



A. K. NANDWANI & ASSOCIATES
Company Secretaries

125-126, B. D. Chambers, 10/54, D. B. Gupta Road,
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Date: 23rd June, 2023

To
Mr. Gaurav Kumar
The Chairperson
Regency Fincorp Limited
"Unit No. 57-58, 4th Floor, Sushma
Infinium Chandigarh-Ambala Highway
Zirakpur, Mohali, Punjab-140603

Sub.: Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting at the Meeting' in respect to the resolutions contained in the Notice of the 30th Annual General Meeting of Regency Fincorp Limited held on Friday, 23rd June, 2023 at 12:30 P.M. through Video Conferencing

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting at the Meeting' in respect to the resolutions contained in the Notice of the 30th Annual General Meeting of Regency Fincorp Limited held on Friday, 23rd June, 2023 at 12:30 P.M. through Video Conferencing.

This is for your information and records.

Thanking You,

Yours Sincerely,
For A. K. Nandwani & Associates
Company Secretaries

Kavita
Kavita
(Partner)
FCS - 9115
COP - 10641



Encl: As Above



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Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the
Companies (Management and Administration) Rules, 2014]*

To,
Mr. Gaurav Kumar, Chairperson of 30th AGM
Regency Fincorp Limited
'Unit No. 57-58, 4th Floor, Sushma Infinium,
Chandigarh-Ambala Highway, Zirakpur
Punjab-140603

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting and voting through electronic Voting system at the 30th Annual General Meeting of the Members of Regency Fincorp Limited ("the Company") held on Friday, 23rd June, 2023 at 12:30 P.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Kavita, Practicing Company Secretary, Partner of M/s A.K. Nandwani & Associates, Company Secretaries in Whole-Time Practice, appointed by the Board of Directors of the Company at the meeting held on 24th May, 2023 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and electronic voting held during the 30th Annual General Meeting (AGM) of the Company held on 23rd June, 2023 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Management Responsibility

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made there under and General Circular Nos. 14/2020, 17/2020, 20/2020, 39/2020, 02/2021, 2/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, January 13, 2021, May 05, 2022 and December 28, 2022, respectively, issued by the Ministry of Corporate Affairs (MCA) (hereafter referred to as "MCA Circulars") relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice dated 24th May, 2023.



Scrutinizer's Responsibility

Our Responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Consolidated Scrutinizer's Report of the vote cast 'in favour' or 'against' the resolutions stated in the Notice of AGM dated 24th May, 2023 based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and e-voting during the AGM.

I do hereby submit my report as follows:

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also e-voting during the AGM, for which purpose the Board of Directors of the Company engaged the services of Central Depository Services (India) Limited (CDSL).
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date i.e. 16th June, 2023 were entitled to cast their votes by remote e-voting or e-voting during the AGM.
3. Voting through remote e-voting commenced at 9:00 A.M. on 20th June, 2023 and ended on 5:00 P.M. on 22nd June, 2023 and after which the remote e-voting was blocked by CDSL.
4. Facility of e-voting was provided during the AGM to those Members who did not cast their votes by remote e-voting prior to the AGM.
5. After Conclusion of Voting at the AGM, the votes cast through e-voting during the AGM and remote e-voting were unblocked on the same day at 01:26 P.M., in the presence of two witnesses, Mr. Anil Kumar Nandwani and Ms. Uma Mishra neither of whom are in employment of the Company.
6. Based on the report generated from CDSL's e-voting website www.evotingindia.com, which I have scrutinized, the consolidated results of voting are reported as under:



ORDINARY BUSINESS

Item No. 1 — As an Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	47	3360901	1	30	48	3360931	100
Voted against the Resolution	0	0	1	2	1	2	0
Total	47	3360901	2	32	49	3360933	100

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated 24th May, 2023 has been passed with Requisite Majority.

Item No. 2 — As an Ordinary Resolution

To appoint a Director in place of Ms. Sahara Sharma (DIN:07682859) who retires by rotation and being eligible, offers herself for re-appointment.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast



Voted in favour of the resolution	47	3360901	1	30	48	3360931	100
Voted against the Resolution	0	0	1	2	1	2	0
Total	47	3360901	2	32	49	3360933	100

#Except Ms. Sahara Sharma and her relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated 24th May, 2023 has been passed with Requisite Majority.

Item No. 3 — As a Special Resolution

To increase the remuneration paid to Mr. Gaurav Kumar, Managing Director (DIN: 06717452) of the Company.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	44	691523	1	30	45	691553	100
Voted against the Resolution	1	20	1	2	2	22	0
Total	45	691543	2	32	47	691575	100

#Except Mr. Gaurav Kumar and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Based on the aforesaid results, Special Resolution as contained in Item No. 3 of the AGM Notice of the Company dated 24th May, 2023 has been passed with Requisite Majority.



Note: for the purpose of calculation of No. of votes polled, only the valid votes have been counted and no. of invalid votes had not been taken into account.

Item No. 4 — As an Ordinary Resolution

To increase the Authorized Share capital of the Company and make subsequent amendment in the Memorandum of Association.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	47	3360901	1	30	48	3360931	100
Voted against the Resolution	0	0	1	2	1	2	0
Total	47	3360901	2	32	49	3360933	100

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated 24th May, 2023 has been passed with Requisite Majority.

Item No. 5 — As a Special Resolution

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

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes	Number of Members who voted	Number of Shares for which votes	Total number of Members who voted	Total number of Shares for which votes	Percentage of votes to total number of valid votes cast



		Cast		Cast		cast	
Voted in favour of the resolution	47	3360901	1	30	48	3360931	100
Voted against the Resolution	0	0	1	2	1	2	0
Total	47	3360901	2	32	49	3360933	100

Based on the aforesaid results, Special Resolution as contained in Item No. 5 of the AGM Notice of the Company dated 24th May, 2023 has been passed with Requisite Majority.

Item No. 6 — As a Special Resolution

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

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	46	3352523	1	30	47	3352553	99.75
Voted against the Resolution	1	8378	1	2	2	8380	0.25
Total	47	3360901	2	32	49	3360933	100

Based on the aforesaid results, Special Resolution as contained in Item No. 6 of the AGM Notice of the Company dated 24th May, 2023 has been passed with Requisite Majority.



7. 18 (Eighteen) members were present in person and all the resolutions were passed with requisite majority.
8. All the relevant records shall remain in my safe custody until the Chairperson of the Meeting considers, approves and signs the minutes of the 30th Annual General Meeting and the same shall be handed over thereafter to the Chairperson or Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

For **A. K. NANDWANI & ASSOCIATES**

Kavita
(KAVITA)
PARTNER

M. NO.: F9115

C.P. NO.: 10641

UDIN: F009115E000489155



Place: New Delhi

Date: 23.06.2023

We the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the AGM were blocked from CDSL's e-voting website <https://www.evotingindia.com/> in our presence on 23rd June, 2023 at 01:23 P.M.

[Signature]
Name: *Amit Nandwani*
Address: *125 BD Chambers*
DS Gupta Road
Kirti Bagh
New Delhi-110005

[Signature]
Name: *Uma Mishra*
Address: *E-250, Krishan Vihar*
New Delhi-110086