



A. K. NANDWANI & ASSOCIATES
Company Secretaries

125-126, B. D. Chambers, 10/54, D.B. Gupta Road,
Karol Bagh, New Delhi - 110005 (INDIA)
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Date: 26th September, 2022

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

Sub.: Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting at the Meeting' in respect to the resolutions contained in the Notice of the 29th Annual General Meeting of Regency Fincorp Limited held on Monday, 26th September, 2022 at 12:00 Noon through Video Conferencing

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting at the Meeting' in respect to the resolutions contained in the Notice of the 29th Annual General Meeting of Regency Fincorp Limited held on Monday, 26th September, 2022 at 12:00 Noon through Video Conferencing.

This is for your information and records.

Thanking You,

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

Kavita
Kavita
(Partner)
FCS - 9115
COP - 10641



Encl: As Above



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Scrutinizer's Report

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

To,
Mr. Gaurav Kumar, Chairperson of 29th AGM
Regency Fincorp Limited
Unit No. 57-58, 4th Floor, Sushma Infinium,
Chandigarh-Ambala Highway, Zirakpur
Punjab-140603

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting and voting through electronic Voting system at the 29th Annual General Meeting of the Members of Regency Fincorp Limited ("the Company") held on Monday, 26th September, 2022 at 12:00 Noon through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Kavita, Practicing Company Secretary, Partner of M/s A.K. Nandwani & Associates, Company Secretaries in Whole-Time Practice, appointed by the Board of Directors of the Company at the meeting held on 24th August, 2022 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and electronic voting held during the 29th Annual General Meeting (AGM) of the Company held on 26th September, 2022 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Management Responsibility

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



Scrutinizer's Responsibility

Our Responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Consolidated Scrutinizer's Report of the vote cast 'in favour' or 'against' the resolutions stated in the Notice of AGM dated 24th August, 2022 based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and e-voting during the AGM.

I do hereby submit my report as follows:

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also e-voting during the AGM, for which purpose the Board of Directors of the Company engaged the services of Central Depository Services (India) Limited (CDSL).
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date i.e. 20th September, 2022 were entitled to cast their votes by remote e-voting or e-voting during the AGM.
3. Voting through remote e-voting commenced at 9:00 A.M. on 23rd September, 2022 and ended on 5:00 P.M. on 25th September, 2022 and after which the remote e-voting was blocked by CDSL.
4. Facility of e-voting was provided during the AGM to those Members who did not cast their votes by remote e-voting prior to the AGM.
5. After Conclusion of Voting at the AGM, the votes cast through e-voting during the AGM and remote e-voting were unblocked on the same day at 12:36 P.M., in the presence of two witnesses, Ms. Pooja Kanojia and Ms. Simran neither of whom are in employment of the Company.
6. Based on the report generated from CDSL's e-voting website www.evotingindia.com, which I have scrutinized, the consolidated results of voting are reported as under:



ORDINARY BUSINESS

Item No. 1 — As an Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2022 including the Reports of the Auditors and the Board of Directors thereon.

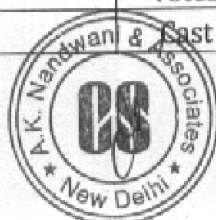
	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	39	1587650	1	208388	40	1796038	99.72
Voted against the Resolution	7	5034	-	-	7	5034	0.28
Total	46	1592684	1	208388	47	1801072	100

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated 24th August, 2022 has been passed with Requisite Majority.

Item No. 2 — As an Ordinary Resolution

To appoint a Director in place of Mr. Vishal Rai Sarin (DIN: 08758350), who retires by rotation and being eligible, offers himself for re-appointment.

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



Voted in favour of the resolution	35	1516928	-	-	35	1516928	87.44
Voted against the Resolution	9	9459	1	208388	10	217847	12.56
Total	44	1526387	1	208388	45	1734775	100

#Except Mr. Vishal Rai Sarin and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated 24th August, 2022 has been passed with Requisite Majority.

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

Item No. 3 — As a Special Resolution

Re-appointment of Mr. Gaurav Kumar (DIN: 06717452) as Managing Director of the Company.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	36	460256	1	208388	37	668644	99.10
Voted against the Resolution	8	6090	-	-	8	6090	0.90
Total	44	466346	1	208388	45	674734	100



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

Based on the aforesaid results, Special Resolution as contained in Item No. 3 of the AGM Notice of the Company dated 24th August, 2022 has been passed with Requisite Majority.

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

Item No. 4 — As a Special Resolution

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

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	35	1516928	-	-	35	1516928	87.44
Voted against the Resolution	9	9459	1	208388	10	217847	12.56
Total	44	1526387	1	208388	45	1734775	100

#Except Mr. Vishal Rai Sarin and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Based on the aforesaid results, Special Resolution as contained in Item No. 4 of the AGM Notice of the Company dated 24th August, 2022 has been passed with Requisite Majority.

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



Item No. 5 — As an Ordinary Resolution

Appointment of Ms. Sahara Khanna (DIN: 07682859) as Director of the Company.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	38	1586594	1	208388	39	1794982	99.66
Voted against the Resolution	8	6090	-	-	8	6090	0.34
Total	46	1592684	1	208388	47	1801072	100

#Except Ms. Sahara Khanna and her relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 5 of the AGM Notice of the Company dated 24th August, 2022 has been passed with Requisite Majority.

Item No. 6 — As an Ordinary Resolution

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

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



Voted in favour of the resolution	38	1586594	1	208388	39	1794982	99.66
Voted against the Resolution	8	6090	-	-	8	6090	0.34
Total	46	1592684	1	208388	47	1801072	100

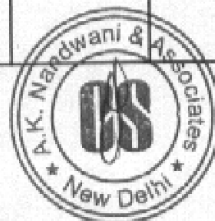
#Except Ms. Sahara Khanna and her relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 6 of the AGM Notice of the Company dated 24th August, 2022 has been passed with Requisite Majority.

Item No. 7 — As an Ordinary Resolution

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

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	38	1586594	1	208388	39	1794982	99.66
Voted against the Resolution	8	6090	-	-	8	6090	0.34
Total	46	1592684	1	208388	47	1801072	100



Based on the aforesaid results, Ordinary Resolution as contained in Item No. 7 of the AGM Notice of the Company dated 24th August, 2022 has been passed with Requisite Majority.

Item No. 8 — As a Special Resolution

To consider the revision in the borrowing limits.

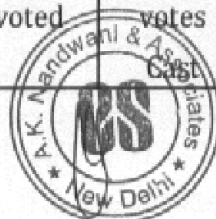
	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	38	1586594	1	208388	39	1794982	99.66
Voted against the Resolution	8	6090	-	-	8	6090	0.34
Total	46	1592684	1	208388	47	1801072	100

Based on the aforesaid results, Special Resolution as contained in Item No. 8 of the AGM Notice of the Company dated 24th August, 2022 has been passed with Requisite Majority.

Item No. 9 — As a Special Resolution

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

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



Voted in favour of the resolution	33	185471	-	-	33	185471	46.36
Voted against the Resolution	9	6190	1	208388	10	214578	53.64
Total	42	191661	1	208388	43	400049	100

#Except Mr. Gaurav Kumar, Mr. Vishal Rai Sarin and their relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

Based on the aforesaid results, Special Resolution as contained in Item No. 9 of the AGM Notice of the Company dated 24th August, 2022 has not been passed with Requisite Majority.

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

7. 17 (Seventeen) members were present in person and all the resolutions are passed with requisite majority.
8. All the relevant records shall remain in my safe custody until the Chairperson of the Meeting considers, approves and signs the minutes of the 29th Annual General Meeting and the same shall be handed over thereafter to the Chairperson or Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

For A. K. NANDWANI & ASSOCIATES

Kavita



(KAVITA)
PARTNER

M. NO.: F9115

C.P. NO.: 10641

UDIN: F009115D001046811

Place: New Delhi

Date: 26.09.2022

We the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the AGM were blocked from CDSL's e-voting website <https://www.evotingindia.com/> in our presence on 26th September, 2022 at 12:36 P.M.



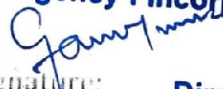
Name: POOJA KHANDIA
Address: H-11, Akash Bharti Apt 4
Patparganj, Delhi-110092



Name: SIMRAN
Address: Block BS 148/C Khandi man
Bagh, Delhi - 110088

Counter Signed by the Chairperson

Regency Fincorp Ltd


Signature: **Director**