



Regency Investments Limited

CIN: L67120PB1993PLC013169

Registered Office: Shop No. 6, Ganesh Shopping Complex, Zirakpur, Punjab 140603

Corporate Office: T-4/B, Centra Mall, Industrial Area, Phase-1, Chandigarh 160001

Ph. : 0172 4732618 | Web.: www.regencyinvestments.co.in | E-mail: regencyinvestmentsltd@gmail.com

Dated: 10.02.2020

Deptt of Corporate Services,
BSE Limited
P.J. Towers,
Dalal Street,
Mumbai- 400 001

SUB: Notice of Extra Ordinary General Meeting (EGM) held on 31.01.2020 and Minutes of EGM

Dear Sir/Madam,

Please find attached herewith notice and minutes of Extra Ordinary General Meeting (EGM) of Regency Investments Limited held on 31.01.2020.

You are requested to kindly take the same on record.

Yours truly
For **Regency Investments Ltd.,**

Gaurav Kumar
(Gaurav Kumar)
Managing Director
DIN 06717452



NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Regency Investments Limited will be held on Friday, January 31, 2020 at 11.00 A.M. at Corporate Office of the Company i.e. T4/B, 3rd Floor, Centra Mall, Phase 1, Industrial Area, Chandigarh to transact the following Special Business(es):

Item No. 1

To increase the Authorised Share Capital

To consider and, if thought fit, to pass with or without modification(s), as an Special Resolution

“RESOLVED THAT pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lac only) Equity Shares of 10/- each to Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lac only) Equity Shares of 10/- each by creating additional 30,00,000 (Thirty Lac only) Equity Shares of 10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing equity shares.”

Item No. 2

To amend the Memorandum of Association

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

“RESOLVED THAT the consent of the Company be and is hereby accorded under provisions of section 13 of the Companies Act, 2013 to amend the existing Clause V of Memorandum of Association of the Company by substituting first four lines by following lines as mentioned here under:

V. The Authorised Share Capital of the Company is Rs 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lac only) Equity Shares of 10/- each.

Item No. 3

ISSUE OF EQUITY SHARES ON A PREFERENTIAL ISSUE BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies

(the “RoC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, 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 may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder),, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot upto 9,50,000 Equity Shares of Rs.10/- each at a price of Rs. 29.00 each (Rupee Twenty Nine only) (the “**Equity Shares**”), aggregating up to Rs. 2,75,50,000 (Rupees Two Crore Seventy Five Lacs Fifty Thousand only), including premium to the following persons at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.”

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	EQUITY SHARES
1	Mr. Nirmalesh	Gajanand Arya	G-22 NAVMANGLAM COMPLEX OPP AGRASEN BHAVAN!CITY LIGHT RD,SVR CLG SURAT 395007	ABAPA7091G	17250
2	Mrs. Sushiladevi	Nirmalesh Arya	1301,A-TOWER,HAMPTON PARK, VESU ABHVA ROAD,OPPIAGAM ARCADE VESU SURAT 395007	ABAPA7093E	17250
3	Mrs. Ranjanben	Arvindbhai Soni	B-901, NILKANTH RESIDENCY, NR. SILVER CREST OPP. NEW RTO, PAL ROAD, PAL, SURAT 394510	ERKPS5711R	17250
4	Mr. Trupti	Rajeshkumar Kapadia	16,VATSALYA BUNGLOWS, NR.SOMESHWARA ENCLAVE VESU,SURAT 395007	AHRPK3832C	17250
5	Mrs. Sonalben	Mukundkumar Rathod	UMRA, SHWETAMBER JAIN SANG,NEAR SARGAM SHOPIN CENTER, SURAT 395007	CHLPR4000F	8620
6	Mr. Mukundkumar	Amrutlal Rathod	UMRA SHWETAMBER, JAIN SANG,NR SARGAM SHOPING CENTER SURAT 395007	BHNPR1280E	8620
7	Mr. Ajesh	Bipinchandra Desai	A-1002 SAI HEIGHTS NR.RAJ CORNER T P 10 PALINAVYUG COLLEGE SURAT 395009	AJPPD8798N	17250
8	Mr. Kirit Marfatia	Gebilal Marfatia	13/60- 2, AMBIKA NIKETAN ROAD, OPP. PARLE POINT,	AAQPM5009H	86250

			ATHWALINES! SURAT 395007		
9	Mr. Rohan Mehta (Pms - Turtle Wealth)	Niranjan Mehta	A-502, Happy Elanza, Nr. Jolly Residence, Vesu, Surat - 395007	AMTPM5878R	34490
10	Mr. Surender Kumar	Ishwer Chand	# 24-A, GH-94, SECTOR -20 PANCHKULA , 134116	ATNPK9097P	17250
11	Mr. Satvinder Singh	Balwant singh	H.NO.21/1, GALI NUMBER 08 , W.NO. 21 AMAR GARH , GAMRI , KAITHAL , 136027	CIAPS6072E	34490
12	Mr. Jenish Shah	Pankajkumar	203, SARVAMANGAL APPT, BABUNIWAS LANE, TIMALIYAWAD, NANPURA SURAT	ACMPS5861P	10350
13	Mayur Dilipbhai Desai	Dilipbhai	302, SHIVRAJ PARK APP, VAJIFDAR STREET HALAR VALSAD 396001	AFMPD5551N	17250
14	Binal Jenish Shah	Jenish	SHOP -4, SHRI RAJKRUPA APT, BABU NIWAS LANE , TIMALIYAWAD, NANPURA SURAT	APCPP9391N	6900
15	Riken Jayantibhai Shah	Jayanti bhai	BLOK NO//NISHA APP- 1,KAJINU MEDAN ,TIN BATTI PASE , GOPIPURA SURAT 395001	BJJPS1048D	17250
16	Darshit Arunkumar Shah	Arun kumar	102, DREAM PALCE , SHIV SHAKTI SOCIETY , NEAR KOTHARI FARM HOUSE SURAT.	ALRPS0095B	3450
17	Gayatri Samir Joshi	Samir	302, SHIKHAR APT, MAKANJI PARK ADAJAN SURAT , 395009	AKBPJ6563A	5170
18	Rakeshbhai Jariwala	Gaman lal	192 HARINAGAR -2 UDHNA , SURAT 394210	AGUPJ9777H	8620
19	Mrs. Rashu Sarin	Baldev raj nagpal	155, Kamla Devi Avenue Fathegarh Churian road, Amritsar-143001	BXBPS4765D	68970
20	Mrs. Rachna Devi Jain	Ashok kumar jain	B-203 Om Sai Emerald 12-5-35/C/6/1 16P South Lallaguda Hyderabad- 500017	ABYPJ2027R	9320
21	Mr. Anil Kumar Jain	Ratan lal jain	B-203 Om Sai Emerald 12-5-35/C/6/1 16P South Lallaguda Hyderabad- 500017	ABYPJ1878J	9320

22	Mr. Rajnish Chugh	Rajender kumar chugh	C 534 DEFENCE COLONY DELHI	AAGCP9093D	86250
23	Mr.Sunil Kumar Arya	Prem Parkash Arya	D 359 DEFENCY COLONY DELHI	ACEPA0629F	86250
24	Mr. Ankush Sharma	R D Sharma	1096/1HIG Flats, Sec 39B, Chandigarh	AQPPS5539M	34490
25	Mrs. Santosh Kumari Rajpal	Vasdev chaudhary	E32, Ground Floor, East kailash, South delhi	ABHPR2220H	51730
26	Mr. Anoop Vohra	Late SURAJ KUMAR VOHRA	HSBC BANK ME LTD AAC Department , DUBAI , Internet City,27535	AFEPV0450Q	86250
27	Mr. Ravinder Kumar Sharma	Jai gopal sharma	696 , Sector 7 Panchkula	AHOPS4366E	86250
28	Mr. Kamaljit Singh	Jaswant Singh	1266, SECTOR-18 C CHANDIGARH	ALHPS6401M	68970
29	Mr. Mohinder Nain	Cs Nain	H.No. 1079, Sec-18C Chandigarh -160018	ADDPN6821A	8620
30	Mr. Priyanka Nain	Ashok Handa	H.No. 1079, Sec-18C Chandigarh -160018	ACZPH1307G	8620
	Total				950000

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter V of the ICDR Regulations, 2018 the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares is January 1, 2020, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. January 31, 2020, and the floor price so calculated is Rs. 28.63 (Rupees Twenty Eight and paise Sixty Three only).

“RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- The equity shares so allotted to the proposed allottee 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;
- The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission or within a period of 15 (Fifteen) days from the expiry of the offer period if any competing offer is being made pursuant to sub-regulation (1) of Regulation 20 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ; and
- Allotment shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottee) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited.”

“RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari-passu in all respects, with the existing fully paid up equity shares of face value of Rs. 10 (Rupees Ten only) each of the Company.”

“RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Registrar of Companies, stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.”

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Item No. 4

ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL ISSUE BASIS:

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

“RESOLVED THAT in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2018, and SEBI (Listing Obligation and Disclosure Requirements), 2015 as may be applicable to the preferential issue of Equity Shares and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the Company be and is hereby accorded to the Board

to offer, issue, and allot, from time to time in one or more tranches, 29,31,050 Convertible warrants (“**Convertible Warrants**”) on a preferential basis to the following persons convertible into, or exchangeable for, one equity share of face value of Rs. 10/- each (the “**Equity Shares**”) at a price (including the warrant subscription price and the warrant exercise price) of Rs.29.00 each (Rupee Twenty Nine only) each aggregating to Rs. 8,50,00,450 (Rupees Eight Crore Fifty Lac Four Hundred and Fifty Only), including premium to the following persons on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of the ICDR Regulations, 2018 or other applicable laws.

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	EQUITY SHARES
1	Mr. Gaurav Kumar	Ravinder kumar	C-503 Mona Green opp. Domino VIP road Zirakpur SAS NAGAR -140603	BRJPK2015C	689660
2	Mrs. Neha Abrol	Jugal Kishore Madan	C-503 Mona Green opp. Domino VIP road Zirakpur SAS NAGAR -140603	AFBPA6503Q	689660
3	Mr.Sparsh Abrol	Vishal Abrol	A-11,Akashganga Apartment Plot -17, sec-6 Delhi-110075	CHLPA1123L	344830
4	Mr. Pratik Jalan	Raj Kumar Jalan	3-4-871/5,Barkatpura Bus Depot Hyderabad- 500027	ATYPJ4112H	137930
5	Mr. Kamaljit Singh	Jaswant Singh	1266, SECTOR-18 C CHANDIGARH	ALHPS6401M	206900
6	Mr. BK Dhupar	Om Parkash	57,Rajdhani Enclave, Pritmpura Saraswati Vihar, North West Delhi -110034	AAGPD4754L	344830
7	Mrs. Kamini Dhupar	Basant Lal Khattar	57,Rajdhani Enclave, Pritmpura Saraswati Vihar, North West Delhi -110034	AGUPD1419L	344830
8	M/S Dhull trading pvt.ltd.	-	#2969,SEC-42C, Chandigarh India	AAGCD8323G	172410
TOTAL					2931050

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter V of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares pursuant to the exercise of the Equity Warrants is January 1, 2020, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. January 31, 2020, and the floor price so calculated is Rs. 28.63 (Rupees Twenty Eight and paise Sixty Three only).

RESOLVED FURTHER THAT the said Equity Warrants shall be issued and allotted by the Company to the investors within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Convertible Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Convertible Warrants shall be subject to following terms:

- i) The equity shares to be so allotted on exercise the Convertible Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Convertible Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Convertible Warrants.
- ii) A Convertible Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Convertible Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Convertible Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.
- iii) The issue of the Convertible Warrants as well as Equity Shares arising from the exercise of the Convertible Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the Convertible Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Convertible Warrants, the Convertible Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- v) The Convertible Warrants issued and allotted will be transferable within the Promoter Group subject to the approval of the Board and such other approvals as may be necessary.
- vi) The Convertible Shares to be issued and allotted by the Company on exercise of the Convertible Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.
- vii) The warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations relating to preferential issues.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, 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 Issue) and to authorize all such persons 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 shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Convertible Warrants and Equity Shares and utilisation of proceeds of the Equity Shares, 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 .

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents

on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 5

Appointment of Mr. Gurinder Singh Sandhu (DIN: 02507381) as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Mr. Gurinder Singh Sandhu (DIN: 02507381), who appointed as an Additional Director of the Company with effect from 2nd November, 2019, in terms of Section 161 of the Companies Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 2nd November, 2019.”

**By Order of the Board of
Directors
For Regency Investments Limited**
(Sd/-)
Gaurav Kumar
Managing Director
DIN: 06717452

Place: Chandigarh

Date: 03.01.2020

Registered Office:

Shop no 6 Ganesh Complex
Zirakpur Mohali PB 140603

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.

3. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act,2013 in respect of the special business items (Nos. 1 and 2) is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Board of Directors, at their meeting held on 14.12.2019, has appointed Mr. Kanwaljit Singh, Practicing Company Secretary, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The e-voting instructions have been given below explaining the process of remote e-voting with necessary User ID and Password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on 31.01.2020.
9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting
11. The e-voting period commences on 28.01.2020 (9.00 A.M IST) and ends on 30.01.2020 (5.00 P.M. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 24.01.2020, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to do it subsequently.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 24.01.2020. Any person who is in receipt of this notice but is not a member as on the cut-off date should treat this notice for information purpose only.
13. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. 24.01.2020 may obtain the login ID and password by sending a request at regencyinvestmentsltd@gmail.com However, if such person is already registered with NSDL, for remote e-voting, they may use their existing User ID and Password for casting their vote.
14. 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.
15. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Financial Express in English and (ii) DешSewakhaving wide circulation in the district where the registered office of the Company is situated.
16. The Scrutinizer will submit report after the completion of scrutiny, and the result of the voting will be announced by Managing Director/ any other Director of the Company duly authorized, on or before 02.02.2020 at 5.00 P.M. at the registered office of the Company and will also be displayed on the Company's website www.regencyinvestments.co.in and communicated to the Depositories, Registrar and Share Transfer Agent on the said date. The result of the voting will also be published in the newspapers.
17. The Board of Directors has appointed the Managing Director as the person responsible for this process.

18. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
19. Members are requested to notify any change of their address to the Company's Registrars and Share Transfer Agent, M/s. MAS Services Ltd, T-34 2nd Floor Okhla Industrial Area Phase II, New Delhi 110020
20. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Registrar and Share Transfer Agent of the Company and register their email ID. Members holding shares in demat form are requested to register/update their email address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
21. Members may also note that this notice will be available on the Company's website: www.regencyinvestments.co.in. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days (Excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 5.00 P.M. till the date of EGM

INSTRUCTION FOR E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening Extra-Ordinary General Meeting. The Company has engaged the services of NSDL to provide the e-voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 24.01.2020 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on 28.01.2020 (9.00 AM IST) and ends on 30.01.2020 (5.00 P.M. IST).

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The Company has appointed Mr. Kanwaljit Singh, Practising Company Secretary to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Extra-Ordinary General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
 - 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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 the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 kanwalcs@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

General Guidelines for shareholders

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 Mr. Kanwaljit Singh, Company Secretary in Practice, SCO 64-65, Sector17A, Chandigarh, Scrutinizer by e-mail to kanwalcs@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in

the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying notice dated 03.01.2020.

Item No. 1 & 2

The Company proposes to raise funds by issuing further Equity Shares on preferential basis. The existing Authorised Share Capital of the Company is 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lac only) Equity Shares of 10/- each which would not be sufficient to cover the proposed amount of issue. In view of this, the Company proposes to increase the existing Authorised Equity Capital from Rs. 5,00,00,000/- (Rupees Five Crores only) to Rs. 8,00,00,000/- (Rupees Eight Crores only) by creating additional 30,00,000 (Thirty Lacs only) equity shares of 10/- each thereby increasing the existing Authorised Share Capital from Rs. 5,00,00,000/- (Rupees Five Crores only) to Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lac only) Equity Shares of 10/- each. The proposed increase in Authorised Share Capital will consequently require alteration in Capital Clause V of Memorandum of Association of the Company. The Special resolution is therefore proposed at Item No. 1 & 2 of the notice to increase the Authorised Share Capital of the Company, for making necessary alterations in Capital clause V of Memorandum of Association of the Company. The Directors recommend these Resolutions at Item No.1 & 2 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

Item No. 3 & 4

Preferential issue of Equity Shares and preferential issue of Convertible Warrants of the Company:

BRIEF NOTE ON THE COMPANY'S OPERATIONS AND JUSTIFICATION FOR THE PROPOSED PREFERENTIAL ISSUES

The company needs funds for the growth and expansion of its business activity. The management is of the view that presently the market is very conducive for expanding its activities across the country and therefore it is planning to open branches throughout India from where the new customers would be added. The management has identified the persons from whom the funds would be generated by issue of shares and warrants on preferential basis. Proposed Allottees agreed to infuse an amount not more than Rs 29.00 (Rupees Twenty Nine Only) per share against which, fully paid-up Equity Shares of the Company at the price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies. The Board has given its approval to Issue and allot of upto 9,50,000 Equity Shares and upto 29,31,050 Convertible Warrants of Rs. 10/- each at a premium of Rs. 19.00 by way of a Preferential Issue subject to the maximum number of shares as allowed under the SEBI (SAST) Regulations, 2011, at such price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies and subject to approval by the Members in the General Meeting. The other disclosures in accordance with the Companies Act, 2013 and in terms of Regulation 163 of SEBI (ICDR) Regulations, 2018 ("Regulations"), the following disclosures are needed to be made in the Explanatory Statement:

The Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis:

- a. Equity Shares to the following persons (the "Investors") at a price of Rs.29.00 (Rupees Twenty Nine Only) per Equity Share determined in accordance with the ICDR Regulations; and

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	EQUITY SHARES
1	Mr. Nirmalesh Gajanand Arya	Gajanand Arya	G-22 Navmanglam Complex Opp Agrasen	ABAPA7091G	17250

			Bhavan!City Light Rd,Svr Clg Surat 395007		
2	Mrs. Sushiladevi Nirmalesh Arya	Nirmalesh Arya	1301,A-Tower,Hampton Park, Vesu Abhva Road,Opp!Agam Arcade Vesu Surat 395007	ABAPA7093E	17250
3	Mrs. Ranjanben Arvindbhai Soni	Arvindbhai Soni	B-901, Nilkanth Residency, Nr. Silver Crest Opp. New Rto, Pal Road, Pal, Surat 394510	ERKPS5711R	17250
4	Mr. Trupti Rajeshkumar Kapadia	Rajeshkumar Kapadia	16,Vatsalya Bunglows, Nr.Someshwara Enclave Vesu,Surat 395007	AHRPK3832C	17250
5	Mrs. Sonalben Mukundkumar Rathod	Mukundkumar Rathod	Umra, Shwetamber Jain Sang,Near Sargam Shopin Center, Surat 395007	CHLPR4000F	8620
6	Mr. Mukundkumar Amrutlal Rathod	Amrutlal Rathod	Umra Shwetamber, Jain Sang,Nr Sargam Shoping Center Surat 395007	BHNPR1280E	8620
7	Mr. Ajesh Bipinchandra Desai	Bipinchandra Desai	A-1002 Sai Heights Nr.Raj Corner T P 10 Pal!Navyug College Surat 395009	AJPPD8798N	17250
8	Mr. Kirit G Marfatia	Gebilal Marfatia	13/60- 2, Ambika Niketan Road, Opp. Parle Point, Athwalines! Surat 395007	AAQPM5009H	86250
9	Mr. Rohan Mehta	Niranjan Mehta	A-502, Happy Elanza, Nr. Jolly Residence, Vesu, Surat - 395007	AMTPM5878R	34490
10	Mr. Surender kumar	Ishwer Chand	# 24-A, GH-94, SECTOR -20 PANCHKULA , 134116	ATNPK9097P	17250
11	Mr. Satvinder Singh	Balwant Singh	H.No.21/1, Gali Number 08 , W.No. 21 Amar Garh , Gamri , Kaithal , 136027	CIAPS6072E	34490
12	Mr. Jenish Shah	Pankajkumar	203, Sarvamangal Appt, Babuniwas Lane, Timaliyawad, Nanpura Surat	ACMPS5861P	10350
13	Mayur Dilipbhai Desai	Dilipbhai	302, Shivraj Park App, Vajifdar Street Halar Valsad 396001	AFMPD5551N	17250
14	Binal Jenish Shah	Jenish	SHOP -4, SHRI RAJKRUPA APT, BABU NIWAS LANE , TIMALIYAWAD, NANPURA SURAT	APCPP9391N	6900
15	Riken Jayantibhai Shah	Jayantibhai	BLOK NO//NISHA APP- 1,KAJINU MEDAN ,TIN BATTI PASE , GOPIPURA SURAT 395001	BJJPS1048D	17250
16	Darshit Arunkumar	Arun Kumar	102, DREAM PALCE ,	ALRPS0095B	3450

	Shah		SHIV SHAKTI SOCIETY , NEAR KOTHARI FARM HOUSE SURAT.		
17	Gayatri Samir Joshi	Samir	302, SHIKHAR APT, MAKANJI PARK ADAJAN SURAT , 395009	AKBPJ6563A	5170
18	Rakeshbhai Jariwala	Gaman Lal	192 HARINAGAR -2 UDHNA , SURAT 394210	AGUPJ9777H	8620
19	Mrs. Rashu Sarin	Baldev Raj Nagpal	155, Kamla Devi Avenue Fathegarh Churian road, Amritsar-143001	BXBPS4765D	68970
20	Mrs.Rachna Devi Jain	Ashok Kumar Jain	B-203 Om Sai Emerald 12-5-35/C/6/1 16P South Lallaguda Hyderabad- 500017	ABYPJ2027R	9320
21	Mr. Anil Kumar Jain	Ratan Lal Jain	B-203 Om Sai Emerald 12-5-35/C/6/1 16P South Lallaguda Hyderabad- 500017	ABYPJ1878J	9320
22	Mr. Rajnish Chugh	Rajender kumar chugh	C 534 DEFENCE COLONY DELHI	AAGCP9093D	86250
23	Mr.Sunil Kumar Arya	Prem Parkash Arya	D 359 DEFENCY COLONY DELHI	ACEPA0629F	86250
24	Mr. Ankush Sharma	R D Sharma	1096/1HIG Flats, Sec 39B, Chandigarh	AQPPS5539M	34490
25	Mrs. Santosh Kumari Rajpal	Vasdev Chaudhary	E32, Ground Floor, East kailash, South delhi	ABHPR2220H	51730
26	Mr. Anoop Vohra	Late Suraj Kumar Vohra	HSBC BANK ME LTD AAC Department , DUBAI , Internet City,27535	AFEPV0450Q	86250
27	Mr. Ravinder Kumar Sharma	Jai Gopal Sharma	696 , Sector 7 Panchkula	AHOPS4366E	86250
28	Mr. Kamaljit Singh	Jaswant Singh	1266, SECTOR-18 C CHANDIGARH	ALHPS6401M	68970
29	Mr. Mohinder Nain	Cs Nain	H.No. 1079, Sec-18C Chandigarh -160018	ADDPN6821A	8620
30	Mr. Priyanka Nain	Ashok Handa	H.No. 1079, Sec-18C Chandigarh -160018	ACZPH1307G	8620
	Total				950000

- b. Equity Warrants to following persons (the “Investors”), which may be exercised to receive Equity Shares at a price (including the Convertible Warrant Subscription Price and Convertible Warrant Exercise Price) of Rs.29.00 (Rupees Twenty Nine Only) determined in accordance with the ICDR Regulations.

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	EQUITY SHARES
1	Mr. Gaurav Kumar	Ravinder kumar	C-503 Mona Green opp. Domino VIP road Zirakpur SAS NAGAR	BRJPK2015C	689660

			-140603		
2	Mrs. Neha Abrol	Jugal Kishore Madan	C-503 Mona Green opp. Domino VIP road Zirakpur SAS NAGAR -140603	AFBPA6503Q	689660
3	Mr.Sparsh Abrol	Vishal Abrol	A-11,Akashganga Apartment Plot -17, sec-6 Delhi-110075	CHLPA1123L	344830
4	Mr. Pratik Jalan	Raj Kumar Jalan	3-4-871/5,Barkatpura Bus Depot Hyderabad- 500027	ATYPJ4112H	137930
5	Mr. Kamaljit Singh	Jaswant Singh	1266, SECTOR-18 C CHANDIGARH	ALHPS6401M	206900
6	Mr. BK Dhupar	Om Parkash	57,Rajdhani Enclave, Pritmpura Saraswati Vihar, North West Delhi -110034	AAGPD4754L	344830
7	Mrs. Kamini Dhupar	Basant Lal Khattar	57,Rajdhani Enclave, Pritmpura Saraswati Vihar, North West Delhi -110034	AGUPD1419L	344830
8	M/S Dhull trading pvt.ltd.	-	#2969,SEC-42C, Chandigarh India	AAGCD8323G	172410
TOTAL					2931050

Salient features of the preferential issue of Equity Shares and preferential issue of Convertible Warrants are as under:

The proposed issue and allotment of Equity Shares and Convertible Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder. Without generality to the above, the salient features of the preferential issue of Equity Shares and Convertible Warrants are:

- The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Shares and Convertible Warrants is January 1, 2020, being 30 days prior to the date of this Extraordinary General Meeting i.e. January 31, 2020.
- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Equity Shares and Convertible Warrants is Rs. 28.63 (Rupees Twenty Eight & paise Sixty Three only) being higher of (a) the average of the high and low of the closing prices at the BSE Limited for 26 weeks prior to the relevant date viz. Rs. 28.63 (Rupees Twenty Eight & paise Sixty Three), and (b) the average of the high and low of the closing prices at the BSE Limited for 2 weeks prior to the relevant date viz. Rs. 28.11 (Rupees Twenty Eight & paise Eleven only).
- The total amount payable for preferential issue of Equity Shares and 25% of the amount for preferential issue of Convertible Warrants shall be received by the Company prior to the respective allotments.

- The Convertible Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- At the time of exercise, the Convertible Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Convertible Warrants so being exercised.
- Post allotment, pursuant to preferential issue of Equity Shares, the increase in Equity Share capital would be Rs. 95,00,000/- (Rupees Ninety Five Lacs only).
- Post conversion of the Warrants (assuming full conversion), the increase in Equity Share capital would be Rs. 2,93,10,500/- (Rupees Two Crores Ninety Three Lacs Tree Lacs Ninety Six Thousand only) .
- This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current year.

The Investors have not sold any Equity Shares during the six months preceding the Relevant Date.

The other information prescribed under Regulation 163 of the ICDR Regulations is as follows:

a. Object of the preferential issue of Equity Shares and Convertible Warrants and details of utilization of proceeds:

The company needs funds for the growth and expansion of its business activity. The management is of the view that presently the market is very conducive for expanding its activities across the country and therefore it is planning to open branches through India from where the new customers would be added.

b. Maximum number of specified securities to be issued

9,50,000 Equity Shares and 29,31,050 Convertible Equity Warrants to be issued

c. Intention of the Promoter / Directors / Key Management Personnel to subscribe to the proposed preferential issue:

Mr. Gaurav Kumar, Promoter-Director, Mrs. Neha Aborol, Promoter-Director, Mr. Rashu Sarin, Director and Mr. Partik Jalan, Director of the Company have agreed to subscribe to the Equity Shares/Warrants under the Preferential Issue. No other Promoter/Director/KMP except stated above will subscribe to the proposed preferential issue.

d. The shareholding pattern of the Company before and after the preferential issue of Equity Shares and Convertible Warrants

Shareholding pattern before and after the proposed preferential issue of Equity Shares and Convertible Warrants is as follows:

Sr. No	Category	Equity Shares			
		Pre-issue Equity Shareholding		After allotment of Equity Shares / Preferential Issue of Warrants *	
		Number of Shares held	Percentage of holding	Number of Shares held	Percentage of holding

A	Promoter's Holding	438174	11.80	1817494	23.94
	Sub-Total	438174	11.80	1817494	23.94
B	Non-Promoters Holding				
	Indian Public	3241705	87.34	5571025	73.37
	Bodies Corporate	26495	0.71	198905	2.62
	NRIs/OCB/Clearing members/HUF	5459	0.15	5459	0.07
	Sub-Total	3273659	88.20	5775389	76.06
	Grand Total	3711833	100.00	7592883	100.00

Notes:

- (1) The above post-issue shareholding pattern assumes that the Preferential Issue of Convertible Warrants issued pursuant to this resolution are converted into equity shares, failing which, the percentage will change accordingly.

e. Proposed time within which preferential issue of Equity Shares and Convertible Warrants shall be completed

As required under the ICDR Regulations, the preferential issue of Equity Shares and Convertible Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

f. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and Convertible Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and Convertible Warrants proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them on fully diluted basis is given in the following table:

Name of the Allottees	Natural persons who are the ultimate beneficial owners	% of post preferential issue capital
Equity Shares		
Mr. Nirmalesh Gajanand Arya	Mr. Nirmalesh Gajanand Arya	0.23
Mrs. Sushiladevi Nirmalesh Arya	Mrs. Sushiladevi Nirmalesh Arya	0.23
Mrs. Ranjanben Arvindbhai Soni	Mrs. Ranjanben Arvindbhai Soni	0.23
Mr. Trupti Rajeshkumar Kapadia	Mr. Trupti Rajeshkumar Kapadia	0.23
Mrs. Sonalben Mukundkumar Rathod	Mrs. Sonalben Mukundkumar Rathod	0.11
Mr. Mukundkumar Amrutlal Rathod	Mr. Mukundkumar Amrutlal Rathod	0.11
Mr. Ajesh Bipinchandra Desai	Mr. Ajesh Bipinchandra Desai	0.23
Mr. Kirit G Marfatia	Mr. Kirit G Marfatia	1.14
Mr. Rohan Mehta	Mr. Rohan Mehta	0.45
Mr. Surender Kumar	Mr. Surender Kumar	0.23
Mr. Satvinder Singh	Mr. Satvinder Singh	0.45
Mr. Jenish Shah	Mr. Jenish Shah	0.14

Mayur Dilipbhai Desai	Mayur Dilipbhai Desai	0.23
Binal Jenish Shah	Binal Jenish Shah	0.09
Riken Jayantibhai Shah	Riken Jayantibhai Shah	0.23
Darshit Arunkumar Shah	Darshit Arunkumar Shah	0.05
Gayatri Samir Joshi	Gayatri Samir Joshi	0.07
Rakeshbhai Jariwala	Rakeshbhai Jariwala	0.11
Mrs. Rashu Sarin	Mrs. Rashu Sarin	1.24
Mrs. Rachna Devi Jain	Mrs. Rachna Devi Jain	0.12
Mr. Anil Kumar Jain	Mr. Anil Kumar Jain	0.12
Mr. Rajnish Chugh	Mr. Rajnish Chugh	1.14
Mr. Sunil Kumar Arya	Mr. Sunil Kumar Arya	1.14
Mr. Ankush Sharma	Mr. Ankush Sharma	0.45
Mrs. Santosh Kumari Rajpal	Mrs. Santosh Kumari Rajpal	0.68
Mr. Anoop Vohra	Mr. Anoop Vohra	1.14
Mr. Ravinder Kumar Sharma	Mr. Ravinder Kumar Sharma	1.14
Mr. Kamaljit Singh	Mr. Kamaljit Singh	0.91
Mr. Mohinder Nain	Mr. Mohinder Nain	0.11
Mr. Priyanka Nain	Mr. Priyanka Nain	0.11
Warrants		
Mr. Gaurav Kumar	Mr. Gaurav Kumar	14.31
Mrs. Neha Abrol	Mrs. Neha Abrol	9.63
Mr. Sparsh Abrol	Mr. Sparsh Abrol	5.43
Mr. Pratik Jalan	Mr. Pratik Jalan	1.82
Mr. Kamaljit Singh	Mr. Kamaljit Singh	2.72
Mr. BK Dhupar	Mr. BK Dhupar	4.54
Mrs. Dhupar	Mrs. Dhupar	4.54
M/S Dhull trading pvt.ltd.	Mr. Satvinder Singh	2.27

- g. The company gives undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;**
- h. The company gives undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees**
- i. None of promoters or directors of the company is a wilful defaulter**
- j. Lock-in-period**

Pre-preferential allotment holding of Equity Shares, non disposal of Equity Shares and lock-in period of the Equity Shares

The Equity Shares to be allotted on a preferential basis to Promoters, pursuant to exercise of options against each Warrant, shall be subject to 'lock-in' for a period of three years from the date of trading approval for such Equity Shares in accordance with Regulation 167(1) of the ICDR Regulations.

The Equity Shares allotted on a preferential basis to the Investor shall be subject to 'lock-in' for a period of one year from the date of trading approval as per Regulation 167(2) of the ICDR Regulations.

The entire pre-preferential allotment shareholding of all the Investors, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 167(6) of the ICDR Regulations.

k. Auditor's certificate

A copy of the certificate from Sunil K. Sharma & Associates, Chartered Accountants, the Statutory Auditors of the Company, certifying that the above preferential issue of Equity Shares and Convertible Warrants is made in accordance with the applicable provisions of the ICDR Regulations, is open for inspection at the registered office of the Company during the working hours between 9.00 a.m. to 5.00 p.m., except on holidays, up to the date of the Extra-ordinary General Meeting. Copies of the above mentioned Statutory Auditor's Certificate shall also be laid before the Extra-ordinary General Meeting.

The Board has already approved the issue and allotment of Equity Shares and Convertible Warrants on preferential basis to the Investors in the manner stated hereinabove.

Regulation 160(b) of the ICDR Regulations provides that preferential issue of specified securities by a listed Company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolutions to be passed as a Special Resolutions.

Nature of concern or interest of Promoter / Directors/Manager / Key Managerial Personnel:

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Resolution in Item No. 3 & 4, except to the extent of shares held by any of them in the Company. Mr. Gaurav Kumar, Managing Director together with their relatives shall be deemed to be concerned or interested in the proposed Resolution in Item No. 4, by reason of his KMP. Apart from the above, no other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be deemed to be concerned or interested in the proposed Resolution in Item No. 4, except to the extent of shares held by any of them in the Company.

Item No. 5

The Board, on the recommendation of its Nomination & Remuneration Committee, has appointed Mr. Gurinder Singh Sandhu an Additional Director (Independent Director) of the Company w.e.f. 2nd November, 2019. He holds office upto the date of ensuing Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act").

The Company has received notice in writing from a Member in the prescribed manner, under Section 160 of the Act, proposing the candidature of Mr. Gurinder Singh Sandhu for the office of a Director of the Company.

The Company has received declaration from Mr. Gurinder Singh Sandhu that he meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). Further, Mr. Gurinder Singh Sandhu is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company.

In the opinion of the Board, Mr. Gurinder Singh Sandhu is a person of integrity and possesses appropriate skills, experience, knowledge and qualifications in his field which are beneficial to the interests of the Company. Further, he fulfill the conditions for appointment as an Independent Director as specified in the Act & the Listing Regulations and is independent of the management.

Keeping in view his vast experience and knowledge, the Board considers that it will be in the interest of the Company to induct Mr. Gurinder Singh Sandhu on the Board of the Company as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval by the Members.

Disclosure under applicable provisions of the Listing Regulations and Secretarial Standards on General Meetings has been annexed hereto and marked as **Annexure-A**.

Copy of the Draft Letter of Appointment of Mr. Gurinder Singh Sandhu as an Independent Director setting out

the terms and conditions would be available for inspection by members at the Registered Office of the Company during normal business hours on working days.

Except for Mr. Gurinder Singh Sandhu, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, financially or otherwise, in this Resolution as set out at Item No. 5.

**By Order of the Board of
Directors
For Regency Investments Limited**

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

Place: Chandigarh

Date: 03.01.2020

Registered Office:

Shop no 6 Ganesh Complex
Zirakpur Mohali PB 140603

Annexure-A

Additional Information required to be given as per SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given below:

SR. NO.	PARTICULARS	DETAILS
1.	Name of the Director	Mr. Gurinder Singh Sandhu
2.	Date of Birth (Age)	10.04.1969 (50 yrs)
3.	DIN No.	02507381
4.	Original date of Appointment	02.11.2019
5.	Qualification(s)	B.Tech
6.	Experience (including expertise in specific functional area)	25 years
7.	Terms and Conditions of appointment/re-appointment including detail of remuneration sought to be paid	Appointment for a period of five consecutive years commencing from 2nd November, 2019 as a Non-Executive Independent Director.
8.	Details of remuneration last drawn (FY 2018-19)	N.A.
9.	Board Membership of other companies [excluding Regency Investments Limited]	Scenictionary Education Private Limited
10.	Chairman [C]/Member[M] of the Committee of the Board of Directors of the companies in which he/she is a director	Nil
11.	No. of Board Meetings attended during FY 2019-20	1
12.	No. of shares held in the Company	Nil
13.	Relationship with other Directors and KMPs	None

REGENCY INVESTMENTS LIMITED

Regd. Off.: Shop no 6 Ganesh Complex Zirakpur Mohali PB 140603
Tel. No.: 0172-4732618 CIN: L67120PB1993PLC013169

Website : : www.regencyinvestments.co.in ; Email: regencyinvestmentsltd@gmail.com

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No./ Client Id:
DP ID:

I/ we, being the member(s) of _____ shares of the above named company, hereby appoint:

- (1) Name:.....
Address:..... E-mail
id:..... Signature..... Or failing him;
- (2) Name:.....
Address:..... E-mail
id:..... Signature..... Or failing him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held on the 31st January, 2020 at 11:00 a.m. at T4/B, 3rd Floor, Centra Mall, Phase 1, Industrial Area, Chandigarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of Resolution
1	To Increase Authorised Share Capital
2	To amend Memorandum of Association
3	Preferential Issue of Equity Shares of the Company on a preferential basis as per applicable SEBI regulations;
4	Preferential Issue of Equity Warrants convertible into Equity Shares of the Company to on a preferential basis as per applicable SEBI regulations
5	Appointment of Mr. Gurinder Singh Sandhu (DIN: 02507381) as an Independent Director

Signed this day of 2020.

Signature of Shareholder(s)

Signature of Proxy holder(s)



ATTENDANCE SLIP

REGENCY INVESTMENTS LIMITED

Regd. Off.: Shop no 6 Ganesh Complex Zirakpur Mohali PB 140603

Tel. No.: 0172-4732618; CIN: L67120PB1993PLC013169

Website : www.regencyinvestments.co.in, Email: regencyinvestmentsltd@gmail.com

Extra-Ordinary General Meeting 31st January, 2020

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Name of the Shareholder/ Proxy

Address

Folio No. _____

DP ID* _____

Client ID* _____

No. of Shares held _____

I/We hereby record my/our presence at the Extra-Ordinary GENERAL MEETING of the Company at its Corporate Office at T4/B, 3rd Floor, Centra Mall, Phase 1, Industrial Area, Chandigarh on Friday, 31st January, 2020 at 11.00 A.M.

*To be used for shares held in electronic form

SIGNATURE OF THE SHAREHOLDER/PROXY

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF REGENCY INVESTMENTS LTD HELD ON FRIDAY, 31ST JANUARY, 2020 AT 11.00 A.M. AT CORPORATE OFFICE OF THE COMPANY AT T4/B, 3RD FLOOR, CENTRA MALL, PHASE 1, INDUSTRIAL AREA, CHANDIGARH.

PRESENT:

MR. GAURAV KUMAR	CHAIRMAN
MRS. NEHA ABROL	WHOLETIME DIRECTOR/ MEMBER
MR. SURENDER KUMAR	DIRECTOR
MR. ADARSH TULSHYAN	CHIEF FINANCIAL OFFICER

MEMBERS ATTENDANCE

17 (Seventeen) shareholders were present in the meeting.

CHAIRMAN

Mr. Gaurav Kumar took the Chair. The Chairman extended a warm welcome to the members present at the Extra Ordinary General Meeting (EGM) of the Company

QUORUM

The quorum of the meeting being present, the meeting was declared in order and the proceedings of the meeting were initiated. With the specific consent of the members present, the notice convening the EGM was taken as read. The chairman informed the members about the purpose of calling extra ordinary general meeting. The Chairman further informed the members that earlier while uploading the documents with stock exchange, inadvertently the incorrect copy was uploaded on the website of BSE, but the copy which was served to the members was the updated and correct copy of the notice. He briefed the members about the details which were wrongly mentioned in the notice which was uploaded on the exchange website erroneously, the details of which were as follows:

1. In explanatory statement, the post issue holding percentage of Mr. Gaurav Kumar and Mrs. Neha Abrol, promoter directors of the company was mentioned as 13.89% instead of 14.31% for Mr. Gaurav Kumar and 9.08% instead of 9.63% for Mrs. Neha Abrol.
2. The post issue percentage of Mr. Rashu Sarin is mentioned as 0.91% instead of 1.24% and the post issue percentage of Mr. Sparsh Abrol was mentioned as 4.54% instead of 5.43%.
3. As per Reg 163(1)(i) disclosure on wilful defaulter was not given in the disclosures.
4. In point no. (c) of disclosures regarding Intention of the Promoter / Directors / Key Management Personnel to subscribe to the proposed preferential issue, the names and designation of promoters and directors subscribing to the offer had not been specifically given.
5. And in SHP disclosed under point (d) of the explanatory statement, the post issue holding of public is stated as 6506502 shares instead of 5775389 shares.

The members noted the same and acknowledged that the copy of notice which were given to them is correct one.

For Regency Investments Limited

Director

E-VOTING FACILITY:-

The Chairman then informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the company had extended the e-voting facility to the members of the company from 28th January, 2020 to 30th January 2020 in respect of the Special Business to be transacted at the EGM. He further informed that Mr. Kanwaljit Singh, Practising Company Secretary (CP-No 5870) has been appointed as scrutinizer in the said process.

PHYSICAL BALLOT:-

The Chairman then suggested the members that any of them who has not voted through electronic mean can cast their vote through ballot in the meeting. He declared that Mr. Kanwaljit Singh, Practising Company Secretary will act as scrutinizer for the voting through ballot process. The Chairman further informed that upon completion of voting by physical ballot, the Scrutinizer will count the votes of the electronically & physically casted votes in favour and against each resolution within 48 hours from the conclusion of the meeting.

RESULT OF E-VOTING AND PHYSICAL BALLOT:-

The Chairman then informed the meeting that the result of the polling would be declared by the company within 2 working days from the conclusion of the meeting. He also mentioned that the polling result would be displayed by the company within 48 hours from the conclusion of meeting on the website (www.regencyinvestments.co.in) of the company and also at BSE portal. He also mentioned that the Reports of the Scrutinizer on E-Voting & the physical Ballot would be available for inspection at the registered office of the company.

CONDUCT OF PHYSICAL BALLOT:-

As advised by the Chairman, the voting procedure was conducted by distributing ballot papers after showing empty ballot box to the members, locking & sealing the empty Box in the presence of members. After ensuring that all the members had casted their votes, the Scrutinizer closed the voting at around 11:30A.M. and took the custody of Ballot Box.

VOTE OF THANKS

There being no other agenda, the chairman thanked the members present and declared the Meeting as closed.

CHAIRMAN

For Regency Investments Limited

Director

Result of the Electronic Voting and the Physical Ballot on the Special Business conducted at the Extra-Ordinary General Meeting of the company held on 31st January, 2020.

On the basis of the Scrutinizer Report for the Electronic voting from 28th January, 2020 (9:00 A.M.) to 28th January, 2020 (5:00 P.M.) and the scrutinizers report for the physical ballot held at the Extra-Ordinary General Meeting dated 31st January, 2020, the Chairman announced the results of the voting on 3rd January, 2020 that all 5 resolutions for the Special Businesses specified in the Notice dated 03.01.2020 have been passed with requisite majority as follows:

Item no in the Notice	Special Resolution	Votes Caste in favour of resolution		Votes Caste against the resolution		Status
		No of votes	% of total votes caste in favour	No of votes	% of total votes caste against	
1	Special	940892	100	0	0	Passed as Special Resolution
2	Special	940892	100	0	0	Passed as Special Resolution
3	Special	940892	100	0	0	Passed as Special Resolution
4	Special	50218	100	0	0	Passed as Special Resolution
5	Ordinary	929559	100	0	0	Passed as Ordinary Resolution

The Resolutions for the Special business as set out from item no 1 to 5 in the Notice of the Extra-Ordinary General meeting duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of the Extra-Ordinary General meeting of the company held on 31.01.2020:

RESOLUTION NO 1 (SPECIAL RESOLUTION)

TO INCREASE THE AUTHORISED SHARE CAPITAL

“RESOLVED THAT pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lac only) Equity Shares of 10/- each to Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lac only) Equity Shares of 10/- each by creating additional 30,00,000 (Thirty Lac only) Equity Shares of 10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing equity shares.”

For Regency Investments Limited

Director

The resolution was approved unanimously.

RESOLUTION NO 2 (SPECIAL RESOLUTION)

TO AMEND THE MEMORANDUM OF ASSOCIATION

“RESOLVED THAT the consent of the Company be and is hereby accorded under provisions of section 13 of the Companies Act, 2013 to amend the existing Clause V of Memorandum of Association of the Company by substituting first four lines by following lines as mentioned here under:

V. The Authorised Share Capital of the Company is Rs 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lac only) Equity Shares of 10/- each.

The resolution was approved unanimously.

RESOLUTION NO 3 (SPECIAL RESOLUTION)

ISSUE OF EQUITY SHARES ON A PREFERENTIAL ISSUE BASIS

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, 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 may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder),, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot up to 9,50,000 Equity Shares of Rs.10/- each at a price of Rs. 29.00 each (Rupee Twenty Nine only) (the “Equity Shares”), aggregating up to Rs. 2,75,50,000 (Rupees Two Crore Seventy Five Lacs Fifty Thousand only), including premium to the following persons at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.”

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	EQUITY SHARES
1	Mr. Nirmalesh	Gajanand Arya	G-22 NAVMANGLAM COMPLEX OPP AGRASEN BHAVAN!CITY LIGHT RD,SVR CLG SURAT 395007	ABAPA7091G	17250

For Regency Investments Limited

Director

2	Mrs. Sushiladevi	Nirmalesh Arya	1301,A-TOWER,HAMPTON PARK, VESU ABHVA ROAD,OPPIAGAM ARCADE VESU SURAT 395007	ABAPA7093E	17250
3	Mrs. Ranjanben	ArvindbhaiSoni	B-901, NILKANTH RESIDENCY, NR. SILVER CREST OPP. NEW RTO, PAL ROAD, PAL, SURAT 394510	ERKPS5711R	17250
4	Mr. Trupti	Rajeshkumar Kapadia	16,VATSALYA BUNGLOWS, NR.SOMESHWARA ENCLAVE VESU,SURAT 395007	AHRPK3832C	17250
5	Mrs. Sonalben	Mukundkumar Rathod	UMRA, SHWETAMBER JAIN SANG,NEAR SARGAM SHOPIN CENTER, SURAT 395007	CHLPR4000F	8620
6	Mr. Mukundkumar	Amrutlal Rathod	UMRA SHWETAMBER, JAIN SANG,NR SARGAM SHOPING CENTER SURAT 395007	BHNPR1280E	8620
7	Mr. Ajesh	Bipinchandra Desai	A-1002 SAI HEIGHTS NR.RAJ CORNER T P 10 PAL!NAVYUG COLLEGE SURAT 395009	AJPPD8798N	17250
8	Mr. KiritMarfatia	GebilalMarfatia	13/60- 2, AMBIKA NIKETAN ROAD, OPP. PARLE POINT, ATHWALINES! SURAT 395007	AAQPM5009H	86250
9	Mr. Rohan Mehta	Niranjan Mehta	A-502, Happy Elanza, Nr. Jolly Residence, Vesu, Surat - 395007	AMTPM5878R	34490
10	Mr. Surender Kumar	Ishwer Chand	# 24-A, GH-94, SECTOR -20 PANCHKULA , 134116	ATNPK9097P	17250
11	Mr. Satvinder Singh	Balwant singh	H.NO.21/1, GALI NUMBER 08 ,	CIAPS6072E	34490

For Regency Investments Limited
Gaund
 Director

			W.NO. 21 AMAR GARH , GAMRI , KAITHAL , 136027		
12	Mr. Jenish Shah	Pankajkumar	203, SARVAMANGAL APPT, BABUNIWAS LANE, TIMALIYAWAD, NANPURA SURAT	ACMPS5861P	10350
13	Mayur Dilipbhai Desai	Dilipbhai	302, SHIVRAJ PARK APP, VAJIFDAR STREET HALAR VALSAD 396001	AFMPD5551N	17250
14	BinalJenish Shah	Jenish	SHOP -4, SHRI RAJKRUPA APT, BABU NIWAS LANE , TIMALIYAWAD, NANPURA SURAT	APCPP9391N	6900
15	Riken Jayantibhai Shah	Jayanti bhai	BLOK NO/I/NISHA APP-1,KAJINU MEDAN ,TIN BATTI PASE , GOPIPURA SURAT 395001	BJJPS1048D	17250
16	DarshitArunkumar Shah	Arun kumar	102, DREAM PALCE , SHIV SHAKTI SOCIETY , NEAR KOTHARI FARM HOUSE SURAT.	ALRPS0095B	3450
17	Gayatri Samir Joshi	Samir	302, SHIKHAR APT, MAKANJI PARK ADAJAN SURAT , 395009	AKBPJ6563A	5170
18	Rakeshbhai Jariwala	Gamanlal	192 HARINAGAR -2 UDHNA , SURAT 394210	AGUPJ9777H	8620
19	Mrs. Rashu Sarin	Baldev raj nagpal	155, Kamla Devi Avenue FathegarhChurian road, Amritsar-143001	BXBPS4765D	68970
20	Mrs. Rachna Devi Jain	Ashok kumarjain	B-203 Om Sai Emerald 12-5-35/C/6/1 16P South Lallaguda Hyderabad-500017	ABYPJ2027R	9320
21	Mr. Anil Kumar Jain	Ratan laljain	B-203 Om Sai Emerald 12-5-35/C/6/1 16P South Lallaguda Hyderabad-500017	ABYPJ1878J	9320

For Regency Investments Limited

Director

22	Mr. Rajnish Chugh	Rajenderkumarchugh	C 534 DEFENCE COLONY DELHI	AAGCP9093D	86250
23	Mr.Sunil Kumar Arya	Prem Parkash Arya	D 359 DEFENCY COLONY DELHI	ACEPA0629F	86250
24	Mr. Ankush Sharma	R D Sharma	1096/1HIG Flats, Sec 39B, Chandigarh	AQPPS5539M	34490
25	Mrs. Santosh Kumari Rajpal	Vasdevchaudhary	E32, Ground Floor, East kailash, South delhi	ABHPR2220H	51730
26	Mr. Anoop Vohra	Late SURAJ KUMAR VOHRA	HSBC BANK ME LTD AAC Department , DUBAI , Internet City,27535	AFEPV0450Q	86250
27	Mr. Ravinder Kumar Sharma	Jai gopalsharma	696 , Sector 7 Panchkula	AHOPS4366E	86250
28	Mr. Kamaljit Singh	Jaswant Singh	1266, SECTOR-18 C CHANDIGARH	ALHPS6401M	68970
29	Mr. Mohinder Nain	Cs Nain	H.No. 1079, Sec-18C Chandigarh - 160018	ADDPN6821A	8620
30	Mr. Priyanka Nain	Ashok Handa	H.No. 1079, Sec-18C Chandigarh - 160018	ACZPH1307G	8620
	Total				950000

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter V of the ICDR Regulations, 2018 the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares is January 1, 2020, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. January 31, 2020, and the floor price so calculated is Rs. 28.63 (Rupees Twenty Eight and paise Sixty Three only).

“RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- The equity shares so allotted to the proposed allottee 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;
- The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission or within a period of 15 (Fifteen) days from the expiry of the offer period if any competing offer is being made pursuant to sub-regulation (1) of Regulation 20 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ; and
- Allotment shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 of the Companies Act, 2013.

For Regency Investments Limited

 Director

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited.”

“RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari-passu in all respects, with the existing fully paid up equity shares of face value of Rs. 10 (Rupees Ten only) each of the Company.”

“RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Registrar of Companies, stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.”


RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

The resolution was approved unanimously.

RESOLUTION NO 4 (SPECIAL RESOLUTION)

ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL ISSUE BASIS:

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank

For Regency Investments Limited

Director

of India (“RBI”), the Registrar of Companies (the “RoC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, 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 may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder),, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot upto 9,50,000 Equity Shares of Rs.10/- each at a price of Rs. 29.00 each (Rupee Twenty Nine only) (the “Equity Shares”), aggregating up to Rs. 2,75,50,000 (Rupees Two Crore Seventy Five Lacs Fifty Thousand only), including premium to the following persons at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.”

SR. NO.	NAME	FATHER'S NAME	ADDRESS	PAN NO.	EQUITY SHARES
1	Mr. Gaurav Kumar	Ravinder kumar	C-503 Mona Green opp. Domino VIP road Zirakpur SAS NAGAR -140603	BRJPK2015C	689660
2	Mrs. Neha Abrol	Jugal Kishore Madan	C-503 Mona Green opp. Domino VIP road Zirakpur SAS NAGAR -140603	AFBPA6503Q	689660
3	Mr.SparshAbrol	Vishal Abrol	A-11,Akashganga Apartment Plot -17, sec-6 Delhi-110075	CHLPA1123L	344830
4	Mr. Pratik Jalan	Raj Kumar Jalan	3-4-871/5,Barkatpura Bus Depot Hyderabad- 500027	ATYPJ4112H	137930
5	Mr. Kamaljit Singh	Jaswant Singh	1266, SECTOR-18 C CHANDIGARH	ALHPS6401M	206900
6	Mr. BK Dhupar	Om Parkash	57,Rajdhani Enclave, PritmpuraSaraswatiVihar, North West Delhi - 110034	AAGPD4754L	344830
7	Mrs. Kamini Dhupar	Basant Lal Khattar	57,Rajdhani Enclave, PritmpuraSaraswatiVihar, North West Delhi - 110034	AGUPD1419L	344830
8	M/S Dhull trading pvt.ltd.	-	#2969,SEC-42C, Chandigarh India	AAGCD8323G	172410
TOTAL					2931050

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter V of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares pursuant to the exercise of the Equity Warrants is January 1, 2020, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. January 31, 2020, and the floor price so calculated is Rs. 28.63 (Rupees Twenty Eight and paise Sixty Three only).

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RESOLVED FURTHER THAT the said Equity Warrants shall be issued and allotted by the Company to the investors within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Convertible Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Convertible Warrants shall be subject to following terms:

- i) The equity shares to be so allotted on exercise the Convertible Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Convertible Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Convertible Warrants.
- ii) A Convertible Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Convertible Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Convertible Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.
- iii) The issue of the Convertible Warrants as well as Equity Shares arising from the exercise of the Convertible Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the Convertible Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Convertible Warrants, the Convertible Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- v) The Convertible Warrants issued and allotted will be transferable within the Promoter Group subject to the approval of the Board and such other approvals as may be necessary.
- vi) The Convertible Shares to be issued and allotted by the Company on exercise of the Convertible Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank *paripassu* in all respects including dividend, with the existing Equity Shares of the Company.
- vii) The warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations relating to preferential issues.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, 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 Issue) and to authorize all such persons 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 shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Convertible Warrants and Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be

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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 .

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

The resolution was approved unanimously.

RESOLUTION NO 5 (ORDINARY RESOLUTION)

APPOINTMENT OF MR. GURINDER SINGH SANDHU (DIN: 02507381) AS AN INDEPENDENT DIRECTOR

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Mr. Gurinder Singh Sandhu (DIN: 02507381), who appointed as an Additional Director of the Company with effect from 2nd November, 2019, in terms of Section 161 of the Companies Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 2nd November, 2019.”

The resolution was approved unanimously.

CHAIRMAN

Dated: 05.02.2020

Place: Chandigarh

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Director