



# Regency Fincorp Limited

CIN : L67120PB1993PLC013169

Corp. & Regd. Office: Unit No.57-58, 4<sup>th</sup> Floor, Chandigarh-Ambala Highway, Zirakpur,Punjab-140603

Contact No.: +91-1762-424697 | Web.: [www.regencyfincorp.com](http://www.regencyfincorp.com) |

E-mail : regencyinvestmentsltd@gmail.com

---

**1<sup>st</sup> June, 2023**

**To  
The Listing Department  
Bombay Stock Exchange Limited  
25th Floor, P J Towers Dalal Street  
Mumbai, Maharashtra- 400001**

**SUB: ANNUAL REPORT FOR FY 2022-23**

**Ref: REGENCY FINCORP LIMITED (SCRIP CODE: 540175)**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed is the Annual Report for the 30<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on **Friday, 23<sup>rd</sup> June, 2023 at 12:30 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India.

The Annual Report for the Financial Year ended 31<sup>st</sup> March, 2023 is available also on the Company's Website [www.regencyfincorp.com](http://www.regencyfincorp.com)

You are requested to take the above information on record.

Yours faithfully,

**FOR REGENCY FINCORP LIMITED**

**GAURAV KUMAR  
MANAGING DIRECTOR  
DIN: 06717452**



# 30th ANNUAL REPORT 2023

## REGENCY FINCORP LIMITED

[regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)

[www.regencyfincorp.com](http://www.regencyfincorp.com)

Ph: +91 6283364410

Unit No. 57-58, 4th Floor, Sushma Infinium

Chandigarh Ambala Highway Zirakpur

Mohali, Punjab-140603

Message from the Managing Director  
Dear Shareholders,



I, Gaurav Kumar, Managing Director, preciously welcome you all. having joined Regency Fincorp Limited family with your participation. It is my desire and wish that this association of ours, will strengthen our hands to reach glorious heights.

It gives me great pleasure to state that the Company witnessed steady progress during the financial year 2022-23 with continued execution of its strategic objectives of sustainable growth and improved efficiencies.

The Indian economy has begun to recover since the second half of FY 2022-23. Thus, FY 2022-23 began with an expectation that we would soon see GDP surpass the pre-pandemic level of the financial year 2019-20.

The Monetary Policy Committee (MPC) on 8th February 2023 announced that the repo rate increased by 25 basis points. This made the Repo rate to reach 6.50% (from the 6.25% earlier).

The reverse repo rate stands unchanged for fy 2022-23 at 3.35%. The Bank Rate and the Marginal Standing Facility (MSF) rate has changed to 6.75%. The Standing Deposit Facility Rate is 6.25%.

We have continued to entrench our presence in the existing territories and have expanded further by exploring new territories. We have opened 3 new branches in Punjab in the cities of Jalandhar, Jagraon and Tarn Taran during FY 2022-23 and also exploring the opportunities in other cities.

I am truly grateful to my fellow Board members for their support and guidance that remained consistent all times and on all fronts. I would like to conclude by expressing appreciation and gratitude for my dedicated and committed team at Regency Fincorp Limited, our esteemed customers, bankers, channel partners and all the other stakeholders for their unwavering support and I look forward to strengthening our relationship in the future.

Yours sincerely,

Sd/-

Gaurav Kumar  
Managing Director



## **CONTENTS:**

1. Corporate Information	1
2. Performance Highlights	4
3. Notice of Annual General Meeting	6
4. Directors' Report and Annexures	47
Annexure-I (Secretarial Audit Report)	64
Annexure-II (Corporate Governance Report)	70
Annexure-III (Management Discussion and Analysis)	101
Annexure-IV (Policy on Remuneration of Directors Etc.)	106
Annexure- V (Declaration on Compliance of the Company's Code of Conduct)	112
5. Annexure-VI (MD Certification)	113
6. Independent Auditors' Report and Balance Sheet	115

30th ANNUAL GENERAL MEETING

Friday, 23rd June, 2023 at 12.30 P.M.

Through Video Conferencing/Other Audio Visual Means (OAVM)

## 1. Corporate Information



Board of Directors and Key Managerial Personnel:

Name	Designation	Date of Appointment
<b>Mr. Gaurav Kumar (DIN: 06717452)</b>	Managing Director	13.09.2017
<b>Mr. Vishal Rai Sarin (DIN: 08758350)</b>	Whole-Time Director	10.10.2022
<b>Ms. Sahara Khanna (DIN: 07682859)</b>	Whole-Time Director	24.08.2022
<b>Mr. Gurinder Singh Sandhu (DIN: 02507381)</b>	Non-Executive Independent Director	02.11.2019
<b>Mr. Jenish Pankajkumar Shah (DIN:07986786)</b>	Non-Executive Independent Director	08.06.2020
<b>Mr. Sunil Jindal (DIN: 02909819)</b>	Non-Executive Independent Director	19.03.2021
<b>Mr. Kamal Kumar (DIN: 03050458)</b>	Non-Executive Independent Director	10.10.2022
<b>Ms. Nancy Sharma (PAN: HUVPS1597E)</b>	Chief Financial Officer	10.10.2022
<b>Ms. Manisha Sharma (PAN:IOGPS8610C)#</b>	Company Secretary & Compliance Officer	23.11.2022

# Resigned from office w.e.f. 31/3/2023

\*For details of change in management please refer director report attached herewith.



### 1. AUDIT COMMITTEE

Name of Director	Nature of Directorship	Status in Committee
<b>Gurinder Singh Sandhu</b>	Non-Executive Independent Director	Chairman
<b>Mr. Jenish Pankajkumar Shah</b>	Non-Executive Independent Director	Member
<b>Gaurav Kumar</b>	Executive Director	Member

### 2. NOMINATION AND REMUNERATION COMMITTEE:

Name of Director	Nature of Directorship	Status in Committee
<b>Sunil Jindal</b>	Non-Executive Independent Director	Chairman
<b>Gurinder Singh Sandhu</b>	Non-Executive Independent Director	Member
<b>Jenish Pankajkumar Shah</b>	Non-Executive Independent Director	Member

### 3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Name of Director	Nature of Directorship	Status in Committee
<b>Jenish Pankajkumar Shah</b>	Non-Executive Independent Director	Chairman
<b>Gurinder Singh Sandhu</b>	Non-Executive Independent Director	Member
<b>Gaurav Kumar</b>	Executive Director	Member

**STATUTORY AUDITORS:**

M/s. Sunil K Sharma & Associates.  
Chartered Accountants  
SCO 28 Top Floor, Sector 41 D  
Chandigarh  
Email: casunilsharma3@gmail.com

**SECRETARIAL AUDITOR:**

M/s A. K. Nandwani & Associates  
Practicing Company Secretary  
125-126, B. D. Chambers, 10/54  
D.B. Gupta Road, Karol Bagh, New Delhi-110005  
Email: info@aknassociates.in

**BANKER TO THE COMPANY:**

HDFC BANK LIMITED  
Plot No. 28 Industrial Area  
Phase 1 Chandigarh - 160002

**REGISTERED OFFICE:**

Unit No. 57-58, 4<sup>th</sup> Floor, Sushma  
Infinium, Chandigarh Ambala Highway  
Zirakpur Mohali, Punjab 140603  
Phone: +91 1762-424697  
Email: regencyinvestmentsltd@gmail.com  
Website: [www.regencyfincorp.com](http://www.regencyfincorp.com)

**CORPORATE IDENTITY NUMBER:** L67120PB1993PLC013169

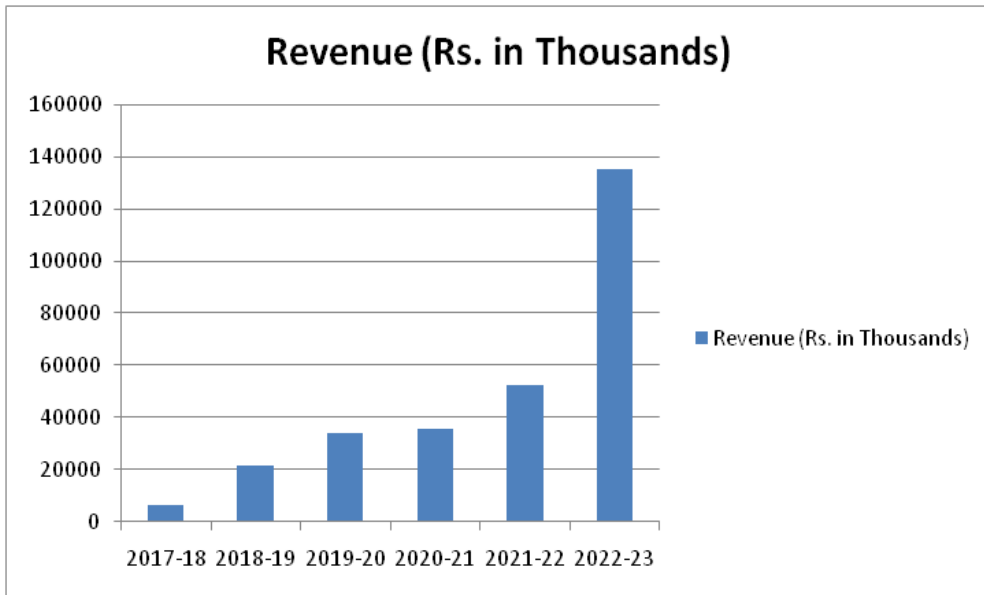
**REGISTRAR & SHARE TRANSFER AGENT:**

MAS Services Ltd.  
T/34, 2nd Floor, Okhla Industrial Area, Phase II,  
New Delhi-110020,  
Tel.: 011 - 26387281 / 82 / 83  
Email: info@masserv.com

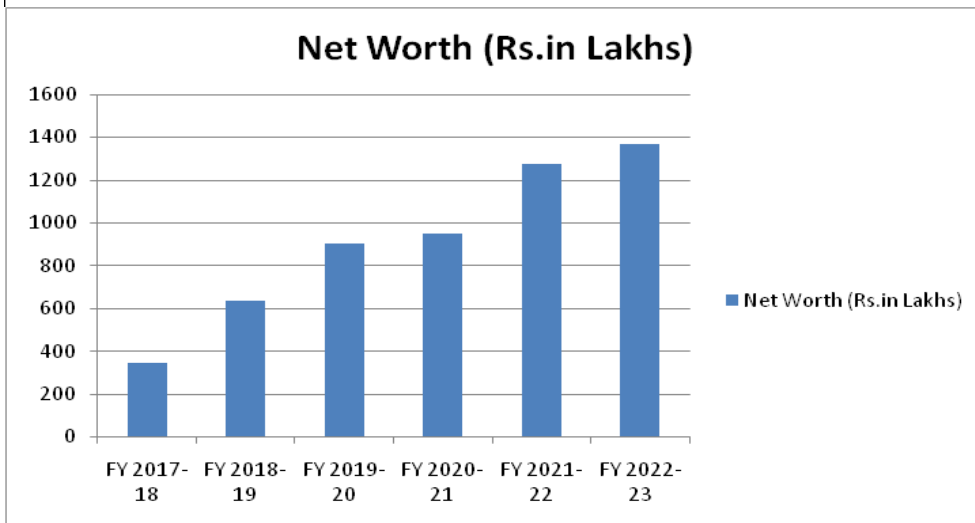
## 2. PERFORMANCE HIGHLIGHTS



Revenue:(Rs. in Thousands)



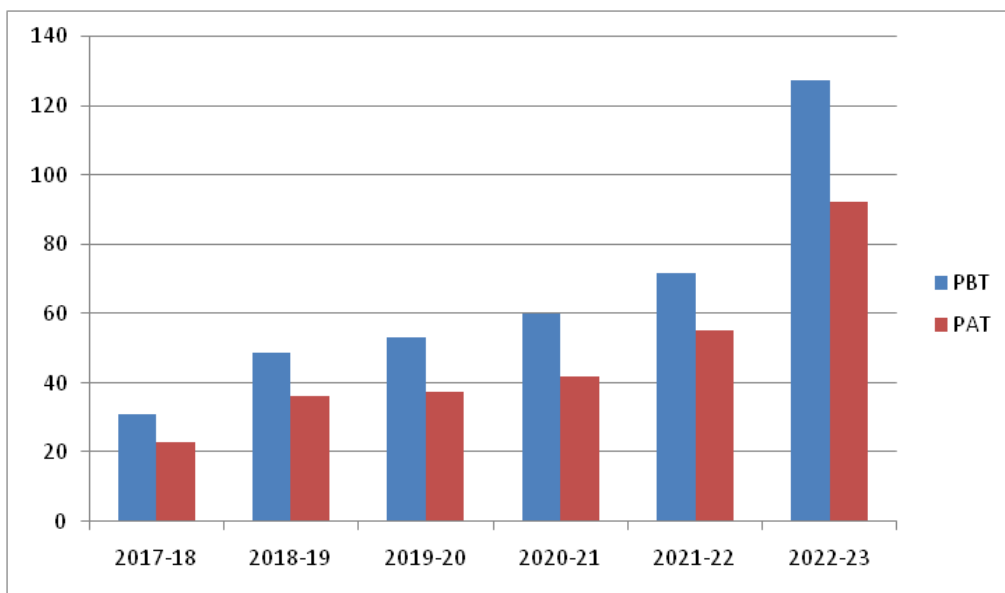
NET WORTH: (Rs. in Lakhs)







### PROFIT BEFORE TAX AND PROFIT AFTER TAX (Rs. in Lakhs)





## NOTICE

**NOTICE IS HEREBY GIVEN THAT 30<sup>TH</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF REGENCY FINCORP LIMITED WILL BE HELD ON FRIDAY, THE 23<sup>RD</sup> DAY OF JUNE, 2023, AT 12:30 P.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>ST</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.**

**To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company including the Balance Sheet as at 31<sup>ST</sup> March, 2023, the Statement of Profit & Loss, the Cash Flow Statement for the year ended on that date and the Report of the Auditors and Report of the Board of Directors, thereon be and are hereby received, considered and adopted.”

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

**To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made there under, Ms. Sahara Sharma, Director (DIN: 07682859) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.”

### **SPECIAL BUSINESS:**

- 3. To increase the remuneration paid to Mr. Gaurav Kumar, Managing Director (DIN:[06717452](#)) as Managing Director of the Company**

**To consider and if thought fit, to pass the following resolution as Special Resolution:**



**“RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of members of the Company, be and is hereby accorded to increase the remuneration payable to Mr. Gaurav Kumar, Managing Director (**DIN: 06717452**) of the Company, 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 said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Gaurav Kumar (DIN: [06717452](#)), 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.

**4. 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, the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorized Share Capital of the Company from INR 15,00,00,000/- (Indian Rupees Fifteen Crore Only) divided into 15000000 (One Crore Fifty Lac) Equity Shares of INR 10/- (Indian Rupees Ten Only) each to INR 45,00,00,000/- (Indian Rupees Forty Five Crore Only) divided into 45000000 (Four Crore Fifty Lac) Equity Shares of INR 10/- (Indian Rupees Ten Only) each, by way of creation of additional 30000000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each aggregating to INR 30,00,00,000 (Indian Rupees Thirty Crore) 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 INR 45,00,00,000 /- (Indian Rupees Forty Five Crore Only) divided into 45000000 (Four Crore Fifty Lac) Equity Shares of INR 10/- (Indian Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares.”**

**“RESOLVED FURTHER THAT** Mr. Gaurav Kumar, Managing Director and Mr. Vishal Rai Sarin, Director of the Company, be and are hereby jointly/severally authorized to do all such act(s), deed(s) and things including filing all forms, documents with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution(s).”

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

**To consider and, if thought fit, to pass, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) 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 “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI 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), each as amended from time to time and the listing agreement entered into by the Company with BSE Limited (the “Stock Exchange”) on which the equity shares of the Company having face value of INR 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory / regulatory authorities (hereinafter referred to as “Applicable Regulatory 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 approvals, consents and permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or



prescribed while granting such approvals, consents and permissions, which 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 by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, 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 upto 27608333 (Two Crore Seventy Six Lac Eight Thousand Three Hundred Thirty Three) fully paid-up Equity Shares having face value of INR 10/- (Indian Rupees Ten Only) each and 5000000 (Fifty Lac) Warrants convertible into Equity shares at a price of INR 12/- (Indian Rupees Twelve only) per equity shares including a premium of INR 2/- (Indian Rupees Two only) (“Issue Price”) i.e. the price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations to Promoters and Non-Promoters/Public shareholders aggregating to INR 32,60,83,330/- (Indian Rupees Thirty Two Crore Sixty Lac Eighty Three Thousand Three Hundred Thirty Only), for cash consideration on a preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant date for determining the floor price for the Preferential Issue of the Equity Shares and Convertible Share Warrants is Wednesday, 24<sup>th</sup> May, 2023 (“Relevant Date”) being the date 30 days prior to the date of this Annual General Meeting in which this special resolution is proposed to be passed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares and 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:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares and 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 the SEBI ICDR



Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

- d) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares and 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 holder, 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 SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) The Convertible Share Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Share Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.



- f) 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.
- g) 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.
- h) 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.
- i) 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.
- j) 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** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares and Convertible Share Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of In-Principle Approval and other activities as may be necessary for obtaining Listing and Trading Approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and



compliance as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

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

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 102, 114 and other applicable provisions of the Companies Act, 2013 (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014, including amendments, modification, variation or re-enactment thereto and other applicable guidelines as well as provisions of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to issue Secured and/or Unsecured, Unlisted Redeemable Non-Convertible Debentures for an aggregate value of upto INR 20,00,00,000/- (Indian Rupees Twenty Crore Only) on private placement basis in such form, manner, in one or more tranches, within such period, and upon such terms and conditions as may be decided by the Board of Directors of the Company or Committee thereof (hereinafter referred to as “the Board”), in its absolute discretion as may deem fit and proper.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid Resolution, the Board and/or Committee thereof, be and is hereby authorized to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard, including but not limited to:

- finalize the detailed terms and conditions of the Debenture/ Bonds Issue, size of issue, tenor of issue, interest payment frequency, redemption dates, coupon rate, interest reset





procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures;

- create security for the secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis;
- print and issue Debenture Certificate(s), Letter(s) of Allotment;
- delegate all or any of the above powers to the Managing Director or any other official of the Company to do any incidental acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

**“RESOLVED FURTHER THAT** in addition to the foregoing, Mr. Gaurav Kumar, Managing Director and Mr. Vishal Rai Sarin, Director of the Company be and are hereby authorized, severally, to take necessary steps in this regard including but not limited to sign, issue and file Private Placement Offer Letter or any other document(s), with the Regulatory Authorities for and on behalf of the Company.”

**REGISTERED OFFICE:**

Unit No 57-58, 4th Floor, Sushma Infinium  
Chandigarh Ambala Highway Zirakpur Mohali,  
Punjab 140603

**Email:** [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)

**Website:** [www.regencyfincorp.com](http://www.regencyfincorp.com)

**Date:** 24th May, 2023

**Place:** Zirakpur, Punjab

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

**Sd/-  
Gaurav Kumar  
Managing Director  
DIN: 06717452**



## 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 for Item No. 3 is annexed to this notice. Further, the information and facts as specified in the Regulations 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.3 have been given in the respective explanatory statement.
2. The present AGM 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 and 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 AGM 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 AGM, pursuant to Section 113 of the Act, through e-mail at [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com).
4. The Register of Members and the Share Transfer Book of the Company shall remain closed from Tuesday, 20<sup>th</sup> June, 2023 to Thursday, 22<sup>nd</sup> June, 2023 (both days inclusive).
5. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 i.e. Secretarial Standards on General Meetings in respect of the Director seeking appointment/reappointment at the Meeting is annexed to the Notice as **ANNEXURE-A**.



6. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts 2022-23 are 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 AGM has been uploaded on the website of the Company at [www.regencyfincorp.com](http://www.regencyfincorp.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com). Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website [www.regencyfincorp.com](http://www.regencyfincorp.com) for download.

7. 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. [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com).

8. 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 and 10/2022 dated Dec 12, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed Instruction for attending AGM through VC/ OAVM is annexed to the Notice as **ANNEXURE-B**.

9. 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, the Company is providing facility of remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the



AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 AGM will be provided by CDSL. The detailed instruction for remote E-Voting & E-Voting at AGM is annexed to the Notice as **Annexure-B**.

**10.** Ms. Kavita, Practicing Company Secretary [Membership No.F9115, COP-10641] has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.

**11.** The remote e-voting period commences on Tuesday, 20<sup>th</sup> June, 2023 [9:00 A.M.] and ends on Thursday, 22<sup>nd</sup> June, 2023 [5:00 P.M.] During this period, Members holding shares either in physical form or demat form, as on Friday, 16<sup>th</sup> June, 2023 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.

**12.** 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 CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.

**13.** The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, 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](http://www.regencyfincorp.com) and on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.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.

#### **14. 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 including Annual Report, Circulars, etc. 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, 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](mailto: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. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**REGISTERED OFFICE:**

Unit No 57-58, 4th Floor, Sushma Infinium  
Chandigarh Ambala Highway Zirakpur Mohali,  
Punjab 140603

**Email:** [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)

**Website:** [www.regencyfincorp.com](http://www.regencyfincorp.com)

**Date:** 24<sup>th</sup> May, 2023

**Place:** Zirakpur, Punjab

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

**Sd/-  
Gaurav Kumar  
Managing Director  
DIN: 06717452**



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

**ITEM NO.3**

Mr. Gaurav Kumar (DIN: 06717452) has been on the Board of the Company since September 13, 2017 and has been rendering valuable services to the Company. Considering his valuable contribution to the Company, the Board of Directors, at their meeting held on 3<sup>rd</sup> May 2023, has decided to increase his remuneration and revise the same w.e.f. 1<sup>st</sup> April, 2023 in terms of Sections 197 read with Schedule V of Companies Act, 2013 on Consolidated monthly salary of INR 1,00,000/- p.m. and reimbursement expenses incurred in courses of official duties on actual basis.

The aforesaid remuneration shall be paid as minimum remuneration to Mr. Gaurav Kumar in terms of Schedule V of the Act.

Mr. Gaurav Kumar is also the Promoter of the Company and is interested in this resolution which pertains to increase in his remuneration.

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

1. Regency Fincorp Limited is Non-Banking Financial Company which commenced its commercial operations w.e.f. 29<sup>th</sup> March 1993.

2. The Financial performance of the Company is based on given indicators:

Particulars	2022-23	2021-22	2020-21
Revenue from operation (In Lac)	1332.92	526.49	357.01
Profit/loss for the year (In Lac)	92.51	55.37	41.82
Earnings per share (In INR)	0.87	1.35	1.02

3. The Company does not have any foreign investments or collaborations.



## **II. Information about Mr. Gaurav Kumar:**

1. Mr. Gaurav Kumar is an Indian Habitat and has completed his Bachelors in Business Administration. He is engaged in business of stock broking, mutual funds investments and assistance, Insurance sector etc.

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. Gaurav Kumar, and the responsibility shouldered by him, the proposed remuneration of Mr. Gaurav Kumar as Managing Director of the Company, as stated above, is fair and reasonable in the opinion of the Board.

2. The Overall Remuneration, together with perquisites, allowance, benefits and amenities payable to Mr. Gaurav Kumar, 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. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

4. His last drawn remuneration was INR9,00,000/- p.a. in the financial year 2022-23.

5. 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.

6. 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. Gaurav Kumar, 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.

7. MINR Neha Abrol, wife of Mr. Gaurav Kumar is Promoter of the Company.





### **III. Other information:**

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.

Save and except the above, 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 Special Resolution set out at Item No. 3 of the Notice for approval by the members.

### **ITEM NO.4**

In order to broaden the base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from the present INR 15,00,00,000/- (Indian Rupees Fifteen Crore Only) consisting of 15000000 (One Crore Fifty Lac) Equity Shares of INR 10/- each to INR 45,00,00,000/- (Indian Rupees Forty Five Crore Only) consisting of 45000000 (Four Crore Fifty Lac) Equity Shares of INR 10/- each, by way of creation of an additional 30000000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) each, ranking pari-passu in all respect with existing equity shares of the company, aggregating to INR 30,00,00,000/- (Indian Rupees Thirty Crore Only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting.



Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

#### **ITEM NO.5**

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) 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 “SEBI 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 Equity Shares and Warrants convertible into Equity shares by way of private placement 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. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;



2. The shareholding of the Proposed Allottees in the Company is as follows:

S.No.	Name of the Proposed Allottee	Category	No. of equity shares held by the Proposed Allottee	% of shares held by the proposed Allottee
1	SHUBHAM AGARWAL	Non-Promoter	NIL	NIL
2	MANJU AGARWAL	Non-Promoter	NIL	NIL
3	SHIVANI AGARWAL	Non-Promoter	NIL	NIL
4	SHREYA VERMA	Non-Promoter	NIL	NIL
5	TARUN SETH	Non-Promoter	NIL	NIL
6	AMITA SETH	Non-Promoter	NIL	NIL
7	NEELAM CHAUHAN	Non-Promoter	NIL	NIL
8	SOARUP FINANCE PRIVATE LIMITED	Non-Promoter	NIL	NIL
9	VIMAL KUMAR SHARMA	Non-Promoter	NIL	NIL
10	SHIKHA SAINI	Non-Promoter	NIL	NIL
11	VINISHA SINGH	Non-Promoter	NIL	NIL
12	ZABIULLA KHAN	Non-Promoter	NIL	NIL
13	SAMEERA FIRDOUS	Non-Promoter	NIL	NIL
14	AZEE MUNNISA	Non-Promoter	NIL	NIL
15	IKBAL KHAN	Non-Promoter	NIL	NIL
16	CHANDAKHADI VISHWANATHA	Non-Promoter	NIL	NIL
17	NEELAM	Non-Promoter	NIL	NIL
18	SONAL BHASEEN	Non-Promoter	NIL	NIL
19	MOHINDER SINGH NAIN	Non-Promoter	17240	0.16
20	LOTUS MACHINES PVT LTD	Non-Promoter	NIL	NIL
21	NATURES HEAVENS PRIVATE LIMITED	Promoter	NIL	NIL
22	REGENCY DIGITRADE INVESTMENTS PRIVATE LIMITED	Promoter	NIL	NIL
23	DHULL TRADING PRIVATE LIMITED	Non-Promoter	NIL	NIL
24	ECOMATIX SOLUTIONS PRIVATE LIMITED	Non-Promoter	NIL	NIL
25	MAX BIO BIOSCIENCES PRIVATE LIMITED	Non-Promoter	NIL	NIL
26	VISHAL RAI SARIN	Non-Promoter (KMP)	NIL	NIL
27	RAJIV VASHISHT	Non-Promoter	12764	0.12



28	SAHARA SHARMA	Non-Promoter (KMP)	NIL	NIL
29	RITU JOLLY	Non-Promoter	NIL	NIL
30	RAJAT VASHISHT	Non-Promoter	NIL	NIL
31	BHAWNA KUMARI	Non-Promoter	NIL	NIL
32	IQBAL SINGH	Non-Promoter	NIL	NIL
33	NEHA ABROL	Promoter	772562	7.23
			<b>802566</b>	<b>7.51</b>

3. 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;

4. The Company has obtained the Permanent Account Numbers of the proposed allottees. 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) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

#### **a) Objects of the Preferential Issue**

The Company proposes to raise an amount aggregating up to INR 32,60,83,330/- (Indian Rupees Thirty Two Crore Sixty Lac Eighty Three Thousand Three Hundred Thirty 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) Maximum number of securities to be issued**

Up to 27608333 (Two Crore Seventy Six Lac Eight Thousand Three Hundred Thirty Three Only)



Equity Shares and 5000000 (Fifty Lac) share Warrants convertible into equity shares at a price of INR 12/- per share (including INR2/- as Premium) (“**Issue Price**”) per share aggregating up to INR 32,60,83,330/- (Indian Rupees Thirty Two Crore Sixty Lac Eighty Three Thousand Three Hundred Thirty 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 SEBI ICDR Regulations.

**c) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors at its meeting held on 24<sup>th</sup> May, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 27608333 (Two Crore Seventy Six Lac Eight Thousand Three Hundred Thirty Three) fully paid up Equity Shares face value of INR 10/- (Indian Rupee Ten Only) each and 5000000 (Fifty Lac) warrants convertible into Equity shares aggregating to INR 32,60,83,330/- (Indian Rupees Thirty Two Crore Sixty Lac Eighty Three Thousand Three Hundred Thirty Only) to the Promoters and Non-Promoter/ Public shareholders for cash consideration, by way of a preferential issue on a private placement basis.

**d) Intent of the Promoters, directors or key managerial personnel or Senior management of the Issuer to subscribe to the offer**

The proposed allotment to Mr. Gaurav Kumar and Mrs. Neha Abrol, being promoters of the Company is considered as allotment to Promoters.

Natures Heavens India Private Limited is a proposed Allottee, in which Mr. Gaurav Kumar and Mrs. Neha Abrol, being the Directors of the Company are Ultimate Beneficial Owners (UBO).

Regency Digitrade Investments Private Limited is a proposed Allottee, in which Mr. Gaurav Kumar and Mr. Vishal Rai Sarin, being the Directors of the Company are UBO.

Ms. Sahara Sharma and Mr. Vishal Rai Sarin, being Whole-Time Directors of the Company, intends to subscribe to any Equity Shares pursuant to the Preferential Issue.



Except those as stated above, no other Promoters, Directors or Key Managerial Personnel or their relatives, intend to subscribe to the Preferential Issue of the Company.

**e) 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-C to this Notice.

**f) Time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity Shares and warrants convertible into equity shares 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 Equity Shares 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.



**g) 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:**

**i) Proposed Allottees for allotment of Equity shares**

<b>S.No</b>	<b>Name of the Proposed Allottee</b>	<b>Category</b>	<b>Ultimate Beneficial Owners</b>	<b>Ultimate Beneficial Owner of Non-Individual/ Corporate U.B.O</b>	<b>Pre-Preferential shareholding</b>	<b>Post-Preferential shareholding</b>
1	SHUBHAM AGARWAL	Non-Promoter	SHUBHAM AGARWAL	N.A.	NIL	250000
2	MANJU AGARWAL	Non-Promoter	MANJU AGARWAL	N.A.	NIL	250000
3	SHIVANI AGARWAL	Non-Promoter	SHIVANI AGARWAL	N.A.	NIL	250000
4	SHREYA VERMA	Non-Promoter	SHREYA VERMA	N.A.	NIL	250000
5	TARUN SETH	Non-Promoter	TARUN SETH	N.A.	NIL	416666
6	AMITA SETH	Non-Promoter	AMITA SETH	N.A.	NIL	416666
7	NEELAM CHAUHAN	Non-Promoter	NEELAM CHAUHAN	N.A.	NIL	208333
8	SOARUP FINANCE PRIVATE LIMITED	Non-Promoter	N.A.	- Amit Sharma - Manoj Kumar Sharma	NIL	625000
9	VIMAL KUMAR SHARMA	Non-Promoter	VIMAL KUMAR SHARMA	N.A.	NIL	416666
10	SHIKHA SAINI	Non-Promoter	SHIKHA SAINI	N.A.	NIL	208333
11	VINISHA SINGH	Non-Promoter	VINISHA SINGH	N.A.	NIL	208333



S.No	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Ultimate Beneficial Owner of Non-Individual/Corporate U.B.O	Pre-Preferential shareholding	Post-Preferential shareholding
12	ZABIULLA KHAN	Non-Promoter	ZABIULLA KHAN	N.A.	NIL	166666
13	SAMEERA FIRDOUS	Non-Promoter	SAMEERA FIRDOUS	N.A.	NIL	166666
14	AZEE MUNNISA	Non-Promoter	AZEE MUNNISA	N.A.	NIL	166666
15	IKBAL KHAN	Non-Promoter	IKBAL KHAN	N.A.	NIL	166666
16	CHANDAK HADI VISHWAN ATHA	Non-Promoter	CHANDAKH ADI VISHWANATHA	N.A.	NIL	166666
17	NEELAM	Non-Promoter	NEELAM	N.A.	NIL	41666
18	SONAL BHASEEN	Non-Promoter	SONAL BHASEEN	N.A.	NIL	41666
19	MOHINDER SINGH NAIN	Non-Promoter	MOHINDER SINGH NAIN	N.A.	17240	183906
20	LOTUS MACHINES PVT LTD	Non-Promoter	N.A.	ABHISHEK KUMAR	NIL	416666
21	NATURES HEAVENS PRIVATE LIMITED	Promoter	N.A.	GAURAV KUMAR	NIL	3625000
22	REGENCY DIGITRADE INVESTMENTS PRIVATE LIMITED	Promoter	N.A.	GAURAV KUMAR	NIL	2125000
23	DHULL TRADING PRIVATE LIMITED	Non-Promoter	N.A.	HINA	NIL	4525000
24	ECOMATIX SOLUTIONS PRIVATE LIMITED	Non-Promoter	N.A.	ASHOK KUMAR MEHRA	NIL	6916666
25	MAX BIO BIOSCIENCES PRIVATE LIMITED	Non-Promoter	N.A.	ABHISHEK KUMAR	NIL	4166666
26	VISHAL RAI SARIN	Non-Promoter	MR. VISHAL RAI SARIN	N.A.	NIL	1250000
	<b>TOTAL</b>				<b>17240</b>	<b>27625573</b>





## ii) Proposed Allottees for allotment of warrants convertible into equity shares

S.No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Ultimate Beneficial Owner of Non-Individual/Corporate U.B.O	Pre-Preferential shareholding	Post-Preferential shareholding
1	RAJIV VASHISHT	Non-Promoter	RAJIV VASHISHT	N.A.	12764	1679430
2	SAHARA SHARMA	Non-Promoter	SAHARA SHARMA	N.A.	NIL	416666
3	RITU JOLLY	Non-Promoter	RITU JOLLY	N.A.	NIL	416666
4	RAJAT VASHISHT	Non-Promoter	RAJAT VASHISHT	N.A.	NIL	416666
5	BHAVANA SHARMA	Non-Promoter	BHAVANA SHARMA	N.A.	NIL	416666
6	IQBAL SINGH	Non-Promoter	IQBAL SINGH	N.A.	NIL	833333
7	NEHA ABROL	Promoter	NEHA ABROL	N.A.	772562	1605895
	<b>TOTAL</b>				<b>785326</b>	<b>5785326</b>

\* Accordingly, in terms of proviso to Regulation 163(1)(f) of SEBI ICDR Regulations, no further disclosure of ultimate beneficial owners is required.

## h) The percentage of post preferential issue capital that may be held by the allottee 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 The percentage of post preferential issue capital that will be held by the Proposed Allottees shall be 77.17%.



## **I) Undertakings**

i) The Company shall re-compute the price of the Equity Shares 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 Equity Shares 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 have been declared as wilful 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.

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

The Current and Proposed Status of the Allottee(s) post preferential issue shall remain the same i.e. Promoters and Non-Promoter/ Public Shareholder.

## **k) Practicing Chartered Accountant's Certificate**

The certificate from M/s. Sunil K. Sharma & Associates, Chartered Accountants in practice, 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:



### **l) Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is Wednesday, 24<sup>th</sup> May, 2023 being the working day preceding 30 days prior to the date of this Annual General Meeting (AGM).

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

The Equity Shares of the Company are listed on BSE Limited (“BSE”) (the “Stock Exchange”).

The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is INR 11.70/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at INR 12/-per share (Including INR2/- as premium per share), being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

### **n) Amount which the company intends to raise by way of such securities;**

Aggregate amount up to INR 32,60,83,330/- (Indian Rupees Thirty Two Crore Sixty Lac Eighty Three Thousand Three Hundred Thirty Only) consisting of 27608333 (Two Crore Seventy Six Lac Eight Thousand Three Hundred Thirty Three) Equity Shares of the face value of INR 10/- per Equity Share and 5000000 (Fifty Lac) warrants convertible into Equity shares at an Issue price of INR 12/- per share (including INR 2/- as premium per share).

### **o) The class or classes of persons to whom the allotment is proposed to be made**

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

### **p) Principal terms of assets charged as securities**

Not applicable.



**q) Material terms of raising such securities**

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

**r) 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**

During the year, no preferential allotment has been made to any person as of the date of this Notice.

**s) 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.

**t) Lock-in Period**

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

**u) Other disclosures**

i) During the period from 1<sup>st</sup> April, 2023 until the date of Notice of this AGM, the Company has not made any preferential issue of Equity Shares.

ii) Since the Equity Shares of the Company are listed on the Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.

iii) The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration/by conversion of existing loans.



iv) 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 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares 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. 5 of the Notice. Issue of the 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 5 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Gaurav Kumar, Mr. Vishal Rai Sarin and MINR Sahara Sharma, Directors of the Company and Mrs. Neha Abrol, Wife of Mr. Gaurav Kumar, Managing Director of the Company, none of the 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.5 of this Notice except and to the extent of their shareholding in the Company.

Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

**ITEM NO. 6:**

In terms of Section 42, 71 and other applicable provisions of the Companies Act, 2013 as well as the relevant Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, private placement of debt securities is permitted subject to prescribed disclosures and approval of Members by a Special Resolution.

Being an NBFC, the Company mobilize funds for its ongoing operations, by issue of secured/ unsecured Non-Convertible Debentures (NCDs) on a private placement basis. Pursuant to this, approval of the Members is requested for a Special Resolution for making offer(s) or invitation(s) for the issue of NCDs upto an amount of INR 20,00,00,000/- (Indian Rupees Twenty Crore Only) in single or multiple tranches on a private placement basis during FY 2023-24.



Also, it is requested to authorize the Board of Directors of the Company (including any Committee of the Board) to issue NCDs or debt instruments from time to time. The Board of Directors of the Company recommend the resolution for approval of the Members. None of the Directors, Key Managerial Personnel of the Company nor their relatives are in any way concerned or interested in the said resolution.

**REGISTERED OFFICE:**

Unit No 57-58, 4th Floor, Sushma Infinium  
Chandigarh Ambala Highway Zirakpur Mohali,  
Punjab 140603

**Email:** [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)

**Website:** [www.regencyfincorp.com](http://www.regencyfincorp.com)

**Date:** 24th May, 2023

**Place:** Zirakpur, Punjab

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

Sd/-

**Gaurav Kumar  
Managing Director**

**DIN: 06717452**



**“ANNEXURE A TO THE NOTICE”**

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

<b>Name of Director</b>	Ms. Sahara Khanna
<b>Age</b>	40 Years
<b>Date of Appointment by the Board of Directors</b>	22/01/1983
<b>Brief Resume and nature of expertise in functional areas</b>	Ms. Sahara Khanna is having more than 5 years of experience in Business and Administration and has done Masters in Business Administration from Montfort,
<b>Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se</b>	NIL
<b>Terms and conditions of appointment or re-appointment</b>	On such terms & conditions as mutually agreed by the Board.
<b>The remuneration last drawn</b>	INR 6,00,000/ p.a.
<b>The number of Meetings of the Board attended during the year</b>	6
<b>No. of Directorships held in other listed Companies</b>	NIL
<b>Memberships / Chairmanships of Committees of other listed Companies</b>	NIL
<b>Number of shares held in the Company</b>	NIL

**REGISTERED OFFICE:**

Unit No 57-58, 4th Floor, Sushma Infinium  
Chandigarh Ambala Highway Zirakpur Mohali,  
Punjab 140603

**Email:** regencyinvestmentsltd@gmail.com

**Website:** www.regencyfincorp.com

**Date:** 24th May, 2023

**Place:** Zirakpur, Punjab

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

**Sd/-  
Gaurav Kumar  
Managing Director  
DIN: 06717452**



## **“ANNEXURE: B TO THE NOTICE”**

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. The Company will be providing VC/OAVM Services.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Members who would like to ask questions during the AGM may send their questions from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com) upto Friday, 16<sup>th</sup> June, 2023 (5:00 p.m. IST).
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. The Members can join the AGM 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 AGM through VC/OAVM will be made available to atleast 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 AGM without restriction on account of first come first served basis.

9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

(I) The voting period begins on Tuesday the 20<sup>th</sup> June, 2023 at 9:00 A.M. and ends on Thursday the 22<sup>nd</sup> June, 2023 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, 26<sup>th</sup> May, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has



been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.**

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see evoting page of the evoting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service ProvideINR</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholdeINR

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  <input type="checkbox"/> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  <input type="checkbox"/> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



6. 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.
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 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 AGM but have queries may send their queries in advance latest by 16<sup>th</sup> June, 2023 by 5:00 PM mentioning their name, demat account number/folio number, email id, mobile number at (company email id- [regencyinvestmentsltd@gmail.com](mailto:regencyinvestmentsltd@gmail.com)). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.





## ANNEXURE-C

### PRE AND POST PREFERENTIAL ISSUE SHAREHOLDING PATTERN

#### I) Shareholding pattern of the company pre and post proposed preferential issue:

S.No.	Category of the Shareholder(s)	Pre-Issue(1)		Post-Issue(2)	
		No. of shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters &amp; Promoter Group Share holding</b>				
<b>1</b>	<b>Indian</b>				
a.	Individuals	2669366	24.98	3502699	8.09
b.	Family Trust	0	0	0	0
c.	Bodies Corporate	0	0	5750000	13.28
	<b>Sub- Total (A) (1)</b>	<b>2669366</b>	<b>24.98</b>	<b>9252699</b>	<b>21.37</b>
<b>2</b>	<b>Foreign</b>				
a.	Individual	0	0	0	0
b.	Bodies Corporate	0	0	0	0
	<b>Sub- Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Promoters &amp; Promoter Group Holding (A) {(A) (1) +(A) (2)}</b>	<b>2669366</b>	<b>24.98</b>	<b>9252699</b>	<b>21.37</b>
<b>B</b>	<b>Non-Promoters/ Public Share holding</b>				
<b>1</b>	<b>Institutional Investors</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Sub- Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Central Government/ State Government</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Sub- Total (B) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



<b>3</b>	<b>Non- instituTions</b>				
a.	Individuals				
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	2663660	24.93	2663660	6.15
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	5228593	48.93	14603581	33.73
b.	NBFCs registered with RBI	0	0	0	0
c.	Any other (specify)	124109	1.16	16774107	38.74
	Bodies Corporate	95772	0.9	16745770	38.68
	Non-Resident Indians	21896	0.2	21896	0.05
	Resident Indian HUF	0	0	0	0.00
	Trusts	0	0	0	0
	Clearing Member	6441	0.06	6441	0.01
	<b>Sub- Total (B) (3)</b>	<b>8016362</b>	<b>75.02</b>	<b>34041348</b>	<b>78.63</b>
	<b>Total Public Shareholding (B)</b>	<b>8016362</b>	<b>75.02</b>	<b>34041348</b>	<b>78.63</b>
	<b>Total (A) +(B)</b>	<b>10685728</b>	<b>100</b>	<b>43294047</b>	<b>100</b>
<b>C</b>	<b>Shares held by Custodians for ADR and GDR</b>	0	0	0	0
	<b>Total (A) +(B)+ (C)</b>	<b>10685728</b>	<b>100</b>	<b>43294047</b>	<b>100</b>



## DIRECTORS' REPORT

### **The Members, Regency Fincorp Limited**

Your Directors present hereunder the 30<sup>th</sup> Annual Report on the Business and operations of the Company along with audited statement of accounts of your Company for the Financial Year ended 31<sup>st</sup> March, 2023. The financial results are summarized as under:

#### **1 FINANCIAL PERFORMANCE OF THE COMPANY**

<b><u>Particulars</u></b>	<b>(Amt. in Lacs.)</b>	
	<b><u>2022-23</u></b>	<b><u>2021-22</u></b>
Revenue from Operations	1332.92	526.49
Other Income	19.27	19.99
Less: Expenditure	246.58	213.56
<b>Earnings before interest, tax, depreciation and amortization (EBITDA)</b>	<b>1105.6</b>	<b>384.73</b>
Less: Finance Cost	937.31	278.89
Depreciation	40.91	33.85
Extra Ordinary Items		
<b>Profit Before Tax</b>	<b>127.38</b>	<b>71.99</b>
Less: Provision For Taxation		
-Current Tax	33.12	18.72
-Deferred Tax Liability	1.76	(2.10)
<b>Profit After Tax</b>	<b>92.50</b>	<b>55.37</b>

#### **2. FINANCIAL HIGHLIGHTS & OPERATIONS**

The Key highlights pertaining to the business of the company for the year 2022-23 and period subsequent there to have been given hereunder:

Your directors are pleased to report that for the year under review, your Company has been able to achieve a net turnover of Rs. 1352.19 Lacs in the year 2022-23 as compared to Rs. 546.47 Lacs in the previous year. The Company has earned a net profit of Rs.92.50 Lacs as compared to Rs. 55.37Lacs in the previous year.



The Directors trust that shareholders will find the performance of the company for the financial year 2022-23 to be satisfactory. The Earning per share (EPS) of the company is Rs. 0.87 per share (Basic) and Diluted EPS is Rs. 0.87 per share.

### **3. CHANGE IN THE NATURE OF THE BUSINESS**

During the year, there is no change in the nature of the business of the Company.

### **4. PUBLIC DEPOSITS**

During the financial year 2022-23, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 and Non Banking Financial Companies - Acceptance of Public Deposits (Reserve Bank) Directions, 2016.

### **5. BORROWINGS**

The Company had also availed financial facilities from Banks/Financial Institution/Directors & their relatives during the financial year.

### **6. FUTURE OUTLOOK:**

Your Company is very well positioned to take advantage of ever increasing demand for the personal loans, business loans, education loans, loan against property, residential & commercial loan. So in this way, your Directors are hopeful to achieve better results in the coming years.

Further the company has started digital platform for granting loan facility to eligible borrowers which are in progress till date of report. So that the Company can maintain quality and many other benefit from various angle.



## 7. **APPROPRIATIONS:**

### ➤ **DIVIDEND:**

In order to conserve the reserves, the management of the Company does not propose to declare any dividend for the financial year ended 31<sup>st</sup> March 2023.

### ➤ **TRANSFER TO RESERVE:**

As per Section 45IC of the Reserve Bank of India Act, 1934, the Company created a reserve fund and transferred therein a sum of 20% of its net profit.

Transfer to reserve fund Under section 45-IC(1) of Reserve Bank of India Act, 1934, non-banking financial companies (NBFCs) are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. Accordingly, the Company has transferred a sum of Rs. 18.60 Lacs to its Statutory reserve fund.

## 8. **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

There are no other material changes and commitments occurred which affect the financial position of the Company between the end of the financial year and date of report.

## 9. **LISTING:**

The Company is listed on Bombay Stock Exchange and is regularly complying with SEBI (LODR) Regulations, 2015.

## 10. **DEMATERIALIZATION OF SHARES**

The securities of the Company are admitted with NSDL and CDSL, the ISIN allotted to the Company is INE964R01013.



## 11. CAPITAL STRUCTURE

The Authorized Share Capital as at 31<sup>st</sup> March, 2023 stood at INR 15,00,00,000/- (Indian Rupees Fifteen Crore only) divided into 15000000 (One Crore Fifty Lakh) equity shares of INR 10/- (Ten) each and the paid up Equity Share Capital as at March 31, 2023 stood at INR 10,68,57,280/- (Indian Rupees Ten Crore Sixty Eight Lakh Fifty Seven Thousand Two Hundred and Eighty only) divided into 10685728 (One Crore Six Lakh Eighty Five Thousand Seven Hundred Twenty Eight only) equity shares of INR 10/- (Ten) each.

## 12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the financial year 2022-23 following changes in **directorship** were made:

The following Directors were appointed as Director or resigned from the post of Directors:

The Board at its meeting held on Monday, 10<sup>th</sup> October, 2022:

1. Appointed Mr. Kamal Kumar (DIN: 03050458) as Additional and Independent Director w.e.f. 10<sup>th</sup> October, 2022 for a period of 5 Years. He was regularized from Additional Director to Independent Director vide Members' approval by Postal Ballot process on 4<sup>th</sup> March, 2023.
2. Designation of Mr. Vishal Rai Sarin (DIN: 08758350) was changed from Director of the Company to Whole-Time Director of the Company w.e.f. 10<sup>th</sup> October, 2022.

## 13. CHANGES IN THE KMPS DURING THE YEAR

1. Mr. Vishal Rai Sarin (PAN:APJPS0737C) resigned from the post of Chief Financial Officer of the Company w.e.f. 10<sup>th</sup> October, 2022.
2. Appointed Ms. Nancy Sharma (PAN: HUVPS1597E) as Chief Financial Officer of the Company w.e.f. 10<sup>th</sup> October, 2022.
3. Ms. Manisha Sharma resigned from the post of Company Secretary and Compliance Officer on 31<sup>st</sup> March, 2023.



#### **14. DISCLOSURE OF MEETINGS OF BOARD OF DIRECTORS**

The board met 10 (Ten) times during 2022-23. The details of the same are as follows:

<b>S. No.</b>	<b>Date of Meeting</b>	<b>Total Number of directors associated as on the date of meeting</b>	<b>Number of directors attended</b>	<b>% of attendance</b>
1	23 <sup>rd</sup> May, 2022	9	7	77.78
2	1 <sup>st</sup> July, 2022	8	6	75
3	10 <sup>th</sup> August, 2022	8	7	87.50
4	24 <sup>th</sup> August, 2022	7	7	100
5	10 <sup>th</sup> October, 2022	7	6	85.71
6	22 <sup>nd</sup> October, 2022	7	7	100
7	12 <sup>th</sup> November, 2022	7	7	100
8	15 <sup>th</sup> January, 2023	7	7	100
9	27 <sup>th</sup> January, 2023	7	7	100
10	31 <sup>st</sup> March, 2023	7	7	100

#### **15. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS**

##### **A. AUDIT COMMITTEE:**

Your Company has constituted an Audit Committee (“Audit Committee”), as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI Listing Regulations, 2015.

Presently, the Audit Committee comprises of the following members:

<b>Name of Director</b>	<b>Nature of Directorship</b>	<b>Status in Committee</b>
<b>Gurinder Singh Sandhu</b>	Non-Executive Independent Director	Chairman
<b>Mr. Jenish Pankajkumar Shah</b>	Non-Executive Independent Director	Member
<b>Gaurav Kumar</b>	Executive Director	Member



The audit committee met 4 (four) times during the 2022-23. The details of the same are as follows:

S. No.	Date of Meeting	Total Number of Members entitled to attend Audit Committee meeting	Number of directors Attended	% of attendance
1	23 <sup>rd</sup> May, 2022	3	3	100
2	10 <sup>th</sup> August, 2022	3	3	100
3	12 <sup>th</sup> November, 2022	3	3	100
4	27 <sup>th</sup> January, 2023	3	3	100

#### B. NOMINATION AND REMUNERATION COMMITTEE:

Your Company has formed the Nomination and Remuneration Committee in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013 & Regulation 19 of SEBI Listing Regulation, 2015.

Presently, the Nomination and Remuneration Committee comprises of the following Members:

Name of Director	Nature of Directorship	Status in Committee
Sunil Jindal	Non-Executive Independent Director	Chairman
Gurinder Singh Sandhu	Non-Executive Independent Director	Member
Jenish Pankajkumar Shah	Non-Executive Independent Director	Member

The Nomination and Remuneration Committee met 3 (three) times during the year. The details of the same are as follows:

S. No.	Date of Meeting	Total Number of Members entitled to attend NRC meeting	Number of directors Attended	% of attendance
1	24 <sup>th</sup> August, 2022	3	3	100
2	10 <sup>th</sup> October, 2022	3	3	100
3	31 <sup>st</sup> March, 2023	3	3	100





#### **A. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Your Company has formed the Stakeholder's Relationship Committee in accordance with the provisions of sub-section (5) of Section 178 of the Companies Act, 2013 & Regulation 20 of SEBI Listing Regulation, 2015.

Presently, the Stakeholders' Relationship Committee comprises of the following members:

<b>Name of Director</b>	<b>Nature of Directorship</b>	<b>Status in Committee</b>
Jenish Pankajkumar Shah	Non-Executive Independent Director	Chairman
Gurinder Singh Sandhu	Non-Executive Independent Director	Member
Gaurav Kumar	Executive Director	Member

The Company Secretary of the Company acts as the Secretary to the Committee. The Stakeholder's Relationship Committee acts in accordance with the terms of reference specified by the Board of Directors of the Company.

The Stakeholder's Relationship Committee met Two (2) times during the year. The details of the same are as follows:

<b>S. No.</b>	<b>Date of Meeting</b>	<b>Total Number of Members entitled to attend SRC meeting</b>	<b>Number of directors Attended</b>	<b>% of attendance</b>
1	22 <sup>nd</sup> October, 2022	3	3	100
2	15 <sup>th</sup> January, 2023	3	3	100

#### **Details of Investor's grievances/ Complaints:**

4 (four) Investor complaints were received and resolved during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31<sup>st</sup> March, 2023 are NIL.

There were no pending requests for share transfer/dematerialization of shares as of 31<sup>st</sup> March 2023.



#### **15. MEETING OF INDEPENDENT DIRECTORS:**

The independent directors of company met one time during the year on Wednesday, 10<sup>th</sup> August, 2022 where all the independent directors were present under the requirement of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **16. DECLARATION BY INDEPENDENT DIRECTORS:**

A declaration from Mr. Jenish Pankajkumar Shah, has been received confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). However, his name is not included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

A declaration from Mr. Gurinder Singh Sandhu, has been received confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). However his names is not included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

A declaration from Mr. Sunil Jindal, has received confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). However, his name is not included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

A declaration from Mr. Kamal Kumar has been received confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing



Regulations”). However, his name is not included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

#### **17. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

A policy on familiarization program for independent directors has also been adopted by the Company. All new Independent Directors inducted to the Board are presented with an overview of the Company's business operations, products, organization structures and about the Board Constitutions and its procedures.

#### **18. DIRECTOR'S RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of the Section 134(3) (c) of the Companies Act, 2013:

- a. That In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- c. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. That the directors had prepared the annual accounts on a going concern basis.
- e. That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.



- f. That the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

## **19. PREVENTION OF SEXUAL HARASSMENT POLICY**

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review the Committee/Management has not received any complaint related to Sexual Harassment.

## **20. AUDITORS**

### **a. Statutory Auditors:**

#### **Appointment of Statutory Auditors:**

M/s. Sunil K Sharma & Associates, Chartered Accountants, Chandigarh (Firm Reg. No. 029335N) were appointed on 21<sup>st</sup> January, 2019 as Statutory Auditors of the Company to hold the office from the conclusion of 26<sup>th</sup> Annual General Meeting till 31<sup>st</sup> Annual General Meeting of the Company to be held in the year 2024.

There are no qualifications made by M/s. Sunil K Sharma & Associates, Chartered Accountants, the Statutory Auditors of the Company, in their report.

### **b. Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Act, the Board has appointed M/s A.K. Nandwani & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company on 31<sup>st</sup> March, 2023 to undertake secretarial audit of the Company.

A report from the Secretarial Auditor in the prescribed Form MR-3 is **ANNEXURE- I** which forms part of the Directors Report. However, there are certain observation and same is mentioned in the Secretarial Audit, which are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.



**c. Internal Auditor:**

In terms of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the board has appointed Ms. Nancy Sharma, as Internal Auditor of the Company.

The Company continued to implement his suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditor's findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

**d. Cost Auditors:**

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

**21. SECRETARIAL STANDARDS**

Your Company complies with the Secretarial Standard on Meetings of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) whenever it has applicable.

Your Company will comply with the other Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as and when they are made mandatory.

**22. EVALUATION OF BOARD'S PERFORMANCE**

In compliance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (LODR) Regulations, 2015, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured mechanism was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.



A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### **23. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

### **24. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company as on 31<sup>st</sup> March, 2023. Hence, 'Form AOC-1' is not applicable.

### **25. CLASSES OF SHARES**

As on date, the Company has only one class of share capital i.e. Equity Shares of INR 10/- each.

### **26. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The internal Audit functions reports to the Chairman of the Audit Committee and to Chairman/Managing Director of the Company.

The Internal Audit monitors and evaluates the efficiency and adequacy of internal control systems in the company. It's compliances with operating systems, accounting procedure and policies at all locations of the Company.

### **27. INTERNAL FINANCIAL CONTROLS:**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.



## **28. RISK MANAGEMENT:**

Risk Management is the systematic process of understanding, measuring, controlling and communicating organization's risk exposures while achieving its objectives. Risk Management is an important business aspect in the current economic environment and its objective is to identify, monitor and take mitigation measures on a timely basis in respect of the events that may pose risks for the business. The Company's risk management strategy is to identify, assess and mitigate any significant risks. We have established processes and guidelines, along with a strong overview and monitoring framework at the Board and Senior Management levels.

## **29. RELATED PARTIES TRANSACTIONS:**

There were no any materially significant related parties' transaction with promoters and directors which were in conflict with the interest of the Company attracting the provision of Section 188 of the Companies Act, 2013 during the financial year. Thus disclosure in Form AOC-2 is not required.

## **30. EXTRACT OF ANNUAL RETURN:**

The details of Annual return is available on the website of the company at the website of the Company

## **31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has given loan or provided any guarantee or made any investment covered under Section 186 of the Companies Act 2013 during the year in its ordinary course of business and has complied with the provisions of the Act.

Details on loans or investments are mentioned in Notes to financial statements of this Annual Report. (Refer Note. 04 for investments and Note 03 for loans given of the attached financial statements for the financial year 2022-23). The Company has neither provided any security nor given any guarantee on behalf of a third party.



### **32. CORPORATE GOVERNANCE:**

The provision of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is applicable to Company and thus the Corporate Governance Report, enclosed as "**ANNEXURE- II**" forms part of this Report.

### **33. PARTICULARS OF EMPLOYEES:**

No employee of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence no information as required under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this report.

### **34. DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

Your Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of 'Sexual Harassment' at workplace and is fully committed to uphold and maintain the dignity of every women executive working in your Company. The Sexual Harassment Policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

During the year under review, there were no complaints pending as on the beginning of the financial year and no new complaints were filed during the financial year under review.

### **35. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

Since, the Company is an Investment Company and did not carry any manufacturing activities and the Company has neither used nor earned any foreign exchange during the year under review. Hence, no particulars as per Section 134(3)(m) read with Rule 8(3) of The Companies (Accounts) Rule, 2014 are being furnished under this head.

### **36. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management's Discussion and Analysis Report for the year under review, as stipulated





under Regulation 34(2) (e) of the Listing Regulations is given as an **“ANNEXURE -III”** to this report.

**37. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:**

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **“ANNEXURE -IV”** forming part of the Annual Report.

**38. CORPORATE SOCIAL RESPONSIBILITY POLICY:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**39. SUMS DUE TO MICRO, SMALL & MEDIUM ENTERPRISES:**

No amount for payment towards principal and interest was pending towards Micro, Small & Medium Enterprises as on 31<sup>st</sup> March, 2023.

**40. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has established vigil mechanism/Whistle Blower Policy for Directors and employees of the Company to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct and ethics Policy. The said mechanism also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Board of Directors of the Company frequently reviews the vigil mechanism/whistle blower policy in order to ensure adequate safeguards to employees and Directors against victimization. During the year under review, no personnel of the Company approached the Audit Committee on any issue falling under the said policy.



#### **41. PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the code.

#### **42. CODE OF CONDUCT:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code.

A declaration signed by the Company's Managing Director for the Compliance of these requirements is furnished in "ANNEXURE - V" forming part of the Annual Report.

#### **43. MANAGING DIRECTOR & CFO CERTIFICATION:**

The Managing Director and/or CFO of the company are required to give an Annual Certificate on compliance with Financial Reporting and internal controls to the board in terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015 and Certificate On Financial Results while placing the Annual financial results before the board in terms of Regulation 33 of SEBI (LODR) Regulations, 2015 of and same is published in this report as "ANNEXURE-VI".

#### **44. INDUSTRIAL RELATIONS:**

During the year under review, your Company enjoyed cordial relationship with employees at all level.



#### **45. GENERAL DISCLOSURES:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:-

- a. Issue of equity shares and differential rights as to dividend, voting or otherwise.
- b. Issue of Shares (including sweat equity shares) to employees of the Company under any scheme.
- c. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

#### **46. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):**

No CIRP process is initiated against the company under IBC 2016.

#### **ACKNOWLEDGEMENTS:**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed in your Company.

**For and on behalf of the Board of Directors  
Regency Fincorp Limited**

Place : Zirakpur, Punjab  
Date : 24th May, 2023

Sd/-  
Gaurav Kumar  
Managing Director  
DIN: 06717452

Sd/-  
Vishal Rai Sarin  
Whole-Time Director  
DIN: 08758350



**ANNEXURE-I**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

For the financial year ended 31.03.2023  
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the  
Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**REGENCY FINCORP LIMITED**  
Unit No. 57-58, 4<sup>th</sup> Floor, Sushma Infinium Chandigarh  
Ambala Highway, Zirakpur Mohali, Punjab-140603

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Regency Fincorp Limited** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2023 according to the provisions of:



- (i) The Companies Act, 2013 and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;(to the extent applicable)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;(Not applicable on the Company during the Audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (to the extent applicable)
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (to the extent applicable)
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; (to the extent applicable)
  - (d) The Securities and Exchange Board of India (Shares Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable on the Company during the Audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable on the Company during the Audit period)



- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (to the extent applicable)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable on the Company during the Audit period)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and (Not applicable on the Company during the Audit period)
- (i) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
- (vi) Reserve Bank of India Act, 1934

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. It has been explained by the Management that due technical glitches on MCA portal the Company could not file Form MGT-14 for loan taken from HDFC Bank dated 04.02.2023.
2. Mr. Kamal Kumar was appointed as an Additional Director in Board Meeting held on 10.10.2022 and his appointment was regularized, beyond the prescribed period, the confirmed by members through Postal Ballot on 4<sup>th</sup> March 2023.



3. The Outcome of Board Meeting, PDF financial Results and XBRL filing for Board Meeting held on 23.05.2022 were filed with delay. The Disclosure of Related Party Transactions for half year ended on 30.09.2022 was belated filed.

We further report that:

1. As explained and undertaken by the management, the Board of Directors of the Company comprises of an optimum combination of Executive Directors, Non-Executive Directors and Independent Directors.
2. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within stipulated time, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting except that the electronic records of Board Meeting(s) held through Audio-Visual have not been maintained.
3. Majority decision is carried through while the dissenting members' views (if any) are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, forms relating to certain resolutions were not filed\ timely filed during the financial year.

We further report that, the compliance by the Company of applicable financial laws like direct & indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.



We further report that during the audit period the Company has filed an application u/r 300 of SEBI (ICDR) Regulations on 18<sup>th</sup> February 2022 for exemption from strict compliance of the provisions of the Regulation 167 and 295 of SEBI (ICDR) Regulations and the SEBI vide its order dated 11<sup>th</sup> July 2022 was pleased to accord its approval, further there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**FOR A.K. NANDWANI & ASSOCIATES  
COMPANY SECRETARIES**

**PLACE: NEW DELHI**

**DATE: 24.05.2023**

**KAVITA**

**PARTNER**

**FCS 9115**

**C. P. NO.: 10641**

**UDIN: F009115E000365977**

**PR 1136/2021**





**'Annexure A'**

To,  
The Members,  
**REGENCY FINCORP LIMITED**  
Unit No. 57-58, 4<sup>th</sup> Floor, Sushma Infinium Chandigarh  
Ambala Highway, Zirakpur Mohali 140603

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which management has conducted the affairs of the company.

**FOR A.K. NANDWANI & ASSOCIATES**  
**COMPANY SECRETARIES**

**PLACE: NEW DELHI**

**DATE: 24.05.2023**

**KAVITA**  
**PARTNER**  
**FCS 9115**

**C. P. NO.: 10641**

**UDIN: F009115E000365977**

**PR 1136/2021**



## Annexure-II

### CORPORATE GOVERNANCE REPORT

#### I. REGENCY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Our Company believes in creating wealth for all its shareholders. In pursuit of this objective, the Policies of the Company are designed to strengthen the ability of the Board of Directors to supervise the management and to enhance long-term shareholder value.

All decisions are taken in the interest of the shareholders. Further, the Board and its management are aware and conscious of minority shareholder's interest, and everything is done to enhance shareholders value in totality.

Hence, considerable emphasis is placed on accountability in decision-making and ethics in implementing them. Adequate and timely information is critical to accountability.

Regency Fincorp Limited believes to act in the spirit of law and not just the letter of law. We aim at providing complete transparency in our operations.

The Company complies with the requirements of Corporate Governance as stipulated in various legislations including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 (the "**Act**") and all other applicable rules and regulations thereunder.

We are presenting the report on Corporate Governance as prescribed under the Listing Regulations as below.

#### II. BOARD OF DIRECTORS:

The Board of Directors (the "**Board**") of the Company is the Central body, which oversees its overall functioning, provides a strategic direction, guidance, leadership and owns the fiduciary responsibility to ensure that the Company's actions and objectives are aligned in creating long term value for its stakeholders.

The Board comprises of highly skilled professionals with wide range of expertise, having diverse background and possesses requisite qualifications and experience which enables it to discharge its responsibilities, provide effective leadership and independent views to the



management. The Board helps the Company in adhering to high standards of corporate governance practices.

### **A. Board Composition**

The Board has an optimum combination of executive and non-executive directors including woman director and the same is in conformity with Regulation 17 of the Listing Regulations. As on March 31, 2023, the Board comprised of 7 (Seven) directors, of which 4 (Four) were independent directors.

Independent directors meets the requirement of Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act. Based on the declarations received from the independent directors, the Board is of the opinion that, all the independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

The composition of the Board is in conformity with the Listing Regulations and the Act. The board mix provides a combination of professionalism, knowledge and experience required for the financial services industry.

### **Changes in Directorship during fy 2022-23**

1. The Board appointed Mr. Kamal Kumar (DIN: 03050458) as Additional and Independent Director w.e.f. 10<sup>th</sup> October, 2022 for a period of 5 Years. He was regularized from Additional Director to Independent Director vide Postal Ballot process on to 4<sup>th</sup> March, 2023.
2. Changed Designation of Mr. Vishal Rai Sarin (DIN: 08758350) was changed from Director of the Company to Whole-Time Director of the Company w.e.f. 10<sup>th</sup> October, 2022.

### **Changes in the KMPs during fy 2022-23**

1. The Board took note of the Resignation tendered by Mr. Vishal Rai Sarin (PAN: APJPS0737C) from the post of Chief Financial Officer of the Company w.e.f. 10<sup>th</sup> October, 2022.
2. The Board appointed Ms. Nancy Sharma (PAN: HUVPS1597E) as Chief Financial Officer of the Company w.e.f. 10<sup>th</sup> October, 2022.
3. Ms. Manisha Sharma resigned from the post of Company Secretary and Compliance Officer on 31<sup>st</sup> March, 2023.



## B. Directorships/memberships in other companies

None of the directors of the Company hold directorships in more than twenty (20) companies, which includes ten (10) public companies. In accordance with the Listing Regulations, none of the directors of the Company has held directorships and/or independent directorships in more than seven (7) listed companies during the financial year 2022-2023. The Managing Director of the Company do not hold directorships as independent directors in any other equity listed company.

Also, none of the directors are serving as a member of more than ten (10) committees or acting as the chairman of more than five (5) committees in accordance with the requirements of the Listing Regulations. Necessary disclosures regarding the committee positions, if any, held by the directors in other public companies have been made.

The information relating to the number and category of other directorships and committee Chairmanships/memberships of the Company's directors in other public companies including the names of the listed entities as on 31<sup>st</sup> March, 2023 is given below for information of the members.

S.No.	Name of Director	Category in the Company	No. of Directorships in other public companies (excluding the Company)			Number of committee positions held in other public companies** (excluding the Company)			Number of equity shares held in Regency Fincorp Limited as on 31 <sup>st</sup> March, 2023
			Listed	Name of Listed Company	Category of Directorship	Unlisted	Chairman	Member	
1	Gaurav Kumar	Executive Chairman	1	Ganesh Films India Limited	Non-Executive Director	8	1	1	1896804
2	Vishal Rai Sarin	Executive Director	0	-	-	2	0	0	0
3	Sahara Sharma	Executive Director	1	Ganesh Films India Limited	Non-Executive Director	5	0	0	0
4	Sunil Jindal	Independent Director	0	-	-	9	0	0	0
5	Gurinder Singh Sandhu	Independent Director	0	-	-	5	0	0	0
6	Jenish Pankajkumar Shah	Independent Director	0	-	-	1	0	0	0
7	Kamal Kumar	Independent Director	0	-	-	1	0	0	0



### C. Skills/Expertise/Competencies of the Board

The Board members have rich and varied experience in critical areas like governance, finance, entrepreneurship, legal, economics, commercial, general management, etc., which enables them to satisfactorily discharge their duties as directors. This also helps them to effectively contribute in functioning of the Company.

The Nomination and Remuneration Committee of the Board also assesses and recommends the core skill sets required by the directors to enable the Board to perform its functions effectively. Pursuant to Schedule V(C) of the SEBI Listing Regulations, the skills/expertise/competencies possessed by the directors are stated below:

S.No.	Name of Director	Category in the Company	Skills/Expertise/Competencies				
			Leadership Qualities	industry Knowledge and Experience	Financial Expertise	Corporate Governance	Understanding of relevant laws, rules and regulation and policy
1	Gaurav Kumar	Executive Chairman	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2	Vishal Rai Sarin	Executive Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3	Sahara Sharma	Executive Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4	Sunil Jindal	Independent Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5	Gurinder Singh Sandhu	Independent Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6	Jenish Pankajkumar Shah	Independent Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7	Kamal Kumar	Independent Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>



#### **D. Attendance of each director at the meeting of the board of directors and the last Annual General Meeting;**

During the financial year 2022-23, the Board met 10 (ten) times as follows:

##### **S.No. Date of Meeting**

1	23 <sup>rd</sup> May, 2022
2	1 <sup>st</sup> July, 2022
3	10 <sup>th</sup> August, 2022
4	24 <sup>th</sup> August, 2022
5	10 <sup>th</sup> October, 2022
6	22 <sup>nd</sup> October, 2022
7	12 <sup>th</sup> November, 2022
8	15 <sup>th</sup> January, 2023
9	27 <sup>th</sup> January, 2023
10	31 <sup>st</sup> March, 2023

As permitted under Section 173(2) of the Act read with Rule 3 of the Companies (Meeting of Board & its powers) Rules, 2014, the Company had used the video conferencing facility for conducting all its Board and committee meetings, during the financial year 2022-23 due to relaxations granted by MCA and SEBI in this regard. Necessary quorum was present at all the above meetings.

The interval between the two (2) meetings was well within the maximum gap of one hundred and twenty (120) days.

<b>S. No.</b>	<b>Name of the Director</b>	<b>Total Number of meetings attended</b>	<b>Whether the Annual General Meeting held on 26<sup>th</sup> September, 2022 was attended</b>
1	Gaurav Kumar	10 out of 10	Yes
2	Vishal Rai Sarin	10 out of 10	Yes
3	Sahara Sharma	6 out of 10	Yes
4	Sunil Jindal	10 out of 10	Yes
5	Gurinder Singh Sandhu	10 out of 10	Yes
6	Jenish Pankajkumar Shah	7 out of 10	Yes
7	Kamal Kumar*	5 out of 10	N.A.

\*Appointed on the Board on 10/10/2022



The details of attendance of the directors at the Board meetings held during the financial year 2022-23 and at the last annual general meeting is given below:

The Board and committee meetings are pre-scheduled and tentative dates of the said meetings are informed well in advance to facilitate the directors to plan their schedule. The Board meets at least once in a quarter to review financial results and operations of the Company. In addition, the Board also meets at least twice in a year to consider, discuss and decide the business strategy including policy matters and gaining the understanding of various businesses carried on by the subsidiaries of the Company.

The notices of all meetings are given well in advance to all the directors. The agenda, setting out the business to be transacted at the meeting, with well-structured and comprehensive notes on agenda, is circulated in advance to the Board members, to enable them to go through the same and take informed decisions. Agenda papers are circulated at least seven (7) days prior to the date of meeting (Except in cases where the meetings are to be conducted pursuant to shorter notice). Additional items are taken up with the permission of the Chair and requisite consent of the directors present.

However, in case of special and urgent business, the approval of the Board and the committee members are obtained by passing the circular resolutions as permitted under the applicable law, which are noted and confirmed in the subsequent Board and committee meetings.

The Company has well-established framework for the meetings of the Board and committees which seeks to systematize the decision-making process at the meetings in an informed and efficient manner.

The Company Secretary attends all the meetings of the board and its committees and is inter alia, responsible for recording the minutes of such meetings. Within fifteen (15) days, the draft minutes of the Board and its committee meetings are circulated to the members for their comments in accordance with the Secretarial Standard on meetings of the Board of Directors (the “SS-1”), issued by the Institute of Company Secretaries of India. Suggestions, if any, received from the directors/members are suitably incorporated in the draft minutes, in consultation with the Chairman of the Board/committee. Thereafter, minutes are entered in the minutes book within the prescribed time limit.

#### **E. Separate meeting of independent directors**

During the financial year 2022-23, a separate meeting of the independent directors of the Company was held on 10<sup>th</sup> August, 2022 without the presence of the Executive and Non-executive Directors, and the management team of the Company. The meeting was attended by all the independent directors and they, inter alia, discussed and reviewed the matters prescribed under Schedule IV to the Act and Regulation 25 of the SEBI Listing Regulations.



## **F. Familiarization Program for independent directors**

In compliance with the requirements of the SEBI Listing Regulations, the Company has put in place a familiarization programme for its independent directors to familiarize them with their roles, rights, responsibilities, etc., in relation to the nature of the financial services sector and the business model of the Company and its subsidiaries.

Details of such familiarization programme imparted to independent directors during the financial year 2022-23, is uploaded on the website of the Company at:

<https://regencyfincorp.com/images/investor/investor1676894370174.pdf>

The information deck given to the directors as part of induction program, comprises the Company's profile, its code and policies, investor presentations, latest annual report, extracts of the applicable provisions of the Act, and the Listing Regulations pertaining to the duties and responsibilities of the independent directors.

As part of the continuous familiarization programme, the Managing Director, the Chief Financial Officer, the Company Secretary and Compliance Officer and the respective business heads of the Company make comprehensive presentations to the independent directors about the business of the Company, future outlook, plans and strategy, performance of the Company and as a group and its peers, update on the regulatory changes and its impact on the Group, etc., among others in order to facilitate transparency with directors and seek their valuable guidance and directions. Through this programme, it is ensured that independent directors are updated about the prevailing scenario, which enables them to make informed decisions in the best interests of the Company and its stakeholders.

## **III. BOARD COMMITTEES:**

### **A. Audit Committee:**

As on 31<sup>st</sup> March, 2023, the Audit Committee comprised 3 (Three) members, 2 of whom were Non-Executive Independent Directors and One was executive Director thereby meeting the requirements of Section 177 of the Act read with rules thereto and Regulation 18 of the Listing Regulations. All the members of the audit committee are financially literate and possess thorough knowledge of the financial services industry.

Mr. Gurinder Singh Sandhu, Independent director of the Company is the Chairman of the committee. He attended the last Annual General Meeting held on 26<sup>th</sup> September, 2022 as required under Regulation 18(1)(d) of the SEBI Listing Regulations.

The Company Secretary acts as the Secretary to the committee. The representatives of the Secretarial Auditors and the Statutory Auditors are also invited to attend these meetings to take





the members through the financial results and their observations, if any. The Company Secretary is the Compliance Officer to ensure compliance and effective implementation of the Code for prevention of insider trading in the Company.

During the financial year 2022-23, the Audit Committee met 4 (four) times on 23<sup>rd</sup> May, 2022, 10<sup>th</sup> August, 2022, 12<sup>th</sup> November, 2022 and 27<sup>th</sup> January, 2023. The required quorum was present at all the Audit Committee meetings and the gap between two meetings did not exceed a period of 120 days (One hundred and twenty days), notwithstanding the relaxation granted by the MCA and SEBI vide their respective circulars.

The audit committee had also reviewed the information stipulated in Part C of Schedule II of the SEBI Listing Regulations during its above meetings. The attendance of the members of the committee at the above meetings was as under:

<b>S. No.</b>	<b>Name of the Member</b>	<b>Position</b>	<b>No. of meetings attended</b>
1	Gurinder Singh Sandhu	Chairman	4
2	Jenish Pankajkumar Shah	Member	4
3	Gaurav Kumar	Member	4

The broad terms of reference of the Audit Committee, inter alia, includes the following.

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- b) Recommendation for appointment, remuneration and terms of appointment of statutory auditors of the Company;
- c) Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
- d) Approval for all payments to the Statutory Auditors for any other services rendered by them;
- e) Review with the management, the Annual Financial Statements and Auditors Report thereon before submission to the Board for its approval, with particular reference to
  - i. Matters required to be included in the directors' responsibility statement forming part of the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Act;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;



- iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments, if any, made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of all related party transactions;
  - vii. Modified opinion(s), if any, in the draft Audit Report.
- f) Review with the management, the quarterly financial statements before submission to the board for its approval;
- g) Review with the management a statement of uses/application of funds raised through an issue, the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the agency monitoring the utilization of proceeds of a public or right issue and making appropriate recommendations to the board to take steps in this matter;
- h) Approval or any subsequent modification of transactions of the company with its related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) Discussion with internal auditors of any significant findings and follow up thereon;
- o) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;



- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) Review the functioning of the Whistle Blower mechanism;
- s) Approve appointment of the Chief Financial Officer;
- t) Review of utilization of loans and/or advances from/investment by the holding company in the Subsidiary exceeding Rs.100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
- u) Review of compliances with SEBI (Prevention of Insider Trading) Amended Regulations, 2018 and to verify that the systems for internal control are adequate and are operating effectively, at least once in a financial year;
- v) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the Company and its shareholders.
- w) Such other functions as may be entrusted to it by the board of directors from time to time. The Chairman of the Audit Committee apprises the Board about significant discussions and decisions taken at the committee meetings including those relating to the Financial Results, Internal Audit Reports, Statutory Auditors Reports and The Limited Review Reports provided by them.

## **B. Nomination and Remuneration Committee**

As on 31<sup>st</sup> March, 2023, the Nomination and Remuneration Committee (the “NRC”) comprised of 3 (three) members and all were independent directors thereby meeting the requirements of Section 178 of the Act read with rules thereto and Regulation 19 of the SEBI Listing Regulations. Mr. Sunil Jindal, Independent director, is the Chairman of the committee. He attended the Last Annual General Meeting held on 26<sup>th</sup> September, 2022 as required under Regulation 19(3) of the Listing Regulations.

During the financial year 2022-23, the NRC met 3 (Three) times on 24<sup>th</sup> August, 2022, 10<sup>th</sup> October, 2022 and 31<sup>st</sup> March, 2023. The required quorum was present at all the said NRC meetings. The matters considered by the NRC during the year, inter alia, included determination of performance linked discretionary bonus and annual compensation of the key managerial personnel and the senior managerial personnel, consideration of the candidature of the persons to be appointed as independent directors of the Company and recommendation



to the Board, performance evaluation of Individual Directors, the board as a Whole And The Board Committees, among other matters.

The attendance of the members of the committee at the above meetings was as under:

S. No.	Name of the Member	Position	No. of meetings attended
1	Sunil Jindal	Chairman	3
3	Gurinder Singh Sandhu	Member	3
2	Jenish Pankajkumar Shah	Member	3

The broad terms of reference of the NRC, inter alia, includes the following.

a) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

b) For every appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:

i. use the services of an external agencies, if required;

ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and

iii. consider the time commitments of the candidates.

c) Formulation of criteria for evaluation of performance of independent directors and the board of directors;

d) Devising a policy on diversity of board of directors;

e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;



f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

g) Recommend to the board, the remuneration of directors, key managerial personnel and senior management which would involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals

h) Such other functions as may be entrusted to it by the Board of Directors from time to time.

### **Criteria for Performance Evaluation and Remuneration of Directors**

Policy on Performance Evaluation and Remuneration of the Directors (the “Policy”) has been framed for evaluating the performance of the board as a whole, the Chairman, the Executive/Non-Executive Directors and the Independent directors. Based on the same and pursuant to the provisions of Regulation 17(10) of the Listing Regulations and those of the Act, annual performance evaluation was carried out by the NRC of the Board during the financial year ended March 31, 2023. The same was then recommended to the Board of Directors.

The Policy, inter alia, provides the criteria for performance evaluation such as board effectiveness, quality of discussion and contribution at the meetings, business acumen, strategic thinking, time commitment, relationship with the stakeholders, corporate governance practices, contribution of the committees to the board in discharging its functions, etc.

### **C. Stakeholders' Relationship Committee**

As on 31<sup>st</sup> March, 2023, the Stakeholders' Relationship Committee (the “SRC”) comprised three (3) members, of which two (2) were independent directors and one (1) was a Executive director, thereby meeting the requirements of Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations.

Mr. Jenish Pankajkumar Shah, an Independent Director, is the Chairman of the committee. He attended the last Annual General Meeting held on 26<sup>th</sup> September, 2022 as required under Regulation 20(3) of the SEBI Listing Regulations.

The Company Secretary also acts as the Compliance Officer and the Secretary to the committee. During the financial year 2022-23, the SRC met two (2) times on 22<sup>nd</sup> October, 2022, and 15<sup>th</sup>



January, 2023. The required quorum was present at all the said meetings.

The attendance of the members of the committee at the above meetings was as under:

S. No.	Name of the Member	Position	No. of meetings attended
1	Jenish Pankajkumar Shah	Chairman	3
2	Gurinder Singh Sandhu	Member	3
3	Gaurav Kumar	Member	3

The broad terms of reference of the SRC, inter alia, includes the following:

- a) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;
- b) Review of measures taken for effective exercise of voting rights by shareholders;
- c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- d) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- e) Such other tasks as may be entrusted to it by the Board of Directors, from time to time.

#### **Nature and number of grievances**

During the financial year 2022-23, the Company/its Registrar and Transfer Agents (the "RTA") received 4 (Four) grievances from the shareholders pertaining to the issuance of bonus shares declared and distributed by the company. The grievances received as above were duly resolved in a timely manner. No complaints were pending to be resolved at the end of any quarter.

Requests for transmission of shares held in physical mode are approved by the Managing Director and/ or Company Secretary as per the authority delegated by the Board to them for speedy disposal of such cases.



#### **D. Secretarial Standards**

The Company is in compliance with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

#### **E. Risk Management Committee**

The provision of Formation of Risk Management Committee pursuant to Regulation 21 of the SEBI Listing Regulations, does not apply to the Company as it is not covered in the below mentioned categories:

- i. the top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediate preceding financial year; and,
- ii. a 'high value debt listed entity'.

#### **IV. DISCLOSURE IN RELATION TO REMUNERATION OF DIRECTORS**

##### **a. Remuneration of Mr. Gaurav Kumar, Managing Director of the Company:**

In accordance with the terms of the agreement entered into by the Company with Mr. Gaurav Kumar, the Company has paid the following remuneration to him for the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023, since he was the Managing Director during this period.

	<b>(Amount in Rs.)</b>
Salary	9,00,000
Perquisites	0
<b>Total</b>	<b>9,00,000</b>

The amount as above does not include the Company's contribution to provident fund, which was paid to Mr. Gaurav Kumar as per the rules of the Company. No sitting fees were paid to Mr. Gaurav Kumar for attending the meetings of the Board held during the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023.

##### **b. Remuneration of Mr. Vishal Rai Sarin, Whole-Time Director of the Company:**

In accordance with the terms of the agreement entered into by the Company with Mr. Vishal Rai Sarin, the Company has paid the following remuneration to him for the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023, since he was the Executive Director and became Whole-Time Director of the Company w.e.f. 10<sup>th</sup> October, 2022:



(Amount in Rs.)

Salary	11,10,000
Perquisites	0
<b>Total</b>	<b>11,10,000</b>

The amount as above does not include the Company's contribution to provident fund, which was paid to Mr. Vishal Rai Sarin, as per the rules of the Company. No sitting fees were paid to Mr. Vishal Rai Sarin for attending the meetings of the Board held during the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023.

#### **b. Remuneration of Ms. Sahara Sharma, Whole-Time Director of the Company:**

In accordance with the terms of the agreement entered into by the Company with Ms. Sahara Sharma, the Company has paid the following remuneration to her for the period from 24<sup>th</sup> August, 2022 to 31<sup>st</sup> March, 2023, since she was appointed as Whole-Time Director of the Company w.e.f. 24<sup>th</sup> August, 2022:

(Amount in Rs.)

Salary	6,00,000
Perquisites	0
<b>Total</b>	<b>6,00,000</b>

The amount as above does not include the Company's contribution to provident fund, which was paid to Ms. Sahara Sharma, as per the rules of the Company. No sitting fees were paid to Ms. Sahara Sharma for attending the meetings of the Board held during the period from 24<sup>th</sup> August, 2022 to 31<sup>st</sup> March, 2023.

#### **c. Remuneration Policy for Non-executive Directors:**

The Non-executive/independent directors are entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and/or committees thereof, as decided by the Board from time to time subject to the limits specified under the Act. Additionally, they are also entitled to receive profit related commission as may be determined by the Board within the limits specified under the applicable provisions of the Act.

The Company follows transparent process for determining the remuneration of non-executive/independent directors. The remuneration in the form of commission is determined on the basis of the role assumed, number of meetings of the board and the committees thereof is attended by them, the position held as the Chairman and a member of the committees and their overall contribution as Board/Committee members. Besides this, the Board also takes into consideration the external competitive environment, track record, individual performance of such directors and performance of the Company as well as the industry standards in determining the remuneration of the Non-executive/independent directors.





## V. GENERAL BODY MEETINGS:

I. The details of Annual General Meetings (“AGM”) held during the last three (3) years and the special resolutions passed thereat are as under:

S.No.	Date of AGM	Venue/Mode	Whether Special Resolution passed	Summary of Special Resolutions
1	30th September, 2020	Video Conferencing	Yes	1.To consider the revision in the borrowing limits. 2. To considered increase in investments, loan or guarantee limits u/s 186 of the Companies Act, 2013. 3. To consider change in name of the Company.
2	27th September, 2021	Video Conferencing	No	-
3	26th September, 2022	Video Conferencing	Yes	1. To re-appoint Mr. Gaurav Kumar (DIN: 06717452) as Managing Director of the Company 2. To ratify the remuneration paid to Mr. Vishal Rai Sarin, Director (DIN- 08758350) as CFO of the Company 3.To consider the revision in the borrowing limits 4.To consider and approve revision in term of loan agreements with various entities

### ii. Special Resolutions passed through Postal Ballot in fy 2022-23:

During the financial year 2022-23, special resolutions in respect of the following matters were passed with the requisite majority through postal ballot on 4<sup>th</sup> March, 2023 by the members of the Company in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.



S.no.	Matters	No. of votes in favour (% of total votes cast)	No. of votes against (% of total votes cast)
1	To appoint Mr. Kamal Kumar as an Independent Director of the Company	3867623 (99.78%)	8446 (0.22%)
2	To consider and approve Revision in the terms of Loan Agreements with Various Entities	1073709 (99.96%)	400 (0.04%)
3	To consider change in the registered office of the Company from the State of Punjab to NCT of Delhi	3876065 (100%)	4 (0%)

### **Procedure followed :**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals are annexed herewith. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice were sought to be passed by E- voting & Postal Ballot.

2. This Postal Ballot Notice was sent to the shareholders whose names appear on the Register of Members / List of Beneficial Owners as received from the Depository as on Friday, 27th January, 2023.

3. 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), the Company provided facility of remote e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company had entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 during the e-voting period was also provided by CDSL.

4. Ms. Kavita, Practicing Company Secretary [Membership No. F9115], being a partner of M/s A. K. Nandwani & Associates, Company Secretaries, was appointed as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.

5. The Postal Ballot period as well as the Remote E-Voting period commenced on Friday, 3<sup>rd</sup> February, 2023 [9:00 A.M.] and ended on Saturday, 4<sup>th</sup> March, 2023 [5:00 P.M.] During this period, Members holding shares either in physical form or demat form, as on Friday, 27<sup>th</sup>



January, 2023 i.e. Cut-Off Date, could cast their vote electronically. The remote e-voting module were disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she was allowed to change it subsequently or cast vote again.

6. The voting rights of members were in proportion to their shares in the paid up equity share capital of the Company as on Cut-Off Date. A person, whose name was 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 acquired shares of the Company and became a member of the Company after dispatch of the Notice and held shares as on Cut-Off Date, could cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which was available on the website of the Company and CDSL. However, if the person was already registered with CDSL for remote e-voting then he/she could use their existing User ID and password for casting vote.

7. Resolutions passed by the shareholders through the Postal Ballot were deemed to have been passed as if those were passed at a General Meeting of the shareholders.

8. The Scrutinizer submitted her report to the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot was announced by the Chairman of the Company duly authorized, on 4<sup>th</sup> March, 2023 and was also be displayed on the Company's website [www.regencyfincorp.com](http://www.regencyfincorp.com) and on the website of MAS Services Limited at [www.masserv.com](http://www.masserv.com) and communicated to the stock exchange i.e. BSE Limited and depository on the said date.

9. This Postal Ballot Notice may be downloaded from the website of the Company [www.regencyfincorp.com](http://www.regencyfincorp.com) / from on the website of MAS Services Limited at [www.masserv.com](http://www.masserv.com). The Notice was also available on website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com)

10. The Ministry of Corporate Affairs vide General Circular No. 17/2020 dated April 13, 2020 has specified that the Postal Ballot Notice could be sent by e-mail to the shareholders who have registered their e-mail addresses with the Company or Depository Participant/Depository and that the communication of assent or dissent of the Members would only take place through remote e-voting system. In compliance with the provisions of Section 110 and 108 of the Act and rules made there under and the aforesaid MCA Circulars, the Company sent the Notice of the Postal Ballot only through electronic mode to those Members whose e-mail addresses were registered with the Company/the Registrar & Transfer Agent of the Company ('RTA')/Depositories and had extended only remote e-voting facility for its Members to enable them to cast their votes electronically on the resolution. The Postal Ballot Form and pre-paid business envelope were not sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.



11. The last date of the e-voting i.e. Saturday, 4<sup>th</sup> March, 2023, was the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

12. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.

## **VI. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report for financial year 2022-23, prepared in accordance with the SEBI Listing Regulations, forms part of the Directors' Report.

## **VII. MEANS OF COMMUNICATION**

The Company recognizes the importance of two way communication with shareholders and giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of the Company's corporate governance ethos. The Company regularly interacts with its shareholders through multiple channels of communication.

### **A. Quarterly Results**

The quarterly/annual financial results are regularly submitted to the BSE Limited (the "Stock Exchange") in accordance with the SEBI Listing Regulations and are also published in English newspaper (Financial express) and a Punjabi daily (Jansatta). The quarterly/annual results, press releases, earnings calls on the financial results and the presentation made to the institutional investors/analysts are also uploaded on the website of the Company at [www.regencyfincorp.com](http://www.regencyfincorp.com). The Company also sends the quarterly results via emails to those shareholders who have registered their email- ids with their Depository Participants or with it/its RTA.

### **B. Dividend Intimations**

The Company has not declared any dividend since three financial years and in case it declares, the same shall be communicated to all its shareholders to confirm receipt of the same in their respective bank accounts.

### **C. Website**

The website of the Company [www.regencyfincorp.com](http://www.regencyfincorp.com) provides information about the businesses carried on by the Company, its subsidiaries and associate. The primary source of



information to the shareholders, customers, analysts and other stakeholders of the Company and to public at large goes through the website of the Company at [www.regencyfincorp.com](http://www.regencyfincorp.com). Financial results, annual reports, shareholding pattern, quarterly corporate governance report, details of unclaimed dividend, various policies adopted by the board and other general information about the Company and such other disclosures as required under the SEBI Listing Regulations, are uploaded, and made available on the Company's website.

#### **D. Annual Report**

Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors Report and other important information is circulated to the shareholders of the Company prior to the AGM. The Annual Report of the Company is also available on its website at [www.regencyfincorp.com](http://www.regencyfincorp.com) and also on the websites of BSE at [www.bseindia.com](http://www.bseindia.com)

#### **E. BSE Portal for Electronic Filing**

The financial results, shareholding pattern and quarterly reports on Corporate Governance and all other filings required to be submitted to the BSE Limited are electronically uploaded on the BSE Listing portal i.e., <http://listing.bseindia.com>

#### **G. Designated email-id for grievances**

The Company has designated email id for its shareholders at [secretarial.regency@gmail.com](mailto:secretarial.regency@gmail.com) for the purpose of registering their complaints, if any, and the same is displayed on the Company's website.

#### **H. Price Sensitive Information**

All price sensitive information and such other matters which in the opinion of the Company are of importance to the shareholders/investors are promptly intimated to the Stock Exchanges in terms of the Company's Policy for Determination of Materiality of Events/Information and the Listing Regulations.

#### **I. Investor Calls/Conference**

The Company arranges investors' calls/conferences for discussing financial position of the Company/ Group from time to time.

#### **J. Institutional Investors/Analysts Presentations and Media Releases**

The presentations and media releases on financial position of the Company and important events/material developments of the Company are submitted to the BSE Limited and are also hosted on the Company's website for information of investors at [www.regencyfincorp.com](http://www.regencyfincorp.com)



## **VIII. ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY**

In the preparation of the financial statements, the Company has followed Ind AS referred to in Section 133 of the Act. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

## **IX. COMPLIANCE WITH MANDATORY/NON-MANDATORY REQUIREMENTS**

The Company is fully compliant with the corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, as applicable and compliance reports on Corporate Governance in the requisite formats, have been submitted to the stock exchanges on which the Company's shares are listed from the date of its applicability on the Company.

The Company has complied with all the mandatory requirements of corporate governance as specified in the SEBI Listing Regulations from the date of its applicability on the Company. In addition, the Board has taken cognizance of the discretionary requirements as specified in Part E of Schedule II to the Listing Regulations and are being reviewed from time to time.

## **X. GENERAL SHAREHOLDER INFORMATION:**

Regency Fincorp Limited (the “Company”) is committed to provide information to its shareholders on a periodical basis, which also includes the information provided annually as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”). In our endeavour to provide best in class service to our shareholders, we are providing the following information relating to the Company and its listed securities.

### **1. 30<sup>th</sup> Annual General Meeting**

Day: Friday

Date: 23<sup>rd</sup> June, 2023

Time: 12:30 P.M.

Mode of conducting the meeting: Video conferencing/Other Audio Visual Means (“VC/OAVM”)

Guidelines for participation in the AGM through VC/OAVM are laid out in the Notice convening the said meeting and have also been uploaded on the Company's website at [www.regencyfincorp.com](http://www.regencyfincorp.com)



## 2. Financial year (2023-24)

The Company considers the financial year to commence from 1<sup>st</sup> April which ends on 31<sup>st</sup> March of every year.

Particulars	Period
Financial Year (fy)	1st April to 31st March
<b>Tentative calendar for consideration of unaudited/audited financial results</b>	
First quarter ending June 30, 2023 (Unaudited)	On or before 14 <sup>th</sup> August, 2023
Second quarter and half year ending 30 <sup>th</sup> September, 2023 (Unaudited)	On or before 14 <sup>th</sup> November, 2023
Third quarter and nine months ending 31 <sup>st</sup> December, 2023 (Unaudited)	On or before 14 <sup>th</sup> February, 2024
Last quarter and financial year ending 31 <sup>st</sup> March, 2024 (Audited)	On or before 30 <sup>th</sup> May, 2024

## 3. Dividend payment date

No dividend shall be declared at the 30th AGM scheduled on **Friday, 23<sup>rd</sup> June, 2023**.

## 4. Details of securities listed on stock exchanges

The Company's shares are listed on the following stock exchanges:

Names and Address of the Stock Exchanges	Security Code/ Symbol	ISIN	Payment of Annual Listing Fee (FY 2023-24)
BSE Limited Dalal Street, Mumbai 400 001 Tel : 91 22 2272 1233/4 Fax: 91 22 22721919 www.bseindia.com	540175	INE964R01013	Paid

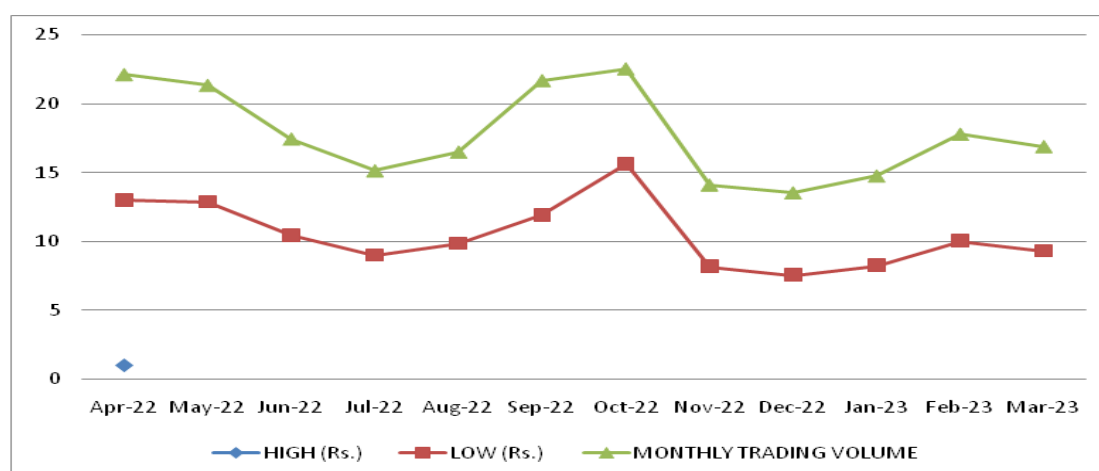


The securities of the Company are also listed on Calcutta Stock Exchange.\*

\* The Board of Directors of the Company passed a resolution on 8<sup>th</sup> June, 2020 for delisting of securities from Calcutta Stock Exchange pursuant to the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the application for the same is pending with the Exchange.

### 5. Market price data- high, low during each month in last financial year (2022-23)

MONTH	HIGH (Rs.)	LOW (Rs.)	MONTHLY TRADING VOLUME
Apr-22	11.99	9.15	4,27,969
May-22	12.85	8.51	1,07,272
Jun-22	10.44	7.01	1,87,839
Jul-22	8.99	6.15	5,26,446
Aug-22	9.85	6.65	1,69,607
Sep-22	11.9	9.8	2,23,405
Oct-22	15.62	6.94	11,93,355
Nov-22	8.19	5.92	19,14,910
Dec-22	7.54	5.99	7,92,948
Jan-23	8.26	6.5	9,21,436
Feb-23	10.02	7.78	15,29,446
Mar-23	9.3	7.6	3,29,182







## 6. Registrar to an Issue and Share Transfer Agents

<b>Name and Address</b>	MAS Services Ltd. T/34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi-110020 ,
<b>Telephone</b>	011 - 26387281 / 82 / 83
<b>E-mail</b>	<a href="mailto:info@masserv.com">info@masserv.com</a>

## 7. Share Transfer System

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects.

Shareholders may note that as per the applicable regulations of SEBI, transfer of shares is permitted only in dematerialized mode. Shareholders are requested to dematerialize their shares, if any, held by them in physical mode in order to avoid any inconvenience for transfer of their shares in future. Shareholders who wish to understand the procedure for dematerialization of shares may contact the Company or visit the following link of the depositories.

National Securities Depository Limited ("NSDL") website: <https://nsdl.co.in/faqs/faq.php>  
Central Depository Services (India) Limited ("CDSL") website: <https://www.cdslindia.com/Investors/open-demat.html>

## 8. Distribution of shareholding

Shareholding	No. of shareholders	% to Total no. of shares	No. of shares	% to Total Amount
1 TO 5000	3087	79.459	270559	2.531
5001 TO 10000	284	7.310	238922	2.235
10001 TO 20000	179	4.607	282214	2.641
20001 TO 30000	69	1.776	172575	1.615
30001 TO 40000	34	0.875	123210	1.153
40001 TO 50000	40	1.029	190980	1.787
50001 TO 100000	66	1.698	505143	4.727
100001 AND ABOVE	126	3.243	8902125	83.308
<b>Total</b>	<b>3885</b>	<b>100</b>	<b>10685728</b>	<b>100</b>



## **9. Dematerialization of shares and liquidity**

Total 1,04,59,328 shares of Company constituting 97.88 % of the total share capital of the Company, are in dematerialized form out of which 67.27% of shares are dematerialized with the CDSL and 30.61% of shares are dematerialized with the NSDL.

## **10. GDRs/ ADRs/Warrants or any Convertible instruments**

The Company has not issued GDRs/ADRs/Warrants or any Convertible instruments during the year.

However, 12,41,380 warrants convertible into equity shares issued in the fy 2020-21 were converted into equity shares in fy 2022-23 and the trading approval for the same was received from BSE Limited vide its Trading Approval letter dated 23<sup>rd</sup> August, 2022.

## **11. Plant Locations**

Not Applicable

## **12. Address for correspondence**

Unit No. 57-58, 4th Floor, Chandigarh-Ambala Highway,, Zirakpur, Mohali , Punjab, 140603

## **13. List of all credit ratings obtained by the entity along with any revisions thereto during Fy 2022-23 for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad**

Not Applicable

## **XI. OTHER DISCLOSURES**

### **A. Policies determining Material Subsidiaries and Related Party Transactions**

The Board has adopted the policy for determining material subsidiaries pursuant to Regulation 16 of the Listing Regulations, which is available on the website of the Company at : <https://regencyfincorp.com/images/investor/investor1676894412175.pdf>

The policy on dealing with related party transactions, pursuant to Regulation 23 of the Listing Regulations, is also available on the Company's website at <https://regencyfincorp.com/images/investor/investor1676894126171.pdf>



## **B. Disclosure on Material Related Party Transactions**

During the year, the Company has not entered into any materially significant related party transactions that may have potential conflict with the interests of the Company. The Policy on material related party transactions, duly approved by the Board, is uploaded on the website of the Company.

## **C. Penalties**

No penalties have been imposed on the Company by the BSE Limited or SEBI or any other statutory authority in any matter related to capital markets during the last three (3) years.

The Company had filed Exemption Application in accordance with Regulation 300 (1) (c) of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2018 on 18<sup>th</sup> February, 2022 for relaxation from strict enforcement of Regulation 167 and Regulation 295 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

## **D. Code of Conduct for Prevention of Insider Trading**

The Company has adopted the code of conduct (the “Code”) for prevention of insider trading to regulate the trading in securities by the directors and designated persons of the Company pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Code requires pre-clearance of all trades in the shares of the Company. It also prohibits trading in the shares of the Company by the designated persons while in possession of unpublished price sensitive information and during the closure of trading window.

The Company had appointed the Company Secretary as the Compliance Officer to ensure compliance of the said Code by all the directors and designated persons likely to have access to unpublished price sensitive information.

The Code is uploaded on the Company's website at: <https://regencyfincorp.com/images/investor/investor1676894244173.pdf>

## **E. Vigil Mechanism/Whistle Blower Policy**

Pursuant to the provisions of Regulation 22 of the SEBI Listing Regulations and Section 177 of the Act, the Company has established vigil mechanism/whistle blower policy for the directors and employees of the Company to report their genuine concerns about any unethical behavior, financial irregularities including fraud or suspected fraud. The Company has provided dedicated e-mail address for reporting such concerns. Alternatively, employees can also send written communications to the Chairman of the Audit Committee. The Company affirms that no



personnel have been denied access to the Audit Committee. The Chairman of the Audit Committee has confirmed that there were no such cases of whistle blower reported to him, during the financial year 2022-23.

The Policy provides that no adverse action shall be taken or recommended against a Director or an Employee in retaliation to his/her disclosure in good faith of any unethical behavior and improper practices or alleged wrongful conduct. This mechanism protects such directors and employees from any unfair or prejudicial treatment by anyone within the Company. The Whistle Blower Policy is available on the website of the Company at:

<https://regencyfincorp.com/images/investor/investor1676894070170.pdf>

#### **F. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities**

The Company does not deal with any commodity and hence not exposed to any commodity price risk.

#### **G. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)**

Not any

#### **H. Managing Director and Chief Financial Officer (CFO) Certification**

As required under the Listing Regulations, the Managing Director and the CFO of the Company have certified the accuracy of financial statements for the financial year 2022-23 and adequacy of internal control systems for financial reporting for the said year, which is appended to this Report.

#### **I. Disclosures related to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company is committed to provide a work environment that ensures every person is treated with dignity, respect and afforded equal treatment.

The Company has a Policy on 'Prevention of Sexual Harassment' in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH"). This is aimed at providing everyone who visits our workplace, experience an environment that not only promotes diversity and equality but also mutual trust, equal opportunity and respect for human rights.



No cases were reported during the year under review. There were no complaints pending as on 31<sup>st</sup> March, 2023. The Company has constituted the Internal Complaints Committee in compliance with the requirements under POSH.

#### **J. Auditors Certificate on Corporate Governance**

The Certificate of Compliance as stipulated under Regulation 34(3) read with Schedule V of the SEBI Listing Regulations is obtained from Statutory Auditor of the Company M/s Sunil K Sharma & Associates, Chartered Accountants is annexed herewith this Report.

#### **K. Certificate from a Company Secretary In Practice**

The certificate Required under Schedule V of SEBI Listing Regulations from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors by the Board/ Ministry of Corporate Affairs or any such statutory authority has been received and was placed before the Board. The same is provided is annexed herewith this Report.

#### **L. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed**

Not Any

#### **M. The extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.**

The discretionary requirements as specified in Part E of Schedule II have not been adopted.

#### **N. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46**

The Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of SEBI Listing Regulations.



**CERTIFICATE OF COMPLIANCE FROM STATUTORY AUDITORS**  
**[Regulation 34(3) Read With Schedule V of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015]**

To,  
The Members,  
Regency Fincorp Limited,  
Unit No. 57-58, 4th Floor, Sushma Infinium,  
Chandigarh- Ambala Highway,  
Zirakpur- 140603

I, **CA Sunil Kumar**, Partner, M/s. Sunil K Sharma & Associates, Practicing Chartered Accountants, Statutory Auditors of **Regency Fincorp Limited (“the Company”)** have examined the compliance with the conditions of Corporate Governance by the Company for the financial year ended **March 31, 2023**, as stipulated in the Reg. 15 to 27 of **Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (the “Listing Regulations”)**, to the extent as applicable.

The compliances of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In my opinion and to the best of my information, according to the explanations given to me and representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clause (b) to (i) and (t) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Listing Regulations.

I state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Sunil K Sharma & Associates**  
**Chartered Accountants**

Sd/-  
**CA Sunil Kumar**  
**Membership No. 536370**  
**FRN: 029335N**

**Date: 24<sup>th</sup> May, 2023**  
**Place: Punjab**  
**UDIN: 23536370BGXSW01857**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Members of  
**REGENCY FINCORP LIMITED**  
Unit No. 57-58, 4<sup>th</sup> Floor,  
Sushma Infinium Chandigarh-Ambala Highway,  
Zirakpur Mohali, Punjab-140603

We have examined the records, forms, returns and disclosures received from the Directors of **REGENCY FINCORP LIMITED** having CIN:L67120PB1993PLC013169 and Registered Office at **Unit No. 57-58, 4<sup>th</sup> Floor, Sushma Infinium Chandigarh-Ambala Highway, Zirakpur Mohali, Punjab-140603** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of information obtained, in our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>S. NO.</b>	<b>NAME OF THE DIRECTOR</b>	<b>DIN</b>	<b>DATE OF APPOINTMENT IN THE COMPANY</b>
1.	Mr. Gurinder Singh Sandhu	02507381	02/11/2019
2.	Mr. Sunil Jindal	02909819	19/03/2021
3.	Mr. Kamal Kumar	03050458	10/10/2022
4.	Mr. Gaurav Kumar	06717452	13/09/2017
5.	Ms. Sahara Sharma	07682859	24/08/2022
6.	Mr. Jenish Pankaj Kumar Shah	07986786	08/06/2020
7.	Mr. Vishal Rai Sarin	08758350	05/09/2020



Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR A.K. NANDWANI & ASSOCIATES  
(COMPANY SECRETARIES)**

**PLACE: NEW DELHI  
DATE: 24.05.2023**

**Sd/-  
KAVITA  
PARTNER  
FCS 9115  
C. P. NO.: 10641  
UDIN: L67120PB1993PLC013169**





### Annexure-III

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

##### **1. Industry Structure and Developments:**

The Financial Year 2022-23 began with an expectation that we would soon see GDP surpass the pre-pandemic level of the Financial Year 2019-20. That has just about been the case. Despite the recovery, we as a nation have still lost two years of GDP growth.

The Second Advance Estimates of National Income for the year 2022-23 and quarterly GDP estimates for the quarter October-December, 2022 (Q3 2022-23), alongwith First Revised, Second Revised and Third Revised Estimates of National Accounts for the years 2021-22, 2020-21 and 2019-20 respectively was released on 28<sup>th</sup> February, 2023.

India's per capita net national income (at current prices) for 2022-23 stands at INR 172,000, according to estimates from the National Statistical Office (NSO). This marks an almost 100 percent increase from the per capita income in 2014-15 – INR 86,647 – when the Narendra Modi government first came to power.

When accounting for constant prices [2011-12 prices], India's per capita net national income (NNI) (in real terms), increased by about 35 percent from INR 72,805 in 2014-15 to INR 98,118 in 2022-23.

NNI is an indicator of the total economic activity in a country, and is defined by the OECD as gross national income minus the depreciation of fixed capital assets (dwellings, buildings, machinery, transport equipment and physical infrastructure) through wear and tear and obsolescence.

The below table from the NSO shows India's per capita gross domestic income (GDP), per capital gross national income (GNI), and the per capita private financial consumption expenditure (PFCE) at 2011-12 prices between 2020-21 and 2022-23.



**Per Capita Income, Product, and Final Consumption – Second Advance Estimates of National Income and Expenditure Components of GDP, 2022-23 (at 2011- 12 Prices)**

Item	2020-21	2021-22	2022-23	Percentage change over previous year	
	(Second Revised Estimates)	(First Revised Estimates)	(Second Advanced Estimates)	2021-22	2022-23
Population (in million)	1355	1369	1383		
Per capita GDP (INR)	1,00,981	1,09,060	1,15,490	8.00%	5.90%
Per capita GNI (INR)	99,578	1,06,822	1,13,144	7.30%	5.90%
Per capita NNI (INR)	86,054	92,583	98,118	7.60%	6.00%
Per capita PFCE (INR)	57,728	63,595	67,555	10.20%	6.20%

As input prices and the Therefore, production costs remain high, due to global uncertainties among other factors, companies in most industries are passing on higher spending to final consumers to preserve earnings margins.

This is why India is currently witnessing a K-shaped economic recovery post-pandemic as consumption is slowing down and household savings decline. Wage growth is also under pressure in the lower half of the income pyramid.

The RBI, meanwhile, is attempting to rein in the inflation with policy rate hikes.

The consumer price index (CPI) inflation reached 6.5 percent this January; it was 5.88 percent last November and 5.72 percent in December. India's average inflation rate was 7.2 percent year-on-year for the first half of FY2022-23; it was 5.8 percent in the previous two years.

The COVID-19 pandemic pushed many Indians on the lower rungs of the economic ladder into further poverty. The averages – like per capita metrics – often mask these severe income inequalities on the ground. As the government pursues redistributive policies, results need to be delivered on equitable access to healthcare, quality education, and jobs. Often, numbers get inflated during time of release near elections and budget season as welfare programs incentivize short term gigs.



## **Size of India's economy fifth in the world**

Still, in absolute terms, India remains a bright spot on the world stage, as it grows steadily from a relatively low base. Last year, India overtook the UK to become the world's fifth biggest economy, after the US, China, Japan. and Germany.

Multiple initiatives to ease doing business and expand the manufacturing share of the economy as well as the push for skill development – offers promise to convert India's human capital into a talent base that feeds higher quality development. According to its central bank, the Reserve Bank of India, at current prices and exchange rates, India will be a US\$3.7 trillion economy in 2023, remaining fifth in the world standings.

## **2. Opportunity and Threats:**

### **Opportunities**

Our long-standing relationship with our major customers has been one of the most significant factors contributing to our growth. Our commitments to quality and customer service practices have been strong contributing factors to our robust customer relations. Over the years, we have steadily developed a robust base of customers for our products in national level.

To overcome the challenges and competition, we have taken various initiatives to reduce the operational costs, to develop new value added products, improve the performance and quality of existing value-added products as well as to explore new markets domestically and globally.

The digitization, unparalleled expertise and an excellent corporate strategy has resulted in an unprecedented growth of the company over the years. We have an experienced and dedicated team of professionals, catering to the needs of clients, delivering products at reasonable interest rates& timely.

### **Threats:**

- Change in Policy and Regulations.
- New entrants in the market and intense competition by existing players
- Technology may become obsolete due to Innovation in Technology

## **3. Risk Management and Concerns:**

Risk Management forms an integral part of your Company's operations. Your Company continues to focus on a system based approach to business risk management. It broadly



involves identification & potential risks, their analysis and impact as also risk mitigation initiatives to address the same. The Board of Director of the Company oversees the risk management Process.

#### **4. Recent Trend and Future Outlook:**

NBFCs have become important constituents of the financial sector and have been recording higher credit growth than scheduled commercial banks (SCBs) over the past few years. NBFCs are leveraging their superior understanding of regional dynamics and customized products and services to expedite financial inclusion in India. Lower transaction costs, quick decision making, customer orientation and prompt service standards have typically differentiated NBFCs from banks. Considering the reach and expanse of NBFCs, they are well-suited to bridge the financing gap in a large country like India. NBFCs have demonstrated agility, innovation, and frugality to provide formal financial services to millions of Indians.

This is an enviable track record despite the business models of the NBFCs being severely tested by four large external events in the last few years, namely, (i) demonetization, (ii) GST implementation, (iii) failure of few large NBFCs, and (iv) the pandemic. The fact that many NBFCs have managed to overcome these stresses without significant impact on financial position is a testimony to their resilience and agility.

Financial institutions play a crucial role in ensuring economic stability for households and businesses at critical junctures. The pivotal role of NBFCs in driving sustainable fiscal growth is well recognized, given their last-mile connectivity and agile system. The sector has played a decisive role in accelerating last-mile funding and understanding the credit requirement of the Unbanked and Underserved. Aided by the government's thrust towards a digital economy, the sector has also undertaken significant digital transformation and invested heavily to become tech-agile institutions offering personalized products and services, ensuring faster credit disbursement.

As India strategizes post-pandemic economic recovery through fiscal measures and businesses aim to expand capacities, NBFCs have an enormous opportunity to assist in achieving the noble goal of Aatmanirbhar Bharat through the fast-tracked flow of credit to businesses and households. As the latest data on Udyam Portal shows, a significant proportion of registered businesses are micro businesses, Union budget 2023-24 offers an opportunity to bring in a targeted scheme for expanding credit to micro businesses.

We believe that NBFCs with superior capital adequacy, better margins, frugal cost management, prudent risk management and those incorporating above four key cornerstones in their business models will continue to deliver sustainable growth in the foreseeable future.



**5. Internal Control Systems and their Adequacy:**

The Company has adequate systems of internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business.

**6. Financial Performance with respect to operational performance:**

The Financial performance of the Company for the year 2022-23 is described in the Directors' Report under the head operations.

**7. Material developments in Human Resources/Industrial Relations front, including the number of people employed:**

The Company has undertaken employee's development initiatives, which have very positive impact on the morale and team spirit of the employees. The company has continued to give special attention to human resources and overall development.

**8. Cautionary Statement:**

Statement in this Management Discussion and Analysis Report, Describing the Company's objectives, estimates and expectations may constitute Forward Looking Statements within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

**For and on behalf of the Board of Directors  
Regency Fincorp Limited**

**Place : Zirakpur  
Date : 24th May, 2023**

**Sd/-  
Gaurav Kumar  
Managing Director  
DIN: 06717452**

**Sd/-  
Vishal Rai Sarin  
Whole-Time Director  
DIN: 08758350**



**Annexure- IV**  
**POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND**  
**SENIOR EMPLOYEES**

**Background**

Regency Fincorp Limited (hereinafter referred as the 'Company') practices a corporate culture that is based on the tenets of trusteeship, empowerment, accountability, control and ethical practices with transparency at its core for creation of maximum value for the stakeholders.

**Brief overview under Companies Act 2013**

**{Section 178 and Companies [Meetings of Board and its Powers] Rules 2014}**

- i. Constitution of the Nomination and Remuneration Committee consisting of three or more non- executive directors out of which not less than one-half shall be independent directors
- ii. The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- iii. The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel i.e. Employees at one level below the Board including functional heads.
- iv. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:—
  - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;



- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- v. Such policy shall be disclosed in the Board's Report.

**Brief overview of the Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Nomination and Remuneration Committee**

A. The Company shall set up a Nomination and Remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director.

B. The role of the committee shall, *INTER-ALIA*, include the following:

- formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the Remuneration of the Directors, Key Managerial Personnel and Other Employees;
- formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- devising a policy on Diversity of Board of Directors;
- identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.



- The Company shall disclose the Remuneration Policy and the Evaluation Criteria in its Annual Report.

### **Terms of Reference of Nomination and Remuneration Committee**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the Remuneration of the Directors, Key Managerial Personnel and Other Employees;
- Act as Selection and Compensation Committee to evaluate suitability of candidates for various Senior Positions and determine appropriate compensation package for them. Selection of related persons whether or not holding place of profit in the Company to be carried out strictly on merit and where applicable, be subjected to review by the Audit Committee of and / or the Board with approval at each stage being obtained by disinterested Independent Directors only.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- Removal should be strictly in terms of the applicable laws and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Diversity of Board of Directors.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/ Committee thereof, and, any other benefits such as Commission, if any, payable to the Non-Executive Directors.





- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

**Criteria for Determining the following :**

**Qualifications for Appointment of Directors (including Independent Directors):**

- Persons of eminence, standing and knowledge with significant achievements in business, professions and / or public service.
- Their financial or business literacy /skills.
- Appropriate other qualification / experience to meet the objectives of the Company.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidates.

**Positive Attributes of Directors (including Independent Directors):**

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.



### **Criteria for Appointment of KMP / Senior Management:**

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals / objectives and corporate mission.
- To adhere strictly to code of conduct.

### **Policy Relating to Remuneration of Directors, KMP and Senior Management Personnel:**

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director / KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear and meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.



● Following criteria are also to be considered:

-Responsibilities and duties;

-Time and efforts devoted;

-Value addition;

-Profitability of the Company and growth of its business;

● Analyzing each and every position and skills for fixing the remuneration yardstick;

● Standards for certain functions where there is a scarcity of qualified resources.

-Ensuring tax efficient remuneration structures.

● Ensuring that remuneration structure is simple and that the Cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low.

-Other criteria as may be applicable.

● Consistent application of remuneration parameters across the organization.

● Provisions of law with regard making payment of remuneration, as may be applicable, are complied.

● Whenever, there is any deviation from the Policy, the justification / reasons should also be indicated / disclosed adequately.

### **Review**

The policy shall be reviewed by the Nomination and Remuneration Committee and the Board, from time to time as may be necessary.



**Annexure- V**

**DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT**

**To,**

**Regency Fincorp Limited**

Unit No. 57-58, 4<sup>th</sup> Floor, Sushma Infinium, Chandigarh Ambala Highway

Zirakpur, Mohali, Punjab- 140603

This is to certify that the Company had laid down code of conduct for all the board members and senior management personnel of the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended on 31<sup>st</sup> March, 2023.

**For Regency Fincorp Limited**

**Place: Zirakpur, Punjab**

**Date:- 24<sup>th</sup> May, 2023**

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



## Annexure- VI

### Managing Director/Chief Financial Officer Certification

To,  
The Board of Directors,  
**Regency Fincorp Limited**  
Unit No. 57-58, 4<sup>th</sup> Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur, Mohali,  
Punjab- 140603

#### Sub: Certificate by Managing Director pursuant to the Regulation 33(1)(e) and Schedule IV of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015

I, Gaurav Kumar, the Managing Director (MD) of the Company and I, Vishal Sarin, CFO & Director do hereby certify to the Board that:

A. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2023 and that to the best of their knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.



- D. We have indicated to the auditors and the Audit committee-
1. significant changes in internal control over financial reporting during the year;
  2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For and on behalf of the Board of Directors  
Regency Fincorp Limited**

**Sd/-  
Gaurav Kumar  
Managing Director  
DIN: 06717452**

**Sd/-  
Nancy Sharma  
Chief Financial Officer  
PAN: HUVPS1597E**

**Place: Zirakpur, Punjab  
Date:- 24<sup>th</sup> May, 2023**



## INDEPENDENT AUDITOR'S REPORT

### To

The Members of **Regency Fincorp Limited**  
(Previously known as Regency Investment Limited)  
Report on the Financial Statements

### Opinion

We have audited the accompanying standalone quarterly financial results of Regency Fincorp Limited (previously known as Regency Investment Limited) for the quarter ended as at March 31, 2023 and the year to date results for the period from April 1st 2022 to March 31, 2023, attached herewith, being submitted by the company pursuant to the requirements of regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended ("Listing Regulation").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit/loss and other comprehensive income and other financial information for the quarter ended March 31, 2023 as well as the year to date results for the period from from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have



fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("The Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always





detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- iv. Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**FOR SUNIL K SHARMA & ASSOCIATES.  
CHARTERED ACCOUNTANTS  
FIRM REG NO. 029335N**

Sd/-

**(CA SUNIL KUMAR)  
PROPRIETOR  
M.NO. 536370**

**PLACE: CHANDIGARH  
DATE: 3<sup>rd</sup> MAY, 2023  
UDIN: 23536370BGXSWL6698**



**Auditor's Report as per Non-banking Finance Companies**

**Auditor's Report (Reserve Bank) Directions, 2023**

**To**  
**The Board of Directors**  
**Regency Fincorp Limited**  
**(Previously known as Regency Investment Limited)**

1. The Company is engaged in the business of Non-Banking Financial Institution. The Company being a Non- Banking Finance Company has obtained a Certificate of registration from the Reserve Bank of India to carry on such businesses. Further the Company is entitled to continue to hold such certificate of registration in terms of its assets/income pattern as on 31<sup>st</sup> March, 2023;
2. The Company is meeting the required net owned fund requirement as laid down in Master Direction – Non-Banking Financial Company – Non - Systemically Important Non- Deposit taking Company (Reserve Bank) Direction. 2016;
3. The Board of Directors of the Company has passed a resolution for the non – acceptance of any public deposits;
4. The Company has not accepted any public deposits during the year;
5. The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.

**FOR SUNIL K SHARMA & ASSOCIATES.**  
**CHARTERED ACCOUNTANTS**  
**FIRM REG NO. 029335N**

Sd/-

**(CA SUNIL KUMAR)**  
**PROPRIETOR**  
**M.NO. 536370**

**PLACE: CHANDIGARH**  
**DATE: 3<sup>rd</sup> MAY, 2023**  
**UDIN: 23536370BGXSWK9770**

## REGENCY FINCORP LTD

Registered Address :Unit No. 57-58, 4th Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603 PB IN  
CorporateAddress :Unit No. 57-58, 4th Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur 140603 PB IN  
CIN L67120PB1993PLC013169  
Balance Sheet as at 31st March'2023



(Figure in Lakhs)

	NOTE	31.3.2023	31.3.2022
<b>A. ASSETS</b>			
<b>(1) Financial Assets</b>			
(a) Cash & Cash Equivalents	1	4.40	3.13
(b) Bank balance other than cash and cash equivalents	2	16.98	128.21
(c) Derivative financial instrments			
(d) Trade Receivables			
(e) Loans	3	9,960.10	8,545.71
(f) Investments	4	5.97	71.25
(g) Other Financial assets	5	313.04	95.65
<b>Sub total -Financial Assets</b>		<b>10,300.49</b>	<b>8,843.95</b>
<b>(1) Non Financial Assets</b>			
(a)Inventories			
(b) Current tax assets (Net)	6	36.26	31.93
(c) Deferred tax Assets (Net)	7	-	2.10
(d) Investment Property			
(e) Biological assets other than bearer plants			
(f) Property, Plant and Equipment	8	289.82	224.52
(g) Capital work-in-progress			
(h) Intangible assets under development			
(i) Goodwill			
(j) Other Intangible assets			
(k) Other non-financial assets (to be specified)			
<b>Sub total -Non Financial Assets</b>		<b>326.08</b>	<b>258.55</b>
<b>Total Assets</b>		<b>10,626.58</b>	<b>9,102.50</b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>(1) Financial Liabilities</b>			
(a) Derivative financial instruments			
(b) Payables			
(I)Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises			
(II) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises			
(c) Debt Securities			
(d) Borrowings (Other than Debt Securities)	9	8,973.28	7,670.71
(e) Deposits			
(f) Subordinated Liability			
(g)Other financial liabilities(to be specified)			
<b>Sub total -Financial Liabilities</b>		<b>8,973.28</b>	<b>7,670.71</b>
<b>(2) Non-Financial Liabilities</b>			
(a) Current tax liabilities (Net)	10	95.19	28.15
(b) Provisions	11	34.68	20.28
(c) Deferred tax liabilities (Net)	12	10.92	11.26
(d) Other non-financial liabilities(to be specified)	13	146.12	98.19
<b>Sub total -Non Financial Liabilities</b>		<b>286.91</b>	<b>157.87</b>
<b>(3) EQUITY</b>			
(a) Equity Share capital	14	1,068.57	534.29
(b) Other Equity	15	297.82	739.63
(c) Money Received Against Share Warrants	16		-
<b>Sub total -Equity</b>		<b>1,366.39</b>	<b>1,273.92</b>
<b>Total Liabilities</b>		<b>10,626.58</b>	<b>9,102.50</b>
<b>Significant Accounting Policies</b>			
<b>Notes forming part of Accounts</b>	1 to 22		

As per our report of even date attached  
FOR SUNIL K SHARMA & ASSOCIATES.  
CHARTERED ACCOUNTANTS  
FIRM REG NO. : 029335N  
Sd/-  
(CA SUNIL KUMAR)  
PROPRIETOR  
M.NO. 536370  
Place : Zirakpur  
Date : 3rd May, 2023

Sd/-  
(GAURAV KUMAR)  
MANAGING DIRECTOR  
DIN 06717452

Sd/-  
(VISHAL RAI SARIN)  
WHOLE TIME DIRECTOR  
DIN 07682859

Sd/-  
(SAHARA SHARMA)  
WHOLE TIME DIRECTOR  
DIN 07682859  
Sd/-  
(NANCY SHARMA)  
CHIEF FINANCIAL OFFICER  
PAN : HUVPA1597E

**REGENCY FINCORP LTD**

**Registered Office : Unit No. 57-58, 4th Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur- 140603 PB IN**

**Corporate Office : Unit No. 57-58, 4th Floor, Sushma Infinium, Chandigarh Ambala Highway Zirakpur- 140603 PB IN**

**CIN L67120PB1993PLC013169**

**Statement of Profit and Loss Account**

**For the period ended 31<sup>st</sup> March'2023**



(Figure in Lakhs)

	NOTE		31.3.2023		31.3.2022
<b>I. REVENUE FROM OPERATIONS</b>					
(i) Interest Income	16		1,332.92		526.49
(ii) Dividend Income					
(iii) Rental Income					
(iv) Fees and commission Income			16.08		
(v) Net gain on fair value changes					
(vi) Net gain on derecognition of financial instruments under amortised cost category					
(vii) Sale of products(including Excise Duty)					
(viii) Sale of services					
(ix) Others (to be specified)					
<b>(I) Total Revenue from operations</b>			<b>1,349.00</b>		<b>526.49</b>
<b>(II) Other Income</b>					
(II) Other Income (to be specified)	17		3.19		19.99
<b>(II) Total Revenue from other income</b>			<b>3.19</b>		<b>19.99</b>
<b>(III) Total Income (I+II)</b>			<b>1,352.19</b>		<b>546.47</b>
<b>2 Expenses</b>					
(i) Finance Costs	18		937.31		278.89
(ii) Fees and commission expense					
(iii) Net loss on fair value changes					
(iv) Net loss on derecognition of financial instruments under amortised cost category					
(v) Impairment on financial instruments					
(vi) Cost of materials consumed					
(vii) Purchases of Stock in trade					
(viii) Changes in Inventories of finished goods, stock trade and work-in-progress					
(ix) Employee Benefits Expenses	18		129.77		111.97
(x) Depreciation, amortization and impairment	9		40.91		33.85
(xi) Others expenses (to be specified)	20		116.81		49.77
<b>V. TOTAL EXPENSES</b>			<b>1,224.80</b>		<b>474.48</b>
<b>VI. Profit/(Loss) before tax</b>			<b>127.38</b>		<b>71.99</b>
<b>VII. Tax Expense :</b>					
- Current Tax		33.12		18.72	
- MAT Credit Available		-			
- Deferred Tax		1.76		(2.10)	
- Earlier years			34.88		16.62
<b>VIII. Profit After Tax (VI-VII)</b>			<b>92.51</b>		<b>55.37</b>
Less: Dividend Paid					
<b>IX. Earnings Available to Shareholders</b>			<b>92.51</b>		<b>55.36</b>
Earning per share (Nominal value of share ₹10/-)	21				
Basic			0.87		1.35
Diluted			0.87		1.35
<b>Significant Accounting Policies</b>	1				
<b>Notes forming part of Accounts</b>	2 to 21				

As per our report of even date attached

**FOR SUNIL K SHARMA & ASSOCIATES.**

**CHARTERED ACCOUNTANTS**

**FIRM REG NO. : 029335N**

Sd/-  
**(CA SUNIL KUMAR)**  
PROPRIETOR  
M.NO. 536370  
Place : Zirakpur  
Date : 3rd May, 2023

Sd/-  
**(GAURAV KUMAR)**  
MANAGING DIRECTOR  
DIN 06717452

Sd/-  
**(VISHAL RAI SARIN)**  
WHOLE TIME DIRECTOR  
DIN 08758350

Sd/-  
**(SAHARA SHARMA)**  
WHOLE TIME DIRECTOR  
DIN 07682859  
Sd/-  
**(NANCY SHARMA)**  
CHIEF FINANCIAL OFFICER  
PAN : HUVPA1597E

**REGENCY FINCORP LTD**  
CIN L67120PB1993PLC013169



CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31<sup>st</sup> MARCH'2023

(Figure in Lakhs)

		2022-23		2021-22	
(A)	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	<b>Net Profit before tax and extraordinary items</b>		127.38		71.99
	<b>Adjustments for :</b>				
	Contingent Provision Against Standard Assets(Net)				
	Interest on Income Tax				
	Depreciation	40.91		33.85	
	Interest on Ids	-			
	Deffered tax Liabilities	-			
	Dividend Distribution Tax	-			
	Provision for tax previous year	(18.72)		(15.97)	
	Interest on DDT	-			
	Transfer to reserves				
	<b>Operating Profit Before Working Capital Changes</b>	(A)	22.19	-	17.88
	<b>Adjustments for :</b>				
	(Increase)/ Decrease in Other Current Assets	(250.33)		(38.01)	
	Increase/ (Decrease) in Short Term Borrowings	-			
	Increase/ (Decrease) in Other Current Liabilities	47.91		(33.54)	
	Increase/ (Decrease) in Provisions				
	<b>Cash Generated From Operations</b>		(202.42)	-	(71.55)
	Interest on Income Tax		(52.85)	-	18.32
	Interest on Ids	-	-		
	<b>Net Cash Flow from / (Used in) Operating Activities</b>		(52.85)	-	18.32
(B)	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Proceeds from Sale of Fixed Assets		-		
	Purchase of Fixed Assets		-		(51.80)
	Sale (purchase) of fixed assets		35.68		-
	Sale (purchase) of Investments		65.28		(6.10)
	<b>Net Cash Flow from / (Used in) Investing Activities</b>	(B)	100.96	-	(57.90)
(C)	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	(Increase)/ Decrease in Long Term Loans and advances		(1,414.39)		(5,053.58)
	Increase/ (Decrease) in Equity Shares Capital		1,015.14		124.14
	Increase/ (Decrease) in Long Term Borrowings		1,302.56		4,887.10
	Increase/ (Decrease) in Security Premium		-		176.90
	Increase/ (Decrease) in Share application money		-		-
	Increase/ (Decrease) in capital reserve		10.0		10.00
	Increase/ (Decrease) in Share Warrants		-		(41.0)
	Interest on DDT		-		
	Dividend Distribution Tax Paid		-		
	Dividend Paid		-		
	<b>Net Cash Flow from / (Used in) Financing Activities</b>	(C)	913.30	-	103.53
	<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	(A+B+C)	961.41	-	63.96
	Cash and Cash Equivalents (Opening Balance)		131.34		67.38
	Cash and Cash Equivalents (Closing Balance )		1,092.75		131.34

As per our report of even date attached  
FOR SUNIL K SHARMA & ASSOCIATES.  
CHARTERED ACCOUNTANTS  
FIRM REG NO. : 029335N

Sd/-  
(CA SUNIL KUMAR)  
PROPRIETOR  
M.NO. 536370  
Place : Zirakpur  
Date : 3rd May, 2023

Sd/-  
(GAURAV KUMAR)  
MANAGING DIRECTOR  
DIN 06717452

Sd/-  
(VISHAL RAI SARIN)  
WHOLE TIME DIRECTOR  
DIN 07682859

Sd/-  
(SAHARA SHARMA)  
WHOLE TIME DIRECTOR  
DIN 07682859  
Sd/-  
(NANCY SHARMA)  
CHIEF FINANCIAL OFFICER  
PAN : HUVPA1597E

**REGENCY FINCORP LTD**  
**CIN L67120PB1993PLC013169**  
**NOTES TO ACCOUNTS**



(Figure in Lakhs)

	31.3.2023	31.3.2022
<b>NOTE – 1 CASH &amp; CASH EQUIVALENTS</b>		
Cash in Hand	4.40	3.13
	<b>4.40</b>	<b>3.13</b>
<b>NOTE – 2 BANK BALANCE</b>		
Balances with Banks	16.98	128.21
Cheques in Hand	-	
	<b>16.98</b>	<b>128.21</b>
<b>NOTE – 3 LONG TERM LOANS AND ADVANCES</b>		
Secured Loans & Advances	-	-
Unsecured Loans & Advances	9,893.42	8,464.69
Branch (Hyderabad)	39.30	40.44
Branch (Surat)	27.38	40.58
	<b>9,960.10</b>	<b>8,545.71</b>
<b>NOTE – 4 NON-CURRENT INVESTMENTS QUOTED</b>		
BERKELY SECURITIES		
Icici Lombard Co.	(0.03)	
Nippon India ETF		65.15
Investment in SBI ULIP	6.00	6
	<b>5.97</b>	<b>71.25</b>
<b>NOTE -5 Other Financial assets</b>		
Interest Recievable	22.53	25.59
Refundable Securities Deposits	84.13	60.13
Other Assets	206.38	9.94
	<b>313.04</b>	<b>95.65</b>
<b>NOTE – 6 OTHER CURRENT ASSETS</b>		
MAT Credit Entitlement	3.63	3.63
Commission Receivable		
Interest Recievable		
Tax Input	32.63	28.30
Refundable Securities Deposits		
Security for Rent	-	
Other Assets		
	<b>36.26</b>	<b>31.93</b>

**REGENCY FINCORP LTD**  
**CIN L67120PB1993PLC013169**  
**NOTES TO ACCOUNTS**



(Figure in Lakhs)

	31.3.2023	31.3.2022
<b>NOTE –7 DEFERRED TAX ASSETS</b>		
<b>Deferred Tax Assets on Account of :</b>		
Contingent Provision Against Standard Assets	-	-
<b>Deferred Tax Liability on Account of :</b>		
Related To Fixed Assets	-	-
<b>Deferred Tax Assets (Net)</b>	-	-
<b>NOTE – 9 LONG TERM BORROWINGS</b>		
Secured Loans	461.11	184.33
Unsecured Loans	8,512.16	7,486.38
<b>SHORT TERM BORROWINGS</b>		
Unsecured Loans	-	
Secured Loans		
	<b>8,973.28</b>	<b>7,670.71</b>
<b>NOTE – 10 CURRENT TAX LIABILITIES</b>		
Statutory Dues	95.19	28.15
	-	
	-	
	<b>95.19</b>	<b>28.15</b>
<b>NOTE – 11 SHORT TERM PROVISIONS</b>		
Provision Against Standard Assets	1.56	1.56
Provision for Income tax (Net)*	33.12	18.72
Contingent Provision Against Standard Assets		
*(includes provision for interest on income tax)	34.68	<b>20.28</b>
<b>NOTE – 12 DEFERRED TAX LIABILITIES (NET)</b>		
Deferred Tax Liability @ 26%		11.26
	-	<b>11.26</b>
<b>NOTE-13 OTHER -NON FINANCIAL LIABILITIES</b>		
Creditors	83.63	91.16
Expense Payable	62.46	7.02
	<b>146.09</b>	<b>98.19</b>



**REGENCY FINCORP LTD**  
**CIN L67120PB1993PLC013169**  
**NOTES TO ACCOUNTS**



(Figure in Lakhs)

		31.3.2023		31.3.2022
<b>NOTE – 14 SHARE CAPITAL</b>				
<b>Authorised</b>				
15,00,00,000 Equity Shares of Rs.10 each		15,000.00		800.00
		-		
		<b>15,000.00</b>		<b>800.00</b>
<b>Issued, Subscribed &amp; Paid Up</b>				
106857280 (Previous Year 5342864) Equity Shares of Rs.10 each fully paid up		534.29		410.15
Allotment of 5342864 equity shares of Rs. 10 each fully paid up as Bonus		534.29		124.14
		<b>1,068.57</b>		<b>534.29</b>
<b>Note 14.1 – Details of Shareholders holding more than 5% shares in the Company</b>	<b>No. of shares</b>	<b>% Holding in the class</b>	<b>No. of shares</b>	<b>% Holding in the class</b>
<b>Equity shares of ₹ 10 each fully paid</b>				
Gaurav Kumar	18.97	17.75	9.48	17.75
Neha abrol	7.73	7.23	3.86	7.23
Braham Kumar Dhuper	7.86	7.35	3.93	7.35
Inderjeet kaur Wadhwa	6.34	5.94	3.32	6.21
<b>STATEMENT OF CHANGES IN EQUITY</b>				
<b>Note 14.2 – Reconciliation of share outstanding at the beginning and at the end of the reporting year</b>			<b>No. of shares</b>	<b>Amount</b>
Equity shares at the beginning of the year	53.43	534.29	41.01	410.15
Add: Fresh issue of equity shares during the year	53.43	534.29	12.41	124.14
Equity shares outstanding at the end of the year	<b>106.86</b>	<b>1,068.57</b>	<b>53.42</b>	<b>534.29</b>
<b>Note13.3 – Terms/Rights attached to equity shares</b>				
The Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. Dividend shall be paid proportionately to the amounts paid on shares. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
<b>NOTE –15 OTHER EQUITY</b>				
<b>1. RESERVES AND SURPLUS</b>				
<b>General Reserve</b>				
As Per Last Balance Sheet				
Capital Reserve				
Add: During The Year	10.00	10.00	10.00	<b>10.00</b>
<b>Securities Premium Account</b>				
As Per Last Balance Sheet	514.96		<b>338.06</b>	
Add: Received During The Year	-	514.96	176.90	514.96
<b>Statutory Reserve u/s 45 - IC of Reserve Bank of India Act, 1934</b>				
As Per Last Balance Sheet	50.86		<b>39.51</b>	
Add: Transferred for the year	18.60	69.46	11.35	50.86
Less : Bonus issue		(514.96)		
<b>Surplus</b>				
As Per Last Balance Sheet	163.81		119.79	
Add: Profit/(Loss) for the year	92.48		55.37	
Less: Contingent Provision For Standard Assets				
Less:- Transferred to Statutory Reserve u/s 45-IC of RBI Act,1934	(18.60)	237.69	(11.35)	163.81
Less : Bonus issue		(19.33)		
		<b>297.82</b>		<b>739.63</b>

**REGENCY FINCORP LTD**  
**CIN L67120PB1993PLC013169**  
**NOTES TO ACCOUNTS**



(Figure in Lakhs)

	31.3.2023	31.3.2022
<b>NOTE – 16 REVENUE FROM OPERATION</b>		
Interest Income	1,332.92	526.48621
	<b>1,332.92</b>	<b>526.49</b>
<b>NOTE – 17 OTHER INCOME</b>		
Profit on Mutual Funds		
Profit on sale of Stock & Future Option		
Profit on sale of car	-	6.82
Consultancy Income		
Commission Income	-	11.39
Processing Fees	16.08	0.92
Log In charges	-	0.02
Interest on Income tax refund	-	0.65
Preclosure Charges	-	0.05
Rebate & Discount		-
Late Fee Charges	-	0.03
Insurance Commission	-	0.03
Bouncing Charges		0.07
Misc income	3.19	0.01
	<b>19.27</b>	<b>19.99</b>
<b>NOTE – 18 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries	129.77	110.73
Staff Welfare	-	1.25
	<b>129.77</b>	<b>111.97</b>
<b>NOTE – 19 FINANCIAL CHARGES</b>		
Interest on loan	2.05	246.11
Interest on Car Loan	1.48	15.28
Processing fees	0.90	17.50
	<b>4.43</b>	<b>278.89</b>
<b>NOTE – 20 OTHER EXPENSES</b>		
Advertisement	8.28	<b>0.85</b>
Bank Charges	1.18	0.71
Staff Welfare Charges	1.96	-
Bulk sms charges	0.02	-
Listing Fee	4.50	
Membership Fees	29.72	4.03
Professional charges	-	4.94
Amc Charges		-
SEBI Charges		1.00
Annual Custody Fees		-
Commision Expense	-	
Carpet & Wallpaper Expenses		

**REGENCY FINCORP LTD**  
**CIN L67120PB1993PLC013169**  
**NOTES TO ACCOUNTS**



(Figure in Lakhs)

Corporate Action Fees		
Donation	16.75	-
Director Sitting Fees		-
Electricity Charges	1.28	3.02
E-voting Charges		-
Fee for Monitoring of foreign Investment		
Document Processing Fees		
Lockin Share charges		
INTEREST ON TDS		
Dividend Distribution Tax		
Interest on DDT		
Insurance Charges	1.85	1.72
Rent	16.20	8.96
BSE listing fees	4.50	3.27
Legal Expense		-
Loss on FUT/OPT		
LOSS ON FUTURE		
LOSS ON OPTION		
Loss on Sale of Stock		
Miscellaneous Expense	3.42	1.49
Monthly Report Charges		-
Newspaper Expenses		
Vehical loan closer charges	0.06	1.05
Principal Approval Fees		-
Printing & Stationary	0.78	0.94
Office Expenses	7.55	4.09
Telephone and Internet Expense	0.65	0.70
Transfer Requisition Fees		-
ROC Fees	-	0.01
Audit Fees	1.00	1.00
Sectorial Auditor Fees		1.00
Travelling Expenses	1.79	1.91
Software Fees	1.71	0.07
Website Development		-
Write off Asset		
Water Expenses	0.21	0.25
Repair & Maintainance	5.91	3.99
Postage & courier Expense	0.40	0.35
Trademark Fee		-
Registrar and Tranfer Agent	-	
Fuel expenses		-
Expenses related to previous year	-	1.73
Financial consultancy	0.18	-
Diwali Gift	0.70	
travelling Expenses	1.79	-
loss on sale of car		3.69
	<b>112.38</b>	<b>49.77</b>
<b>NOTE – 21 EARNING PER SHARE</b>		
Net Profit/(Loss) After Tax (₹)	92.51	55.37
Weighted Average No. of Equity Shares	1,068.57	41.01
Basic & Diluted Earning Per Share (₹)	0.87	1.35

Provision for Deferred Taxation for Assessment Year 2022-23							(Figure in Lakhs)	
S.No.	Particulars	Co's Act	Allowance as per I.T. Act	Difference	Opening deferred Tax Asset/(Liabilities)	Deferred Tax Liab.	Deferred Tax Assets	Net Deferred Tax Asset/(Liabilities)
1	Depreciation	40.98	47.74	6.76	(9.16)	1.76	-	(10.92)
3	Prov. For Bonus	-	-	-	-	-	-	-
4	Prov. For Gratuity	-	-	-	-	-	-	-



NOTE No. 8 DEPRECIATION ON PROPERTY, PLANT AND EQUIPMENT FOR FY ENDED 31ST MARCH, 2023

Table with columns: S.No., Name of the Assets, DOP, Rates, Useful life allowed by ROC, Rounded off, As at 31st April 2022, Addition, Deletion, As at 31st March 2022, Accumulated Depreciation (in Lakhs) as at 31.3.2022, For the Year, Adjustments, As at 31st March 2023, As at 31st March 2022, dep01, dep02, Dep C3, Dep C4, CLOSING BALANCE AS ON 31ST MARCH 2023.