



# REGIS INDUSTRIES LIMITED

(Formerly known as BHARTIA BACHAT LIMITED)

CIN NO: L51109WB1982PLC034759

Date: 26.02.2024

To,  
Listing Department,  
BSE Limited,  
P J Tower, Dalal Street,  
Mumbai-400001

To,  
The Secretary,  
The Calcutta Stock Exchange Ltd,  
7, Lyons Range,  
Kolkata – 700001

Scrip Code: 543208

Scrip Code: 012169

Security ID: REGIS

Dear Sir/Madam,

**Sub: Notice of Extra Ordinary General Meeting under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Extra Ordinary General Meeting of the company to be held on **Wednesday, 20th March, 2024** and calendar events for the same as under.

Sr. No.		
1.	Cut-off date for ascertaining the list of shareholders/members to whom the notice of Extra Ordinary General Meeting will be sent and also for reckoning voting rights.	<b>Wednesday, March 13, 2024</b>
2.	Date & Time of Commencement Remote E-Voting	<b>Sunday, 17th March, 2024 09.00 PM</b>
3.	Date & Time of Closure of Remote E-Voting	<b>Tuesday, 19th March, 2024 05.00 PM</b>

We request you to kindly take the same on your record.

Thanking you

**Yours Faithfully,**  
**For, REGIS INDUSTRIES LIMITED**

**CHNDRAKANT PARMAR**  
**WHOLE TIME DIRECTOR**

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**N O T I C E**

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**NOTICE** is hereby given that an Extra-Ordinary General Meeting of Members of **REGIS INDUSTRIES LIMITED** will be held at registered office of the company **2 BARRETTO LANE, KOLKATA- 700069, WEST BENGAL** on Wednesday, 20<sup>th</sup> March, 2024 at 12.00 P.M. to transact the following business.

**SPECIAL BUSINESS:****1. Increase in Authorised Share Capital and Alteration to the Capital Clause of the Memorandum of Association:**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹16,25,00,000 (Rupees Sixteen Crores Twenty Five Lakh Only) divided into 1,62,50,000 (One Crore Sixty Two Lakh Fifty Thousand) Equity Shares of Re. 10/- (Rupees Ten only) each to ₹20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) equity shares of Re. 10/- (Rupees Ten Only) each.

**"RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

**"V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹10/- (Rupees Ten only) each."**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to 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 on any Director(s), Company Secretary or any other officer of the Company."

**2. Issuance of 10,00,000 Equity Shares On Preferential Basis to the persons belonging to the Non-Promoter category:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of

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Association of the Company, provisions of the listing agreements entered into with BSE Limited (“BSE”) where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs (“MCA”), SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges where the shares of the Company are listed and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, for cash, to be issued at a price of Rs. 110/- (One Hundred and Ten Only) including premium of Rs. 100/- (Rupees One Hundred Only) each per Equity Share which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations (“Issue Price”) aggregating to an amount not exceeding Rs. 11,00,00,000/- (Rupees Eleven Crores Only) to the following non-promoter entities (hereinafter referred to as the “Proposed Allottees of Equity Shares”), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors:

Name of the Proposed Allottee	Category of the Proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Maximum Consideration (Rupees)
Strategic Shares Solutions Private Limited	Public- Body Corporate	10,00,000	11,00,00,000/-

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum Issue Price shall be Monday, February 19, 2024, i.e., being the date, which is 30 days prior to the date of the Extra-Ordinary General Meeting of the Members of the Company scheduled to be held on Wednesday, March 20, 2024.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a. The proposed allottees of equity shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

- b. The pre-preferential shareholding of the Proposed Allottee of equity shares and Equity Shares to be allotted to the Proposed Allottees of equity shares shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be allotted to the Proposed Allottee of equity shares under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d. The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of the pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e. Allotment of Equity Shares shall only be made in dematerialized form.
- f. The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- g. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or the Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for 'in-principle' approval of the Equity Shares to be issued and allotted to the above mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental

thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

For REGIS INDUSTRIES LIMITED

Place: KOLKATA  
Date: 26.02.2024

CHANDRAKANT PARMAR  
Chairman  
DIN: 09406801

**Notes:**

1. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the company. Proxies in order to be effective must be deposited at the registered office of the company in not less than 48 hours before the time fixed for the meeting. The blank proxy form is enclosed.
2. In compliance with the MCA Circulars and SEBI Circular, Notice of the EOGM inter-alia, indicating the process and manner of voting through electronic means along with the EOGM Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice will also be available on the Company's website- [www.regiss.co.in](http://www.regiss.co.in), websites of the Stock Exchanges i.e. BSE Limited and on the website of NSDL.
3. Corporate Members intending to send their authorised representative to attend the Annual General Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
4. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
5. To facilitate easy and cheap transactions in its shares, the Company has dematerialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
7. Route map for the venue of the Extra Ordinary General Meeting is given separately along with attendance slip.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

The remote e-voting period begins on Sunday, 17th March, 2024 09.00 AM and ends on Tuesday, 19th March, 2024 05.00 PM The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, March 13, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, March 13, 2024.

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





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

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <b>NSDL Mobile App is available on</b>      </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi</li> </ol>



	<p>Tab and then user your existing my easi username &amp; password.</p> <p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is

	12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bhartiabachatl原因@ yahoo.com](mailto:bhartiabachatl原因@ yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through



the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **[bhartiabachatlimited@yahoo.com](mailto:bhartiabachatlimited@yahoo.com)**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **[bhartiabachatlimited@yahoo.com](mailto:bhartiabachatlimited@yahoo.com)**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## ANNEXURE TO NOTICE

## EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice

**Item No 1**

Presently, the Authorised Share Capital of the Company is ₹ 16,25,00,000/- (Rupees Sixteen Crores Twenty-Five Lakh only) divided into 1,62,50,000 (One Crore Sixty-Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each.

In order to facilitate issue of Preferential Allotment of warrants convertible to Equity shares and further requirements if any, it is proposed to increase the Authorised Share Capital to ₹ 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013 and other applicable statutory and regulatory approvals. None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 of this Notice except to the extent of their shareholding if any, in the Company.

The Board recommends this Resolution for Members' approval.

**Item No 2**

The Board of Directors of the Company in its meeting held on February 22, 2024, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Equity Shares up to 10,00,000 (Ten Lakhs) of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, for cash, to be issued at a price of Rs. 110/- (One Hundred and Ten Only) including premium of Rs. 100/- (Rupees One Hundred Only) each per Equity Share which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations ("Issue Price") aggregating to an amount not exceeding Rs. 11,00,00,000/- (Rupees Eleven Crores Only) to the proposed allottees being persons other than Promoter(s).

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

**1. The objects of the preferential issue:**

Subject to applicable laws and regulations, the Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- i) Meeting working capital requirement of the Company and for expansion of existing business of the Company.
- ii) General Corporate purpose or such other objects, as the Board may from time to time decides in the best interest of the Company.

**2. Particulars of the offer including the maximum number of specified securities to be issued**

preferential issue of 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, at an issue price not exceeding Rs. 110/- (One Hundred and Ten Only) including premium of Rs. 100/- (Rupees One Hundred Only) each per Equity Share ("Issue Price") aggregating to an amount not exceeding Rs. 11,00,00,000/- (Rupees Eleven Crores Only) in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

**3. Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price shall be Monday, February 19, 2024, being the date 30 days prior to the date of the Extra Ordinary General Meeting of the Company scheduled to be held, i.e., Wednesday, March 20, 2024.

**4. Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of Company are listed and frequently traded on Bombay Stock Exchange Ltd ("BSE") Further, the Articles of Association of the Company don't contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 103.428 (Rupees One Hundred Three and Forty-Two Paise Only) per share, being higher of the following:

- a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. Rs. 101.679/-; or
- b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. Rs. 103.428/-.

However, it is decided that, the proposed equity shares may be allotted at a price of Rs. 110/- per share.

Further a certificate has been obtained from M/s. Monika Chechani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation. The valuation report has been annexed to the explanatory statement and also being hosted on the website of the Company at the address at [www.regiss.co.in](http://www.regiss.co.in).

**5. Amount which the Company intends to raise by way of such securities.**

The company intends to raise an amount not exceeding Rs. 11,00,00,000/- (Rupees Eleven Crores Only).

**6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:**

None of the directors or promoters, except to the extent of their individual shareholding in the company intend to subscribe to the preferential issue of equity shares.

**7. Time frame within which the Preferential Issue shall be completed:**

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

**8. Name of the proposed allottees of equity shares, class and percentage of post Preferential Issue capital that may be held by them:**

The details have been provided in **Annexure II** forming part of this Notice.

**9. The Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in an **Annexure I** forming part of this Notice.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Sr. No.	Names of the proposed allottee(s) of equity shares	Names of ultimate beneficial owners of proposed allottee(s) of equity shares	Pan Card of ultimate beneficial owners
1	Strategic Shares Solutions Pvt Ltd	1. Chetan Parmar 2. Rajeshbhai Parmar	1. ASUPP5751H 2. AVOPP5897R

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

12. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on a preferential basis.

13. Undertaking as Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

14. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

15. The current and proposed status of the allottee of equity shares post the preferential issue namely, promoter or non-promoter investors:

Sr. No.	Names of the Proposed Allottees of Equity Shares	Current Status of the Proposed Allottee of equity shares	Proposed Status of the Proposed Allottee of equity shares post the preferential issue
1	Strategic Shares Solutions Private Limited	Non-Promoter	Non-Promoter

16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

17. Lock-in-period:

The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees of equity shares shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Equity Shares as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

**18. Practicing Company Secretary's Certificate:**

The certificate from M/S. Daksha Negi & Associates, Practicing Company Secretary, having his office at 34, Nirav Intercity, Naroda, Ahmedabad – 382330 In, certifying that the Preferential Issue of equity shares is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at [www.regiss.co.in](http://www.regiss.co.in)

**19. Undertaking:**

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

**20. Other disclosures:**

- i) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- ii) Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- iii) The proposed allottee of equity shares has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- iv) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- v) The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- vi) The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- vii) The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- viii) The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot equity shares as specifically described in the resolutions set out at Item No.: 02 of this Notice.

The Board of Directors believe that the proposed issue of equity shares is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 02 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

## ANNEXURE I:

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

Sr No	Category	Pre-Issue Shareholding (as on January 31, 2024)		Shareholding Post Preferential Issue and Conversion of warrants and preferential issue of equity shares	
		No. of Shares Held	% to total share capital	No. of Shares Held	% to total share capital
<b>A</b>	<b>PROMOTER GROUP</b>				
	Promoter and Promoter Group Holding	NIL	NIL	NIL	NIL
	<b>Sub-Total – A</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>B</b>	<b>NON-PROMOTER HOLDING</b>				
<b>1</b>	Non-Institutional Investors				
	Individuals	16,36,624	10.09	16,36,624	9.51
	Body Corporate	91,48,390	56.45	1,01,48,390	58.98
	Others	54,22,586	33.46	54,22,586	31.51
	<b>Sub-Total – B</b>	<b>1,62,07,600</b>	<b>100</b>	<b>1,72,07,600</b>	<b>100</b>

## ANNEXURE II:

Sr No.	Names of the Proposed Allottees of Equity Shares	Class (Promoter/Non-Promoter)	Pre-Issue Shareholding		Post Issue Shareholding	
			No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
1	Strategic Shares Solutions Private Limited	Non-Promoter	7,45,000	4.60	17,45,000	10.140

By order of the Board,  
For REGIS INDUSTRIES LIMITED

Place: KOLKATA  
Date: 26.02.2024

CHANDRAKANT PARMAR  
Chairman  
DIN: 09406801