350), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT consent of member be and is hereby accorded for ratification of remuneration paid to Mr. Vishal Rai Sarin (DIN: 08758350) as CFO of the Company, for the period from 5th September 2020 till 23rd August 2022.”

5. To appoint Ms. Sahara Khanna (DIN: 07682859) as Director of the Company

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

“RESOLVED THAT Ms. Sahara Khanna (DIN: 07682859), who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (the Act) with effect from 24th August, 2022 by the Board of Directors in their meeting held on 24th August, 2022 and who holds office upto the date of ensuing Annual General Meeting and, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her



candidature for the office of Director, be and is hereby appointed a Director of the Company.”

6. To appoint Ms. Sahara Khanna (DIN: 07682859) as Whole-Time Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 188, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendments thereto and the re-enactments thereof, provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015 and also in terms of the approval accorded by the Nomination & Remuneration Committee and the Board of Directors, consent of members be and is hereby accorded for appointment of Ms. Sahara Khanna (DIN: 07682859) as the Whole-Time Director of the Company whose office is, liable to retire by rotation for a period of 3 (Three) years with effect from 24th August, 2022, on such remuneration as set out in the Explanatory Statement annexed to this Notice of AGM.”

7. To consider modification of the resolution passed by members in their meeting held on 30th September, 2020 for issuance of bonus shares

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

“**RESOLVED THAT** in supersession of the resolution passed by the members of the Company in their meeting held on 30th September, 2020 and in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Foreign Exchange Management Act, 1999, as amended, and other



applicable regulations, rules and guidelines issued, from time to time, by SEBI and the Reserve Bank of India (“RBI”) and the enabling provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 5,34,28,640/- (Rupees Five Crore Thirty Four Lakh Twenty Eight Thousand Six Hundred Forty Only) from and out of the Securities Premium Account and/or Free Reserves as per the Audited Financial Statements of the Company for the Financial Year ended on 31 March 2022, for the purpose of issue and allotment of bonus equity shares of Rs. 10/- (Rupees Ten only) each, to be credited as fully paid up to the existing Members of the Company holding fully paid up equity shares of Rs. 10/- (Rupees Ten only) of the Company whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the 'Record Date' to be determined by the Board for this purpose, in the proportion of 1(One) new fully paid- up bonus equity shares of ` Rs. 10/- (Rupees Ten only) for every 1(One) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each held by the Members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares as and when issued and allotted, shall always be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid-up equity shares of the Company and carry the same rights as the existing fully paid Equity Shares of the Company, save and except for dividend for which the bonus shares will be entitled on proportionate basis.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and in case of Members who hold equity shares in dematerialised form, the bonus equity shares be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect of the equity



shares shall be dispatched, within such times as prescribed under the law and by the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to the Members who are Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the approval of the RBI or any other regulatory authority, as may be necessary or applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on BSE Limited where the shares of the Company are presently listed, as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to :

- (i) take decision on the conditions imposed by BSE Limited (BSE)/ SEBI/ any other regulatory without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution
- (ii) do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to any Director(s) or any Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”



8. To consider the revision in the borrowing limits

To consider and if thought fit, to pass the following resolution as 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, 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. 100,00,00,000/- (Rupees One Hundred Crores) to an aggregate amount not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores), 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 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. 200,00,00,000/- (Rupees Two Hundred Crores).



9. To consider and approve revision in terms of loan agreements with various entities

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

“RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum & Articles of Association of the Company the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to consider the alternation in the Loan Agreements entered with the entities as detailed in the Explanatory Statement, including the conversion of the same into equity shares of the Company on such terms and conditions as may be approved by the Board of Directors in their absolute discretion and agreed by the lenders.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals statutory, contractual or otherwise in relation to above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds applications, documents and writings that may be required on behalf of the Company and generally to do all such acts deeds matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”



NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 3-9 is annexed to this notice.
2. The present AGM has been 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 and 2/2022 dated May 05, 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 Wednesday, 21st September, 2022 to Monday 26th September, 2022.
5. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 i.e. Secretarial Standards on General Meetings in respect of the Director seeking appointment/reappointment at the Meeting is annexed to the Notice as **ANNEXURE-A**.
6. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts 2021 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company



or with the Depositories. Further In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.regencyfincorp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.regencyfincorp.com for download.

7. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. regencyinvestmentsltd@gmail.com.
8. In view of the situation arising due to COVID-19 global pandemic, 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, 12/2022 dated May 05, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed Instruction for attending AGM through VC/ OAVM is annexed to the Notice as **ANNEXURE-B**.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for



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

10. Ms. Kavita, Practicing Company Secretary [Membership No. F9115, COP-10641] has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.
11. The remote e-voting period commences on Friday, 23rd September, 2022 and ends on Sunday, 25th September, 2022 [5:00 P.M.] During this period, Members holding shares either in physical form or demat form, as on Tuesday, 20st September, 2022 i.e. Cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
12. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.
13. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.regencyfincorp.com and on the website of CDSL i.e., www.evotingindia.com immediately after the result is



declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.

14. REQUEST TO MEMBERS

- (i) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.
- (iii) Members holding shares in dematerialized form are requested to register / update their e-mail addresses & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (iv) Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. MAS Services Limited, T/34, 2nd Floor, Okhla Industrial Area. Phase II, New Delhi-110020, about the changes, if any, in their registered address



along with Pin Code, quoting their Folio number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company or by sending email the same at info@masserv.com

- (v) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar, for consolidation into a single folio.
- (vi) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / registrar and Share Transfer Agents.



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

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

REGISTERED OFFICE:

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

By Order of the Board
Regency Fincorp Limited

Sd/-
Manisha Sharma
Company Secretary
M.No. A58430

Date: 24th August, 2022
Place: Zirakpur, Punjab



Securities & Exchange Board of India (SEBI) vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021

Please take note that Securities & Exchange Board of India (SEBI) vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 read with clarification circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has notified simplified norms for processing investors service request by Registrar and Transfer Agent ('RTA') and mandatory furnishing of Permanent Account Number ('PAN'), KYC details and Nomination by holders of physical securities. In this connection, following forms have been notified by SEBI.

- I. Form ISR-1 : Request for registering PAN, KYC details or changes /up-dation thereof
- II. Form ISR- 2 : Confirmation of Signature of securities holder by the Banker
- III. Form ISR-3 : Declaration for opt-out
- IV. Form(s) SH-13 : Registration of nomination
- V. Form SH-14 : Change in Nomination

Formats of all such forms can be downloaded from Company website www.regencyfincorp.com under the tab 'Shareholders' Communications'. The shareholder(s) may kindly note that it has now been made mandatory for those holding shares in physical/ certificate form to furnish PAN, KYC (including contact details, bank account details and specimen signatures) and nomination details.

As per the directions issued by SEBI, if the shareholders do not furnish the above details by March 31, 2023, their folios will be frozen by the RTA. Also note that w.e.f. January 1, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till the aforementioned PAN, KYC and Nomination documents/ details are provided by the shareholders.

Therefore, in order to avoid freezing of their folios, the shareholders are requested to comply with the following procedure:

First link PAN with Aadhar to ensure the validity of your PAN and thereafter update this valid PAN with RTA by submitting the Form ISR-1. Update your KYC details (in Form ISR-1) and Nomination details (in Form SH-13) with RTA. Declaration to Opt-out: In case any of the shareholder(s), do not wish to nominate any person(s) in the event of his/ her death, he/ she shall file Declaration to Opt-out', in Form ISR-3 with RTA.



2. Submit SH-14 to change/ cancel the nomination - In case of cancellation of nomination by the holder(s) through Form SH- 14 be provided to RTA.

3. In case you wish to change your signatures in the Folio, then send the banker confirmation by filing form ISR-2 with RTA. Please provide your Email Id and Phone No. to the RTA for records as well for receiving communications by Electronic means. If you have already updated all the information stated above with Company/ RTA, kindly ignore this correspondence. Please find below the contact details of the RTA to enable you to submit your PAN/ KYC/ Nomination/ Bank details:

MAS SERVICE LIMITED

Reg. Address: T-34, 2nd Floor, Okhla Industrial Areae

Phase-II, New Delhi-110020

Email Id: info@masserv.com

Phone no.: 011-26387281/82/83

In case of any query, you may contact the undersigned at regencyinvestmentsltd@gmail.com



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

ITEM NO.3

Mr. Gaurav Kumar (DIN: 06717452) has been on the Board of the Company since September 13, 2017 and has been rendering valuable services to the Company. Considering his valuable contribution to the Company, the Board of Directors has decided to re-appoint Mr. Gaurav Kumar as the Managing Director for a period of three years w.e.f. 24th August, 2022, subject to the approval of the Shareholders at a monthly remuneration upto Rs.1,00,000/- per month, which is in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time.

He possesses a total experience of about 10 years. Your Board is of the opinion that considering the experience of Mr. Gaurav Kumar (DIN: 06717452), his re-appointment as Managing Director will be beneficial to the Company. The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment is mentioned in the draft letter of re-appointment placed before the meeting approved by the Board of Directors, held on 24th August, 2022.

Further, since term of initial appointment of Mr. Gaurav Abrol expired on 12th September, 2020 and could not be timely renewed, the Board recommends this resolution for ratification of appointment for a period from 12th September 2020 till 23rd August 2022 and the Board also recommends resolution for ratification of the remuneration paid to him for the period from 12th September, 2020 till 31st August, 2021.

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

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



1. Regency Fincorp Limited is Non-Banking Financial Company which commenced its commercial operations w.e.f. 29th March 1993.
2. The Financial performance of the Company is based on given indicators:

Particulars	2021-22	2020-21	2019-20
Revenue from operation (In Lac)	526.49	357.01	338.69
Profit/loss for the year (In Lac)	55.37	41.82	37.63
Earnings per share (In Rs.)	1.35	1.02	0.83

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

II. Information about Mr. Gaurav Kumar:

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

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

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



3. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.
4. His last drawn remuneration was Rs. 9,00,000/- p.a. in the financial year 2021-22.
5. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
6. The Company has earned inadequate profits in the immediately preceding financial year. However, considering the size of the Company, the industry trend, the profile and the experience of Mr. Gaurav Kumar, the proposed remuneration is commensurate in the opinion of the Board in terms of Section II of Part II of Schedule V to the Act. The Board is looking at various options to increase the Company's future revenues.
7. Mrs. Neha Abrol, wife of Mr. Gaurav Kumar is Promoter of the Company.

III. Other information:

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

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



ITEM NO.4

On recommendation of the Nomination and Remuneration Committee, the Board of directors of the Company in its meeting held on 24th August, 2022, ratified the remuneration paid to Mr. Vishal Rai Sarin (DIN: 08758350) who was appointed as Chief Financial Officer of the Company w.e.f. 27th July, 2020.

The Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

Mr. Vishal Rai Sarin is a shareholder of the Company and is a Non-Executive Director of the Company since 5th September, 2020.

He is having a vast banking experience of 20 years and have worked with companies like Citibank, Royal Bank of Scotland and ICICI Bank. Since 2 years, Mr. Vishal has been taking care of the asset and liability book and has increased its size by 3 times in 2 years.

The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment is mentioned in the draft letter of re-appointment placed before the meeting approved by the Board of Directors at their meeting held on 24th August, 2022.

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

1. Regency Fincorp Limited is Non-Banking Financial Company which commenced its commercial operations w.e.f. 29th March 1993.
2. The Financial performance of the Company is based on given indicators:

Particulars	FY 2021-22	2020-21	2019-20
Revenue from operation (In Lac)	526.49	357.01	338.69
Profit/loss for the year (In Lac)	55.37	41.82	37.63
Earnings per share (In Rs.)	1.35	1.02	0.83



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

II. Information about Mr. Vishal Rai Sarin:

1. Mr. Vishal Rai Sarin is having a vast banking experience of 20 years and have worked with companies like Citibank, Royal Bank of Scotland and ICICI Bank. Since 2 years, Mr. Vishal has been taking care of the asset and liability book and has increased its size by 3 times in 2 years.

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

2. The Overall Remuneration, together with perquisites, allowance, benefits and amenities payable to Mr. Vishal Rai Sarin, in any financial year shall not exceed the limits prescribed from time to time under Section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);
3. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof. His last drawn remuneration was Rs. 12,00,000/- p.a. in the financial year 2021-22.
4. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
5. The Company has earned inadequate profits in the immediately preceding financial year. However, considering the size of the Company, the industry trend, the profile and



the experience of Mr. Vishal Rai Sarin the proposed remuneration is commensurate in the opinion of the Board in terms of Section II of Part II of Schedule V to the Act. The Board is looking at various options to increase the Company's future revenues.

III. Other information:

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

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5 & 6

The Board of Directors of the Company ('the Board') at the meeting held on 24th August, 2022, on the recommendation of the Nomination & Remuneration Committee ('the Committee') approved the appointment of Ms. Sahara Khanna as Additional Director with effect from 24th August, 2022, and subject to the approval of the Members, also as the Whole-Time Director of the Company for a period of 3 (three) years, in terms of Sections 196, 197 and 203 read with Schedule V of the Act, on the Consolidated Monthly Salary of Rs. 50,000/-p.m. and reimbursement of expenses incurred in courses of official duties on actual basis.

The aforesaid remuneration shall be paid as minimum remuneration to Ms. Sahara Khanna in terms of Schedule V to the Act, Requisite Notice under Section 160 of the Act proposing the appointment of Ms. Sahara Khanna has been received by the Company, and consent has



been filed by her pursuant to Section 152 of the Act. Additional information in respect of Ms. Sahara Khanna, pursuant to Schedule V of the Act, Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annexure– A to this Notice.

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

- (1) Regency Fincorp Limited is Non-Banking Finance Company and commenced its commercial operations w.e.f 29th March 1993.
- (2) **Financial performance based on given indicators:**

Particulars	2021-22	2020-21	2019-20
Revenue from operation (In Lac)	526.49	357.01	338.69
Profit/loss for the year (In Lac)	55.37	41.82	37.63
Earnings per share (In Rs.)	1.35	1.02	0.83

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

II. Information about Ms. Sahara Khanna

1. Ms. Sahara Khanna is having more than 5 years of experience in Business and Administration and has completed her Masters in Business Administration from Montfort, London.

In the opinion of the Board, she is competent to carry on the responsibilities entrusted to her. Taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Ms. Sahara Khanna, and the responsibility shouldered by her, the proposed remuneration of Ms. Sahara Khanna, as Whole-Time Director of the Company as stated above, is fair and reasonable in the opinion of the Board.

2. The Overall Remuneration, together with perquisites, allowance, benefits and amenities payable to Ms. Sahara Khanna, in any financial year shall not exceed the limits



prescribed from time to time under Section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);

3. She shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.
4. She was not drawing any remuneration from the Company in the financial year 2021-22.
5. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
6. The Company has earned inadequate profits in the immediately preceding financial year. However, considering the size of the Company, the industry trend, the profile and the experience of Ms. Sahara Khanna, the proposed remuneration is commensurate in the opinion of the Board in terms of Section II of Part II of Schedule V to the Act. The Board is looking at various options to increase the Company's future revenues and is enduring its efforts towards the same.
7. She is not having any pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director].

III. Other information:

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

Save and except the above, none of the other Directors or Key Managerial Personnel of



the Company (including relatives of Directors and Key Managerial Personnel) are in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the Special Resolution set out at Item No. 5 & 6 of the Notice for approval by the members.

ITEM NO.7

The Members had passed a resolution at their meeting held 30th September, 2020 and had declared the issuance and allotment of the bonus shares worth Rs. 4,10,14,840/- (Rupees Four Crore Ten Lakhs Fourteen Thousand Eight Hundred Forty Only) in the ratio 1:1 i.e. one equity shares of face value of Rs.10/- (Rupees Ten) each for every one equity shares of face value of Rs.10/- (Rupees Ten) each held by the members of the Company members on a "Record Date" to be fixed by the Board of Directors, by capitalizing a part of the amount standing to the credit of the Reserves, subject to the approval of the members.

After passing the resolution on 30th September, 2020, the company could not get the In Principle Approval from BSE Limited (BSE) for Listing of Bonus Shares, due to various factors beyond the control of the Company. Subsequently the Company made Exemption Application to SEBI from strict compliance of Regulation 295 of SEBI (ICDR) and SEBI vide its letter dated 11th July 2022 was pleased to accord the exemption. Since the earlier resolution was for 4101484 equity shares, the Board in consultation with BSE decided to grant the Bonus Shares on the enhanced equity share capital of the Company by capitalizing Rs. Rs.5,34,28,640/- (Rupees Five Crore Thirty Four Lakh Twenty Eight Thousand Six Hundred Forty Only) from the Securities Premium Account and/or the Free Reserves . The aforesaid decision has been taken due to difficulty in identifying the share holders on a prior date However, even after passing the resolution on 30th September, 2020, the said allotment of bonus shares could not be made as the Company was unable to file In Principle Approval Application with BSE as the stock exchange follows sequential listing and hence, the shares allotted on preferential basis were to be listed first and then only the Company could have applied for In-Principle Approval for any further issue.



The List of events is as follows:

Events	Dates
Board Resolution passed by the Board of Directors for issue and allotment of the bonus shares worth Rs. 4,10,14,840 (Rupees Four Crore Ten Lakhs Fourteen Thousand Eight Hundred Forty Only) in the ratio 1:1	5 th September, 2020
Ordinary Resolution passed by Members of the Company for issue and allotment of the bonus shares worth Rs. 4,10,14,840 (Rupees Four Crore Ten Lakhs Fourteen Thousand Eight Hundred Forty Only) in the ratio 1:1	30 th September, 2020
Application for Exemption from Regulation 295 of SEBI ICDR Regulations, 2018 filed with SEBI	18 th February, 2022
SEBI Letter granting Exemption from Regulation 295 of SEBI ICDR Regulations, 2018	11 th July, 2022
Listing Approval for 8620 equity shares issued on preferential basis	20 th July, 2022
Listing Approval for 1241380 equity shares allotted pursuant to conversion of convertible warrants issued on preferential basis	11 th August, 2022
Board Resolution for ratification of resolution passed for capitalizing Rs.5,34,28,640 (Rupees Five Crore Thirty Four Lakh Twenty Eight Thousand Six Hundred Forty Only) out of the amount standing to the credit of the Reserves and issue of bonus shares out of the same	24 th August, 2022

The paid up capital of the Company after bonus issue will be Rs. 10,68,57,280 (Rupees Ten Crore Sixty Eight Lakh Fifty Seven Thousand Two Eighty Only).

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. 7 of the Notice except to the extent of their shareholding in the Company.

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. 100,00,00,000/- (Rupees One Hundred Crores) to upto Rs. 200,00,00,000/- (Rupees Two 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 one 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. 200,00,00,000/- (Rupees Two 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 view of the current squeezed financial position, the Company is finding it hard to repay the existing loans as per the current terms and thus the Board of Director were of considered view to get the terms of the existing Loan Agreement revised to include the terms of conversion of the Loan into Equity Share Capital of the Company. The Board of Directors of the Company ('the Board') at their meeting held on 24th August, 2022, considered and approved the Conversion of existing loans into Equity shares of the Company. Further, the lenders who gave their consent for conversion into Equity Shares of the Company up to 31st July, 2022 were considered by the Board in their meeting held on 24th August, 2022. Details of the entities whose loans agreements are considered to be revised in terms of the present resolution are as follows:



S No.	Name of the Entity	Loan Amounts consented to be converted (Amount in Rupees)
1	Ecomatix Solutions Private Limited	Rs. 10,00,00,000
2	Dhull Trading Private Limited	Rs. 43,20,000
3	Mr. Vishal Rai Sarin, Director & CFO of Regency Fincorp Limited	Rs. 76,70,000
4	Interior Acre Private Limited	Rs. 1,53,90,000
5	Regency Digitrade Investments Private Limited	Rs. 22,65,80,000

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

Save and except Mr. Gaurav Kumar, Managing Director and Mr. Vishal Rai Sarin, Director and Chief Financial Officer of the Company and their relatives, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.9 of the Notice. The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the member.

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

By Order of the Board
Regency Fincorp Limited

Sd/-
Manisha Sharma
Company Secretary
M.No. A58430

Date: 24th August, 2022
Place: Zirakpur, Punjab



“ANNEXURE A TO THE NOTICE”

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

Name of Director	Mr. Gaurav Kumar	Mr. Visha Rai Sarin	Ms. Sahara Khanna
Age	44 Years	44 Years	39 Years
Date of Appointment by the Board of Directors	04/12/1977	30/03/1978	22/01/1983
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.	Mr. Vishal Rai Sarin is having a vast banking experience of 20 years and have worked with companies like Citibank, Royal Bank of Scotland and ICICI Bank. Since 2 years, Mr. Vishal has been taking care of the asset and liability book and has increased its size by 3 times in 2 years.	Ms. Sahara Khanna is having more than 5 years of experience in Business and Administration and has done Masters in Business Administration from Monfort, London.
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	*Mrs. Neha Abrol, Whole-Time Director of the company is spouse of Mr. Gaurav Kumar	**Mrs. Rashu Sarin, Director of the company is spouse of Mr. Vishal Rai Sarin.	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.	On such terms & conditions as mutually agreed by the Board.
The remuneration last drawn	Rs.9,00,000/- p.a.	Rs. 12,00,000/- p.a.	NIL
The number of Meetings of the Board attended during the year	10	10	N.A.
No. of Directorships held in other listed Companies	NIL	NIL	NIL
Memberships / Chairmanships of Committees of other listed Companies	NIL	NIL	NIL
Number of shares held in the Company	948445 Shares	3 Shares	NIL



*Mrs. Neha Abrol resigned from the Directorship w.e.f. 6th July 2022

**Mrs. Rashu Sarin resigned from the Directorship w.e.f. 24th August, 2022

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

Date: 24th August, 2022
Place: Zirakpur, Punjab

By Order of the Board
Regency Fincorp Limited

Sd/-
Manisha Sharma
Company Secretary
M.No. A58430



“ANNEXURE: B TO THE NOTICE”

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. The Company will be providing VC/OAVM Services.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to ask questions during the AGM may send their questions from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at regencyinvestmentsltd@gmail.com upto Tuesday, 20th September, 2022 (5:00 p.m. IST).
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure



mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.



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

- (i) The voting period begins on Friday, 23rd September, 2022 at 9:00 A.M. and ends on Sunday, 25th September, 2022 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date (Record Date) of i.e. Tuesday, 20th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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



- (iv) **In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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



For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly



authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; regencyinvestmentsltd@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by Tuesday, 20th September 2022 by 5:00 PM mentioning their name, demat account number/folio



number, email id, mobile number at (company email id- regencyinvestmentsltd@gmail.com).

These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



DIRECTORS' REPORT

To,
The Members,
Regency Fincorp Limited
(Formerly Known as Regency Investments Limited)

Your Directors present hereunder the 29th 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, 2022. The financial results are summarized as under:

1. FINANCIAL PERFORMANCE OF THE COMPANY

<u>Particulars</u>	(Amt. in Lacs.)	
	<u>2021-22</u>	<u>2020-21</u>
Revenue from Operations	526.49	357.01
Other Income	19.99	179.69
Less: Expenditure	213.56	213.56
Earnings before interest, tax, depreciation and amortization (EBITDA)	384.73	323.13
Less: Finance Cost	278.89	241.50
Depreciation	33.85	21.39
Extra Ordinary Items		
Profit Before Tax	71.99	60.24
Less: Provision For Taxation		
-Current Tax	18.72	15.97
-Deferred Tax Liability	(2.10)	2.45
Profit After Tax	55.37	41.82

2. FINANCIAL HIGHLIGHTS & OPERATIONS

The Key highlights pertaining to the business of the company for the year 2021-22 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. 526.49 Lacs in the year 2021-22 as compared to Rs. 357.01 Lacs in the previous year. The Company has earned a net profit of Rs 55.37 Lacs as compared to Rs. 41.82 Lacs in the previous year.



The Directors trust that shareholders will find the performance of the company for the financial year 2021-22 to be satisfactory. The Earning per share (EPS) of the company is Rs. 1.04 per share (Basic) and Diluted EPS is Rs. 1.04 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 2021-22, 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.

5. BORROWINGS

The Company had also availed credit facility of Rs. 184.33 Lacs from HDFC Bank Limited 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 benefit 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 2022.

➤ **TRANSFER TO RESERVE:**

As per Section 45IC 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.11.35 Lacs to its Statutory reserve fund.

8. **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS 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 (LODR) Regulations, 2015.



The Company received Listing Approval for 8620 equity shares allotted by the Company on preferential basis on 21st March, 2020 and Trading Approval for the same was granted on 1st August, 2022. Also, the Company received Listing Approval on 11th August, 2022 for 1241380 equity shares allotted pursuant to conversion of warrants issued by the Company on preferential basis to Promoters/Non-Promoters and Trading Approval for the same was granted on 23rd August, 2022.

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 Authorised Share Capital as at March 31, 2022 stood at ₹ 15,00,00,000/- (Rupees Fifteen Crore only) divided into 15000000 (One Crore Fifty Lakh) equity shares of Rs. 10(Ten) each and the paid up Equity Share Capital as at March 31, 2022 stood at ₹ 5,34,28,640/- (Rupees Five Crore Thirty Four Lakh Twenty Eight Thousand Six Hundred and Forty only) divided into 5342864 (Fifty Three Lakh Forty Two Thousand Eight Hundred and Sixty Four only) equity shares of Rs. 10 (Ten) each.

12. **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the financial year 2021-22 following changes in **directorship** were made:

No director was appointed or resigned during the financial year 2021-22. However, Mrs. Neha Abrol and Ms. Ranjna Sharma resigned from directorship w.e.f. 6th July 2022.

Mr. Pratik Jalan and Mrs. Rashu Sarin tendered their Resignation from Directorship of the Company w.e.f. 24th August, 2022. The Board, at their meeting held on 24th August, 2022 took note of the same.



Ms. Sahara Khanna was appointed as Additional Director and Whole Time Director of Company on 24th August, 2022, subject to approval of members in forthcoming AGM.

The Board, based on recommendation of Nomination and Remuneration Committee placed before the Annual General Meeting, draft resolutions:

- I. To reappoint Mr. Vishal Rai Sarin as Director of the Company, who has retired by rotation and eligible to be reappointed.
- ii. To reappoint Mr. Gaurav Kumar as Managing Director of the Company, for a period of 3 years w.e.f. 24th August, 2022.
- iii. To appoint Ms. Sahara Khanna as Director and Whole-Time Director of the Company for a period of 3 years w.e.f. 24th August, 2022, liable to retire by rotation.

13. CHANGES IN THE KMPS DURING THE YEAR

Ms. Manisha Sharma (M.No. A58430) has been appointed as Company Secretary and Compliance Officer of the company by the Board of Directors w.e.f. 1st December, 2021.

14. DISCLOSURE OF MEETINGS OF BOARD OF DIRECTORS

The board met 10 (Ten) times during 2021-22. The details of the same are as follows:

S. No.	Date of Meeting	Type of Meeting	Total Number of directors associated as on the date of meeting	Number of directors attended	% of attendance
1	3rd May, 2021	BM	9	9	100
2	15th June, 2021	BM	9	9	100
3	14th August, 2021	BM	9	9	100
4	26th August, 2021	BM	9	9	100
5	8 th October, 2021	BM	9	9	100
6	29th October, 2021	BM	9	9	100
7	23rd November, 2021	BM	9	9	100
8	8 th December, 2021	BM	9	9	100
9	5 th February, 2022	BM	9	9	100
10	9th February, 2022	BM	9	9	100



15. **DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS**

A. **AUDIT COMMITTEE:**

Your Company has constituted an Audit Committee (“Audit Committee”), as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI Listing 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
Gurinder Singh Sandhu	Non-Executive Independent Director	Chairman
Mr. Jenish Pankajkumar Shah (DIN:07986786)	Non-Executive Independent Director	Member
Gaurav Kumar	Executive Director	Member

The audit committee met 7 (seven) times during the 2021-22. The details of the same 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	15th June, 2021	3	3	100
2	14th August, 2021	3	3	100
3	8 th October, 2021	3	3	100
4	29th October, 2021	3	3	100
5	18 th December, 2021	3	3	100
6	5 th February, 2022	3	3	100
7	9 th February, 2022	3	3	100



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 Regulation, 2015.

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

Name of Director	Nature of Directorship	Status in Committee
Sunil Jindal	Non-Executive Independent Director	Chairman
Gurinder Singh Sandhu	Non-Executive Independent Director	Member
Jenish Pankajkumar Shah	Non-Executive Independent Director	Member

The Nomination and Remuneration Committee met 3(three) 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	15 th June, 2021	3	3	100
2	14 th August, 2021	3	3	100
3	23 rd November, 2021	3	3	100



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 Regulation, 2015.

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

Name of Director	Nature of Directorship	Status in Committee
Jenish Pankajkumar Shah	Non-Executive Independent Director	Chairman
Gurinder Singh Sandhu	Non-Executive Independent Director	Member
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 one (4) 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, 2021	3	3	100
2	15th June, 2021	3	3	100
3	14th August, 2021	3	3	100
4	26 th August, 2021	3	3	100



Details of Investor's grievances/ Complaints:

5 (five) Investor complaints were received and resolved during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2022 are NIL.

There were no pending requests for share transfer/dematerialization of shares as of 31st March 2022.

15. MEETING OF INDEPENDENT DIRECTORS:

The independent directors of company met one time during the year on Friday, 14th August, 2021 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:

A declaration from, Mr. Jenish Pankajkumar Shah, has been received confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). However his names is not included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

A declaration from, Mr. Gurinder Singh Sandhu, has been received confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). However his names is not included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

A declaration from, Mr. Sunil Jindal, has received confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation



16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). However, his name is not included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

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.

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) of the Companies Act, 2013:

- a. That In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. 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.
- c. 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.
- d. That the directors had prepared the annual accounts on a going concern basis.



- e. 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.
- f. 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:

Appointment of Statutory Auditors:

M/s. Sunil K Sharma & Associates, Chartered Accountants, Chandigarh (Firm Reg. No. 029335N) were appointed on 21.01.2019 as Statutory Auditors of the Company 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.



b. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act, the Board has appointed Ms. Kavita, Practicing Company Secretary (FCS 9115, CP No. 10641) on 9th February 2022, to undertake secretarial audit of the Company.

A report from the secretarial auditor in the prescribed Form MR-3 is **ANNEXURE-I** which forms part of the Directors Report. However, there are certain observation and same is 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:

In terms of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the board has appointed Mr. Aditya Aggarwal, Chartered Accountant as an Internal Auditor of the Company.

The Company continued to implement his suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditor's findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

d. Cost Auditors:

The Company has not appointed the Cost Auditor as 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 (LODR) 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, 2022. 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. Its 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 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.

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:

Since 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 and 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. 04 for investments and Note 03 for loans given of the attached financial statements for the financial year 2021-22). The Company has neither provided any security nor given any guarantee on behalf of a third party.

32. CORPORATE GOVERNANCE:

In terms of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the provision of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company since the paid up capital of the Company is below Rs. 10 Crore and also



the net worth of the Company is below Rs. 25 Crore during FY 2021-22.

Since, the Paid-up capital and Net worth of the Company is within the threshold specified under the Regulations, the Compliance with the Corporate Governance Norms are not applicable to Company and thus the Company is not required to attach the Corporate Governance report with the Report of the Board of Directors.

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 Company 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) Rule, 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 the Listing Regulations is given as an "ANNEXURE –II" 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 – III" 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, 2022.



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 behaviour, 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. All Board of Directors and the designated employees have confirmed compliance with the code.

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 – IV**" 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 (LODR) Regulations, 2015 and Certificate On Financial Results while placing the Annual financial results before the board in terms of Regulation 33 of SEBI (LODR) Regulations, 2015 of and same is published in this report as "**ANNEXURE-V**".

44. INDUSTRIAL RELATIONS:

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

45. GENERAL DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:-

- a. Issue of equity shares and differential rights as to dividend, voting or otherwise.
- b. Issue of Shares (including sweat equity shares) to employees of the Company under any scheme.
- c. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.



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

No Insolvency resolution process has been initiated/ filed by a financial or operational creditor or by the company itself under the IBC before the NCLT.

47. 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 acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

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

**Place : Zirakpur, Punjab
Date : 24th August, 2022**

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

**Sd/-
Vishal Rai Sarin
Director & CFO
DIN: 08758350**



ANNEXURE – I

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

For the financial year ended 31.03.2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

REGENCY FINCORP LIMITED

Unit No. 57-58, 4th Floor, Sushma Infinium Chandigarh

Ambala Highway, Zirakpur Mohali 140603

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2022 according to the provisions of:



- (i) The Companies Act, 2013 and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;(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'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (to the extent applicable)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (to the extent applicable)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; (to the extent applicable)
 - (d) The Securities and Exchange Board of India (Shares Based Employee Benefits and Sweat Equity) Regulations,2021; (Not applicable on the Company during the Audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securitised Debt Instruments and Security Receipts) Regulations, 2008; (Not applicable on the Company during the Audit period)



- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (to the extent applicable)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable on the Company during the Audit period)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and (Not applicable on the Company during the Audit period)
- (i) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
- (vi) Reserve Bank of India Act, 1934

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company has taken loans from person other than Directors during the year in the ordinary course of Business.



2. The Intimation for non-applicability of the provisions of Reg. 24A for the Financial Year ending 31.03.2021 and of Reg. 23(9) for half year ending 31.03.2021 and 30.09.2021 pursuant to the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Non-Applicability of disclosures required for Large Corporate required for the FY 31.03.2021 pursuant to SEBI Circular has not been filed.
3. The RTA certificate pursuant to Regulation 74 of the SEBI (Depositories and Participants) Regulations, 1996 for the Quarter ending 31.03.2021 and 30.06.2021 with Stock Exchange has not been filed.
4. The Company has appointed Internal Auditors for Financial Year ending on 31.03.2022. However, the Company has not filed Form MGT-14 for his appointment.
5. The term of Mr. Gaurav Kumar, Managing Director of the Company expired on 12.09.2020 and the same has not been renewed, however the approval for the intervening period is proposed before the ensuing Annual General Meeting. We have been informed that the application for payment of stamp duty on issuance of securities is also pending with the authorities.
6. The Company allotted 8,620 equity shares on 21.03.2020 and 12,41,380 equity shares on 26.08.2021 and the Company has received listing approval for trading of 8,620 equity shares on 01.08.2022 and 12,41,380 equity shares on 23.08.2022 respectively.
7. The Company has approved issue of Bonus shares in Annual General Meeting of the Company held on 20.09.2020. As the Company has not received in principal approval from Stock Exchange for previous allotment, therefore the Resolution for Bonus issue was not Implemented. It has been explained that the Company is proposing to pass fresh resolution for issue of Bonus shares in the ensuing Annual General Meeting of the Company.



8. The Company has passed Resolution for increase in Authorised Capital in Annual General Meeting held on 20.09.2020, however the form Sh-7 was filed belatedly on 12.07.2022 with requisite additional fees.

We further report that:

1. As explained and undertaken by the management, the Board of Directors of the Company comprises of an optimum combination of Executive Directors, Non-Executive Directors and Independent Directors. Further the term of appointment of the Managing Director was not timely renewed after its expiry.
2. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within stipulated time, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views (if any) are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, forms relating to certain resolutions were not filed timely filed during the financial year.

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



We further report that during the audit period the Company has filed an application u/r 300 of SEBI (ICDR) Regulations on 18th February 2022 for exemption from strict compliance of the provisions of the Regulation 167 and 295 of SEBI (ICDR) Regulations and the SEBI vide its order dated 11th July 2022 was pleased to accord its approval, further there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**FOR A.K. NANDWANI & ASSOCIATES
COMPANY SECRETARIES**

PLACE: NEW DELHI

DATE: 24.08.2022

**KAVITA
PARTNER
FCS 9115
C. P. NO.: 10641
UDIN:F009115D000837393
PR 1136/2021**



'Annexure A'

To,

The Members,

REGENCY FINCORP LIMITED

Unit No. 57-58, 4th Floor, Sushma Infinium Chandigarh

Ambala Highway, Zirakpur Mohali 140603

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc. ained the management representation about the compliance of laws, rules and regulations and happening of events etc.



5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which management has conducted the affairs of the company.

**FOR A.K. NANDWANI & ASSOCIATES
COMPANY SECRETARIES**

PLACE: NEW DELHI

DATE: 24.08.2022

**KAVITA
PARTNER
FCS 9115
C. P. NO.: 10641
UDIN: F009115D000837393
PR 1136/2021**



Annexure-II

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. **Industry Structure and Developments:**

The Indian economy had begun to recover since the second half of FY2021. Thus, FY2022 began with an expectation that we would soon see GDP surpass the pre-pandemic level of the financial year 2019-20 (FY2020). 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 FY2022 released by the Central Statistics Office on 28 February 2022 expect GDP growth in FY2022 to be 8.9%. Sectoral growth estimates show that all three sectors: agriculture, manufacturing, and services grew well. In absolute terms, the economic output of all the three sectors crossed the pre-pandemic levels of FY2020. RBI in its monetary policy report dated 8 April 2022 projected a real GDP growth of 7.2% for the financial year 2022-23 (FY2023). The service sector which accounts for more than half the Indian economy was most impacted on account of the COVID-19 restrictions especially for activities that needed human contact. Although the overall service sector now contributes to 54% of the GDP as against the pre-pandemic levels of 55%, there is a wide dispersion of performance among the different sub-sectors. The financial, real estate and the public administration segments are now well above the pre-pandemic levels. However, contact sensitive segments like travel, trade and hotels are yet to reach the pre-pandemic levels of value added.

Although private consumption expenditure barely crossed the pre-pandemic levels, growth of government consumption expenditure and gross fixed capital formation made up for the muted private consumption expenditure. GST collection is a good indicator to assess country's growth and economic recovery, it increased by over 30% in FY2022 to Rs. 14.83 lakh crore, indicating revival and growth momentum. The Government of India announced a growth oriented and expansionary budget for the FY2023 with a strong



push on investments to lift economic growth. The compounded annual growth rate for capital expenditure of FY2023 over FY2020 is projected at 28% while revenue expenditure is contained at 12%. The budget's expectation is that such capex-led growth would take India on a growth path even at the cost of a fiscal deficit of 6.4% in FY2023, coming on top of 6.8% in FY2022. Unfortunately, the conflict in Ukraine has led to chaos in global commodity markets. Crude prices are oscillating between USD100 to USD120 posing a threat to India's economic recovery. How increased commodity prices will unfold is yet to be seen. What is sure, however, is that there will be a considerable impact on inflation which was already a cause of concern

The RBI introduced its Resolution Framework-2.0 in May 2021 during the outbreak of the deadly second wave which gave impacted and vulnerable borrowers breathing space to meet their repayment obligations. Simultaneously, the RBI maintained adequate liquidity to support its accommodative stance throughout the year. It resorted to rebalancing liquidity on a dynamic basis without compromising systemic liquidity. Moreover, the RBI kept its key policy rates including repo rate, reverse repo rate and bank rate unchanged at 4%, 3.35% and 4.25% respectively throughout FY2022. On balance, we believe that the Indian economy is well positioned to counter the challenges posed by any new waves of the pandemic. The inflation challenge needs to be tackled carefully without resorting to sharp interest rate hikes, as it may dampen the pace of economic recovery. The other serious risk relates to major disruptions in the global supply chains mostly emanating from China; and, more recently, with the Ukraine conflict, from Russia. It is difficult to predict how these will play out. So, we need to be prepared for continuous volatility and external disruptions

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. Given the systemic risks that the sector poses, the RBI issued 'Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs' on 22 October 2021 to make the financial sector sound and resilient while allowing a majority of NBFCs to continue under the regulation-light structure. The objective behind this scale based approach is the principle of proportionality for regulating the non-banking financial companies. The purpose is to calibrate the degree of regulatory prescriptions based on the systemic importance of NBFCs and the contagion risk they pose to other entities in the financial system.

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 2019-20 is described in the Directors' Report under the head operations.

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

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

8. 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 : Zirakpur, Punjab
Date : 24th August, 2022**

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

**Sd/-
Vishal Rai Sarin
Director & CFO
DIN: 08758350**



Annexure- III

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}

- I. 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
- ii. 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.
- iii. 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.



- iv. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:—
- 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;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - 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.
- v. 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

- A. 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.
- B. 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.

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

**Place : Zirakpur, Punjab
Date : 23rd May, 2022**

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

**Sd/-
Vishal Rai Sarin
Director & CFO
DIN: 08758350**



Annexure- IV

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, 2022.

For Regency Fincorp Limited

Place: Zirakpur, Punjab
Date:- 24TH August, 2022

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



Managing Director/Chief Financial Officer Certification

To,
The Board of Directors,
Regency Fincorp Limited
Unit No. 49 B, 3rd Floor Sushma Infinium,
Chandigarh Ambala Highway Zirakpur
Mohali Punjab 140603

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

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

- A. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2022 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
Chairman cum Managing Director
DIN: 06717452**

**Sd/-
Vishal Rai Sarin
Chief Financial Officer
DIN: 08758350**

**Place: Zirakpur, Punjab
Date: 23rd May, 2022**



INDEPENDENT AUDITOR'S REPORT

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

We have audited the accompanying standalone financial statements of **Regency Fincorp Limited** (previously known as Regency Investment Limited) which comprise the Balance Sheet as at March 31, 2022 the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the



purpose of expressing an opinion on whether the Company has in place an adequate Internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

Following are observation and qualification:-

- (i) **During the course of our audit, the following observations were observed with respect to compliances under the Companies Act, 2013:**
- a) **TDS deducted on interest paid pending as on date due to non-reconciliation among the parties.**

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of section 164 (2) of the Act.
 - f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in "Annexure B"; and



- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigation as on 31.03.2022.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (ii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund.

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

**Sd/-
(CA SUNIL KUMAR)
PROPRIETOR
M.NO. 536370
PLACE: CHANDIGARH
DATE: 23.05.2022
UDIN : 22536370AJLSVI7133**



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.

vii) According to the information and explanations given to us, in respect of statutory dues :

a) The Company has not been regular in depositing undisputed dues including Income Tax and any other statutory dues applicable to it with the appropriate authorities and there were no undisputed dues in arrears as at 31st March, 2022 for a period of more than six months from the date they become payable.



- b) According to the information and explanations given to us, there were no disputed dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess.
- viii) The Company has issued and allotted unsecured non convertible debentures during the year.
- ix) The Company has not raised money by way of further public offer during the year.
- x) 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.
- xi) 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.
- xii) 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.
- xiii) 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.
- xiv) 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(xv) of the Order is not applicable.
- xv) 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: 23.05.2022
UDIN : 22536370AJLSVI7133**



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, 2022 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 2022, 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: 23.05.2022
UDIN : 22536370AJLSVI7133**

REGENCY FINCORP LTD

Registered Address :Unit No. 49 B, 3rd Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603 PB IN
Corporate Office ::Unit No. 49 B, 3rd Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603 PB IN
CIN L67120PB1993PLC013169
Balance Sheet as at 31st March 2022



(Figure in Lakhs)

	NOTE	31.3.2022	31.3.2021
A. ASSETS			
(1) Financial Assets			
(a) Cash & Cash Equivalents	1	3.13	2.98
(b) Bank balance other than cash and cash equivalents	2	128.21	64.41
(c) Derivative financial instruments			
(d) Trade Receivables			
(e) Loans	3	8,545.71	3,492.13
(f) Investments	4	71.25	65.15
(g) Other Financial assets	5	95.65	
Sub total -Financial Assets		8,843.94	3,624.67
(1) Non Financial Assets			
(a) Inventories			
(b) Current tax assets (Net)	6	31.93	82.88
(c) Deferred tax Assets (Net)	7	2.10	
(d) Investment Property			
(e) Biological assets other than bearer plants			
(f) Property, Plant and Equipment	8	224.52	206.57
(g) Capital work-in-progress			
(h) Intangible assets under development			
(i) Goodwill			
(j) Other Intangible assets			
(k) Other non-financial assets (to be specified)			
Sub total -Non Financial Assets		258.55	289.46
Total Assets		9,102.49	3,914.12
LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial Liabilities			
(a) Derivative financial instruments			
(b) Payables			
(i) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises			
(ii) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises			
(c) Debt Securities			
(d) Borrowings (Other than Debt Securities)	9	7,670.71	2,783.60
(e) Deposits			
(f) Subordinated Liability			
(g) Other financial liabilities (to be specified)			
Sub total -Financial Liabilities		7,670.71	2,783.60
(2) Non-Financial Liabilities			
(a) Current tax liabilities (Net)	10	28.15	21.46
(b) Provisions	11	20.28	17.54
(c) Deferred tax liabilities (Net)	12	11.26	11.26
(d) Other non-financial liabilities (to be specified)	13	98.19	131.73
Sub total -Non Financial Liabilities		157.87	181.99
(3) EQUITY			
(a) Equity Share capital	14	534.29	410.15
(b) Other Equity	15	739.63	497.36
(c) Money Received Against Share Warrants	16	-	41.03
Sub total -Equity		1,273.92	948.54
Total Liabilities		9,102.49	3,914.12
Significant Accounting Policies			
Notes forming part of Accounts			
1 to 22			

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

Sd/-
(CA SUNIL KUMAR)
PROPRIETOR
M.NO. 536370
Place : Zirakpur
Date : 23-05-2022

Sd/-
(VISHAL RAI SARIN)
DIRECTOR & CFO (KMP)
DIN 08758350

Sd/-
(GAURAV KUMAR)
MANAGING DIRECTOR
DIN 06717452

Sd/-
(NEHA ABROL)
DIRECTOR
DIN 06935869

Sd/-
(MAMISHA SHARMA)
COMPANY SECRETARY & COMPLIANCE OFFICER
MEM. NO. A58430

REGENCY FINCORP LTD

Registered Address :Unit No. 49 B, 3rd Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603 PB IN

Corporate Office ::Unit No. 49 B, 3rd Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603 PB IN

CIN L67120PB1993PLC013169

Statement of Profit and Loss Account

For the period ended 31st March 2022



(Figure in Lakhs)

	NOTE		31.3.2022		31.3.2021
I. REVENUE FROM OPERATIONS					
(i) Interest Income	17		526.49		357.01
(ii) Dividend Income					
(iii) Rental Income					
(iv) Fees and commission Income					
(v) Net gain on fair value changes					
(vi) Net gain on derecognition of financial instruments under amortised cost category					
(vii) Sale of products(including Excise Duty)					
(viii) Sale of services					
(ix) Others (to be specified)					
(i) Total Revenue from operations			526.49		357.01
(II) Other Income					
(i) Other Income (to be specified)	18		19.99		179.69
(ii) Total Revenue from other income			19.99		179.69
(III) Total Income (+-II)			546.47		536.70
2 Expenses					
(i) Finance Costs	20		278.89		241.50
(ii) Fees and commission expense					
(iii) Net loss on fair value changes					
(iv) Net loss on derecognition of financial instruments under amortised cost category					
(v) Impairment on financial instruments					
(vi) Cost of materials consumed					
(vii) Purchases of Stock in trade					
(viii) Changes in Inventories of finished goods, stock trade and work-in-progress					
(ix) Employee Benefits Expenses	19		111.97		77.67
(x) Depreciation, amortization and impairment	8		33.85		21.39
(xi) Others expenses (to be specified)	21		49.77		135.89
V. TOTAL EXPENSES			474.48		476.45
VI. Profit/(Loss) before tax			71.99		60.24
VII. Tax Expense :					
- Current Tax		18.72		15.97	
- MAT Credit Available		-			
- Deferred Tax		(2.10)		2.45	
- Earlier years			16.62		18.42
VIII. Profit After Tax (VI-VII)			55.37		41.82
Less: Dividend Paid					3.71
IX. Earnings Available to Shareholders			55.37		38.10
Earning per share (Nominal value of share ` 10/-)	22				
Basic			1.35		1.02
Diluted			1.35		1.02
Significant Accounting Policies	1				
Notes forming part of Accounts	1 to 21				

As per our report of even date attached

FOR SUNIL K SHARMA & ASSOCIATES.

CHARTERED ACCOUNTANTS

FIRM REG NO. : 029335N

Sd/-
(CA SUNIL KUMAR)
PROPRIETOR
M.NO. 536370
Place : Zirakpur
Date : 23-05-2022

Sd/-
(VISHAL RAI SARIN)
DIRECTOR & CFO (KMP)
DIN 08758350

Sd/-
(GAURAV KUMAR)
MANAGING DIRECTOR
DIN 06717452

Sd/-
(NEHA ABROL)
DIRECTOR
DIN 06935869
Sd/-
(MAMISHA SHARMA)
COMPANY SECRETARY & COMPLIANCE OFFICER
MEM. NO. A58430

REGENCY FINCORP LTD
CIN L67120PB1993PLC013169



CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31st MARCH'2022

(Figure in Lakhs)

		2021-22		2020-21	
(A)	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit before tax and extraordinary items		71.99		60.24
	Adjustments for :				
	Contingent Provision Against Standard Assets(Net)				
	Interest on Income Tax			-	
	Depreciation	33.85		21.38	
	Interest on tds	-		0.00	
	Deferred tax Liabilities	-		-	
	Dividend Distribution Tax	-		-	
	Provision for tax previous year	(15.97)		(14.16)	
	Interest on DDT	-		-	
	Transfer to reserves			-	
			17.88		7.22
	Operating Profit Before Working Capital Changes	(A)	89.87		67.46
	Adjustments for :				
	(Increase)/ Decrease in Other Current Assets	(38.01)		(15.71)	
	Increase/ (Decrease) in Short Term Borrowings	-		-	
	Increase/ (Decrease) in Other Current Liabilities	(33.54)		117.66	
	Increase/ (Decrease) in Provisions				
			(71.55)		101.95
	Cash Generated From Operations		18.32		169.41
	Interest on Income Tax				
	Interest on tds	-		-	
	Net Cash Flow from / (Used in) Operating Activities		18.32		169.41
(B)	CASH FLOW FROM INVESTING ACTIVITIES				
	Proceeds from Sale of Fixed Assets		-		-
	Purchase of Fixed Assets		(51.80)		(106.39)
	Sale (purchase) of fixed assets		-		21.14
	Sale (purchase) of Investments		(6.10)		(31.91)
	Net Cash Flow from / (Used in) Investing Activities	(B)	(57.90)		(117.17)
(C)	CASH FLOW FROM FINANCING ACTIVITIES				
	(Increase)/ Decrease in Long Term Loans and advances		(5,053.58)		(219.05)
	Increase/ (Decrease) in Equity Shares Capital		124.14		-
	Increase/ (Decrease) in Long Term Borrowings		4,887.10		39.56
	Increase/ (Decrease) in Security Premium		176.90		1.53
	Increase/ (Decrease) in Share application money		-		-
	Increase/ (Decrease) in capital reserve		10.0		-
	Increase/ (Decrease) in Share Warrants		(41.03)		-
	Interest on DDT		-		-
	Dividend Distribution Tax Paid		-		-
	Dividend Paid		-		-
	Net Cash Flow from / (Used in) Financing Activities	(C)	103.53		(177.96)
	Net Increase/(Decrease) in Cash and Cash Equivalents	(A+B+C)	63.96		(125.72)
	Cash and Cash Equivalents (Opening Balance)		67.38		193.10
	Cash and Cash Equivalents (Closing Balance)		131.34		67.38

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

Sd/-
(CA) SUNIL KUMAR
PROPRIETOR
M.NO. 536370
Place : Zirakpur
Date : 23-05-2022

Sd/-
(VISHAL RAI SARIN)
DIRECTOR & CFO (KMP)
DIN 08758350

Sd/-
(GAURAV KUMAR)
MANAGING DIRECTOR
DIN 06717452

Sd/-
(NEHA ABROL)
DIRECTOR
DIN 06935869

Sd/-
(MAMISHA SHARMA)
COMPANY SECRETARY & COMPLIANCE OFFICER
MEM. NO. A58430

REGENCY FINCORP LTD
CIN L67120PB1993PLC013169
NOTES TO ACCOUNTS



(Figure in Lakhs)

	31.3.2022	31.3.2021
NOTE - 1 CASH & CASH EQUIVALENTS		
Cash in Hand	3.13	2.98
	3.13	2.98
NOTE - 2 BANK BALANCE		
Balances with Banks	127.21	61.41
Cheques in Hand	1.00	3.00
	128.21	64.41
NOTE - 3 LONG TERM LOANS AND ADVANCES		
Secured Loans & Advances	-	-
Unsecured Loans & Advances	8,464.69	3,378.36
Branch (Hyderabad)	40.43	47.09
Branch (Surat)	40.58	66.68
	8,545.71	3,492.13
NOTE - 4 NON-CURRENT INVESTMENTS QUOTED		
BERKELY SECURITIES		
Icici Lombard Co.		
Nippon India ETF	65.15	65.15
Investment in SBI ULIP	6.10	-
	-	-
	71.25	65.15
NOTE -5 Other Financial assets		
Interest Receivable	25.59	
Refundable Securities Deposits	60.13	
Other Assets	9.93	
	95.65	
NOTE - 6 OTHER CURRENT ASSETS		
MAT Credit Entitlement	3.63	3.63
Commission Receivable		
Interest Receivable		
Tax Input	28.30	26.33
Refundable Securities Deposits		
Security for Rent	-	0.11
Other Assets		52.81
	31.93	82.88
NOTE -7 DEFERRED TAX ASSETS		
Deferred Tax Assets on Account of :		
Contingent Provision Against Standard Assets	-	-
Deferred Tax Liability on Account of :		
Related To Fixed Assets	2.10	-
Deferred Tax Assets (Net)	2.10	-

REGENCY FINCORP LTD
CIN L67120PB1993PLC013169
NOTES TO ACCOUNTS



(Figure in Lakhs)

	31.3.2022	31.3.2021
NOTE - 9 LONG TERM BORROWINGS		
Secured Loans	184.33	156.66
Unsecured Loans	7,486.38	2,562.26
SHORT TERM BORROWINGS		
Unsecured Loans	-	64.68
Secured Loans		
	7,670.71	2,783.60
NOTE - 10 CURRENT TAX LIABILITIES		
Statutory Dues	28.15	21.46
	-	-
	-	-
	28.15	21.46
NOTE - 11 SHORT TERM PROVISIONS		
Provision Against Standard Assets	1.56	1.56
Provision for Income tax (Net)*	18.72	15.97
Contingent Provision Against Standard Assets *(includes provision for interest on income tax)		
	20.28	17.54
NOTE - 12 DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability @ 26%	11.26	11.26
	11.26	11.26
	31.3.2022	31.3.2021
NOTE-13 OTHER -NON FINANCIAL LIABILITIES		
Creditors	91.16	125.82
Expense Payable	7.02	5.91
	98.19	131.73

REGENCY FINCORP LTD
CIN L67120PB1993PLC013169
NOTES TO ACCOUNTS



(Figure in Lakhs)

		31.3.2022		31.3.2021
NOTE - 14 SHARE CAPITAL				
Authorised				
80,00,000 Equity Shares of Rs.10 each		800.00		371.18
		-		38.97
		800.00		410.15
Issued, Subscribed & Paid Up				
53,42,864 (Previous Year 41,01,484) Equity Shares of Rs.10 each fully paid up		410.15		371.18
Allotment of 12,41,380 Equity Shares of Rs.10 each fully paid up on conversion of share warrants		124.14		38.97
		534.29		410.15
Note 14.1 – Details of Shareholders holding more than 5% shares in the Company	No. of shares	% Holding in the class	No. of shares	% Holding in the class
Equity shares of ₹ 10 each fully paid				
Gaurav Kumar	9.48	17.75	3.29	8.87
Neha abrol	3.86	7.23		
B.k Dhuper	3.93	7.35		
Inderjeet kaur Wadhwa	3.32	6.21		
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	41.01	410.15	41.01	410.15
Add: Fresh issue of equity shares during the year	12.41	124.14		
Equity shares outstanding at the end of the year	53.43	534.29	41.01	410.15
Note14.3 – 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>				

REGENCY FINCORP LTD
CIN L67120PB1993PLC013169
NOTES TO ACCOUNTS



NOTE -15 OTHER EQUITY				
1. RESERVES AND SURPLUS				
General Reserve				
As Per Last Balance Sheet	.00		.00	
Capital Reserve				
Add: During The Year	10.00	10.00		.00
Securities Premium Account				
As Per Last Balance Sheet	338.06		336.53	
Add: Received During The Year	176.90	514.96	1.53	338.06
Statutory Reserve u/s 45 - IC of Reserve Bank of India Act, 1934				
As Per Last Balance Sheet	39.51		30.94	
Add: Transferred for the year	11.35	50.86	8.57	39.51
Surplus				
As Per Last Balance Sheet	119.79		86.55	
Add: Profit/(Loss) for the year	55.37		41.82	
Less: Contingent Provision For Standard Assets	-		-	
Less:- Transferred to Statutory Reserve u/s 45-IC of RBI Act,1934	(11.35)	163.81	(8.57)	119.79
		739.63		497.36
16. Money Received Against Share Warrants	-	-	41.03	41.03

	31.3.2021	31.3.2020
NOTE - 17 REVENUE FROM OPERATION		
Interest Income	526.49	357.01
	526.49	357.01
NOTE - 18 OTHER INCOME		
Profit on Mutual Funds		
Profit on sale of Stock & Future Option		
Profit on sale of car	6.82	
Consultancy Income		
Commission Income	11.39	160.72
Processing Fees	0.92	16.22
Log In charges	0.02	0.32
Interest on Income tax refund	0.65	
Preclosure Charges	0.05	
Rebate & Discount		
Late Fee Charges	0.03	0.32
Insurance Commission	0.03	0.59
Bouncing Charges	0.07	0.39
Misc income	0.01	1.13
	19.99	179.69

REGENCY FINCORP LTD
CIN L67120PB1993PLC013169
NOTES TO ACCOUNTS



NOTE – 19 EMPLOYEE BENEFITS EXPENSES		
Salaries	110.73	75.16
Staff Welfare	1.25	2.51
	111.97	77.67
NOTE – 20 FINANCIAL CHARGES		
Interest on loan	246.11	221.70
Interest on Car Loan	15.28	8.19
Processing fees	17.50	11.61
	278.89	241.50
NOTE – 21 OTHER EXPENSES		
Advertisement	0.85	2.46
Bank Charges	0.71	1.60
Consultant Fee	-	0.03
Bulk sms charges		
Listing Fee	-	-
Membership Fees	4.03	2.68
Professional charges	4.94	64.35
Amc Charges		
SEBI fees	1.00	
Annual Custody Fees		
Commision Expense	-	21.00
Carpet & Wallpaper Expenses		
Corporate Action Fees		
Demat & Interest Charges	-	0.11
Director Sitting Fees		
Electricity Charges	3.02	1.90
E-voting Charges		
Fee for Monitoring of foreign Investment		
Document Processing Fees		
Lockin Share charges		
INTEREST ON TDS		0.00
Dividend Distribution Tax		
Interest on DDT		
Insurance Charges	1.72	0.32
Rent	8.96	9.15
BSE listing fees	3.27	3.50
Legal Expense		
Loss on FUT/OPT		0.85
LOSS ON FUTURE		
LOSS ON OPTION		
Loss on Sale of Stock	-	1.20
Miscellaneous Expense	1.49	1.79
Monthly Report Charges		
Newspaper Expenses		
Vehical loan closer charges	1.05	
Principal Approval Fees		

REGENCY FINCORP LTD
CIN L67120PB1993PLC013169
NOTES TO ACCOUNTS



Printing & Stationary	0.94	1.48
Office Expenses	4.09	4.12
Telephone and Internet Expense	0.70	0.60
Transfer Requisition Fees		
ROC Fees	0.01	0.17
Audit Fees	1.00	0.70
Sectorial Auditor Fees		
Travelling Expenses	1.91	0.10
Software Fees	0.07	1.72
Website Development		
Write off Asset		
Water Expenses	0.25	0.20
Repair & Maintainance	3.99	6.42
Postage & courier Expense	0.35	0.32
Trademark Fee		0.04
Registrar and Tranfer Agent	-	0.40
Fuel expenses		0.17
Expenses related to previous year	1.73	
Festival expenses		1.27
Loss on sale of car	3.69	5.14
Financial services Personal loan		2.13
	49.77	135.89
NOTE – 22 EARNING PER SHARE		
Net Profit/(Loss) After Tax (`)	55.37	41.82
Weighted Average No. of Equity Shares	41.01	41.01
Basic & Diluted Earning Per Share (`)	1.35	1.02



Provision for Deferred Taxation for Assessment Year 2020-2021								
								(Figure in Lakhs)
S.No.	Particulars	Co.'s Act	Allowance as per I.T. Act	Difference	Opening deferred Tax Asset/(Liabilities)	Deferred Tax Liab.	Deferred Tax Assets	Net Deferred Tax Assets/(Liabilities)
1	Depreciation	33.85	25.79	(8.06)	(11.26)	-	2.10	(9.16)
3	Prov. For Bonus	-	-	-	-	-	-	-
4	Prov. For Gratuity	-	-	-	-	-	-	-

REGENCY INVESTMENTS LIMITED
CIN L67120PB1993PLC013169
NOTES TO ACCOUNTS



"Note 8"

AS PER COMPANIES ACT, 2013										(Figures in Rs.)									
S.NO.	NAME OF THE ASSETS	DOP	Rates	Useful life allowed by ROC	Remaining life	Rounded off Remaining life	Gross Fixed Assets			Accumulated Depreciation			Net Fixed Assets			O/DEPR			
							As at 1st April 2021	Addition	Deletion/ Adjust.	As at 31st March 2022	As on 31st March 2021	For the year	Adjustment	As at 31st March 2022	As at 31st March 2021		As at 31st March 2022		
1	CAR (BRIQ)	15-Nov-17	11.88%	8	3.62	4.00	695,600.00	-	-	695,600.00	272057.56	82,637.28	-	354894.84	423,542.44	340,905.16	20,659.32		
2	CAR (ECOSPORT)	21-Nov-17	11.88%	8	3.64	4.00	1,067,300.00	-	-	1,067,300.00	417433.92	1,26,795.24	-	544229.16	649,866.08	523,070.84	31,998.81		
3	CAR(SKODA SUPERB)	17-Aug-18	11.88%	8	4.38	4.00	3,411,000.00	-	-	3,411,000.00	1215880.40	405,226.80	-	1620097.20	2,195,319.60	1,730,092.80	101,306.70		
4	CAR (ENDEVOURE 1402)	24-Aug-18	11.88%	8	4.40	4.00	-	-	-	-	-	-	-	0.00	-	-	-		
5	CAR (Endevour Z261)	31-Aug-18	11.88%	8	4.42	4.00	2,881,400.00	-	-	2,881,400.00	955650.96	318,550.32	-	1274201.28	1,725,749.04	1,407,198.72	79,637.58		
6	CAR (BMW Series)	16-Mar-20	11.88%	8	5.96	6.00	3,600,500.00	-	2,857,524.00	742,976.00	446489.62	236,487.00	-	742976.62	3,154,010.38	10,62	-		
7	CAR (BMW)Three series	15-Jun-21	11.88%	8	7.21	7.00	-	-	-	-	0.00	-	-	0.00	-	-	-		
8	CAR (Kia)	21-Nov-19	11.88%	8	5.64	6.00	1,766,485.00	-	1,304,796.00	461,689.00	285752.42	175,936.00	-	461688.42	1,480,732.58	0.58	18,544.00		
9	Car (Alturas)	27-Feb-21	11.88%	8	6.91	7.00	2,955,080.00	-	-	2,955,080.00	31,739.99	351,063.50	-	382803.49	2,923,340.01	2,572,276.51	87,165.88		
10	Car (BMW new)	09-Mar-21	11.88%	8	6.93	7.00	2,144,000.00	-	2,144,000.00	-	18,841.35	224,700.00	-	2,125,158.65	-	-	33,669.00		
11	CAR (VENUE)	22-May-20	11.88%	8	6.14	6.00	740,000.00	-	613,912.51	126,087.49	66,355.49	59,732.00	-	126087.49	673,644.51	-	-		
12	BMW 2021	01-Jul-21	11.88%	8	7.25	7.00	1,450,000.00	1,450,000.00	-	1,450,000.00	-	128,841.04	-	128841.04	-	1,321,158.96	42,947.01		
13	SKODA SUPERB	13-Oct-21	11.88%	8	7.54	8.00	3,257,519.00	3,257,519.00	-	3,257,519.00	-	179,183.18	-	179183.18	-	3,078,335.82	89,591.59		
14	SKODA SUPERB	09-Dec-21	11.88%	8	7.69	8.00	3,403,700.00	3,403,700.00	-	3,403,700.00	-	124,077.45	-	124077.45	-	3,279,622.55	62,038.73		
15	SKODAKotiaq	02-Feb-22	11.88%	8	7.84	8.00	3,634,990.00	3,634,990.00	-	3,634,990.00	-	67,437.53	-	67437.53	-	3,567,552.47	67,437.53		
16	FURNITURES & FIXTURES	10-Oct-17	9.50%	10	5.53	6.00	239,200.00	-	-	239,200.00	77919.33	22,724.00	-	1,00843.33	161,280.67	138,556.67	5,681.00		
17	COMPUTERS	10-Oct-17	31.67%	3	-1.47	-1.00	-	-	-	-	-	-	-	0.00	-	-	-		
18	LED TV	01-Oct-18	11.88%	8	4.59	5.00	344,500.00	-	-	344,500.00	122779.80	40,926.60	-	163706.44	221,720.20	180,793.60	10,231.45		
19	FAN	07-Aug-18	11.88%	8	4.33	4.00	10,170.00	-	-	10,170.00	362459	1,208.20	-	4832.79	6,545.41	5,337.21	302.05		
20	SCOOTY	21-Sep-18	11.88%	8	4.47	4.00	69,853.00	-	-	69,853.00	24895.61	8,298.54	-	3394.15	44,957.39	36,658.85	2,074.63		
21	TABLE & CHAIR	01-Oct-18	9.50%	10	6.50	7.00	6,950.00	-	-	6,950.00	198075	680.25	-	2641.00	4,969.25	4,309.00	105.00		
22	LAPTOP	02-Mar-19	31.67%	3	-0.08	0.00	60,085.00	-	-	60,085.00	57086.68	2,998.32	-	60085.00	2,998.32	0.00	749.58		
23	MOBILE & POWER BANK	11-Mar-19	11.88%	8	4.94	5.00	19,507.00	-	-	19,507.00	6852.29	2,317.43	-	9,299.72	12,554.71	10,237.28	579.36		
24	MOBILE	06-Apr-19	11.88%	8	5.01	5.00	21,638.00	-	-	21,638.00	5113.02	2,570.59	-	7683.51	16,524.98	13,954.38	642.65		
25	SOFTWARE	31-Jul-19	15.83%	6	3.33	3.00	85,200.00	-	-	85,200.00	22540.19	13,487.16	-	36027.35	62,698.81	49,172.65	3,371.79		
26	FURNITURES & FIXTURES (BRAND)	01-May-19	9.50%	10	7.23	7.00	336,606.56	-	-	336,606.56	56596.01	31,977.62	-	8873.64	280,010.55	248,032.92	7,994.41		
27	SCANNER	27-May-20	11.88%	8	6.16	6.00	5,254.00	-	-	5,254.00	528.41	6.24.18	-	1152.59	4,725.59	4,101.41	156.04		
28	LAPTOP (MACBOOK)	22-May-20	31.67%	3	1.14	1.00	74,788.00	-	-	74,788.00	20,375.90	23,685.36	-	44061.26	54,412.10	30,726.74	5,921.34		
29	MOBILE	17-Jun-20	11.88%	8	6.21	6.00	104,744.48	-	-	104,744.48	9,818.55	12,443.64	-	22262.19	94,925.93	82,482.29	3,110.91		
30	Software	01-Sep-20	15.83%	6	4.42	4.00	21,600.00	-	-	21,600.00	2,897.95	3,419.28	-	6117.23	18,902.05	15,482.77	854.82		
31	SOFTWARE	24-Sep-21	15.83%	6	5.49	5.00	21,600.00	21,600.00	-	21,600.00	-	1,761.16	-	1,761.16	-	19,838.84	507.05		
32	Mobiles	26-Sep-20	11.88%	8	6.49	6.00	116,102.00	-	-	116,102.00	10,883.18	13,792.92	-	24876.10	105,218.92	91,425.90	3,448.23		
33	Printer	10-Jul-20	31.67%	3	1.28	1.00	12,542.00	-	-	12,542.00	3,134.11	3,972.05	-	7108.16	9,407.89	5,435.64	993.01		
34	Refrigerator	01-Jul-20	11.88%	8	6.23	6.00	50,424.00	-	-	50,424.00	4,726.65	5,990.37	-	10717.02	45,697.35	39,706.98	1,497.59		
35	water dispenser	11-Aug-21	11.88%	8	7.38	7.00	8,300.00	8,300.00	-	8,300.00	-	6.26.74	-	6.26.74	-	7,673.26	708.91		
36	LAPTOP	16-Oct-20	31.67%	3	1.53	2.00	18,500.00	-	-	18,500.00	2,680.67	5,858.96	-	8539.62	15,819.33	9,980.38	1,464.74		
37	LAPTOP	31-Oct-20	31.67%	3	1.53	2.00	562,800.00	-	-	562,800.00	74,225.46	178,238.76	-	232464.22	488,574.54	310,335.76	44,559.69		
38	MOBILE	17-Oct-20	11.88%	8	6.55	7.00	782.00	-	-	782.00	41.17	90.53	-	131.70	720.83	630.30	22.63		
39	MOBILE	23-Oct-20	11.88%	8	6.56	7.00	25,423.00	-	-	25,423.00	1,323.95	3,020.25	-	4344.20	24,098.05	21,078.80	750.06		
40	MOBILE	24-Oct-20	11.88%	8	6.57	7.00	50,677.96	-	-	50,677.96	2,622.65	6,020.54	-	8643.19	48,055.31	42,034.77	1,505.14		
41	MOBILE	31-Oct-20	11.88%	8	6.59	7.00	171,949.15	-	-	171,949.15	8,506.82	20,427.56	-	28934.38	163,442.33	143,014.77	5,106.89		
42	MOBILE	14-Dec-20	11.88%	8	6.71	7.00	33,898.00	-	-	33,898.00	1,191.58	4,027.08	-	5216.66	32,706.42	28,679.34	1,006.77		
43	AC	31-Oct-20	19.00%	5	3.55	4.00	624,051.54	-	-	624,051.54	49,377.01	118,569.79	-	167946.80	574,674.53	456,104.74	29,442.45		
44	BATTERY	28-Oct-20	19.00%	5	3.59	4.00	392,921.71	-	-	392,921.71	31,702.86	74,655.12	-	105357.99	361,218.85	286,563.72	18,643.78		
45	BATTERY	27-Nov-20	19.00%	5	3.69	4.00	201,056.52	-	-	201,056.52	13,082.44	38,200.74	-	5193.18	187,974.08	149,773.34	9,500.18		
46	COFFEE MACHINE	26-Oct-20	19.00%	5	3.57	4.00	16,000.00	-	-	16,000.00	1,299.29	3,040.00	-	4339.29	14,701.71	11,660.71	1,500.00		
47	LED TV	31-Oct-20	11.88%	8	6.59	7.00	618,375.00	-	-	618,375.00	30,592.79	73,462.95	-	104655.74	587,782.21	514,319.26	18,365.34		
48	MICROWAVE 23L	23-Dec-20	19.00%	5	3.73	4.00	3,254.24	-	-	3,254.24	167.70	6.18.31	-	786.01	3,086.54	2,488.23	154.58		
49	TABLE & CHAIR	30-Nov-20	9.50%	10	8.67	9.00	247,700.00	-	-	247,700.00	7,865.32	23,551.50	-	31936.82	239,834.68	216,303.18	5,882.88		
50	MOBILE	06-Jan-21	11.88%	8	6.77	7.00	25,422.00	-	-	25,422.00	1,009.47	3,020.13	-	4029.80	24,412.53	21,392.40	755.03		
51	AC	18-Feb-21	19.00%	5	3.89	4.00	24,219.00	-	-	24,219.00	1,538.07	4,601.61	-	6139.68	22,680.93	18,079.32	1,150.40		
52	AC	19-Feb-21	19.00%	5	3.89	4.00	24,219.00	-	-	24,219.00	1,538.07	4,601.61	-	6139.68	22,680.93	18,079.32	1,150.40		
53	AC	21-Feb-21	19.00%	5	3.90	4.00	24,219.00	-	-	24,219.00	1,538.07	4,601.61	-	6139.68	22,680.93	18,079.32	1,150.40		
54	AC	22-Feb-21	19.00%	5	3.90	4.00	24,219.00	-	-	24,219.00	1,538.07	4,601.61	-	6139.68	22,680.93	18,079.32	1,150.40		
55	AC	23-Feb-21	19.00%	5	3.90	4.00	24,219.00	-	-	24,219.00	1,538.07	4,601.61	-	6139.68	22,680.93	18,079.32	1,150.40		
56	Printer	14-Jan-21	31.67%	3	1.79	2.00	10,500.00	-	-	10,500.00	1,111.49	3,325.35	-	4436.84	9,388.51	6,063.16	831.34		
57	SOFTWARE	14-Jan-21	15.83%	6	4.79	5.00	9,200.00	-	-	9,200.00	496.78	1,456.36	-	1943.14	8,713.22	7,256.66	364.09		
58	SOFTWARE	30-Jan-21	15.83%	6	4.84	5													



NOTE-1- SIGNIFICANT ACCOUNTING POLICIES

1. BRIEF NOTE ON THE BUSINESS ACTIVITY / OPERATIONS OF THE COMPANY AND ITS PLACE(S) OF BUSINESS

The Company is a Non-Banking Financial Company and listed on Bombay Stock Exchange. The Company has its Registered office at Unit No. 49 B, 3rd Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

(a) Basis of Accounting:

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India and presented under the historical cost convention on accrual basis of accounting to comply with the Accounting Standards and with the relevant provisions of the Companies Act, 2013.

(b) Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized.

3. FIXED ASSETS

Fixed assets are stated at cost, less current year depreciation. Cost includes expenses incidental to bringing the assets to its working condition for the intended use.

4. DEPRECIATION

Depreciation on fixed assets is provided on Straight Line Method on the basis of the useful life prescribed in Schedule-II of Companies Act, 2013.

5. IMPAIRMENT OF ASSETS

Carrying amount of cash generating units/ assets is reviewed for impairment. Impairment, if any, is



recognized where the carrying amount exceeds the recoverable amount being the higher of realizable price and value in use.

6. INVESTMENTS

Investments are classified into current and long-term investments. Current investments except for current maturities of long term investments are stated at the lower of cost and quoted/ fair value. Long term investments are stated at cost less any provision for other than temporary diminution in value.

7. CASH AND CASH EQUIVALENTS (FOR PURPOSE OF CASH FLOW STATEMENT)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

8. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

9. REVENUE/EXPENDITURE RECOGNITION

Revenue is recognized when it can be reliably measured and when all significant risks and rewards/ ownership are transferred to the customer.

Dividend income is recognized in Statement of Profit and Loss when a right to receive payment is established. Interest income is recognized on accrual basis in the income statement.

Expenditure is accounted for on accrual basis and provision is made for all known losses and liabilities.

10. RETIREMENT BENEFITS

Provision of retirement benefits including gratuity is not made as and when the employees become entitled to receive such benefits.



11. INCOME TAX

Provision for current income tax is made after taking credit for allowances and exemptions. In case of matters under appeal, due to disallowance or otherwise, provision is made when the said liabilities are accepted by the Company.

Minimum Alternate Tax (MAT) paid in a year is charged to Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward.

In accordance with the Accounting Standard 22-Accounting for Taxes on income, the deferred tax for timing differences between the book & tax profit for the period is accounted for using the tax rates and the tax laws that have been enacted or substantively enacted as of the balance sheet date.

Deferred tax assets arising from temporary timing difference are recognized to the extent there is virtual certainty that the asset will be realized in future.

12. FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the date of the transaction. Monetary items denominated in foreign currencies outstanding at the year-end are translated at exchange rate applicable as on that date. Non-monetary items are valued at the exchange rate prevailing on the date of transaction. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the statement of Profit and Loss.

13. PROVISIONS

Show cause notices issued by various Government Authorities are not considered as obligation. When the demand notices are raised against such show cause notices and are disputed by the Company then these are classified as possible obligations.

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



14. CONTINGENT LIABILITY & COMMITMENTS

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, these are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements, although there can be no assurance regarding the final outcome of the legal proceedings, the company does not expect them to have a materially adverse impact on the financial position or profitability.

15. PROPOSED DIVIDEND

Dividend if proposed by the Board of Directors is provided for in the books of accounts pending approval at the Annual General Meeting.



NOTE-20- SIGNIFICANT ACCOUNTS

1. The Company is a Non-Banking Financial Company registered u/s 45-IA of the Reserve Bank of India Act, 1934. The Company has complied with applicable guidelines issued by the Reserve Bank of India in respect of Prudential Norms for income recognition and provisioning for Non Performing Assets.
2. The company has no pending litigation as well as contingent liability and commitment as on 31.03.2022.
3. None of the employee is eligible for retirement benefits; hence no provision is required except leave encashment for which provision has been made.
4. Some of the account balances are subject to the confirmation and reconciliation with respective parties from whom confirmation has not been received by the company.
5. The Company has not complied with Accounting Standard 2 - "Valuation of Inventories" because this standard is not applicable on shares, debentures and financial instruments held as stock-in-trade.
6. The company does not have any reportable business and/or geographical segment. Hence, segment reporting as per Accounting Standard 17 "Segment Reporting" is not applicable.
7. As per the information available, the company has not received any intimation from any vendor of its registration under micro, Small and Medium Enterprises Development Act 2006, ("The Act") therefore detail required under Act has not been given. This has been relied upon by Management.
8. There is no decline in the value of long term unquoted investment. Hence, no provision for diminution has been made and the long term unquoted investments are carried at cost.

Provision for diminution in value of quoted investments has been booked :

Name of Company in which investment is made	Cost (₹ in lakhs)	Diminution(₹ in lakhs)	Balance(₹ in lakhs)
Nippon India ETF	65.15	-	-
SBI ULIP	6.10		
Total	71.25	-	-



9. **Disclosure in accordance with the Accounting Standard-18. "Related Party Disclosures" are as follows :-**

(i) RELATED PARTIES

Key Managerial Personnel / Director:

Name	Relationship
Ms. Manisha Sharma	Company Secretary
Mr.Gaurav Kumar	Managing Director
Mr. Gurinder Singh Sandhu	Director
Mrs. Neha Abrol	Wholetime Director
Mr.Vishal Rai Sarin	Director and CFO
Mr. Rashu Sarin	Additional Director

(ii) Transaction with above related parties

Name of the related party	Nature of Transaction	Current Year (`)	Previous Year (`)
Mr. Rahul Verma	Salary	-	3,09,065
Mr.Gaurav Kumar	Salary	9,00,000	2,25,000
Mr. Gurinder Singh Sandhu	Salary	-	3,72,500
Mrs. Neha Abrol	Salary	9,00,000	5,30,000
Mr.Vishal Rai Sarin	Salary	12,00,000	8,88,000
Mrs. Rashu Sarin	Salary	12,00,000	11,97,500
Ms. Manisha Sharma	Salary	90,000	-

10. **Disclosure pursuant to section 186 (4) of Companies Act , 2013**

- i) During the year company has made some investments. For full particulars of investments - Refer Note 10.
- ii) During the year company neither provided any security nor given any guarantee.
- iii) Loans given is repayable on demand and carries interest.



11. As required in terms of Paragraph 16 of Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

(Figure In lakhs)

Liabilities side :		
Particulars	Amount outstanding	Amount overdue
1		
Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:		
(a) Debentures :		
Secured	Nil	Nil
Unsecured	Nil	Nil
(other than falling within the meaning of public deposits)		
(b) Deferred Credits	11.26	11.26
(c) Term Loans	7,670.71	2783.60
(d) Inter-corporate loans and borrowing	Nil	Nil
(e) Commercial Paper	Nil	Nil
(f) Other Loans (specify nature)	Nil	Nil
Assets side :		
Particulars	Amount outstanding	
2		
Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured		Nil
(b) Unsecured (advance tax/ MAT/amount recoverable)		8,464.69
(c) Branches (Hyderabad & Surat)		81.01
3		
Break up of Leased Assets and stock on hire and other assets counting towards AFC activities:		
(i) Lease assets including lease rentals under sundry debtors:		
(a) Financial lease		Nil
(b) Operating lease		Nil
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire		Nil
(b) Repossessed Assets		Nil
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed		Nil
(b) Loans other than (a) above		Nil



4

Assets side :	
Particulars	Amount outstanding
Break-up of Investments:	
<u>Current Investments:</u>	
1. Quoted:	
(i) Shares:	
(a) Equity	Nil
(b) Preference	Nil
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others (please specify)	Nil
2. Unquoted:	
(i) Shares:	
(a) Equity	Nil
(b) Preference	Nil
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others (please specify)	Nil
<u>Long Term investments:</u>	
1. Quoted:	
(i) Shares:	
(a) Equity	-
(b) Preference	Nil
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others (please specify)	Nil
2. Unquoted:	
(i) Shares:	
(a) Equity	71.25
(b) Preference	Nil
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others (please specify)	Nil



5 Borrower group-wise classification of assets financed as in (2) and (3) above:

Category	Amount (Net of Provisions)		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	Nil	Nil
3. Branch (Hyderabad & Surat)	Nil	Nil	Nil
Total	Nil	Nil	Nil

6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value / Break up or fair value or NAV*	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group**	Nil	Nil
(c) Other related parties	Nil	Nil
2. Other than related parties	Nil	Nil
Total	Nil	Nil

*Breakup / NAV of investments in unquoted equity shares have been carried at cost.

**Identified by the management.

7 Other information:

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	Nil
(ii) Net Non-Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	Nil
(iii) Assets acquired in satisfaction of debt	Nil



12. The company has no foreign currency transaction during the year and hence Accounting Standard 11 is not applicable.
13. Previous year figures have been regrouped/ reclassified wherever considered necessary to make them comparable with current year's figures.

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

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

**Sd/-
(GAURAV KUMAR)
MANAGING DIRECTOR
DIN 06717452**

**Sd/-
(NEHA ABROL)
WHOLETIME DIRECTOR
DIN 06935869**

**Sd/-
(VISHAL RAI SARIN)
DIRECTOR & CFO (KMP)
DIN 08758350**

**PLACE: ZIRAKPUR
DATE : 23.05.2022**

**Sd/-
(MANISHA SHARMA)
COMPANY SECRETARY & COMPLIANCE OFFICER
MEM. NO. A58430**