



Regency Fincorp Limited

(Formerly Known as: -Regency Investments Limited)

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

Contact No.: +91 77175 93645 Web.: www.regencyfincorp.com

E-mail : regencyinvestmentsltd@gmail.com

Date: 8th October, 2024

To,
The Listing Department
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street Mumbai, Maharashtra – 400001

SUB: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) - Notice of Extraordinary General Meeting of Members

Ref: REGENCY FINCORP LIMITED (SCRIP CODE: 540175)

Dear Sir,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Wednesday, 30th October, 2024 at 12.00 P.M. through Video Conferencing / Other Audio-Visual Means.

We are submitting herewith Notice of Extraordinary General Meeting of the Company along with Explanatory Statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The E-voting shall commence on Sunday, 27th October, 2024 at 9:00 a.m. and will end on Tuesday, 29th October, 2024 at 5.00 p.m.

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. www.regencyfincorp.com. Kindly take the same on your record.

Thanking you,

Yours faithfully

FOR REGENCY FINCORP LIMITED

PRASHANT KHERA
COMPANY SECRETARY AND COMPLIANCE OFFICER
MEM NO. A72928



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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1ST (FIRST) EXTRA ORDINARY GENERAL MEETING ("EoGM/EGM") FOR THE FINANCIAL YEAR 2024-25 OF THE SHAREHOLDERS OF REGENCY FINCORP LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF OCTOBER 2024, AT 12:00 P.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(ES):

SPECIAL BUSINESS

ITEM NO. 1

TO APPOINT MR. ASHISH KAMRA (DIN: 10753632) AS DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and Rules framed thereunder, read with Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, recommendation and approvals received from the Nomination and Remuneration Committee and Board of Directors thereof, the consent of the members of the company be and is hereby accorded that Mr. Ashish Kamra (DIN: 10753632) who was appointed as an Additional Director of the Company with effect from 03rd October, 2024, who is eligible for appointment and who has consented to act as a Director of the Company be and is hereby appointed as Director of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2

TO APPOINT AND FIX THE REMUNERATION PAYABLE TO MR. ASHISH KAMRA (DIN: 10753632) AS WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") and Rules framed thereunder, read with Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, recommendation and approvals received from the Nomination and Remuneration Committee and Board of Directors thereof, the consent of the members of the company be and is hereby accorded for appointment of Mr. Ashish Kamra (DIN: 10753632) as Whole-Time Director of the Company and whose office shall be liable to retire by rotation for a term of 5 (Five) years with effect from 03rd October, 2024 till 02nd October, 2029, at a remuneration as per the details set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the remuneration as it may deem fit and as may be acceptable to Mr. Ashish Kamra, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 3

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE SUBSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 read with rules framed there under ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.

50,00,00,000/- (Rupees Fifty Crore Only) divided into 50000000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 95,00,00,000/- (Rupees Ninety-Five Crore Only) divided into 95000000 (Nine Crore Fifty Lac) Equity Shares of Rs.10/- (Rupees Ten Only) each, by way of creation of additional 45000000 (Four Crore Fifty Lac) Equity Shares of Rs.10/- (Rupees Ten Only) each aggregating to Rs. 45,00,00,000 (Rupees Forty-Five Crore Only) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 95,00,00,000 /- (Rupees Ninety-Five Crore Only) divided into 95000000 (Nine Crore Fifty Lac) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things (including filing all forms, documents with Registrar of Companies) and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 4

TO CREATE, ISSUE, OFFER AND ALLOT WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER AND NON-PROMOTERS/PUBLIC CATEGORY SHAREHOLDERS

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“Listing Regulations”), in accordance with the Reserve Bank of India Act, 1934 and other applicable regulations applicable to Non-Systematically Important Non-Deposit Taking Non-Banking Financial Companies (NSI-ND-NBFC) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the BSE Limited where the equity shares of the Company are listed (“Stock Exchange”) and / or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), 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 mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis upto a maximum of 43960000 (Four Crore Thirty-Nine Lac Sixty Thousand) Warrants convertible into Equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 22/- (Indian Rupees Twenty Two Only) including a premium of INR 12/- (Indian Rupees Twelve Only) per share warrant, which is not less than the floor price as on the Relevant Date determined in accordance with the provisions of Chapter V of the ICDR Regulations to Promoters and Non-Promoters/Public shareholders aggregating to INR 96,71,20,000/- (Indian Rupees Ninety-Six Crore Seventy-One Lac Twenty Thousand Only), for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

The details of the Proposed Allottees and the maximum number of Share Warrants convertible into Equity Shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Post-Preferential Category (Promoter/Public)	Maximum No. of Convertible Warrants into Equity Shares to be Allotted
1	Vikas Gupta	NON-PROMOTER	1500000
2	Richi Bansal	NON-PROMOTER	1350000
3	Anita Gupta	NON-PROMOTER	1000000
4	JJ Consultants Private Limited	NON-PROMOTER	1000000
5	Rakesh Gupta	NON-PROMOTER	1000000
6	Vikrant Gupta	NON-PROMOTER	940000
7	Arika Securities Private Limited	NON-PROMOTER	900000
8	Pardeep Garg	NON-PROMOTER	900000
9	Saket Agarwal	NON-PROMOTER	900000
10	Vibhor Garg HUF	NON-PROMOTER	900000
11	Rahul Sharma	NON-PROMOTER	600000
12	Bhavya Nakra	NON-PROMOTER	500000
13	Punit Dugar	NON-PROMOTER	500000
14	Deepakk Goyal	NON-PROMOTER	450000
15	Deepanshi Goel	NON-PROMOTER	450000
16	Gbd Enterprises Private Limited	NON-PROMOTER	450000
17	Kavneet Singh	NON-PROMOTER	550000
18	Prabha Wati	NON-PROMOTER	450000
19	Roshi Vaid	NON-PROMOTER	450000
20	Sheetal Impex Private Limited	NON-PROMOTER	450000

21	Vivek Vijaypal Gupta	NON-PROMOTER	450000
22	Divyanshu Aggarwal	NON-PROMOTER	400000
23	Manish Garg	NON-PROMOTER	400000
24	Rakesh Kumar Singhal	NON-PROMOTER	400000
25	Vipin Aggarwal	NON-PROMOTER	400000
26	Divyansh Gupta	NON-PROMOTER	340000
27	Vikram Bansal	NON-PROMOTER	340000
28	Abhinav Bansal	NON-PROMOTER	225000
29	Akshat Batra	NON-PROMOTER	225000
30	Amit Mittal	NON-PROMOTER	225000
31	Anoop Garg HUF	NON-PROMOTER	225000
32	Deepali Vivek Gupta	NON-PROMOTER	225000
33	Gaurav Bhadana	NON-PROMOTER	225000
34	Karuna Singla	NON-PROMOTER	225000
35	Manav Khanna	NON-PROMOTER	225000
36	Neha Aggarwal	NON-PROMOTER	225000
37	Payal Jain	NON-PROMOTER	225000
38	Puneet Aggarwal	NON-PROMOTER	225000
39	Rajendra Kumar	NON-PROMOTER	225000
40	Rakesh Chaturvedi	NON-PROMOTER	225000
41	Richa Gupta	NON-PROMOTER	225000
42	Rohan Gogari	NON-PROMOTER	225000
43	Sakshi Kohli	NON-PROMOTER	225000
44	Sanidhya Garg	NON-PROMOTER	225000
45	Sanjay Agarwal	NON-PROMOTER	225000
46	Sanjeev Gupta	NON-PROMOTER	225000
47	Saurabh Arora	NON-PROMOTER	225000
48	Saurabh Goyal	NON-PROMOTER	225000
49	Shannon Advisors Pvt Ltd	NON-PROMOTER	225000
50	Sheetal Yogesh Gupta	NON-PROMOTER	225000
51	Shivek Gupta	NON-PROMOTER	225000
52	Amit Gupta	NON-PROMOTER	225000
53	Anju Gupta	NON-PROMOTER	200000
54	Bhavna Gupta	NON-PROMOTER	200000
55	Chhaya Rani	NON-PROMOTER	300000
56	Meenakshi Gupta	NON-PROMOTER	200000
57	Rachna Kohli	NON-PROMOTER	200000
58	Rajeev Kohli	NON-PROMOTER	200000
59	Rajender Parshad Gupta	NON-PROMOTER	200000
60	Gaurav Gupta	NON-PROMOTER	150000
61	Ankit Jain	NON-PROMOTER	125000
62	Mahesh Agarwal	NON-PROMOTER	125000
63	Manoj Gupta	NON-PROMOTER	125000
64	Saumya Srivastava	NON-PROMOTER	125000
65	Sumit Bhutani	NON-PROMOTER	125000
66	Farhad Yasmin	NON-PROMOTER	115000
67	Krati Bansal	NON-PROMOTER	115000
68	Akhil Jalan HUF	NON-PROMOTER	113000
69	Gouri Shankar Jalan HUF	NON-PROMOTER	113000
70	Kamal Kumar Jalan HUF	NON-PROMOTER	113000
71	Mehtha Bhavik Vishanraj	NON-PROMOTER	113000
72	Nikhil Jalan HUF	NON-PROMOTER	113000
73	Deipakk Bawa	NON-PROMOTER	100000
74	Nidhi Chopra	NON-PROMOTER	100000
75	Renu Jain	NON-PROMOTER	50000
76	R N Estate & Properties Pvt Ltd	NON-PROMOTER	45000
77	Kiran Deep Kaur	NON-PROMOTER	227273
78	Atharva Professional Consultants LLP	NON-PROMOTER	450000
79	Ria Raheja	NON-PROMOTER	1136364
80	Stuti Raheja	NON-PROMOTER	1136364
81	Alok Kumar Agarwal	NON-PROMOTER	50000
82	Anju Bajaj	NON-PROMOTER	227273
83	Amit Bajaj	NON-PROMOTER	227273
84	Deepak Bajaj	NON-PROMOTER	227272
85	Yash Aggarwal	NON-PROMOTER	220000
86	Bhawna Arora	NON-PROMOTER	200000
87	Kavita Bansal	NON-PROMOTER	200000

88	Amit Gupta	NON-PROMOTER	180000
89	Rakesh Kumar	NON-PROMOTER	340909
90	Amandeep Singh	NON-PROMOTER	36364
91	Sarfaraz Mallick	NON-PROMOTER	227273
92	Abhineet Sapra	NON-PROMOTER	113636
93	Radha Sapra	NON-PROMOTER	113636
94	Manju Agarwal	NON-PROMOTER	340909
95	Shivani Agarwal	NON-PROMOTER	340909
96	Shreya Verma	NON-PROMOTER	340909
97	Shubham Agarwal	NON-PROMOTER	100000
98	Kamiya Arora	NON-PROMOTER	450000
99	Pks Share Brokers Private Limited	NON-PROMOTER	100000
100	Sri Professionals Private Limited	NON-PROMOTER	450000
101	Esr Corporate Consultants LLP	NON-PROMOTER	100000
102	Djps Ventures LLP	NON-PROMOTER	100000
103	Kajal Umesh Jaiswal	NON-PROMOTER	100000
104	Sugar Bunch Ventures LLP	NON-PROMOTER	100000
105	Zohi Ventures LLP	NON-PROMOTER	100000
106	Balram Bansal	NON-PROMOTER	100000
107	Sanchi Garg	NON-PROMOTER	22727
108	Ram Kumar	NON-PROMOTER	100000
109	Himanshu Jain	NON-PROMOTER	45455
110	Jagdeep Aggarwal	NON-PROMOTER	45455
111	Ashok Kumar Garg HUF	NON-PROMOTER	100000
112	Prateek Gupta	NON-PROMOTER	113636
113	Jaya Gupta	NON-PROMOTER	113636
114	Surinder Kalra	NON-PROMOTER	100000
115	Sachin Jain	NON-PROMOTER	300000
116	Santosh Rani	NON-PROMOTER	100000
117	Pratima Mishra	NON-PROMOTER	100000
118	Suresh Chand Sharma	NON-PROMOTER	100000
119	Sachin Dhari	NON-PROMOTER	100000
120	Ayush Agarwal	NON-PROMOTER	100000
121	Supriya Sunil Patil	NON-PROMOTER	100000
122	Varun Aggarwal	NON-PROMOTER	150000
123	Neha Abrol	PROMOTER	1818181
124	Annaya Management Consultancy Private Limited	PROMOTER	1818182
125	Natures Heavens India Private Limited	PROMOTER	1818182
126	Regency Digitrade Investments Private Limited	PROMOTER	1818182
		TOTAL	43960000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations the “Relevant Date” for the preferential issue for the determination of issue price of convertible share warrants shall be Monday, September 30, 2024. The EoGM will be held on Wednesday, October 30, 2024 and the 30 days prior to the date of EoGM falls on Monday, September 30, 2024 to reckon the “Relevant Date”.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the convertible share warrants to the Promoters and Non-Promoters/Public shareholders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- 1) The Share Warrants convertible into Equity Shares to be allotted to the Proposed Allottees shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- 2) The issuer has obtained the Permanent Account Numbers of the proposed allottee;
- 3) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- 4) The Share Warrants convertible into Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- 5) The Share Warrants convertible into Equity Shares shall be allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval from any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;
- 6) The Share Warrants convertible into Equity Shares so offered, issued and allotted shall not exceed the number of Share Warrants as approved herein above;
- 7) The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Shares Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. Each Convertible Share Warrant held by the proposed allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of INR 10/- (Indian Rupees Ten Only). The Share Warrants may be exercised by the Warrant holders, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- b. The Convertible Share Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.
- c. In the event the Share Warrant Holder(s) do not exercise Share Warrants within the Share Warrant Exercise Period, the Share Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- d. The issue of Share Warrants as well as Equity Shares arising from the exercise of the Share 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.
- e. The Share Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Share Warrants.
- f. The price determined above and the number of Equity Shares to be allotted on exercise of the Share Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g. The Equity Shares arising from the exercise of the Share Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the Share Warrants convertible into Equity Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more Directors, Company Secretary, officer(s) or authorized signatory(ies) including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard".

ITEM NO. 5

TO CONSIDER AND APPROVE REVISION IN THE TERMS OF LOAN AGREEMENTS WITH VARIOUS ENTITIES

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

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum & Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company to consider the alteration in the Loan Agreement(s) entered with various entities as detailed in the Explanatory Statement, including the conversion of the same into equity shares on such terms and conditions as may be approved by the Board of Directors in their absolute discretion and agreed by the lenders.

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

REGISTERED OFFICE:
Unit No 57-58, 4th Floor, Sushma Infinium
Chandigarh Ambala Highway Zirakpur Mohali,
Punjab 140603
Email: secretarial.regency@gmail.com
Website: www.regencyfincorp.com

Date: 03rd October, 2024
Place: Zirakpur, Punjab

By Order of the Board of Directors
Regency Fincorp Limited

Sd/-
Prashant Khera
Company Secretary and Compliance Officer
M. No.: A72928

Notes:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings” issued by The Institute of Company Secretaries of India for Item No. 1 and 2 is annexed to this notice and marked as Annexure-A to the Explanatory Statement.
2. The present EGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 12, 2022, 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024, Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as 'the Circulars'). Since this EGM will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), Members will not be able to appoint proxies for this meeting. Further, Attendance Slip and Route Map are not being annexed to this Notice.
3. Corporate Members are requested to send a certified copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the EGM, pursuant to Section 113 of the Act, through e-mail at secretarial.regency@gmail.com.
4. In conformity with the applicable regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further in line with the Ministry of Corporate Affairs ("MCA") Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.regencyfincorp.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://eservices.nsdl.com>. Members may also note that the Notice of the Meeting will also be available on the Company's website www.regencyfincorp.com for download.
5. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. secretarial.regency@gmail.com.
6. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022, 10/2022 dated Dec 12, 2022 and Circular No. 09/2024 dated 19th September, 2024. The forthcoming EGM will thus be held through video conferencing ("VC") or other audio-visual means ("OAVM"). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The detailed Instruction for attending EGM through VC/ OAVM is annexed to the Notice as **Annexure-1**.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 12, 2022 and Circular No. 09/2024 dated 19th September, 2024, the Company is providing facility of remote e-voting (facility to cast vote prior to the EGM) and also e-voting during the EGM to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL. The detailed instruction for remote E-Voting & E-Voting at EGM is annexed to the Notice as **Annexure-1**.
9. Ms. Anuradha Malik, Practicing Company Secretary [Membership No. A60626, COP-27205] has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of EGM) in a fair and transparent manner.
10. The remote e-voting period commences on **Sunday, 27th October, 2024 [9:00 A.M.]** and ends on **Tuesday, 29th October, 2024 [5:00 P.M.]** During this period, Members holding shares either in physical form or demat form, as on **Wednesday, 23rd October, 2024** i.e. Cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

11. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and NSDL. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting vote.

12. The Results of voting will be declared within 2 working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.regencyfincorp.com and on the website of NSDL i.e., <https://eservices.nsd.com> immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.

13. REQUEST TO MEMBERS

(i) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications from the Company electronically. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

(ii) Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.

(iii) Members holding shares in dematerialized form are requested to register / update their e-mail addresses & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

(iv) Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. MAS Services Limited, having address situated at T/34, 2nd Floor, Okhla Industrial Area. Phase II, New Delhi-110020, about the changes, if any, in their registered address along with Pin Code, quoting their Folio number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company or by sending email the same at info@masserv.com

(v) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar, for consolidation into a single folio.

(vi) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / registrar and Share Transfer Agents.

15. In case of any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members, available at download section of www.evoting.nsd.com or to contact Ms. Pallavi Mhatre, Senior Manager by sending request at evoting@nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.com.

REGISTERED OFFICE:

Unit No 57-58, 4th Floor, Sushma Infinium
Chandigarh Ambala Highway Zirakpur Mohali
Punjab 140603
Email: secretarial.regency@gmail.com
Website: www.regencyfincorp.com

Date: 03rd October, 2024

Place: Zirakpur, Punjab

By Order of the Board of Directors
Regency Fincorp Limited

Sd/-
Prashant Khera
Company Secretary and Compliance Officer
M. No.: A72928

ANNEXURE 1 TO THE NOTICE

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

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 09/2024 dated 19th September, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporate(s) are entitled to appoint and authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.regencyfincorp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020and MCA Circular No. 17/2020 dated April 13, 2020,MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 27th October, 2024 at 9:00 A.M. and ends on Tuesday, 29th October, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 23rd October, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 23rd October, 2024.

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


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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@aknassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members, available at download section of www.evoting.nsdl.com or to contact Ms. Pallavi Mhatre, Senior Manager by sending request at Evoting@nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.com.

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial.regency@gmail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting i.e., Wednesday, 23rd October, 2024, mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance latest by Wednesday, 23rd October, 2024 by 5:00 PM mentioning their name, demat account number/folio number, email id, mobile number at (company email id- secretarial.regency@gmail.com). These queries will be replied to by the company suitably by email.

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

ITEM NO. 1 & 2

Pursuant to the provision of Section 149, 152 and 161 of the Companies Act, 2013 ("Act"), the Articles of Association of the Company and on the recommendation received from Nomination and Remuneration Committee ("NRC"), the Board at its meeting held on 03rd October 2024, has appointed Mr. Ashish Kamra (DIN: 10753632) as an Additional Director of the Company with effect from 03rd October 2024 up to the date of the ensuing general meeting of the company. Further, the Board in its meeting held on the same day has further designated Mr. Ashish Kamra as the Whole-Time Director of the Company w.e.f 03rd October, 2024 in terms of Sections 196, 197 and 203 read with Schedule V of the Act to hold office for a term of 5 (Five) years i.e, till 02nd October, 2029.

Pursuant to the provisions of the Act, any person appointed as an Additional Director holds office up to the date of Annual General Meeting. Further in compliance with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Ashish Kamra (DIN: 10753632) as Director as well as Whole Time Director of the Company whose office shall be liable to retire by rotation.

Pursuant to the provisions of Section 152 of the Act, Mr. Ashish Kamra is eligible to be appointed as a Director and further to be designated as Whole Time Director of the Company and whose office shall be liable to retire by rotation.

The Company has received:

1. Consent in writing from Mr. Ashish Kamra (DIN: 10753632) to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules')
2. Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Ashish Kamra to the effect that he is not disqualified under sub-section (1) & (2) of Section 164 of the Act;
3. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority; and
4. The Company has also received declaration from Mr. Ashish Kamra confirming that his name does not appear in the list of willful defaulters issued by Reserve Bank of India.

Brief Profile of Mr. Ashish Kamra

Mr. Ashish Kamra is having experience in Financial services, with a focus on wholesale lending and partnerships aspects related to companies. Overall, He possess comprehensive expertise in Lending and Finance aspects, making them a valuable asset in managing the Operational affairs of companies.

In the opinion of the Board, Mr. Ashish Kamra fulfils the conditions under the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Nomination and Remuneration Committee ("NRC") and Board are of the view that Mr. Ashish Kamra possesses requisite skills, background and experience and the same are in line with the role and capabilities identified by the NRC. The Board was satisfied that the appointment of Mr. Ashish Kamra if made will be in the best interest of the Company.

As required under Regulation 36(3) of the SEBI Listing Regulations and relevant clause of Secretarial Standard-2 on General Meetings, other requisite information is annexed hereto and forms part of this Explanatory Statement and marked as **Annexure-A**.

Furthermore, on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 03rd October, 2024, approved the remuneration amounting to Rs. 2,00,000/- (Rupees Two Lacs only) per month payable to Mr. Ashish Kamra who was appointed as Whole Time Director of the Company w.e.f. 03rd October, 2024. The Company having inadequate profits is requiring the approval from its members under Schedule V of the Companies Act, 2013. The requisite disclosures as required under Schedule V to the Companies Act, 2013 is given hereunder.

The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment is mentioned in the draft letter of appointment placed before the meeting approved by the Board of Directors at their meeting held on 03rd October, 2024.

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

General Information:

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

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operation (in Lac)	1519.43	1332.92	526.49
Profit/loss for the year (In Lac)	196.69	92.49	55.37
Earning per share (in Rs.)	0.51	0.87	1.35

3. **Foreign Investments or collaborations:** The Company does not have any foreign investments or collaborations.

Information about Mr. Ashish Kamra (Appointee):

Background Details and including the Proposed Remuneration:

1. Mr. Ashish Kamra is having experience in Financial services, with a focus on wholesale lending and partnerships aspects related to companies. Overall, He possess comprehensive expertise in Lending and Finance aspects, making them a valuable asset in managing the Operational affairs of companies.
2. The Overall Remuneration, together with perquisites, allowance, benefits and amenities payable to Mr. Ashish Kamra, in any financial year shall not exceed the limits prescribed from time to time under Section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force).
3. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
4. The Company has earned inadequate profits in the immediately preceding financial year. However, considering the size of the Company, the industry trend, the profile and the experience of Mr. Ashish Kamra the proposed remuneration is commensurate in the opinion of the Board in terms of Section II of Part II of Schedule V to the Act. The Board is looking at various options to increase the Company's future revenues.

Past Remuneration: Not Applicable.

Recognition or awards: Not Applicable

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

Other information: Reason for loss or inadequate profits, steps proposed to be taken for improvement and expected increase in productivity and profits in measurable terms.

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

Except Mr. Ashish Kamra (including his relatives), none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution as set out in item no. 1 and Special Resolution set out at Item No. 2 of the Notice for approval by the members.

ITEM NO. 3

The present Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) comprising of 50000000 (Five Crore Only) Equity Shares of Rs.10/- (Rupees Ten Only) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 03rd October, 2024, had accorded its consent for increasing the Authorized Share Capital **from** Rs. 50,00,00,000/- (Rupees Fifty Crores Only) **to** Rs. 95,00,00,000/- (Rupees Ninety-Five Crores Only) comprising of 95000000 (Nine Crore Fifty Lac) equity shares of Rs.10/- (Rupees Ten Only) each, subject to shareholders' approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital. The existing clause V of the Memorandum of Association shall be substituted with the following:

"V. The Authorized Share Capital of the Company is Rs. 95,00,00,000 /- (Rupees Ninety-Five Crore Only) divided into 95000000 (Nine Crore Fifty Lac Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares."

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during business hours.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an **Ordinary Resolution**.

ITEM NO. 4

In accordance with Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Share Warrants Convertible into Equity Shares on a preferential basis to Promoters and Non-Promoters/ Public Shareholders of the Company (“Proposed Allottees”).

It may be noted that;

1. All Existing equity shares of the Company are already made fully paid up as on date;
2. All equity shares, if any held by the proposed allottees in the issuer are in dematerialised form;
3. The shareholding of the Proposed Allottees in the Company is as follows:

Sr. No.	Name of Proposed Allottees	Pre-Preferential Issue Holding			Maximum No. of Warrants to be allotted	Post Preferential Issue Holding (assuming full conversion of Warrants)		
		Category (Promoter/ Promoter Group/Public)	No. of Equity Shares	%		Category (Promoter / Promoter Group/Public)	No. of Equity Shares	%
1	Vikas Gupta	NON-PROMOTER	0	0	1500000	NON-PROMOTER	1500000	1.63
2	Richi Bansal	NON-PROMOTER	0	0	1350000	NON-PROMOTER	1350000	1.46
3	Anita Gupta	NON-PROMOTER	0	0	1000000	NON-PROMOTER	1000000	1.08
4	J J Consultants Private Limited	NON-PROMOTER	0	0	1000000	NON-PROMOTER	1000000	1.08
5	Rakesh Gupta	NON-PROMOTER	0	0	1000000	NON-PROMOTER	1000000	1.08
6	Vikrant Gupta	NON-PROMOTER	0	0	940000	NON-PROMOTER	940000	1.02
7	Arika Securities Private Limited	NON-PROMOTER	0	0	900000	NON-PROMOTER	900000	0.97
8	Pardeep Garg	NON-PROMOTER	0	0	900000	NON-PROMOTER	900000	0.97
9	Saket Agarwal	NON-PROMOTER	0	0	900000	NON-PROMOTER	900000	0.97
10	Vibhor Garg HUF	NON-PROMOTER	0	0	900000	NON-PROMOTER	900000	0.97
11	Rahul Sharma	NON-PROMOTER	0	0	600000	NON-PROMOTER	600000	0.65
12	Bhavya Nakra	NON-PROMOTER	0	0	500000	NON-PROMOTER	500000	0.54
13	Punit Dugar	NON-PROMOTER	0	0	500000	NON-PROMOTER	500000	0.54
14	Deepakk Goyal	NON-PROMOTER	0	0	450000	NON-PROMOTER	450000	0.48
15	Deepanshi Goel	NON-PROMOTER	0	0	450000	NON-PROMOTER	450000	0.48
16	Gbd Enterprises Private Limited	NON-PROMOTER	0	0	450000	NON-PROMOTER	450000	0.48
17	Kavneet Singh	NON-PROMOTER	0	0	550000	NON-PROMOTER	550000	0.59

18	Prabha Wati	NON-PROMOTER	0	0	450000	NON-PROMOTER	450000	0.48
19	Roshi Vaid	NON-PROMOTER	0	0	450000	NON-PROMOTER	450000	0.48
20	Sheetal Impex Private Limited	NON-PROMOTER	0	0	450000	NON-PROMOTER	450000	0.48
21	Vivek Vijaypal Gupta	NON-PROMOTER	0	0	450000	NON-PROMOTER	450000	0.48
22	Divyanshu Aggarwal	NON-PROMOTER	0	0	400000	NON-PROMOTER	400000	0.43
23	Manish Garg	NON-PROMOTER	0	0	400000	NON-PROMOTER	400000	0.43
24	Rakesh Kumar Singhal	NON-PROMOTER	0	0	400000	NON-PROMOTER	400000	0.43
25	Vipin Aggarwal	NON-PROMOTER	0	0	400000	NON-PROMOTER	400000	0.43
26	Divyansh Gupta	NON-PROMOTER	0	0	340000	NON-PROMOTER	340000	0.36
27	Vikram Bansal	NON-PROMOTER	0	0	340000	NON-PROMOTER	340000	0.36
28	Abhinav Bansal	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
29	Akshat Batra	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
30	Amit Mittal	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
31	Anoop Garg HUF	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
32	Deepali Vivek Gupta	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
33	Gaurav Bhadana	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
34	Karuna Singla	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
35	Manav Khanna	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
36	Neha Aggarwal	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
37	Payal Jain	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
38	Puneet Aggarwal	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
39	Rajendra Kumar	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
40	Rakesh Chaturvedi	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
41	Richa Gupta	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
42	Rohan Gogari	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
43	Sakshi Kohli	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
44	Sanidhya Garg	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
45	Sanjay Agarwal	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
46	Sanjeev Gupta	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
47	Saurabh Arora	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
48	Saurabh Goyal	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
49	Shannon Advisors Pvt Ltd	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
50	Sheetal Yogesh Gupta	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
51	Shivek Gupta	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24

52	Amit Gupta	NON-PROMOTER	0	0	225000	NON-PROMOTER	225000	0.24
53	Anju Gupta	NON-PROMOTER	0	0	200000	NON-PROMOTER	200000	0.21
54	Bhavna Gupta	NON-PROMOTER	0	0	200000	NON-PROMOTER	200000	0.21
55	Chhaya Rani	NON-PROMOTER	0	0	300000	NON-PROMOTER	300000	0.32
56	Meenakshi Gupta	NON-PROMOTER	0	0	200000	NON-PROMOTER	200000	0.21
57	Rachna Kohli	NON-PROMOTER	0	0	200000	NON-PROMOTER	200000	0.21
58	Rajeev Kohli	NON-PROMOTER	0	0	200000	NON-PROMOTER	200000	0.21
59	Rajender Parshad Gupta	NON-PROMOTER	0	0	200000	NON-PROMOTER	200000	0.21
60	Gaurav Gupta	NON-PROMOTER	0	0	150000	NON-PROMOTER	150000	0.16
61	Ankit Jain	NON-PROMOTER	0	0	125000	NON-PROMOTER	125000	0.13
62	Mahesh Agarwal	NON-PROMOTER	0	0	125000	NON-PROMOTER	125000	0.13
63	Manoj Gupta	NON-PROMOTER	0	0	125000	NON-PROMOTER	125000	0.13
64	Saumya Srivastava	NON-PROMOTER	0	0	125000	NON-PROMOTER	125000	0.13
65	Sumit Bhutani	NON-PROMOTER	0	0	125000	NON-PROMOTER	125000	0.13
66	Farhad Yasmin	NON-PROMOTER	0	0	115000	NON-PROMOTER	115000	0.12
67	Krati Bansal	NON-PROMOTER	0	0	115000	NON-PROMOTER	115000	0.12
68	Akhil Jalan HUF	NON-PROMOTER	0	0	113000	NON-PROMOTER	113000	0.12
69	Gouri Shankar Jalan HUF	NON-PROMOTER	0	0	113000	NON-PROMOTER	113000	0.12
70	Kamal Kumar Jalan HUF	NON-PROMOTER	0	0	113000	NON-PROMOTER	113000	0.12
71	Mehta Bhavik Vishanraj	NON-PROMOTER	0	0	113000	NON-PROMOTER	113000	0.12
72	Nikhil Jalan HUF	NON-PROMOTER	0	0	113000	NON-PROMOTER	113000	0.12
73	Deipakk Bawa	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
74	Nidhi Chopra	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
75	Renu Jain	NON-PROMOTER	0	0	50000	NON-PROMOTER	50000	0.05
76	R N Estate & Properties Pvt Ltd	NON-PROMOTER	53325	0.11	45000	NON-PROMOTER	98325	0.10
77	Kiran Deep Kaur	NON-PROMOTER	0	0	227273	NON-PROMOTER	227273	0.24
78	Atharva Professional Consultants LLP	NON-PROMOTER	0	0	450000	NON-PROMOTER	450000	0.48
79	Ria Raheja	NON-PROMOTER	0	0	1136364	NON-PROMOTER	1136364	1.23
80	Stuti Raheja	NON-PROMOTER	0	0	1136364	NON-PROMOTER	1136364	1.23
81	Alok Kumar Agarwal	NON-PROMOTER	0	0	50000	NON-PROMOTER	50000	0.05
82	Anju Bajaj	NON-PROMOTER	280701	0.58	227273	NON-PROMOTER	507974	0.55
83	Amit Bajaj	NON-PROMOTER	50846	0.10	227273	NON-PROMOTER	278119	0.30
84	Deepak Bajaj	NON-PROMOTER	561403	1.17	227272	NON-PROMOTER	788675	0.85

85	Yash Aggarwal	NON-PROMOTER	0	0	220000	NON-PROMOTER	220000	0.23
86	Bhawna Arora	NON-PROMOTER	0	0	200000	NON-PROMOTER	200000	0.21
87	Kavita Bansal	NON-PROMOTER	0	0	200000	NON-PROMOTER	200000	0.21
88	Amit Gupta	NON-PROMOTER	0	0	180000	NON-PROMOTER	180000	0.19
89	Rakesh Kumar	NON-PROMOTER	0	0	340909	NON-PROMOTER	340909	0.37
90	Amandeep Singh	NON-PROMOTER	0	0	36364	NON-PROMOTER	36364	0.03
91	Sarfaraz Mallick	NON-PROMOTER	66850	0.13	227273	NON-PROMOTER	294123	0.32
92	Abhineet Sapra	NON-PROMOTER	2	0	113636	NON-PROMOTER	113638	0.12
93	Radha Sapra	NON-PROMOTER	46	0	113636	NON-PROMOTER	113682	0.12
94	Manju Agarwal	NON-PROMOTER	0	0	340909	NON-PROMOTER	340909	0.37
95	Shivani Agarwal	NON-PROMOTER	0	0	340909	NON-PROMOTER	340909	0.37
96	Shreya Verma	NON-PROMOTER	0	0	340909	NON-PROMOTER	340909	0.37
97	Shubham Agarwal	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
98	Kamiya Arora	NON-PROMOTER	0	0	450000	NON-PROMOTER	450000	0.48
99	Pks Share Brokers Private Limited	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
100	Sri Professionals Private Limited	NON-PROMOTER	0	0	450000	NON-PROMOTER	450000	0.48
101	Esr Corporate Consultants LLP	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
102	Djps Ventures LLP	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
103	Kajal Umesh Jaiswal	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
104	Sugar Bunch Ventures LLP	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
105	Zohi Ventures LLP	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
106	Balram Bansal	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
107	Sanchi Garg	NON-PROMOTER	0	0	22727	NON-PROMOTER	22727	0.02
108	Ram Kumar	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
109	Himanshu Jain	NON-PROMOTER	0	0	45455	NON-PROMOTER	45455	0.04
110	Jagdeep Aggarwal	NON-PROMOTER	0	0	45455	NON-PROMOTER	45455	0.04
111	Ashok Kumar Garg HUF	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
112	Prateek Gupta	NON-PROMOTER	0	0	113636	NON-PROMOTER	113636	0.12
113	Jaya Gupta	NON-PROMOTER	0	0	113636	NON-PROMOTER	113636	0.12
114	Surinder Kalra	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
115	Sachin Jain	NON-PROMOTER	0	0	300000	NON-PROMOTER	300000	0.32
116	Santosh Rani	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10

117	Pratima Mishra	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
118	Suresh Chand Sharma	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
119	Sachin Dhari	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
120	Ayush Agarwal	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
121	Supriya Sunil Patil	NON-PROMOTER	0	0	100000	NON-PROMOTER	100000	0.10
122	Varun Aggarwal	NON-PROMOTER	1010	0.00 21	150000	NON-PROMOTER	151010	0.16
123	Neha Abrol	PROMOTER	1772562	3.69	1818181	PROMOTER	3590743	3.90
124	Annaya Management Consultancy Private Limited	NON-PROMOTER	0	0	1818182	PROMOTER	1818182	1.97
125	Natures Heavens India Private Limited	PROMOTER	3863587	8.05	1818182	PROMOTER	5681769	6.18
126	Regency Digitrade Investments Private Limited	PROMOTER	2358350	4.91	1818182	PROMOTER	4176532	4.54
	TOTAL		8955311	18.6 7	4396000 0		52915311	57.5 7

- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
- The Company has obtained the Permanent Account Numbers of the proposed allottees.
- The Equity Shares pursuant to conversion of Warrants will be issued in Dematerialised form.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business as required under Section 42 and 62(1)(c) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and in accordance with Regulation 163 under Part-III of Chapter V of ICDR Regulations are enumerated as under:

a) Objects of the Preferential Issue

The Company proposes to raise an amount aggregating up to INR 96,71,20,000/- (Indian Rupees Ninety-Six Crore Seventy-One Lacs Twenty Thousand Only) through the proposed Preferential Issue. The proceeds of the Preferential Issue shall be utilized for working capital requirements, meeting future funding requirements and other general corporate purposes of the Company.

b) Total/Maximum number of securities to be issued

Upto a maximum of 43960000 (Four Crore Thirty-Nine Lac Sixty Thousand) Share Warrants Convertible into Equity Shares at a price of INR 22/- (Indian Rupees Twenty-Two only) per share warrant (including INR 12/- {Indian Rupees Twelve only} as Premium) ("Issue Price") per share warrant aggregating up to INR 96,71,20,000/- (Indian Rupees Ninety-Six Crore Seventy-One Lacs Twenty Thousand Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the ICDR Regulations.

c) Price or Price Band at which the allotment is proposed and the Basis on which the price has been arrived at and justification for the price (including premium, if any)

In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the company are listed on BSE Limited ("BSE") for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.
- the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

Equity Shares of the Company are listed on BSE Limited ("BSE") and are most frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum issue price has been computed as Rs. 20.37 per warrant.

A Certificate regarding arriving at Minimum Issue Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Pawan Kumar Mishra, Company Secretary in Practice [Membership No.F4305, COP-16222], confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018, which is available at website of the company and will be accessible at link: <https://regencyfincorp.com/images/investor/investor1728124221297.pdf>

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

d) Amount which the company intends to raise by way of such securities;

Aggregate amount up to INR 96,71,20,000/- (Indian Rupees Ninety-Six Crore Seventy-One Lacs Twenty Thousand Only) consisting of upto a maximum of 43960000 (Four Crore Thirty-Nine Lac Sixty Thousand) Share Warrants Convertible into Equity Shares of the face value of INR 10/- per Share warrant at an Issue price of INR 22/- per share warrant (including INR 12/- as premium per share warrant).

e) Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share shall be Monday, September 30, 2024. The EoGM is scheduled to be held on Wednesday, October 30, 2024 and for the purpose of the relevant date, the date 30 days prior to the date of EoGM will be considered which falls on Monday, September 30, 2024.

f) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Share Warrants convertible into Equity Shares is proposed to be made to the Promoters and Non-Promoters/Public shareholders of the Company.

g) Intent of the Promoters, directors or key managerial personnel or senior management of the Issuer to subscribe to the offer

The proposed allotment of 7272727 (Seventy-Two Lac Seventy-Two Thousand Seven Hundred Twenty-Seven) Share Warrants Convertible into Equity Shares to Ms. Neha Abrol, Natures Heavens India Private Limited, Regency Digitrade Investments Private Limited and Annaya Management Consultancy Private Limited being Promoter and Promoter group and 227273 (Two Lac Twenty-Seven Thousand Two Hundred Seventy Three) Share Warrants Convertible into Equity Shares to Mr. Sarfaraz Mallick, being Non-Executive Non-Independent Director of the Company is considered under the allotment to Promoters and Directors. Further, the proposed allotment to Annaya Management Consultancy Private Limited of 1818182 share warrants shall be considered under the Promoter Category post allotment

Except as mentioned above herein, no other Promoter/Director/Key Managerial Personnel intends to subscribe to any Share Warrants convertible into Equity Shares pursuant to the Preferential Issue.

h) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Warrants shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Share Warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

i) Identity of the natural persons who are the Ultimate Beneficial Owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees

S. No.	Name of the Proposed Allottee	Category	Natural persons who are the ultimate beneficial owners	Pre-Preferential Shareholding*	Post-Preferential Shareholding#	Post preferential share holding (%)
1	Vikas Gupta	NON-PROMOTER	Not Applicable	0	1500000	1.63
2	Richi Bansal	NON-PROMOTER	Not Applicable	0	1350000	1.46
3	Anita Gupta	NON-PROMOTER	Not Applicable	0	1000000	1.08
4	J J Consultants Private Limited	NON-PROMOTER	Ms. Charu Gupta	0	1000000	1.08
5	Rakesh Gupta	NON-PROMOTER	Not Applicable	0	1000000	1.08
6	Vikrant Gupta	NON-PROMOTER	Not Applicable	0	940000	1.02
7	Arika Securities Private Limited	NON-PROMOTER	Mr. Vijay G Vora	0	900000	0.97
8	Pardeep Garg	NON-PROMOTER	Mr. Suresh Vora	0	900000	0.97
9	Saket Agarwal	NON-PROMOTER	Not Applicable	0	900000	0.97
10	Vibhor Garg HUF	NON-PROMOTER	Not Applicable	0	900000	0.97
11	Rahul Sharma	NON-PROMOTER	Not Applicable	0	600000	0.65
12	Bhavya Nakra	NON-PROMOTER	Not Applicable	0	500000	0.54
13	Punit Dugar	NON-PROMOTER	Not Applicable	0	500000	0.54
14	Deepakk Goyel	NON-PROMOTER	Not Applicable	0	450000	0.48
15	Deepanshi Goel	NON-PROMOTER	Not Applicable	0	450000	0.48
16	Gbd Enterprises Private Limited	NON-PROMOTER	Mr. Deepak Kumar	0	450000	0.48
17	Kavneet Singh	NON-PROMOTER	Not Applicable	0	550000	0.59
18	Prabha Wati	NON-PROMOTER	Not Applicable	0	450000	0.48
19	Roshi Vaid	NON-PROMOTER	Not Applicable	0	450000	0.48
20	Sheetal Impex Private Limited	NON-PROMOTER	Mr. Bihari Lal Saraf	0	450000	0.48
21	Vivek Vijaypal Gupta	NON-PROMOTER	Mr. Bal Kishan Saraf	0	450000	0.48
22	Divyanshu Aggarwal	NON-PROMOTER	Not Applicable	0	400000	0.43
23	Manish Garg	NON-PROMOTER	Not Applicable	0	400000	0.43
24	Rakesh Kumar Singhal	NON-PROMOTER	Not Applicable	0	400000	0.43
25	Vipin Aggarwal	NON-PROMOTER	Not Applicable	0	400000	0.43
26	Divyansh Gupta	NON-PROMOTER	Not Applicable	0	340000	0.36
27	Vikram Bansal	NON-PROMOTER	Not Applicable	0	340000	0.36
28	Abhinav Bansal	NON-PROMOTER	Not Applicable	0	225000	0.24
29	Akshat Batra	NON-PROMOTER	Not Applicable	0	225000	0.24
30	Amit Mittal	NON-PROMOTER	Not Applicable	0	225000	0.24
31	Anoop Garg HUF	NON-PROMOTER	Mr. Anoop Garg	0	225000	0.24
32	Deepali Vivek Gupta	NON-PROMOTER	Not Applicable	0	225000	0.24
33	Gaurav Bhadana	NON-PROMOTER	Not Applicable	0	225000	0.24
34	Karuna Singla	NON-PROMOTER	Not Applicable	0	225000	0.24
35	Manav Khanna	NON-PROMOTER	Not Applicable	0	225000	0.24
36	Neha Aggarwal	NON-PROMOTER	Not Applicable	0	225000	0.24
37	Payal Jain	NON-PROMOTER	Not Applicable	0	225000	0.24
38	Puneet Aggarwal	NON-PROMOTER	Not Applicable	0	225000	0.24
39	Rajendra Kumar	NON-PROMOTER	Not Applicable	0	225000	0.24
40	Rakesh Chaturvedi	NON-PROMOTER	Not Applicable	0	225000	0.24
41	Richa Gupta	NON-PROMOTER	Not Applicable	0	225000	0.24
42	Rohan Gogari	NON-PROMOTER	Not Applicable	0	225000	0.24
43	Sakshi Kohli	NON-PROMOTER	Not Applicable	0	225000	0.24
44	Sanidhya Garg	NON-PROMOTER	Not Applicable	0	225000	0.24
45	Sanjay Agarwal	NON-PROMOTER	Not Applicable	0	225000	0.24
46	Sanjeev Gupta	NON-PROMOTER	Not Applicable	0	225000	0.24
47	Saurabh Arora	NON-PROMOTER	Not Applicable	0	225000	0.24
48	Saurabh Goyal	NON-PROMOTER	Not Applicable	0	225000	0.24
49	Shannon Advisors Pvt Ltd	NON-PROMOTER	Mr. Rishu Goyal	0	225000	0.24
			Mr. Pavan Kumar Agrawal			
50	Sheetal Yogesh Gupta	NON-PROMOTER	Not Applicable	0	225000	0.24
51	Shivek Gupta	NON-PROMOTER	Not Applicable	0	225000	0.24
52	Amit Gupta	NON-PROMOTER	Not Applicable	0	225000	0.24
53	Anju Gupta	NON-PROMOTER	Not Applicable	0	200000	0.21
54	Bhavna Gupta	NON-PROMOTER	Not Applicable	0	200000	0.21
55	Chhaya Rani	NON-PROMOTER	Not Applicable	0	300000	0.32
56	Meenakshi Gupta	NON-PROMOTER	Not Applicable	0	200000	0.21

57	Rachna Kohli	NON-PROMOTER	Not Applicable	0	200000	0.21
58	Rajeev Kohli	NON-PROMOTER	Not Applicable	0	200000	0.21
59	Rajender Parshad Gupta	NON-PROMOTER	Not Applicable	0	200000	0.21
60	Gaurav Gupta	NON-PROMOTER	Not Applicable	0	150000	0.16
61	Ankit Jain	NON-PROMOTER	Not Applicable	0	125000	0.13
62	Mahesh Agarwal	NON-PROMOTER	Not Applicable	0	125000	0.13
63	Manoj Gupta	NON-PROMOTER	Not Applicable	0	125000	0.13
64	Saumya Srivastava	NON-PROMOTER	Not Applicable	0	125000	0.13
65	Sumit Bhutani	NON-PROMOTER	Not Applicable	0	125000	0.13
66	Farhad Yasmin	NON-PROMOTER	Not Applicable	0	115000	0.12
67	Krati Bansal	NON-PROMOTER	Not Applicable	0	115000	0.12
68	Akhil Jalan HUF	NON-PROMOTER	Mr. Akhil Kamalkumar Jalan	0	113000	0.12
69	Gouri Shankar Jalan HUF	NON-PROMOTER	Mr. KamalKumar G Jalan	0	113000	0.12
70	Kamal Kumar Jalan HUF	NON-PROMOTER	Mr. Kamalkumar G Jalan	0	113000	0.12
71	Mehta Bhavik Vishanraj	NON-PROMOTER	Not Applicable	0	113000	0.12
72	Nikhil Jalan HUF	NON-PROMOTER	Mr. Nikhil Kamalkumar Jalan	0	113000	0.12
73	Deipakk Bawa	NON-PROMOTER	Not Applicable	0	100000	0.10
74	Nidhi Chopra	NON-PROMOTER	Not Applicable	0	100000	0.10
75	Renu Jain	NON-PROMOTER	Not Applicable	0	50000	0.05
76	R N Estate & Properties Pvt Ltd	NON-PROMOTER	Ms. Raoshmi Kapur	0	45000	0.10
77	Kiran Deep Kaur	NON-PROMOTER	Not Applicable	0	227273	0.24
78	Atharva Professional Consultants LLP	NON-PROMOTER	Mr. Mukesh Sukhija	0	450000	0.48
79	Ria Raheja	NON-PROMOTER	Not Applicable	0	1136364	1.23
80	Stuti Raheja	NON-PROMOTER	Not Applicable	0	1136364	1.23
81	Alok Kumar Agarwal	NON-PROMOTER	Not Applicable	0	50000	0.05
82	Anju Bajaj	NON-PROMOTER	Not Applicable	280701	507974	0.55
83	Amit Bajaj	NON-PROMOTER	Not Applicable	50846	278119	0.30
84	Deepak Bajaj	NON-PROMOTER	Not Applicable	561403	788675	0.85
85	Yash Aggarwal	NON-PROMOTER	Not Applicable	0	220000	0.23
86	Bhawna Arora	NON-PROMOTER	Not Applicable	0	200000	0.21
87	Kavita Bansal	NON-PROMOTER	Not Applicable	0	200000	0.21
88	Amit Gupta	NON-PROMOTER	Not Applicable	0	180000	0.19
89	Rakesh Kumar	NON-PROMOTER	Not Applicable	0	340909	0.37
90	Amandeep Singh	NON-PROMOTER	Not Applicable	0	36364	0.03
91	Sarfaraz Mallick	NON-PROMOTER	Not Applicable	66850	294123	0.32
92	Abhineet Sapra	NON-PROMOTER	Not Applicable	2	113638	0.12
93	Radha Sapra	NON-PROMOTER	Not Applicable	0	113636	0.12
94	Manju Agarwal	NON-PROMOTER	Not Applicable	0	340909	0.37
95	Shivani Agarwal	NON-PROMOTER	Not Applicable	0	340909	0.37
96	Shreya Verma	NON-PROMOTER	Not Applicable	0	340909	0.37
97	Shubham Agarwal	NON-PROMOTER	Not Applicable	0	100000	0.10
98	Kamiya Arora	NON-PROMOTER	Not Applicable	0	450000	0.48
99	Pks Share Brokers Private Limited	NON-PROMOTER	Mr. Namit Sacheti	0	100000	0.10
100	Sri Professionals Private Limited	NON-PROMOTER	Mr. Mohit Goyal	0	450000	0.48
101	Esr Corporate Consultants LLP	NON-PROMOTER	Mr. Gaurav Jain	0	100000	0.10
102	Djps Ventures LLP	NON-PROMOTER	Mr. Deepak Atmaram Jaiswal	0	100000	0.10
103	Kajal Umesh Jaiswal	NON-PROMOTER	Not Applicable	0	100000	0.10
104	Sugar Bunch Ventures LLP	NON-PROMOTER	Mr. Vinayak Pandurang Borkar	0	100000	0.10
105	Zohi Ventures LLP	NON-PROMOTER	Ms. Dhanshree V Pednekar	0	100000	0.10
106	Balram Bansal	NON-PROMOTER	Not Applicable	0	100000	0.10
107	Sanchi Garg	NON-PROMOTER	Not Applicable	0	22727	0.02
108	Ram Kumar	NON-PROMOTER	Not Applicable	0	100000	0.10
109	Himanshu Jain	NON-PROMOTER	Not Applicable	0	45455	0.04
110	Jagdeep Aggarwal	NON-PROMOTER	Not Applicable	0	45455	0.04
111	Ashok Kumar Garg HUF	NON-PROMOTER	Ashok Kumar Garg	0	100000	0.10
112	Prateek Gupta	NON-PROMOTER	Not Applicable	0	113636	0.12

113	Jaya Gupta	NON-PROMOTER	Not Applicable	0	113636	0.12
114	Surinder Kalra	NON-PROMOTER	Not Applicable	0	100000	0.10
115	Sachin Jain	NON-PROMOTER	Not Applicable	0	300000	0.32
116	Santosh Rani	NON-PROMOTER	Not Applicable	0	100000	0.10
117	Pratima Mishra	NON-PROMOTER	Not Applicable	0	100000	0.10
118	Suresh Chand Sharma	NON-PROMOTER	Not Applicable	0	100000	0.10
119	Sachin Dhari	NON-PROMOTER	Not Applicable	0	100000	0.10
120	Ayush Agarwal	NON-PROMOTER	Not Applicable	0	100000	0.10
121	Supriya Sunil Patil	NON-PROMOTER	Not Applicable	0	100000	0.10
122	Varun Aggarwal	NON-PROMOTER	Not Applicable	1010	151010	0.16
123	Neha Abrol	PROMOTER	Not Applicable	1772562	3590743	3.90
124	Annaya Management Consultancy Private Limited	PROMOTER	Ms. Neha Abrol	0	1818182	1.97
125	Natures Heavens India Private Limited	PROMOTER	Mr. Gaurav Kumar	3863587	5681769	6.18
			Ms. Neha Abrol			
126	Regency Digitrade Investments Private Limited	PROMOTER	Mr. Gaurav Kumar	2358350	4176532	4.54
			Mr. Vishal Rai Sarin			
Total				8955311	52915311	57.57

Note:

- The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the convertible warrants that may be allotted.
- Pre issue shareholding is as on 03rd October, 2024.
- Post Preferential Shareholding/Diluted Capital and percentage has been calculated assuming full conversion of warrants to be issued under the said issue.
- There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.

j) The name of the proposed allottees along with their percentage of post preferential issue capital that may be held by them and the change in control, if any, in the Company that would occur consequent to the Preferential Issue

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Promoters and Non-Promoters/ Public Shareholders.

S.NO.	NAME OF ALLOTTEE	PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL
1	Vikas Gupta	1.63
2	Richi Bansal	1.46
3	Anita Gupta	1.08
4	J J Consultants Private Limited	1.08
5	Rakesh Gupta	1.08
6	Vikrant Gupta	1.02
7	Arika Securities Private Limited	0.97
8	Pardeep Garg	0.97
9	Saket Agarwal	0.97
10	Vibhor Garg HUF	0.97
11	Rahul Sharma	0.65
12	Bhavya Nakra	0.54
13	Punit Dugar	0.54
14	Deepakk Goyel	0.48
15	Deepanshi Goel	0.48
16	Gbd Enterprises Private Limited	0.48
17	Kavneet Singh	0.59
18	Prabha Wati	0.48
19	Roshi Vaid	0.48
20	Sheetal Impex Private Limited	0.48
21	Vivek Vijaypal Gupta	0.48
22	Divyanshu Aggarwal	0.43
23	Manish Garg	0.43
24	Rakesh Kumar Singhal	0.43
25	Vipin Aggarwal	0.43
26	Divyansh Gupta	0.36
27	Vikram Bansal	0.36
28	Abhinav Bansal	0.24

29	Akshat Batra	0.24
30	Amit Mittal	0.24
31	Anoop Garg HUF	0.24
32	Deepali Vivek Gupta	0.24
33	Gaurav Bhadana	0.24
34	Karuna Singla	0.24
35	Manav Khanna	0.24
36	Neha Aggarwal	0.24
37	Payal Jain	0.24
38	Puneet Aggarwal	0.24
39	Rajendra Kumar	0.24
40	Rakesh Chaturvedi	0.24
41	Richa Gupta	0.24
42	Rohan Gogari	0.24
43	Sakshi Kohli	0.24
44	Sanidhya Garg	0.24
45	Sanjay Agarwal	0.24
46	Sanjeev Gupta	0.24
47	Saurabh Arora	0.24
48	Saurabh Goyal	0.24
49	Shannon Advisors Pvt Ltd	0.24
50	Sheetal Yogesh Gupta	0.24
51	Shivek Gupta	0.24
52	Amit Gupta	0.24
53	Anju Gupta	0.21
54	Bhavna Gupta	0.21
55	Chhaya Rani	0.32
56	Meenakshi Gupta	0.21
57	Rachna Kohli	0.21
58	Rajeev Kohli	0.21
59	Rajender Parshad Gupta	0.21
60	Gaurav Gupta	0.16
61	Ankit Jain	0.13
62	Mahesh Agarwal	0.13
63	Manoj Gupta	0.13
64	Saumya Srivastava	0.13
65	Sumit Bhutani	0.13
66	Farhad Yasmin	0.12
67	Krati Bansal	0.12
68	Akhil Jalan HUF	0.12
69	Gouri Shankar Jalan HUF	0.12
70	Kamal Kumar Jalan HUF	0.12
71	Mehta Bhavik Vishanraj	0.12
72	Nikhil Jalan HUF	0.12
73	Deepak Bawa	0.10
74	Nidhi Chopra	0.10
75	Renu Jain	0.05
76	R N Estate & Properties Pvt Ltd	0.10
77	Kiran Deep Kaur	0.24
78	Atharva Professional Consultants LLP	0.48
79	Ria Raheja	1.23
80	Stuti Raheja	1.23
81	Alok Kumar Agarwal	0.05
82	Anju Bajaj	0.55
83	Amit Bajaj	0.30
84	Deepak Bajaj	0.85
85	Yash Aggarwal	0.23
86	Bhawna Arora	0.21
87	Kavita Bansal	0.21
88	Amit Gupta	0.19
89	Rakesh Kumar	0.37
90	Amandeep Singh	0.03
91	Sarfaraz Mallick	0.32
92	Abhineet Sapra	0.12
93	Radha Sapra	0.12
94	Manju Agarwal	0.37
95	Shivani Agarwal	0.37
96	Shreya Verma	0.37

97	Shubham Agarwal	0.10
98	Kamiya Arora	0.48
99	Pks Share Brokers Private Limited	0.10
100	Sri Professionals Private Limited	0.48
101	Esr Corporate Consultants LLP	0.10
102	Djps Ventures LLP	0.10
103	Kajal Umesh Jaiswal	0.10
104	Sugar Bunch Ventures LLP	0.10
105	Zohi Ventures LLP	0.10
106	Balram Bansal	0.10
107	Sanchi Garg	0.02
108	Ram Kumar	0.10
109	Himanshu Jain	0.04
110	Jagdeep Aggarwal	0.04
111	Ashok Kumar Garg HUF	0.10
112	Prateek Gupta	0.12
113	Jaya Gupta	0.12
114	Surinder Kalra	0.10
115	Sachin Jain	0.32
116	Santosh Rani	0.10
117	Pratima Mishra	0.10
118	Suresh Chand Sharma	0.10
119	Sachin Dhari	0.10
120	Ayush Agarwal	0.10
121	Supriya Sunil Patil	0.10
122	Varun Aggarwal	0.16
123	Neha Abrol	3.90
124	Annaya Management Consultancy Private Limited	1.97
125	Natures Heavens India Private Limited	6.18
126	Regency Digitrade Investments Private Limited	4.54
	Total	57.57

k) The Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter

S.N	NAME OF PROPOSED ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1	Vikas Gupta	NON-PROMOTER	NON-PROMOTER
2	Richi Bansal	NON-PROMOTER	NON-PROMOTER
3	Anita Gupta	NON-PROMOTER	NON-PROMOTER
4	J J Consultants Private Limited	NON-PROMOTER	NON-PROMOTER
5	Rakesh Gupta	NON-PROMOTER	NON-PROMOTER
6	Vikrant Gupta	NON-PROMOTER	NON-PROMOTER
7	Arika Securities Private Limited	NON-PROMOTER	NON-PROMOTER
8	Pardeep Garg	NON-PROMOTER	NON-PROMOTER
9	Saket Agarwal	NON-PROMOTER	NON-PROMOTER
10	Vibhor Garg HUF	NON-PROMOTER	NON-PROMOTER
11	Rahul Sharma	NON-PROMOTER	NON-PROMOTER
12	Bhavya Nakra	NON-PROMOTER	NON-PROMOTER
13	Punit Dugar	NON-PROMOTER	NON-PROMOTER
14	Deepakk Goyal	NON-PROMOTER	NON-PROMOTER
15	Deepanshi Goel	NON-PROMOTER	NON-PROMOTER
16	Gbd Enterprises Private Limited	NON-PROMOTER	NON-PROMOTER
17	Kavneet Singh	NON-PROMOTER	NON-PROMOTER
18	Prabha Wati	NON-PROMOTER	NON-PROMOTER
19	Roshi Vaid	NON-PROMOTER	NON-PROMOTER
20	Sheetal Impex Private Limited	NON-PROMOTER	NON-PROMOTER
21	Vivek Vijaypal Gupta	NON-PROMOTER	NON-PROMOTER
22	Divyanshu Aggarwal	NON-PROMOTER	NON-PROMOTER
23	Manish Garg	NON-PROMOTER	NON-PROMOTER
24	Rakesh Kumar Singhal	NON-PROMOTER	NON-PROMOTER
25	Vipin Aggarwal	NON-PROMOTER	NON-PROMOTER
26	Divyansh Gupta	NON-PROMOTER	NON-PROMOTER

27	Vikram Bansal	NON-PROMOTER	NON-PROMOTER
28	Abhinav Bansal	NON-PROMOTER	NON-PROMOTER
29	Akshat Batra	NON-PROMOTER	NON-PROMOTER
30	Amit Mittal	NON-PROMOTER	NON-PROMOTER
31	Anoop Garg HUF	NON-PROMOTER	NON-PROMOTER
32	Deepali Vivek Gupta	NON-PROMOTER	NON-PROMOTER
33	Gaurav Bhadana	NON-PROMOTER	NON-PROMOTER
34	Karuna Singla	NON-PROMOTER	NON-PROMOTER
35	Manav Khanna	NON-PROMOTER	NON-PROMOTER
36	Neha Aggarwal	NON-PROMOTER	NON-PROMOTER
37	Payal Jain	NON-PROMOTER	NON-PROMOTER
38	Puneet Aggarwal	NON-PROMOTER	NON-PROMOTER
39	Rajendra Kumar	NON-PROMOTER	NON-PROMOTER
40	Rakesh Chaturvedi	NON-PROMOTER	NON-PROMOTER
41	Richa Gupta	NON-PROMOTER	NON-PROMOTER
42	Rohan Gogari	NON-PROMOTER	NON-PROMOTER
43	Sakshi Kohli	NON-PROMOTER	NON-PROMOTER
44	Sanidhya Garg	NON-PROMOTER	NON-PROMOTER
45	Sanjay Agarwal	NON-PROMOTER	NON-PROMOTER
46	Sanjeev Gupta	NON-PROMOTER	NON-PROMOTER
47	Saurabh Arora	NON-PROMOTER	NON-PROMOTER
48	Saurabh Goyal	NON-PROMOTER	NON-PROMOTER
49	Shannon Advisors Pvt Ltd	NON-PROMOTER	NON-PROMOTER
50	Sheetal Yogesh Gupta	NON-PROMOTER	NON-PROMOTER
51	Shivek Gupta	NON-PROMOTER	NON-PROMOTER
52	Amit Gupta	NON-PROMOTER	NON-PROMOTER
53	Anju Gupta	NON-PROMOTER	NON-PROMOTER
54	Bhavna Gupta	NON-PROMOTER	NON-PROMOTER
55	Chhaya Rani	NON-PROMOTER	NON-PROMOTER
56	Meenakshi Gupta	NON-PROMOTER	NON-PROMOTER
57	Rachna Kohli	NON-PROMOTER	NON-PROMOTER
58	Rajeev Kohli	NON-PROMOTER	NON-PROMOTER
59	Rajender Parshad Gupta	NON-PROMOTER	NON-PROMOTER
60	Gaurav Gupta	NON-PROMOTER	NON-PROMOTER
61	Ankit Jain	NON-PROMOTER	NON-PROMOTER
62	Mahesh Agarwal	NON-PROMOTER	NON-PROMOTER
63	Manoj Gupta	NON-PROMOTER	NON-PROMOTER
64	Saumya Srivastava	NON-PROMOTER	NON-PROMOTER
65	Sumit Bhutani	NON-PROMOTER	NON-PROMOTER
66	Farhad Yasmin	NON-PROMOTER	NON-PROMOTER
67	Krati Bansal	NON-PROMOTER	NON-PROMOTER
68	Akhil Jalan HUF	NON-PROMOTER	NON-PROMOTER
69	Gouri Shankar Jalan HUF	NON-PROMOTER	NON-PROMOTER
70	Kamal Kumar Jalan HUF	NON-PROMOTER	NON-PROMOTER
71	Mehta Bhavik Vishanraj	NON-PROMOTER	NON-PROMOTER
72	Nikhil Jalan HUF	NON-PROMOTER	NON-PROMOTER
73	Dejpakk Bawa	NON-PROMOTER	NON-PROMOTER
74	Nidhi Chopra	NON-PROMOTER	NON-PROMOTER
75	Renu Jain	NON-PROMOTER	NON-PROMOTER
76	R N Estate & Properties Pvt Ltd	NON-PROMOTER	NON-PROMOTER
77	Kiran Deep Kaur	NON-PROMOTER	NON-PROMOTER
78	Atharva Professional Consultants LLP	NON-PROMOTER	NON-PROMOTER
79	Ria Raheja	NON-PROMOTER	NON-PROMOTER
80	Stuti Raheja	NON-PROMOTER	NON-PROMOTER
81	Alok Kumar Agarwal	NON-PROMOTER	NON-PROMOTER
82	Anju Bajaj	NON-PROMOTER	NON-PROMOTER
83	Amit Bajaj	NON-PROMOTER	NON-PROMOTER
84	Deepak Bajaj	NON-PROMOTER	NON-PROMOTER
85	Yash Aggarwal	NON-PROMOTER	NON-PROMOTER
86	Bhawna Arora	NON-PROMOTER	NON-PROMOTER
87	Kavita Bansal	NON-PROMOTER	NON-PROMOTER
88	Amit Gupta	NON-PROMOTER	NON-PROMOTER
89	Rakesh Kumar	NON-PROMOTER	NON-PROMOTER
90	Amandeep Singh	NON-PROMOTER	NON-PROMOTER
91	Sarfaraz Mallick	NON-PROMOTER	NON-PROMOTER
92	Abhineet Sapra	NON-PROMOTER	NON-PROMOTER
93	Radha Sapra	NON-PROMOTER	NON-PROMOTER
94	Manju Agarwal	NON-PROMOTER	NON-PROMOTER

95	Shivani Agarwal	NON-PROMOTER	NON-PROMOTER
96	Shreya Verma	NON-PROMOTER	NON-PROMOTER
97	Shubham Agarwal	NON-PROMOTER	NON-PROMOTER
98	Kamiya Arora	NON-PROMOTER	NON-PROMOTER
99	Pks Share Brokers Private Limited	NON-PROMOTER	NON-PROMOTER
100	Sri Professionals Private Limited	NON-PROMOTER	NON-PROMOTER
101	Esr Corporate Consultants LLP	NON-PROMOTER	NON-PROMOTER
102	Djps Ventures LLP	NON-PROMOTER	NON-PROMOTER
103	Kajal Umesh Jaiswal	NON-PROMOTER	NON-PROMOTER
104	Sugar Bunch Ventures LLP	NON-PROMOTER	NON-PROMOTER
105	Zohi Ventures LLP	NON-PROMOTER	NON-PROMOTER
106	Balram Bansal	NON-PROMOTER	NON-PROMOTER
107	Sanchi Garg	NON-PROMOTER	NON-PROMOTER
108	Ram Kumar	NON-PROMOTER	NON-PROMOTER
109	Himanshu Jain	NON-PROMOTER	NON-PROMOTER
110	Jagdeep Aggarwal	NON-PROMOTER	NON-PROMOTER
111	Ashok Kumar Garg HUF	NON-PROMOTER	NON-PROMOTER
112	Prateek Gupta	NON-PROMOTER	NON-PROMOTER
113	Jaya Gupta	NON-PROMOTER	NON-PROMOTER
114	Surinder Kalra	NON-PROMOTER	NON-PROMOTER
115	Sachin Jain	NON-PROMOTER	NON-PROMOTER
116	Santosh Rani	NON-PROMOTER	NON-PROMOTER
117	Pratima Mishra	NON-PROMOTER	NON-PROMOTER
118	Suresh Chand Sharma	NON-PROMOTER	NON-PROMOTER
119	Sachin Dhari	NON-PROMOTER	NON-PROMOTER
120	Ayush Agarwal	NON-PROMOTER	NON-PROMOTER
121	Supriya Sunil Patil	NON-PROMOTER	NON-PROMOTER
122	Varun Aggarwal	NON-PROMOTER	NON-PROMOTER
123	Neha Abrol	PROMOTER	PROMOTER
124	Annaya Management Consultancy Private Limited	NON-PROMOTER	PROMOTER
125	Natures Heavens India Private Limited	PROMOTER	PROMOTER
126	Regency Digitrade Investments Private Limited	PROMOTER	PROMOTER

l) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

Number of Person	Type of Securities	Number of Securities	Price
4	Equity Shares	5553350	20

m) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable as the allotment is proposed to be made for consideration in cash only.

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

The Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue are enclosed as **ANNEXURE-B** to this Notice.

o) Undertakings

- i) The Issuer shall re-compute the price of the securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- iii) None of the Company, its Directors or Promoters has been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iv) The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.
- v) As the Equity Shares have been listed for a period of more than 90 Trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vi) The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

p) Practicing Company Secretary's Certificate

The certificate from Mr. Pawan Kumar Mishra, Practicing Company Secretary [Membership No.F4305, COP-16222] certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available

for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://regencyfincorp.com/images/investor/investor1728124221297.pdf>

q) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 03rd October, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of upto a maximum of 43960000 (Four Crore Thirty-Nine Lacs Sixty Thousand) Warrants Convertible into Equity Shares face value of INR 10/- (Indian Rupee Ten Only) at an Issue price of INR 22/- per share warrant (including INR 12/- as premium per share warrant) aggregating to INR 96,71,20,000/- (Indian Rupees Ninety-Six Crore Seventy-One Lacs Twenty Thousand Only) to the Promoters and Non- Promoter/ Public shareholders for cash consideration, by way of a preferential issue on a private placement basis.

r) Principal terms of assets charged as securities

Not applicable.

s) Material terms of raising such securities

The Equity Shares being issued pursuant to the conversion of the share warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

t) Lock-in Period

The equity shares to be issued and allotted pursuant to conversion of warrants on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

u) Other disclosures

i) During the period from 1st April, 2024 until the date of Notice of this EGM, the Company has made preferential issue of 5553350 Equity Shares at price of Rs. 20/- only (including a premium of Rs. 10/- only).

ii) Since the Equity Shares of the Company are listed on Stock Exchange and the Preferential Issue is not more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is not required for the proposed Preferential Issue under applicable provisions of SEBI ICDR Regulations.

iii) The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the share warrants to the Promoters and Non-Promoters/Public shareholders is being sought by way of a **Special Resolution** as set out in the said item no. 4 of the Notice. Issue of the Share Warrants Convertible into Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Gaurav Kumar, Managing Director, Mr. Vishal Rai Sarin, Whole Time Director and Mr. Sarfaraz Mallick, Non-Executive Non-Independent Director of the Company and their respective relatives, none of the other Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.4 of this Notice except and to the extent of their shareholding in the Company.

ITEM NO. 5

At present, the Company is finding it hard to survive/repay the existing loans as per the current terms and thus the Board of Director were of considered view to get the terms of the existing Loan Agreement revised to include the terms of conversion of the Loan into Equity Share Capital of the Company. The Board of Directors of the Company ('the Board') at their meeting held on 03rd October, 2024, considered and approved the Conversion of existing loans into Equity shares of the Company. Details of the entities whose loans agreements are considered to be revised in terms of the present resolution are as follows:

S.No.	Name of the Entity	Loan Amounts consented to be converted (Amount in Rupees Upto)
1.	Annaya Management Consultancy Private Limited	1,50,00,000
2.	Max-Bio Biosciences Private Limited	1,50,00,000
3.	Regency Digitrade Investments Private Limited	46,67,000
	TOTAL	3,46,67,000

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

Except Mr. Gaurav Kumar, Managing Director and his relatives, None of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

REGISTERED OFFICE:

**Unit No 57-58, 4th Floor, Sushma Infinium
Chandigarh Ambala Highway Zirakpur Mohali,
Punjab 140603
Email: secretarial.regency@gmail.com
Website: www.regencyfincorp.com**

**Date: 03rd October, 2024
Place: Zirakpur, Punjab**

**By Order of the Board of Directors
Regency Fincorp Limited**

**Sd/-
Prashant Khera
Company Secretary and Compliance officer
M. No.: A72928**

ANNEXURE A TO THE EXPLANATORY STATEMENT

DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI')), INFORMATION IN RESPECT OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT IS PROVIDED HEREIN BELOW

DETAILS OF MR. ASHISH KAMRA

Name of the Director	Mr. Ashish Kamra
DIN	10753632
Date of Birth/Age	18-01-1988
Qualification(s)	M.B.A
Nature of Expertise in specific functional areas	6 years of Experience in the field of Banking and Finance
Brief Resume	Mr. Ashish Kamra has experience in Financial services, with a focus on wholesale lending and partnerships aspects related to companies. Overall, He possess comprehensive expertise in Lending and Finance aspects, making them a valuable asset in managing the Operational affairs of companies.
Terms & Conditions of appointment/ reappointment	He was appointed as Director and further designated as Whole-time Director whose office shall be liable to retire by rotation.
Remuneration last drawn (sitting fees and commission)	NIL
Remuneration proposed to be paid	On such terms & conditions as mutually agreed by the Board.
Date of First Appointment	03 rd October, 2024
Shareholding: 1. In the Company 2. In the listed entity, including shareholding as a beneficial owner	Nil
Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company	N.A.
Number of Board meetings held and attended during the FY 24-25	N.A.
Other Directorships, Membership/ Chairmanship of Committees of other Boards *	N.A.
names of listed entities in which the person also holds the directorship and the membership of Committees of the board	N.A.
listed entities from which the person has resigned in the past three years	N. A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N. A.

*Note: Pursuant to Regulation 26 of the SEBI Listing Regulations, only two committees, viz. Audit Committee and Stakeholders' Relationship Committee has been considered.

ANNEXURE B TO THE EXPLANATORY STATEMENT
SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE (AFTER DILUTION {WARRANTS CONVERSION INTO EQUITY SHARES})

*Post Issue Shareholding is on the basis of assumption of full conversion of warrants into equity shares

Sr. No	Category	Pre-issue		Post-issue*	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters & Promoter Group Share holding				
1	Indian				
A	Individual	4868166	10.15	66,86,347	7.27
B	Family Trust	0	0	0	0
C	Bodies corporate	6221937	12.97	1,16,76,483	12.70
	Sub-Total (A)(1)	11090103	23.12	1,83,62,830	19.97
2	Foreign				
a	Individual	0	0	0	0
b	Bodies corporate	0	0	0	0
	Sub-total (A)(2)	11090103	23.12	1,83,62,830	19.97
	Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)}	11090103	23.12	1,83,62,830	19.97
B	Non-Promoters/ Public Share Holding				
1	Institutional investors	0	0	0	0
	Sub-total (B)(1)	0	0	0	0
2	Central Government/ State Government	0	0	0	0
	Sub-total (B)(2)	0	0	0	0
3	Non-institution	0	0	0	0
a	Individuals				
	Directors and their relatives (excluding independent directors and nominee directors)	15,22,944	3.17	17,50,217	1.90
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	59,75,743	12.46	59,75,743	6.50
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	1,22,52,955	25.55	4,25,65,955	46.31
b.	NBFCs registered with RBI	0	0	0	0
c.	Any other (specify)				
	Bodies Corporate	1,66,77,705	34.78	2,11,47,705	23.00
	Non-Resident Indians	1,92,785	0.40	1,92,785	0.20
	Resident Indian HUF	0	0	16,77,000	1.82
	Trusts	0	0	0	0
	Clearing Member	2,38,232	0.49	2,38,232	0.25
	Sub- Total (B) (3)	36860364	76.87	73547637	80.02
	Total Public Shareholding (B)	36860364	76.87	73547637	80.02
	Total (A) +(B)	47950467	100	91910467	100
C	Shares held by Custodians for ADR and GDR	0	0	0	0
	Total (A) +(B)+ (C)	47950467	100	91910467	100