



CIN: L67120PB1993PLC013169

Regency Fincorp Limited

(Formerly Known as: Regency Investments Limited)

Corp & Regd Office: SCO 6, Upper Ground Floor LA MER, PR-7, Airport Road,
Zirakpur140603, Punjab.

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E-mail: regencyinvestmentsltd@gmail.com

Date: 19th October, 2026

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

SUB: DISCLOSURE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") - NOTICE OF 02ND EXTRAORDINARY GENERAL MEETING OF MEMBERS FOR THE FINANCIAL YEAR 2026-27

REF: REGENCY FINCORP LIMITED (SCRIP CODE: 540175)

Dear Sir,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on **Wednesday, the 11th Day of November 2026, at 01:00 P.M. (IST)** through Video Conferencing / Other Audio-Visual Means.

We are submitting herewith Notice of 02nd Extraordinary General Meeting of the Company for the Financial Year 2026-27 along with Explanatory Statement. The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice.

The E-voting shall commence on Sunday, 08th November, 2026 (9:00 A.M.) and will end on Tuesday, 10th November 2026 (5:00 P.M.).

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. <https://portal.regencyfincorp.co.in/uploads/portal.regencyfincorp.co.in/investor-relation/Shareholder%20Notices/Extraordinary%20General%20Meeting/2026-2027/f6ba1f3245d040b2b97298427ebf1ed1.pdf>

Kindly take the same on your record.

Thanking you,

For Regency Fincorp Limited

ABHIMANYU

Digitally signed by ABHIMANYU
Date: 2026.10.19 18:42:08
+05'30'

Abhimanyu
Company Secretary and Compliance Officer
M No 49176



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 2ND (SECOND) EXTRA ORDINARY GENERAL MEETING ("EoGM/EGM") FOR THE FINANCIAL YEAR 2026-27 OF THE SHAREHOLDERS OF REGENCY FINCORP LIMITED ("COMPANY") WILL BE HELD ON WEDNESDAY, THE 11TH DAY OF NOVEMBER, 2026, AT 01:00 P.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(ES):

SPECIAL BUSINESS

ITEM NO. 1:

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

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 read with rules framed there under ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 95,00,00,000/- (Rupees Ninety-Five Crore Only) divided into 95000000 (Nine Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 152,00,00,000/- (Rupees One Fifty-Two Crore Only) divided into 152000000 (Fifteen Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each, by way of creation of additional 57000000 (Five Crore Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each aggregating to Rs. 57,00,00,000 (Rupees Fifty-Seven Crore Only) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

"V. The Authorized Share Capital of the Company is Rs. 152,00,00,000 /- (Rupees One Fifty Two Crore Only) divided into 152000000 (Fifteen Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares."

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

ITEM NO. 2:

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

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and 179 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time ("**Listing Regulations**"), in accordance with the Reserve Bank of India Act, 1934 and other applicable regulations applicable to Non-Systematically Important Non-Deposit Taking Non-Banking Financial Companies (NSI-NDNBFC) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the BSE Limited where the equity shares of the Company are listed ("**Stock Exchange**") and / or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s),

permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (**hereinafter referred to as “the Board”**) which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis upto a maximum 1,42,66,412 (One Crore Forty Two Lakhs Sixty Six Thousand Four Hundred Twelve) Equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 50.50/- (Indian Rupees Fifty and Fifty Paise Only) including a premium of INR 40.50/- (Indian Rupees Forty and Fifty Paise Only) per share, which is not less than the floor price as on the Relevant Date determined in accordance with the provisions of Chapter V of the ICDR Regulations to Promoters and Non-Promoters/Public shareholders aggregating to INR 72,04,53,806/- (Indian Rupees Seventy Two Crore Four Lakhs Fifty Three Thousand Eight Hundred Six Only), for cash consideration/consideration other than cash on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

The details of the Proposed Allottees and the maximum number of Equity Shares of the Company proposed to be allotted in cash consideration are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Post-Preferential Category (Promoter/Public)	*Maximum No. of Equity Shares to be Allotted
1.	Pushpender	PUBLIC	1,00,000
2.	Hardik B Parmar	PUBLIC	1,00,000
3.	Jimmy Hasmukhbhai Patel HUF	PUBLIC	1,50,000
4.	Amit Gupta	PUBLIC	3,96,039
5.	AV Arka Enterprises LLP	PUBLIC	1,00,000
6.	Baani Khanna	PUBLIC	1,98,019
7.	Cosmos Investfi Asset Management LLP	PUBLIC	19,80,198
8.	Deepak Gupta	PUBLIC	19,801
9.	Dilsher Khanna	PUBLIC	99,009
10.	Gurdial Singh Riar	PUBLIC	99,009
11.	Harsh Paresch Shah	PUBLIC	1,00,000
12.	Kopal Sah	PUBLIC	1,00,000
13.	Mahabir Tradeventures LLP	PUBLIC	2,50,000
14.	Manju Agarwal	PUBLIC	1,98,019
15.	Mariamamma Joseph	PUBLIC	2,50,000
16.	Monika Gupta	PUBLIC	1,00,000
17.	Pooja Narula	PUBLIC	39,603
18.	Rishav Sood	PUBLIC	3,50,000
19.	Sanath Gandhi	PUBLIC	2,50,000
20.	Shivani Mittal	PUBLIC	1,98,019
21.	Sudesh Rani	PUBLIC	51,485
22.	Sunil Chandak	PUBLIC	1,00,000
23.	Tushar Gupta	PUBLIC	1,00,000
24.	Vikas Sharma	PUBLIC	3,96,039
25.	Viraj Mehta	PUBLIC	1,00,000
26.	Zeal Global Opportunities Fund	PUBLIC	2,50,000
27.	Kul Bhushan Gupta	PUBLIC	1,00,000
28.	Beena Gupta	PUBLIC	1,00,000

29.	Jignesh R Shah HUF	PUBLIC	1,00,000
30.	Shalki Chatrath	PUBLIC	1,00,000
31.	Naveen Parashar	PUBLIC	9,90,099
32.	Akansha Singh Naruka	PUBLIC	19,801
33.	Sparsh Goyal	PUBLIC	50,247
34.	Madhu Bala	PUBLIC	2,22,094
35.	Vivek Mahajan	PUBLIC	19,801
36.	Atul Gupta	PUBLIC	2,00,000
37.	Atul Gupta (HUF)	PUBLIC	2,00,000
38.	Nikunj Gupta	PUBLIC	50,000
39.	Jayant Batra	PUBLIC	1,50,000
40.	Amita Gulati	PUBLIC	9,900
41.	Ramesh Chander Gulati (HUF)	PUBLIC	29,702
42.	Ramesh Chander Gulati	PUBLIC	63,366
43.	Anju Bajaj	PUBLIC	25,742
44.	Deepak Bajaj	PUBLIC	19,801
45.	Mugdha Pachnanda	PUBLIC	79,207
46.	Manoj Bajaj	PUBLIC	1,18,811
47.	Anil Gupta (HUF)	PUBLIC	2,21,000
48.	Corpure Management Consultancy LLP	PUBLIC	50,000
49.	Nisha Garg	PUBLIC	20,000
50.	Ram Kumar	PUBLIC	27,722
51.	Shubhankit	PUBLIC	7,920
52.	Shyam Sunder Garg	PUBLIC	20,000
53.	Anil Kumar Gupta	PUBLIC	4,01,000
54.	Kusum Aggarwal	PUBLIC	65,000
55.	Daud Kamal	PUBLIC	20,000
56.	Mukesh Garg	PUBLIC	10,000
57.	Gaurav Jain	PUBLIC	50,000
58.	Srishti Abrol	PROMOTER	19,801
	Total		96,36,254

The details of the Proposed Allottees and the maximum number of Equity Shares of the Company proposed to be allotted against conversion of outstanding unsecured loans aggregating to INR 23,38,22,979/-, are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Amount of Outstanding Unsecured Loans to be converted (in INR)	Post-Preferential Category (Promoter/Public)	Maximum No. of Equity Shares to be Allotted
1.	Annaya Management Consultancy Private Limited	4,35,65,996.50	PROMOTER	8,62,693

2.	Regency Digitrade Investment Private Limited	6,07,90,991.00	PROMOTER	12,03,782
3.	Max Bio Biosciences Private Limited	12,94,65,991.50	PUBLIC	25,63,683
	Total	23,38,22,979.00		46,30,158

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations the “Relevant Date” for the preferential issue for the determination of issue price of equity shares shall be Monday, 12th October, 2026. The EoGM will be held on Wednesday, 11th November, 2026 and the 30 days prior to the date of EoGM falls on Monday, 12th October, 2026 to reckon the “Relevant Date”.

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

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

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to accept any modification(s) in the terms of issue of the equity shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company (including its committee(s) thereof) to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary

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

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard and to represent the Company before any governmental or regulatory authorities, to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard”.

ITEM NO. 3:

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and 179 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“**Listing Regulations**”), in accordance with the Reserve Bank of India Act, 1934 and other applicable regulations applicable to Non-Systematically Important Non-Deposit Taking Non-Banking Financial Companies (NSI-NDNBFC) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), the BSE Limited where the equity shares of the Company are listed (“**Stock Exchange**”) and / or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (**hereinafter referred to as “the Board**”) which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis upto a maximum 4,75,46,030 (Four Crore Seventy Five Lakhs Forty Six Thousand and Thirty Only) Warrants convertible into Equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 50.50/- (Indian Rupees Fifty and Fifty Paise Only) including a premium of INR 40.50/- (Indian Rupees Forty and Fifty Paise Only) per share warrant, which is not less than the floor price as on the Relevant Date determined in accordance with the provisions of Chapter V of the ICDR Regulations to Promoters and Non-Promoters/Public shareholders aggregating to INR 2,40,10,74,515/- (Indian Rupees Two Hundred Forty Crore Ten Lakhs Seventy Four Thousand Five Hundred Fifteen Only), for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

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

Sr. No.	Name of Proposed Allottees	Post-Preferential (Promoter/Public)	Category	Maximum No. of Convertible Warrants into Equity Shares to be Allotted
1.	Gaurav Kumar	PROMOTER		35,64,356

2.	Neha Abrol	PROMOTER	35,64,356
3.	Regency Digitrade Investment Private Limited	PROMOTER	39,60,396
4.	Aastha Sukhija	PUBLIC	49,504
5.	Aakarshit Sapra	PUBLIC	1,98,019
6.	Abhineet Sapra	PUBLIC	3,96,039
7.	Alok Kumar Agarwal	PUBLIC	99,009
8.	Gaurav Bhatia	PUBLIC	49,504
9.	Gaurav Bhatia (HUF)	PUBLIC	99,009
10.	Gowhar P Mallick	PUBLIC	99,009
11.	Growfast Securities & Credit Private Limited	PUBLIC	20,00,000
12.	Mahabir Tradeventures LLP	PUBLIC	2,50,000
13.	Mukul Kumar Gupta	PUBLIC	12,00,000
14.	Mukesh Sukhija	PUBLIC	1,98,019
15.	Mukesh Sukhija (HUF)	PUBLIC	99,009
16.	Neelam Bhatia	PUBLIC	49,504
17.	Pooja Bhatia	PUBLIC	1,98,019
18.	Raama Finance Limited	PUBLIC	9,90,099
19.	Radha Sapra	PUBLIC	3,96,039
20.	Rally Infra Private Limited	PUBLIC	5,94,059
21.	Rashmi Sukhija	PUBLIC	49,504
22.	Rohit Behal	PUBLIC	2,50,000
23.	Sabina Mallick	PUBLIC	99,009
24.	Sarfaraz Mallick	PUBLIC	87,12,871
25.	Somesh Arora	PUBLIC	6,93,069
26.	Sunny Mittal	PUBLIC	2,50,000
27.	Pallvi	PUBLIC	1,48,514
28.	Parvinder Kaur Kohli	PUBLIC	3,16,831
29.	Amrc Ventures LLP	PUBLIC	19,80,198
30.	LC Growth Debt Fund-II	PUBLIC	9,90,099
31.	Rakesh Kumar	PUBLIC	99,009
32.	Cosmos Investfi Asset management LLP	PUBLIC	9,90,099
33.	SKG Assets and Holdings Private Limited	PUBLIC	9,90,099
34.	Vikas Gupta HUF	PUBLIC	3,96,039
35.	Kush Gupta	PUBLIC	3,96,039
36.	Priyanka Jain	PUBLIC	3,96,039
37.	Rakesh Gupta (HUF)	PUBLIC	3,96,039
38.	Luv Gupta HUF	PUBLIC	3,96,039
39.	Vinay Sharma	PUBLIC	19,80,198

40.	Salim Akbar Khan	PUBLIC	19,801
41.	Ecomatix Solutions Private Limited	PUBLIC	24,75,247
42.	Boolean Ventura Private Limited	PUBLIC	24,75,247
43.	Max Bio biosciences Private Limited	PUBLIC	9,90,099
44.	Amit Kasturilal Thakur	PUBLIC	7,920
45.	Moidul Islam	PUBLIC	7,920
46.	Rajesh Pandurang Bavdane	PUBLIC	7,920
47.	Satish Kumar Agarwal	PUBLIC	7,920
48.	Sovereign Global Markets Private Limited	PUBLIC	3,96,039
49.	Uday Pratap Singh	PUBLIC	7,920
50.	Amit Gupta	PUBLIC	3,96,039
51.	Prateek Sharma	PUBLIC	99,009
52.	Raj Kanta	PUBLIC	49,504
53.	Shilpa Bhatia	PUBLIC	49,504
54.	Sunrise Gilts & Securities Private Limited	PUBLIC	9,90,099
55.	Sunrise Investment Opportunities Fund	PUBLIC	19,80,198
56.	Radhey Shayam Pandey	PUBLIC	2,000
	Total		4,75,46,030

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations the “Relevant Date” for the preferential issue for the determination of issue price of equity shares shall be Monday, 12th October, 2026. The EoGM will be held on Wednesday, 11th November, 2026 and the 30 days prior to the date of EoGM falls on Monday, 12th October, 2026 to reckon the “Relevant Date”.

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

- 1) The Equity Shares to be allotted to the Proposed Allottees upon exercise of the Share Warrants shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- 2) The issuer has obtained the Permanent Account Numbers of the proposed allottee;
- 3) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- 4) The Share Warrants convertible into Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of ICDR Regulations, and the Equity Shares allotted upon exercise thereof shall be locked-in in accordance with Regulation 167 of the ICDR Regulations.
- 5) The Share Warrants convertible into Equity Shares shall be allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval from any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;
- 6) The Share Warrants convertible into Equity Shares so offered, issued and allotted shall not exceed the number of Share Warrants as approved herein above;
- 7) The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.
- 8) All Equity shares already held by the proposed allottees are in dematerialised form.

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

as prescribed under applicable laws:

- a. Each Convertible Share Warrant held by the proposed allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of INR 10/- (Indian Rupees Ten Only).
- b. An amount equivalent to 25% (twenty-five percent) of the Warrant Issue Price, i.e. INR 12.625/- per Warrant, shall be payable at the time of subscription and allotment of each Warrant, and the balance 75% (seventy-five percent), i.e. INR 37.875/- per Warrant, shall be payable by the Warrant holder at the time of exercise of the Warrant(s) and allotment of the corresponding Equity Shares, in terms of Regulation 169(2) of the ICDR Regulations.
- c. The Share Warrants may be exercised by the Warrant holders, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants either: i) By issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon or ii) Upon receipt of demand from the company for conversion of warrants into equity shares. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- d. The Convertible Share Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.
- e. 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.
- f. 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.
- g. 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.
- h. 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.
- i. The Equity Shares arising from the exercise of the Share Warrants will be listed on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

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

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

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

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

ITEM NO. 4:

TO CONSIDER AND APPROVE THE REGENCY FINCORP LIMITED (RFL)- EMPLOYEES STOCK OPTION SCHEME 2026

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, including Companies (Share Capital and Debenture) Rules, 2014, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as **“SBEB Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India and any other applicable law for the time being in force, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of Members of the Company be and is hereby accorded to the introduction and implementation of **‘REGENCY FINCORP LIMITED - Employees Stock Option Scheme 2026’** (**“ESOP 2026”/“Scheme”**) authorizing the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 1,00,00,000 (One Crore Only) Options to or for the benefit of such employees working exclusively with the Company, whether in or outside India, including any Director, whether Whole-Time or not (excluding the employees/Directors who are Promoters and persons belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more than 1,00,00,000 (One Crore Only) equity shares (**“Shares”**) of face value of Rs. 10 (Rupees Ten) each fully paid-up, at such price(s), from time to time in one or more tranches at such point(s) in time as may be decided, on such terms, condition and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Board of Directors and / or Nomination and Remuneration Committee be and is hereby authorised to create, offer, issue, grant and allot from time to time, in one or more tranches Equity Shares to the Eligible Employees, on the exercise of Options, from time to time in accordance with the Scheme and other applicable law in force and such Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, buyback, and other re-organisation if any, additional equity shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares, as are required to be issued.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Shares of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Scheme and to modify, change, vary, alter, amend, revise,

suspend or terminate the Scheme subject to the compliance with the Applicable Law and regulations (including Regulation 7 of the SBEB Regulations, which requires the approval of the Members by way of a special resolution for any variation of the terms of the Scheme, save for a variation to meet any regulatory requirement) including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Scheme without being required to seek any further consent or approval of the members (save where such consent or approval is required under the Applicable Law) and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT subject to the extent allowed under the Applicable Law and regulations, the Board of Directors be and is hereby authorized to delegate its powers to the Nomination and Remuneration Committee of the Board with a power to further delegate to any executives / officers of the Company, to do required acts, deeds, matters and things as also to execute such documents, writings, agreement, etc. as may be deemed necessary in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Scheme on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations, SEBI Listing Regulations and other applicable law.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, at its absolute discretion, deem necessary including authorizing or directing the Nomination and Remuneration Committee to appoint advisors, consultants, merchant bankers or representatives, being incidental to the effective implementation and administration of the Scheme as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

ITEM NO. 5:

TO APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) AND ASSOCIATE COMPANY(IES) OF THE COMPANY UNDER THE REGENCY FINCORP LIMITED (RFL)- EMPLOYEES STOCK OPTION SCHEME 2026

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, the applicable directions issued by the Reserve Bank of India, and the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to such approval(s), permission(s) and sanction(s) as may be necessary, and further subject to the approval of the Members to the ‘REGENCY FINCORP LIMITED - Employees Stock Option Scheme 2026’ (“ESOP 2026”/“Scheme”) under Item No. 4 of this Notice, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee) to extend the benefits of the Scheme to, and to create, offer and grant from time to time, in one or more tranches, Options to such permanent employees and Directors (whether Whole-time or not) of the present and future subsidiary company(ies) and associate company(ies) of the Company, whether working in India or outside India (excluding the employees/Directors who are Promoters and persons belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be selected by the Nomination and Remuneration Committee in accordance with the Scheme, within the overall ceiling of 1,00,00,000 (One Crore Only) Options exercisable into not more than 1,00,00,000 (One Crore Only) equity shares of face value of Rs. 10 (Rupees Ten) each fully paid-up approved under Item No. 4 of this Notice, at such price(s), in such manner and on such terms and conditions as are set out in the Scheme and in accordance with the applicable laws.

RESOLVED FURTHER THAT the equity shares to be issued and allotted on exercise of the Options granted to the eligible employees of the subsidiary company(ies) and associate company(ies) of the Company shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents and writings as may be necessary, desirable or expedient to give effect to this resolution, including making the requisite disclosures in the financial statements of the Company and of its subsidiary company(ies) in terms of Regulation 12(4) and 12(5) of the SBEB Regulations, and to settle any question, difficulty or doubt that may arise in this regard.”

Registered Office:

SCO 6 Upper Ground Floor, LA MER,

PR 7, Airport Road, Zirakpur 140603, Punjab

Email: secretarial.regency@gmail.com

Website: www.regencyfincorp.co.in

Date: 16.10.2026

Place: Zirakpur

By Order of the Board of Directors Regency Fincorp Limited

**Sd/-Abhimanyu
Company Secretary and Compliance Officer**

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 SEBI (ICD) Regulations 2018 and Secretarial Standard-2 (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India for Item No. 1 and 2 is annexed to this notice and marked as Annexure-A to the Explanatory Statement.
2. The present EGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated Dec 28, 2022, 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024, and General Circular No. 03/2025 dated 22nd September, 2025; 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 MCA Circulars**'). Since this EGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), Members will not be able to appoint proxies for this meeting. Further, Attendance Slip and Route Map are not being annexed to this Notice.
3. Corporate Members are requested to send a certified copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the EGM, pursuant to Section 113 of the Act, through e-mail at secretarial.regency@gmail.com.
4. In conformity with the applicable regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; physical letters has been sent to those members who has not registered their email addresses with the Company or with the Depositories. Further in line with the Ministry of Corporate Affairs ("MCA") Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.regencyfincorp.co.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://eservices.nsdl.com>. Members may also note that the Notice of the Meeting will also be available on the Company's website www.regencyfincorp.co.in for download.
5. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. secretarial.regency@gmail.com.
6. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) as detailed in **the MCA Circulars**. The forthcoming EGM will thus be held through video conferencing ("VC") or other audio-visual means ("OAVM"). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The detailed Instruction for attending EGM through VC/ OAVM is annexed to the Notice as **Annexure-1**.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and **the MCA Circulars**, the Company is providing facility of remote e-voting (facility to cast vote prior to the EGM) and also e-voting during the EGM to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL. The detailed instruction for remote E-Voting & E-Voting at EGM is annexed to the Notice as **Annexure-1**.
8. Mr. Devender Singh, Proprietor of M/s Devender Singh and Associates, Practicing Company Secretary(ies) [Membership No. 76094, COP: 28056] has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of EGM) in a fair and transparent manner.
9. The remote e-voting period commences on **Sunday, 08th November, 2026 [9:00 A.M.]** and ends on **Tuesday, 10th November, 2026 [5:00 P.M.]** During this period, Members holding shares either in physical form or demat form, as on **Wednesday, 04th November, 2026** 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.

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

11. The Results of voting will be declared within 2 working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.regencyfincorp.co.in and on the website of NSDL i.e., <https://eservices.nsdl.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.

12. REQUEST TO MEMBERS

- (i) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications from the Company electronically. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.
- (iii) Members holding shares in dematerialized form are requested to register / update their e-mail addresses & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (iv) Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. MAS Services Limited, having address situated at T/34, 2nd Floor, Okhla Industrial Area. Phase II, New Delhi-110020, about the changes, if any, in their registered address along with Pin Code, quoting their Folio number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company or by sending email the same at info@masserv.com
- (v) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar, for consolidation into a single folio.
- (vi) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / registrar and Share Transfer Agents.

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

Registered Office:
SCO 6 Upper Ground Floor, LA MER,
PR 7, Airport Road, Zirakpur 140603, Punjab
Email: secretarial.regency@gmail.com
Website: www.regencyfincorp.co.in

Date: 16.10.2026
Place: Zirakpur

By Order of the Board of Directors Regency Fincorp Limited

Sd/-Abhimanyu
Company Secretary and Compliance Officer

ANNEXURE 1 TO THE NOTICE

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

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

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

The remote e-voting period begins on Sunday, 08th November, 2026 at 9:00 A.M. and ends on Tuesday, 10th November, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 4th November, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 4th November, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below

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

Password details for shareholders other than Individual shareholders are given below

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to

csdevpatel@gmail.com_ with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members, available at download section of www.evoting.nsdl.com or to contact Ms. Pallavi Mhatre, Senior Manager by sending request at Evoting@nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.com.

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

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

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company

name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial.regency@gmail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before Wednesday, 4th November,2026, mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance latest by Wednesday, 4th November,2026 by 5:00 PM mentioning their name, demat account number/folio number, email id, mobile number at (company email id-secretarial.regency@gmail.com). These queries will be replied to by the company suitably by email.

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

ITEM NO. 1

The present Authorized Share Capital of the Company is Rs. 95,00,00,000/- (Rupees Ninety-Five Crores Only) comprising of 95000000 (Nine Crore Fifty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each. Considering the increased fund requirements of the Company, the Board of Directors at its Meeting held on 16th October, 2026, had accorded its consent for increasing the Authorized Share Capital from Rs. 95,00,00,000/- (Rupees Ninety-Five Crores Only) to Rs. 152,00,00,000/- (Rupees One Fifty Two Crores Only) comprising of 152000000 (Fifteen Crore Twenty Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each, subject to shareholders' approval. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital. The existing clause V of the Memorandum of Association shall be substituted with the following:

“V. The Authorized Share Capital of the Company is Rs. 152,00,00,000/- (Rupees One Fifty Two Crore Only) divided into 152000000 (Fifteen Crore Twenty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares.”

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

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

ITEM NO. 2

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

In accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and 179 and other applicable provisions of the Companies Act, 2013 **(the “Act”)** and the Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(the “ICDR Regulations”)** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the “Listing Regulations”)**, as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Equity Shares on a preferential basis to Promoters and Non-Promoters/ Public Shareholders of the Company **(“Proposed Allottees”)**.

It may be noted that;

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

The Shareholding of the Proposed Allottees for Preferential Issue of Equity Shares in the Company is as follows:

Sr. No.	Name of Proposed Allottees	Pre-Preferential Issue Holding			Maximum No. of Equity Shares to be allotted	Post Preferential Issue Holding		
		Category (Promoter/ Promoter Group/ Public)	No. of Equity Shares	% of holding		Category (Promoter/ Promoter Group/ Public)	No. of Equity Shares	% of the holding

1	Annaya Management Consultancy Private Limited	PROMOTER	1818182	2.05	862693	PROMOTER	26,80,875	2.60
2	Regency Digitrade Investment Private Limited	PROMOTER	2358350	2.65	12,03,782	PROMOTER	35,62,132	3.45
3	Max Bio biosciences Private Limited	PUBLIC	4916550	5.53	25,63,683	PUBLIC	74,80,233	7.25
4	Pushpender	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10
5	Hardik B Parmar	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10
6	Jimmy Hasmukhbhai Patel HUF	PUBLIC	0	0	1,50,000	PUBLIC	1,50,000	0.15
7	Amit Gupta	PUBLIC	2037763	2.29	3,96,039	PUBLIC	24,33,802	2.36
8	AV Arka Enterprises LLP	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10
9	Baani Khanna	PUBLIC	0	0	1,98,019	PUBLIC	1,98,019	0.19
10	Cosmos Investfi Asset Management LLP	PUBLIC	0	0	19,80,198	PUBLIC	19,80,198	1.92
11	Deepak Gupta	PUBLIC	0	0	19,801	PUBLIC	19,801	0.02
12	Dilsher Khanna	PUBLIC	0	0	99,009	PUBLIC	99,009	0.10
13	Gurdial Singh Riar	PUBLIC	0	0	99,009	PUBLIC	99,009	0.10
14	Harsh Paresh Shah	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10

15	Kopal Sah	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10
16	Mahabir Tradeventures LLP	PUBLIC	217420	0.24	2,50,000	PUBLIC	4,67,420	0.45
17	Manju Agarwal	PUBLIC	0	0	1,98,019	PUBLIC	1,98,019	0.19
18	Mariamamma Joseph	PUBLIC	0	0	2,50,000	PUBLIC	2,50,000	0.24
19	Monika Gupta	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10
20	Pooja Narula	PUBLIC	0	0	39,603	PUBLIC	39,603	0.04
21	Rishav Sood	PUBLIC	0	0	3,50,000	PUBLIC	3,50,000	0.34
22	Sanath Gandhi	PUBLIC	0	0	2,50,000	PUBLIC	2,50,000	0.24
23	Shivani Mittal	PUBLIC	0	0	1,98,019	PUBLIC	1,98,019	0.19
24	Sudesh Rani	PUBLIC	0	0	51,485	PUBLIC	51,485	0.05
25	Sunil Chandak	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10
26	Tushar Gupta	PUBLIC	51189	0.06	1,00,000	PUBLIC	1,51,189	0.15
27	Vikas Sharma	PUBLIC	0	0	3,96,039	PUBLIC	3,96,039	0.38
28	Viraj Mehta	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10
29	Zeal Global Opportunities Fund	PUBLIC	0	0	2,50,000	PUBLIC	2,50,000	0.24
30	Kul Bhushan Gupta	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10

31	Beena Gupta	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10
32	Jignesh R Shah HUF	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10
33	Shalki Chatrath	PUBLIC	0	0	1,00,000	PUBLIC	1,00,000	0.10
34	Naveen Parashar	PUBLIC	672	0	9,90,099	PUBLIC	9,90,771	0.96
35	Akansha Singh Naruka	PUBLIC	0	0	19,801	PUBLIC	19,801	0.02
36	Sparsh Goyal	PUBLIC	0	0	50,247	PUBLIC	50,247	0.05
37	Madhu Bala	PUBLIC	0	0	2,22,094	PUBLIC	2,22,094	0.22
38	Vivek Mahajan	PUBLIC	0	0	19,801	PUBLIC	19,801	0.02
39	Atul Gupta	PUBLIC	0	0	2,00,000	PUBLIC	2,00,000	0.19
40	Atul Gupta (HUF)	PUBLIC	0	0	2,00,000	PUBLIC	2,00,000	0.19
41	Nikunj Gupta	PUBLIC	0	0	50,000	PUBLIC	50,000	0.05
42	Jayant Batra	PUBLIC	0	0	1,50,000	PUBLIC	1,50,000	0.15
43	Amita Gulati	PUBLIC	0	0	9,900	PUBLIC	9,900	0.01
44	Ramesh Chander Gulati (HUF)	PUBLIC	0	0	29,702	PUBLIC	29,702	0.03
45	Ramesh Chander Gulati	PUBLIC	0	0	63,366	PUBLIC	63,366	0.06
46	Anju Bajaj	PUBLIC	506485	0.57	25,742	PUBLIC	5,32,227	0.52

47	Deepak Bajaj	PUBLIC	713738	0.80	19,801	PUBLIC	7,33,539	0.71
48	Mugdha Pachnanda	PUBLIC	0	0	79,207	PUBLIC	79,207	0.08
49	Manoj Bajaj	PUBLIC	0	0	1,18,811	PUBLIC	1,18,811	0.12
50	Anil Gupta (HUF)	PUBLIC	540	0	2,21,000	PUBLIC	2,21,540	0.21
51	Corpure Management Consultancy LLP	PUBLIC	0	0	50,000	PUBLIC	50,000	0.05
52	Nisha Garg	PUBLIC	0	0	20,000	PUBLIC	20,000	0.02
53	Ram Kumar	PUBLIC	309008	0.35	27,722	PUBLIC	3,36,730	0.33
54	Shubhankit	PUBLIC	0	0	7,920	PUBLIC	7,920	0.01
55	Shyam Sunder Garg	PUBLIC	0	0	20,000	PUBLIC	20,000	0.02
56	Anil Kumar Gupta	PUBLIC	0	0	4,01,000	PUBLIC	4,01,000	0.39
57	Kusum Aggarwal	PUBLIC	0	0	65,000	PUBLIC	65,000	0.06
58	Daud Kamal	PUBLIC	0	0	20,000	PUBLIC	20,000	0.02
59	Mukesh Garg	PUBLIC	0	0	10,000	PUBLIC	10,000	0.01
60	Gaurav Jain	PUBLIC	0	0	50,000	PUBLIC	50,000	0.05
61	Srishti Abrol	PROMOTER	16226	0.02	19,801	PROMOTER	36,027	0.03
	Total		12946123	14.57	1,42,66,412		2,72,12,535	26.39

4. 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;

5. The Company has obtained the Permanent Account Numbers of the proposed allottees.

6. The Equity Shares will be issued in Dematerialised form.

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

a) Objects of the Preferential Issue

The Company proposes to raise an amount aggregating to INR 3,12,15,28,321/- (Indian Rupees Three Hundred and Twelve Crore Fifteen Lakh Twenty Eight Thousand Three Hundred and Twenty One Only) bifurcated as under:

- INR 72,04,53,806/- (Indian Rupees Seventy Two Crore Four Lakhs Fifty Three Thousand Eight Hundred Six Only) by way of issuance of Equity Shares for cash and conversion of outstanding loan amount.

Out of which amount of INR 23,38,22,979/- (Indian Rupees Twenty Three Crore Thirty Eight Lakhs Twenty Two Thousand Nine Hundred Seventy Nine Only) is against conversion of outstanding loan and amount of INR 48,66,30,827/- (Indian Rupees Forty Eight Crore Sixty Six Lakh Thirty Thousand Eight Hundred and Twenty Seven Only) is for cash.

- INR 2,40,10,74,515/- (Indian Rupees Two Hundred Forty Crore Ten Lakhs Seventy Four Thousand Five Hundred Fifteen Only) by issuance of Share Warrant convertible into Equity Shares for cash.

The proceeds of the Preferential Issue shall be utilized towards furtherance of its object as detailed below.

Particulars	Proposed % age of Fund Utilization	Proposed Amount (in INR) for Fund Utilization	Tentative timelines for utilization of issue Proceeds from the date of receipt of fund
Acquisition of Company having Digital Lending Platform	Upto 43.29%	Upto Rs. 125.00 Cr.	Within 12 months from the date of receipt of Funds
Acquisition of Company having Gold Loan Business	Upto 25.97%	Upto Rs. 75.00 Cr.	Within 06 months from the date of receipt of Funds
Onward Lending Purposes- MSME Loans (amount aggregating to INR 23.38 Cr – against conversion of outstanding loans is already utilized for this purpose)	Upto 14.41%	Upto Rs. 41.62 Cr.	Within 24 months from the date of receipt of Funds
General Corporate Purposes	Upto 16.33%	Upto Rs. 47.15 Cr.	Within 24 months from the date of receipt of Funds
Total	100 %	#Upto Rs. 288.77 Cr.	

#Total issue size is INR 312.15 Cr out of which INR 23.38 Cr – represents conversion of outstanding unsecured loans into Equity Shares and does not involve receipt of fresh funds and the same is already utilized for the purpose of onward lending of MSME Loans. Remaining funds i.e. INR 288.77 Cr are proposed to be utilized for the purposes as per the details as given above

In terms of the BSE Circular No. 20221213-47 dated 13th December, 2022, as amended, the amount specified for the

aforementioned Objects may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

As the size of the issue exceeds INR 100 crore, the Board of Directors have decided to appoint Infomerics Valuation and Rating Limited as the credit rating agency registered with SEBI as Monitoring Agency to monitor the use of the issue proceeds in terms of Regulation 162A of the ICDR Regulations, and the report of the Monitoring Agency shall be submitted to the Stock Exchange and placed on the website of the Company within 45 days from the end of each quarter.

b) Total/Maximum number of securities to be issued

Equity Shares: 1,42,66,412 (One Crore Forty Two Lakhs Sixty Six Thousand Four Hundred Twelve) Equity Shares at a price of INR 50.50/- (Indian Rupees Fifty and Fifty Paise Only) per share INR 40.50/- {Indian Rupees Forty and Fifty Paise only} as Premium) ("Issue Price") per share aggregating up to INR 72,04,53,806/- (Indian Rupees Seventy Two Crore Four Lakhs Fifty Three Thousand Eight Hundred Six Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the ICDR Regulations.

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

Pricing for the proposed issue is arrived in accordance with provisions of Regulation 164(1) of the SEBI ICDR Regulations, 2018, and the Valuation has been carried out by Mr. Sandeep Agrawal, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2020/13344) Valuation Report dated **Thursday, 15th October, 2026** in accordance with provisions of Regulation 166A of SEBI ICDR Regulations.

Further, the shares of the company are listed on BSE Limited ("BSE") for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) read with Regulation 166A of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

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

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

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

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

Equity Shares of the Company are listed on BSE Limited ("BSE") and are frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 90 Trading Days preceding the relevant date. The equity shares are frequently traded in terms of Regulation 164(5), as the traded turnover on BSE during the 240 trading days preceding the Relevant Date was 2,92,59,979 equity shares, i.e. 35.57% of the weighted average number of equity shares (as per the Valuation Report).

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum issue price has been computed as Rs. 50.50/- per share, being the higher of (a) the 90 trading days' volume weighted average price of Rs. 46.21 and (b) the 10 trading days' volume weighted average price of Rs. 50.50. The value determined by the Registered Valuer in terms of Regulation 166A is also Rs. 50.50 per share (Market Approach - Rs. 50.50; Income Approach (PECV) - Rs. 6.98; Cost Approach (NAV) - Rs. 18.06).

Accordingly, the floor price under Regulation 166A(1) is Rs. 50.50 per share.

Further, the Board of Directors have decided to issue shares at a price of **Rs. 50.50/-** per share including premium of **Rs. 40.50/-** per share. The valuation report as received from the registered valuer is also available on the website of the company i.e. <https://portal.regencyfincorp.co.in/uploads/portal.regencyfincorp.co.in/investor-relation/Shareholder%20Notices/Extraordinary%20General%20Meeting/2026-2027/e5beea81c63044f79ba3ddf02b119930.pdf>

A Certificate regarding arriving at Minimum Issue Price in terms of Regulation 164(1) read with Regulation 166A of SEBI (ICDR) Regulations, 2018 as amended has been taken from CA Sourav Garg, Partner of M/s KNSG & Co LLP, Chartered Accountants, Statutory Auditors of the Company (Membership No. 545783, FRN-025315) dated **Friday, 16th October, 2026**, confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018, which is available at website of the company and will be accessible at link: <https://portal.regencyfincorp.co.in/uploads/portal.regencyfincorp.co.in/investor-relation/Shareholder%20Notices/Extraordinary%20General%20Meeting/2026-2027/336523b0e2de4e5cbf02c082bb42d742.pdf>

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

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

Consideration other than Cash: INR 23,38,22,979/-

Cash Consideration: INR 48,66,30,827/- (Indian Rupees Forty Eight Crore Sixty Six Lakhs Thirty Thousand Eight Hundred Twenty Seven Only) consisting of **INR 9,63,62,540/-** (Indian Rupees Nine Crore Sixty Three Lakhs Sixty Two Thousand Five Hundred Forty Only) as Share Capital and **INR 39,02,68,287/-** (Indian Rupees Thirty Nine Crore Two Lakhs Sixty Eight Thousand Two Hundred Eighty Seven Only) as Securities Premium.

e) Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share shall be **Monday, 12th October, 2026**. The EGM is scheduled to be held on **Wednesday, 11th November, 2026**, and for the purpose of the relevant date, the date 30 days prior to the date of EGM will be considered which falls on **Monday, 12th October, 2026**.

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

The Preferential Issue of equity shares are proposed to be made to the Promoters and Non-Promoters/Public shareholders of the Company.

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

The proposed allotment of 2066475 (Twenty Lakhs Sixty Six Thousand Four Hundred Seventy Five Only) Equity Shares to Regency Digitrade Investment Private Limited (12,03,782 Equity Shares) and Annaya Management Consultancy Private Limited (8,62,693 Equity Shares) against conversion of outstanding loans, and 19,801 Equity Shares to Ms. Srishti Abrol, being Promoter / Promoter Group.

Mr. Gaurav Kumar (Managing Director) and Mr. Sarfaraz Mallick (Whole Time Director & CFO) are the natural persons who are the ultimate beneficial owners of Regency Digitrade Investment Private Limited, and Mr. Gaurav Kumar is also the natural person who is the ultimate beneficial owner of Annaya Management Consultancy Private Limited. Except as mentioned above herein, no other Promoter/Director/Key Managerial Personnel or member of the Senior Management of the Issuer intends to subscribe to any Equity Share to the Preferential Issue.

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

As required under the SEBI ICDR Regulations, the 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.

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

S. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY	NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS	PRE- PREFERENTIAL SHAREHOLDING*	POST- PREFERENTIAL SHARE HOLDING	POST PREFERENTIAL SHAREHOLDING (%)#
1	Annaya Management Consultancy Private Limited	PROMOTER	Mr. Gaurav Kumar	1818182	26,80,875	2.60
2	Regency Digitrade Investment Private Limited	PROMOTER	Mr. Gaurav Kumar, Mr. Sarfaraz Mallick	2358350	35,62,132	3.45
3	Max Bio biosciences Private Limited	PUBLIC	Mr. Rakesh Kumar	4916550	74,80,233	7.25
4	Pushpender	PUBLIC	Not Applicable	0	1,00,000	0.10
5	Hardik B Parmar	PUBLIC	Not Applicable	0	1,00,000	0.10
6	Jimmy Hasmukhbhai Patel HUF	PUBLIC	Mr. Jimmy Hasmukhbhai Patel	0	1,50,000	0.15

7	Amit Gupta	PUBLIC	Not Applicable	2037763	24,33,802	2.36
8	AV Arka Enterprises LLP	PUBLIC	Mr. Aditya S Mehta	0	1,00,000	0.10
9	Baani Khanna	PUBLIC	Not Applicable	0	1,98,019	0.19
10	Cosmos Investfi Asset Managemen t LLP	PUBLIC	Mr. Ankit Sapra	0	19,80,198	1.92
11	Deepak Gupta	PUBLIC	Not Applicable	0	19,801	0.02
12	Dilsher Khanna	PUBLIC	Not Applicable	0	99,009	0.10
13	Gurdial Singh Riar	PUBLIC	Not Applicable	0	99,009	0.10
14	Harsh Paresh Shah	PUBLIC	Not Applicable	0	1,00,000	0.10

15	Kopal Sah	PUBLIC	Not Applicable	0	1,00,000	0.10
16	Mahabir Tradeventur es LLP	PUBLIC	Mr. Kanav Gupta	217420	4,67,420	0.45
17	Manju Agarwal	PUBLIC	Not Applicable	0	1,98,019	0.19
18	Mariamman Joseph	PUBLIC	Not Applicable	0	2,50,000	0.24
19	Monika Gupta	PUBLIC	Not Applicable	0	1,00,000	0.10
20	Pooja Narula	PUBLIC	Not Applicable	0	39,603	0.04
21	Rishav Sood	PUBLIC	Not Applicable	0	3,50,000	0.34
22	Sanath Gandhi	PUBLIC	Not Applicable	0	2,50,000	0.24

23	Shivani Mittal	PUBLIC	Not Applicable	0	1,98,019	0.19
24	Sudesh Rani	PUBLIC	Not Applicable	0	51,485	0.05
25	Sunil Chandak	PUBLIC	Not Applicable	0	1,00,000	0.10
26	Tushar Gupta	PUBLIC	Not Applicable	51189	1,51,189	0.15
27	Vikas Sharma	PUBLIC	Not Applicable	0	3,96,039	0.38
28	Viraj Mehta	PUBLIC	Not Applicable	0	1,00,000	0.10
29	Zeal Global Opportunities Fund	PUBLIC	Mr. Nikhil Kumar	0	2,50,000	0.24
30	Kul Bhushan Gupta	PUBLIC	Not Applicable	0	1,00,000	0.10

31	Beena Gupta	PUBLIC	Not Applicable	0	1,00,000	0.10
32	Jignesh R Shah HUF	PUBLIC	Mr. Jignesh R Shah	0	1,00,000	0.10
33	Shalki Chatrath	PUBLIC	Not Applicable	0	1,00,000	0.10
34	Naveen Parashar	PUBLIC	Not Applicable	672	9,90,771	0.96
35	Akansha Singh Naruka	PUBLIC	Not Applicable	0	19,801	0.02
36	Sparsh Goyal	PUBLIC	Not Applicable	0	50,247	0.05
37	Madhu Bala	PUBLIC	Not Applicable	0	2,22,094	0.22
38	Vivek Mahajan	PUBLIC	Not Applicable	0	19,801	0.02

39	Atul Gupta	PUBLIC	Not Applicable	0	2,00,000	0.19
40	Atul Gupta (HUF)	PUBLIC	Mr. Atul Gupta	0	2,00,000	0.19
41	Nikunj Gupta	PUBLIC	Not Applicable	0	50,000	0.05
42	Jayant Batra	PUBLIC	Not Applicable	0	1,50,000	0.15
43	Amita Gulati	PUBLIC	Not Applicable	0	9,900	0.01
44	Ramesh Chander Gulati (HUF)	PUBLIC	Mr. Ramesh Chander Gulati	0	29,702	0.03
45	Ramesh Chander Gulati	PUBLIC	Not Applicable	0	63,366	0.06
46	Anju Bajaj	PUBLIC	Not Applicable	506485	5,32,227	0.52

47	Deepak Bajaj	PUBLIC	Not Applicable	713738	7,33,539	0.71
48	Mugdha Pachnanda	PUBLIC	Not Applicable	0	79,207	0.08
49	Manoj Bajaj	PUBLIC	Not Applicable	0	1,18,811	0.12
50	Anil Gupta (HUF)	PUBLIC	Mr. Anil Gupta	540	2,21,540	0.21
51	Corpore Managemen t Consultancy LLP	PUBLIC	Mr. Anil Gupta	0	50,000	0.05
52	Nisha Garg	PUBLIC	Not Applicable	0	20,000	0.02
53	Ram Kumar	PUBLIC	Not Applicable	309008	3,36,730	0.33
54	Shubhankit	PUBLIC	Not Applicable	0	7,920	0.01

55	Shyam Sunder Garg	PUBLIC	Not Applicable	0	20,000	0.02
56	Anil Kumar Gupta	PUBLIC	Not Applicable	0	4,01,000	0.39
57	Kusum Aggarwal	PUBLIC	Not Applicable	0	65,000	0.06
58	Daud Kamal	PUBLIC	Not Applicable	0	20,000	0.02
59	Mukesh Garg	PUBLIC	Not Applicable	0	10,000	0.01
60	Gaurav Jain	PUBLIC	Not Applicable	0	50,000	0.05
61	Srishti Abrol	PROMOTER	Not Applicable	16226	36,027	0.03
	Total			12946123	2,72,12,535	26.39

Note:

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.
2. *Pre-issue shareholding is as on Friday, 9th October, 2026 (as per BENPOS).
3. There shall not be any change in control consequent to the present preferential issue of equity shares.

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

Pursuance to the allotment of equity shares, the below mentioned investors will exercise 5% or more of the voting rights in the company, however the same will not result in change in control of the Company consequent to the completion of the Preferential Issue.

Equity Shares:

S.NO.	NAME OF ALLOTTEE	PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL
1	Annaya Management Consultancy Private Limited	2.60
2	Regency Digitrade Investment Private Limited	3.45
3	Max Bio biosciences Private Limited	7.25
4	Pushpender	0.10
5	Hardik B Parmar	0.10
6	Jimmy Hasmukhbhai Patel HUF	0.15
7	Amit Gupta	2.36
8	AV Arka Enterprises LLP	0.10
9	Baani Khanna	0.19
10	Cosmos Investfi Asset Management LLP	1.92
11	Deepak Gupta	0.02
12	Dilsher Khanna	0.10
13	Gurdial Singh Riar	0.10

14	Harsh Paresh Shah	0.10
15	Kopal Sah	0.10
16	Mahabir Tradeventures LLP	0.45
17	Manju Agarwal	0.19
18	Mariamamma Joseph	0.24
19	Monika Gupta	0.10
20	Pooja Narula	0.04
21	Rishav Sood	0.34
22	Sanath Gandhi	0.24
23	Shivani Mittal	0.19
24	Sudesh Rani	0.05
25	Sunil Chandak	0.10
26	Tushar Gupta	0.15
27	Vikas Sharma	0.38
28	Viraj Mehta	0.10
29	Zeal Global Opportunities Fund	0.24

30	Kul Bhushan Gupta	0.10
31	Beena Gupta	0.10
32	Jignesh R Shah HUF	0.10
33	Shalki Chatrath	0.10
34	Naveen Parashar	0.96
35	Akansha Singh Naruka	0.02
36	Sparsh Goyal	0.05
37	Madhu Bala	0.22
38	Vivek Mahajan	0.02
39	Atul Gupta	0.19
40	Atul Gupta (HUF)	0.19
41	Nikunj Gupta	0.05
42	Jayant Batra	0.15
43	Amita Gulati	0.01
44	Ramesh Chander Gulati (HUF)	0.03
45	Ramesh Chander Gulati	0.06

46	Anju Bajaj	0.52
47	Deepak Bajaj	0.71
48	Mugdha Pachnanda	0.08
49	Manoj Bajaj	0.12
50	Anil Gupta (HUF)	0.21
51	Corpure Management Consultancy LLP	0.05
52	Nisha Garg	0.02
53	Ram Kumar	0.33
54	Shubhankit	0.01
55	Shyam Sunder Garg	0.02
56	Anil Kumar Gupta	0.39
57	Kusum Aggarwal	0.06
58	Daud Kamal	0.02
59	Mukesh Garg	0.01
60	Gaurav Jain	0.05
61	Srishti Abrol	0.03

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

Equity Shares:

S.NO.	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1	Annaya Management Consultancy Private Limited	PROMOTER	PROMOTER
2	Regency Digitrade Investment Private Limited	PROMOTER	PROMOTER
3	Max Bio biosciences Private Limited	PUBLIC	PUBLIC
4	Pushpender	PUBLIC	PUBLIC
5	Hardik B Parmar	PUBLIC	PUBLIC
6	Jimmy Hasmukhbhai Patel HUF	PUBLIC	PUBLIC
7	Amit Gupta	PUBLIC	PUBLIC
8	AV Arka Enterprises LLP	PUBLIC	PUBLIC
9	Baani Khanna	PUBLIC	PUBLIC
10	Cosmos Investfi Asset management LLP	PUBLIC	PUBLIC
11	Deepak Gupta	PUBLIC	PUBLIC
12	Dilsher Khanna	PUBLIC	PUBLIC
13	Gurdial Singh Riar	PUBLIC	PUBLIC
14	Harsh Paresh Shah	PUBLIC	PUBLIC
15	Kopal Sah	PUBLIC	PUBLIC
16	Mahabir Tradeventures LLP	PUBLIC	PUBLIC
17	Manju Agarwal	PUBLIC	PUBLIC
18	Mariamamma Joseph	PUBLIC	PUBLIC
19	Monika Gupta	PUBLIC	PUBLIC
20	Pooja Narula	PUBLIC	PUBLIC
21	Rishav Sood	PUBLIC	PUBLIC
22	Sanath Gandhi	PUBLIC	PUBLIC
23	Shivani Mittal	PUBLIC	PUBLIC
24	Sudesh Rani	PUBLIC	PUBLIC

25	Sunil Chandak	PUBLIC	PUBLIC
26	Tushar Gupta	PUBLIC	PUBLIC
27	Vikas Sharma	PUBLIC	PUBLIC
28	Viraj Mehta	PUBLIC	PUBLIC
29	Zeal Global Opportunities Fund	PUBLIC	PUBLIC
30	Kul Bhushan Gupta	PUBLIC	PUBLIC
31	Beena Gupta	PUBLIC	PUBLIC
32	Jignesh R Shah HUF	PUBLIC	PUBLIC
33	Shalki Chatrath	PUBLIC	PUBLIC
34	Naveen Parashar	PUBLIC	PUBLIC
35	Akansha Singh Naruka	PUBLIC	PUBLIC
36	Sparsh Goyal	PUBLIC	PUBLIC
37	Madhu Bala	PUBLIC	PUBLIC
38	Vivek Mahajan	PUBLIC	PUBLIC
39	Atul Gupta	PUBLIC	PUBLIC
40	Atul Gupta (HUF)	PUBLIC	PUBLIC
41	Nikunj Gupta	PUBLIC	PUBLIC
42	Jayant Batra	PUBLIC	PUBLIC
43	Amita Gulati	PUBLIC	PUBLIC
44	Ramesh Chander Gulati (HUF)	PUBLIC	PUBLIC
45	Ramesh Chander Gulati	PUBLIC	PUBLIC
46	Anju Bajaj	PUBLIC	PUBLIC
47	Deepak Bajaj	PUBLIC	PUBLIC
48	Mugdha Pachnanda	PUBLIC	PUBLIC
49	Manoj Bajaj	PUBLIC	PUBLIC

50	Anil Gupta (HUF)	PUBLIC	PUBLIC
51	Corpure Management Consultancy LLP	PUBLIC	PUBLIC
52	Nisha Garg	PUBLIC	PUBLIC
53	Ram Kumar	PUBLIC	PUBLIC
54	Shubhankit	PUBLIC	PUBLIC
55	Shyam Sunder Garg	PUBLIC	PUBLIC
56	Anil Kumar Gupta	PUBLIC	PUBLIC
57	Kusum Aggarwal	PUBLIC	PUBLIC
58	Daud Kamal	PUBLIC	PUBLIC
59	Mukesh Garg	PUBLIC	PUBLIC
60	Gaurav Jain	PUBLIC	PUBLIC
61	Srishti Abrol	PROMOTER	PROMOTER

l) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: NOT APPLICABLE

m) Valuation and Justification for the allotment proposed to be made against conversion of Loans

46,30,158 Equity Shares are proposed to be allotted to Annaya Management Consultancy Private Limited (8,62,693), Regency Digitrade Investment Private Limited (12,03,782) and Max Bio biosciences Private Limited (25,63,683) against conversion of outstanding unsecured loans aggregating INR 23,38,22,979/- at the Issue Price of INR 50.50 per share, determined under Regulation 164(1) read with Regulation 166A of the ICDR Regulations and the Valuation Report dated 15th October, 2026.

The balance 96,36,254 Equity Shares are proposed to be allotted for cash.

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

Issue of Equity Shares to Promoters and Non-Promoters on Preferential Basis for Cash or against conversion of existing loans.

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

o) Undertakings

- i)** The Issuer shall re-compute the price of the securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- ii)** If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the 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 has been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- iv) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- v) The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.
- vi) As the Equity Shares have been listed for a period of more than 240 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.
- vii) The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

p) Practicing Company Secretary's Certificate

The certificate in terms of Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 from Mr. Devender Singh, Practicing Company Secretary [Membership No. A76094, COP-28056] certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, 2018 shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://portal.regencyfincorp.co.in/uploads/portal.regencyfincorp.co.in/investor-relation/Shareholder%20Notices/Extraordinary%20General%20Meeting/2026-2027/e2fc03ed16ab46c08192c17e94ff4167.pdf>

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

Issue of Equity Shares: The Board of Directors at its meeting held on **Friday, 16th October, 2026** has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to a maximum of 1,42,66,412 (One Crore Forty Two Lakhs Sixty Six Thousand Four Hundred Twelve) Equity Shares at a price of INR 50.50/- (Indian Rupees Fifty and Fifty Paise Only) per share (including INR 40.50/- {Indian Rupees Forty and Fifty Paise only as Premium) ("Issue Price") per share aggregating up to INR 72,04,53,806/- (Indian Rupees Seventy Two Crore Four Lakhs Fifty Three Thousand Eight Hundred Six Only) for cash and against conversion of existing loans (as per bifurcation given as under) on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws

Type of Consideration	No. of Allottees	No. of Shares	Face Value of Shares Allotted (In INR)	Premium Amount (In INR)	Aggregate Funds (In INR)
Allotment only in Cash	58	9636254	10	40.50	48,66,30,827/-
Allotment against conversion of outstanding unsecured loans	3	4630158	10	40.50	23,38,22,979/-
Total	61	14266412			72,04,53,806/-

r) Principal terms of assets charged as securities

Not applicable.

s) 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.

t) Lock-in Period

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

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

u) Other Disclosures

- i) During the period from 1st April, 2026 until the date of Notice of this EGM, the Company has not made any issue of equity shares.
- ii) Since the Equity Shares of the Company are listed on 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. The Valuation Report has been obtained from **Mr. Sandeep Agrawal**, a Registered Valuer registered with the Insolvency and Bankruptcy Board of India (IBBI) having Membership No. IBBI/RV/06/2020/13344 dated 15th October, 2026 in accordance with provisions of Regulation 166A of SEBI ICDR Regulations. The Valuation Report is uploaded on the website of the Company and is accessible at: <https://portal.regencyfincorp.co.in/uploads/portal.regencyfincorp.co.in/investorrelation/Shareholder%20Notices/Extraordinary%20General%20Meeting/2026-2027/e2fc03ed16ab46c08192c17e94ff4167.pdf>
- iii) The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.
- iv) As a result of the proposed preferential issue there will be no change in the control or management of the Company.
- v) The Company confirms that the proposed issue will be in compliance with the applicable minimum public shareholding requirements and that the proposed allottees in the Public category shall continue to be classified under the Public category, and the Promoter / Promoter Group allottees under the Promoter category, upon allotment.

In accordance with the provisions of Sections 23(1)(b), 42, 62 and 179 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the 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. 2 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company, as proposed to be increased under Item No. 1 of this Notice.

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. 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the passing of this Special Resolution as set out at Item No. 2 of this Notice except Mr. Gaurav Kumar (Managing Director) and Mr. Sarfaraz Mallick (Whole Time Director & CFO), who are the ultimate beneficial owners of Regency Digitrade Investment Private Limited (and, in the case of Mr. Gaurav Kumar, also of Annaya Management Consultancy Private Limited), being Proposed Allottees, and except to the extent of their shareholding in the Company.

ITEM NO. 3:

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

In accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and 179 and other applicable provisions of the Companies Act, 2013 **(the “Act”)** and the Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(the “ICDR Regulations”)** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the “Listing Regulations”)**, as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Share Warrants Convertible into Equity Shares on a preferential basis to Promoters and Non-Promoters/ Public Shareholders of the Company **(“Proposed Allottees”)**.

It may be noted that;

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

The Shareholding of the Proposed Allottees for Preferential Issue of Share Warrants convertible into Equity Shares in the Company is as follows:

Sr. No.	Name of Proposed Allottees	Pre-Preferential Issue Holding			Maximum No. of Warrants to be allotted	Post Preferential Issue Holding		
		Category (Promoter/ Promoter Group/ Public)	No. of Equity Shares	% of holding		Category (Promoter/ Promoter Group/ Public)	No. of Equity Shares	% of the holding
1	Gaurav Kumar	PROMOTER	4671195	5.26	35,64,356	PROMOTER	82,35,551	5.47
2	Neha Abrol	PROMOTER	4424076	4.98	35,64,356	PROMOTER	79,88,432	5.30
3	Regency Digitrade Investment Private Limited	PROMOTER	2358350	2.65	39,60,396	PROMOTER	75,22,528	4.99
4	Aastha Sukhija	PUBLIC	0	0	49,504	PUBLIC	49,504	0.03
5	Aakarshit Sapra	PUBLIC	4418	0.00	1,98,019	PUBLIC	2,02,437	0.13
6	Abhineet Sapra	PUBLIC	115672	0.13	3,96,039	PUBLIC	5,11,711	0.34
7	Alok Kumar Agarwal	PUBLIC	0	0	99,009	PUBLIC	99,009	0.07

8	Gaurav Bhatia	PUBLIC	2500	0.00	49,504	PUBLIC	52,004	0.03
9	Gaurav Bhatia (HUF)	PUBLIC	0	0	99,009	PUBLIC	99,009	0.07
10	Gowhar P Mallick	PUBLIC	0	0	99,009	PUBLIC	99,009	0.07
11	Growfast Securities & Credit Private Limited	PUBLIC	0	0	20,00,000	PUBLIC	20,00,000	1.33
12	Mahabir Tradeventures LLP	PUBLIC	217420	0.24	2,50,000	PUBLIC	7,17,420	0.48
13	Mukul Kumar Gupta	PUBLIC	0	0	12,00,000	PUBLIC	12,00,000	0.80
14	Mukesh Sukhija	PUBLIC	0	0	1,98,019	PUBLIC	1,98,019	0.13
15	Mukesh Sukhija (HUF)	PUBLIC	0	0	99,009	PUBLIC	99,009	0.07
16	Neelam Bhatia	PUBLIC	0	0	49,504	PUBLIC	49,504	0.03
17	Pooja Bhatia	PUBLIC	0	0	1,98,019	PUBLIC	1,98,019	0.13
18	Raama Finance Limited	PUBLIC	0	0	9,90,099	PUBLIC	9,90,099	0.66
19	Radha Sapra	PUBLIC	142755	0.16	3,96,039	PUBLIC	5,38,794	0.36
20	Rally Infra Private Limited	PUBLIC	0	0	5,94,059	PUBLIC	5,94,059	0.39
21	Rashmi Sukhija	PUBLIC	0	0	49,504	PUBLIC	49,504	0.03
22	Rohit Behal	PUBLIC	100000	0.11	2,50,000	PUBLIC	3,50,000	0.23

23	Sabina Mallick	PUBLIC	0	0	99,009	PUBLIC	99,009	0.07
24	Sarfaraz Mallick	PUBLIC	294123	0.33	87,12,871	PUBLIC	90,06,994	5.98
25	Somesh Arora	PUBLIC	0	0	6,93,069	PUBLIC	6,93,069	0.46
26	Sunny Mittal	PUBLIC	0	0	2,50,000	PUBLIC	2,50,000	0.17
27	Pallvi	PUBLIC	0	0	1,48,514	PUBLIC	1,48,514	0.10
28	Parvinder Kaur Kohli	PUBLIC	0	0	3,16,831	PUBLIC	3,16,831	0.21
29	Amrc Ventures LLP	PUBLIC	0	0	19,80,198	PUBLIC	19,80,198	1.31
30	LC Growth Debt Fund-II	PUBLIC	0	0	9,90,099	PUBLIC	9,90,099	0.66
31	Rakesh Kumar	PUBLIC	334277	0.38	99,009	PUBLIC	4,33,286	0.29
32	Cosmos Investfi Asset management LLP	PUBLIC	0	0	9,90,099	PUBLIC	29,70,297	1.97
33	SKG Assets and Holdings Private Limited	PUBLIC	750075	0.84	9,90,099	PUBLIC	17,40,174	1.16
34	Vikas Gupta HUF	PUBLIC	0	0	3,96,039	PUBLIC	3,96,039	0.26
35	Kush Gupta	PUBLIC	0	0	3,96,039	PUBLIC	3,96,039	0.26
36	Priyanka Jain	PUBLIC	0	0	3,96,039	PUBLIC	3,96,039	0.26

37	Rakesh Gupta (HUF)	PUBLIC	0	0	3,96,039	PUBLIC	3,96,039	0.26
38	Luv Gupta HUF	PUBLIC	0	0	3,96,039	PUBLIC	3,96,039	0.26
39	Vinay Sharma	PUBLIC	0	0	19,80,198	PUBLIC	19,80,198	1.31
40	Salim Akbar Khan	PUBLIC	0	0	19,801	PUBLIC	19,801	0.01
41	Ecomatix Solutions Private Limited	PUBLIC	3400166	3.83	24,75,247	PUBLIC	58,75,413	3.90
42	Boolean Ventura Private Limited	PUBLIC	440796	0.50	24,75,247	PUBLIC	29,16,043	1.94
43	Max Bio biosciences Private Limited	PUBLIC	4916550	5.53	9,90,099	PUBLIC	84,70,332	5.62
44	Amit Kasturilal Thakur	PUBLIC	0	0	7,920	PUBLIC	7,920	0.01
45	Moidul Islam	PUBLIC	0	0	7,920	PUBLIC	7,920	0.01
46	Rajesh Pandurang Bavdane	PUBLIC	0	0	7,920	PUBLIC	7,920	0.01
47	Satish Kumar Agarwal	PUBLIC	0	0	7,920	PUBLIC	7,920	0.01
48	Sovereign Global Markets Private Limited	PUBLIC	0	0	3,96,039	PUBLIC	3,96,039	0.26

49	Uday Pratap Singh	PUBLIC	0	0	7,920	PUBLIC	7,920	0.01
50	Amit Gupta	PUBLIC	2037763	2.29	3,96,039	PUBLIC	28,29,841	1.88
51	Prateek Sharma	PUBLIC	0	0	99,009	PUBLIC	99,009	0.07
52	Raj Kanta	PUBLIC	0	0	49,504	PUBLIC	49,504	0.03
53	Shilpa Bhatia	PUBLIC	0	0	49,504	PUBLIC	49,504	0.03
54	Sunrise Gilts & Securities Private Limited	PUBLIC	0	0	9,90,099	PUBLIC	9,90,099	0.66
55	Sunrise Investment Opportunities Fund	PUBLIC	0	0	19,80,198	PUBLIC	19,80,198	1.31
56	Radhey Shayam Pandey	PUBLIC	0	0	2,000	PUBLIC	2,000	0.00
	Total		24210136	27.25	4,75,46,030		7,81,49,868	51.87

4. 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;

5. The Company has obtained the Permanent Account Numbers of the proposed allottees.

6. The Equity Shares will be issued in Dematerialised form.

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

a) Objects of the Preferential Issue

The Company proposes to raise an amount aggregating to INR 3,12,15,28,321/- (Indian Rupees Three Hundred and Twelve Crore Fifteen Lakh Twenty Eight Thousand Three Hundred and Twenty One Only) bifurcated as under:

- INR 72,04,53,806/- (Indian Rupees Seventy Two Crore Four Lakhs Fifty Three Thousand Eight Hundred Six Only) by way of issuance of Equity Shares for cash and conversion of outstanding loan amount.

Out of which amount of INR 23,38,22,979/- (Indian Rupees Twenty Three Crore Thirty Eight Lakhs Twenty Two Thousand Nine Hundred Seventy Nine Only) is against conversion of outstanding loan and amount of INR 48,66,30,827/- (Indian Rupees Forty Eight Crore Sixty Six Lakh Thirty Thousand Eight Hundred and Twenty Seven Only) is for cash.

- INR 2,40,10,74,515/- (Indian Rupees Two Hundred Forty Crore Ten Lakhs Seventy Four Thousand Five Hundred Fifteen Only) by issuance of Share Warrant convertible into Equity Shares for cash.

The proceeds of the Preferential Issue shall be utilized towards furtherance of its object as detailed below.

Particulars	Proposed % age of Fund Utilization	Proposed Amount (in INR) for Fund Utilization	Tentative timelines for utilization of issue Proceeds from the date of receipt of fund
Acquisition of Company having Digital Lending Platform	Upto 43.29%	Upto Rs. 125.00 Cr.	Within 12 months from the date of receipt of Funds
Acquisition of Company having Gold Loan Business	Upto 25.97%	Upto Rs. 75.00 Cr.	Within 06 months from the date of receipt of Funds
Onward Lending Purposes- MSME Loans (amount aggregating to INR 23.38 Cr – against conversion of outstanding loans is already utilized for this purpose)	Upto 14.41%	Upto Rs. 41.62 Cr.	Within 24 months from the date of receipt of Funds
General Corporate Purposes	Upto 16.33%	Upto Rs. 47.15 Cr.	Within 24 months from the date of receipt of Funds
Total	100 %	#Upto Rs. 288.77 Cr.	

#Total issue size is INR 312.15 Cr out of which INR 23.38 Cr – represents conversion of outstanding unsecured loans into Equity Shares and does not involve receipt of fresh funds and the same is already utilized for the purpose of onward lending of MSME Loans. Remaining funds i.e. INR 288.77 Cr are proposed to be utilized for the purposes as per the details as given above

In terms of the BSE Circular No. 20221213-47 dated 13th December, 2022, as amended, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

As the size of the issue exceeds INR 100 crore, the Board of Directors have decided to appoint Infomerics Valuation and Rating Limited as the credit rating agency registered with SEBI as Monitoring Agency to monitor the use of the issue proceeds in terms of Regulation 162A of the ICDR Regulations, and the report of the Monitoring Agency shall be submitted to the Stock Exchange and placed on the website of the Company within 45 days from the end of each quarter.

b) Total/Maximum number of securities to be issued

Warrants convertible into Equity Shares: 4,75,46,030 (Four Crore Seventy Five Lakhs Forty Six Thousand and Thirty) Warrants convertible into equity shares at a price of INR 50.50/- (Indian Rupees Fifty and Fifty Paise Only) per Warrant (including INR 40.50/- {Indian Rupees Forty and Fifty Paise only} as Premium) ("Issue Price") aggregating up to INR 2,40,10,74,515/- (Indian Rupees Two Hundred Forty Crore Ten Lakhs Seventy Four Thousand Five Hundred Fifteen Only), such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the ICDR Regulations.

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

Pricing for the proposed issue is arrived in accordance with provisions of Regulation 164(1) of the SEBI ICDR Regulations, 2018, and the Valuation has been carried out by Mr. Sandeep Agrawal, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2020/13344) Valuation Report dated **Thursday, 15th October, 2026** in accordance with provisions of Regulation 166A of SEBI ICDR Regulations.

Further, the shares of the company are listed on BSE Limited ("BSE") for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) read with Regulation 166A of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

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

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

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

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

Equity Shares of the Company are listed on BSE Limited ("BSE") and are most frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 90 Trading Days preceding the relevant date. The equity shares are frequently traded in terms of Regulation 164(5), as the traded turnover on BSE during the 240 trading days preceding the Relevant Date was 2,92,59,979 equity shares, i.e. 35.57% of the weighted average number of equity shares (as per the Valuation Report).

Therefore, in terms of Regulation 164(1) read with Regulation 166A of the SEBI ICDR Regulations, the minimum issue price has been computed as Rs. 50.50/- per Warrant (i.e. per Equity Share arising on exercise), being the higher of the 90 trading days' VWAP (Rs. 46.21), the 10 trading days' VWAP (Rs. 50.50) and the value determined by the Registered Valuer (Rs. 50.50).

Further, the Board of Directors have decided to issue the Warrants at a price of Rs. 50.50/- per Warrant including premium of Rs. 40.50/- per Warrant. The valuation report as received from the registered valuer is also available on the website of the company i.e. <https://portal.regencyfincorp.co.in/uploads/portal.regencyfincorp.co.in/investor-relation/Shareholder%20Notices/Extraordinary%20General%20Meeting/2026-2027/e5beea81c63044f79ba3ddf02b119930.pdf>

A Certificate regarding arriving at Minimum Issue Price in terms of Regulation 164(1) read with Regulation 166A of SEBI (ICDR) Regulations, 2018 as amended has been taken from CA Sourav Garg, Partner of M/s KNSG & Co LLP, Chartered Accountants, Statutory Auditors of the Company [Membership No. 545783, FRN-025315] dated **Friday, 16th October, 2026**, confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018, which is available at website of the company and will be accessible at link: <https://portal.regencyfincorp.co.in/uploads/portal.regencyfincorp.co.in/investor-relation/Shareholder%20Notices/Extraordinary%20General%20Meeting/2026-2027/336523b0e2de4e5cbf02c082bb42d742.pdf>

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

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

Consideration other than Cash: NA

Cash Consideration: Aggregate amount upto INR 2,40,10,74,515/- (Indian Rupees Two Hundred Forty Crore Ten Lakhs Seventy Four Thousand Five Hundred Fifteen Only) consisting of 4,75,46,030 (Four Crore Seventy Five Lakhs Forty Six Thousand and Thirty) Share Warrants Convertible into Equity Shares of the face value of INR 10/- per Share warrant at an Issue price of INR 50.50/- per share warrant (including INR 40.50/- as premium per share warrant), of which INR 60,02,68,628.75 (25%) shall be payable on allotment of the Warrants and INR 1,80,08,05,886.25 (75%) on exercise of the Warrants.

e) Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share shall be **Monday, 12th October, 2026**. The EGM is scheduled to be held on **Wednesday, 11th November, 2026**, and for the purpose of the relevant date, the date 30 days prior to the date of EGM will be considered which falls on **Monday, 12th October, 2026**.

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

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

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

Except Mr. Gaurav Kumar (Promoter and Managing Director) - 35,64,356 Warrants, Ms. Neha Abrol (Promoter) - 35,64,356 Warrants, Regency Digitrade Investment Private Limited (Promoter; ultimate beneficial owners Mr. Gaurav Kumar and Mr. Sarfaraz Mallick (Whole Time Director and Chief Financial Officer)) - 39,60,396 Warrants, and Mr. Sarfaraz Mallick (Whole Time Director and Chief Financial Officer) - 87,12,871 Warrants, and Boolean Ventura Private Limited (ultimate beneficial owner Mr. Sarfaraz Mallick, Whole Time Director and Chief Financial Officer) - 24,75,247 Warrants, no other Promoter, Director, Key Managerial Personnel or member of the Senior Management of the Issuer intends to subscribe to the Warrants proposed to be issued pursuant to the Preferential Issue.

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

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

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

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

S. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY	NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS	PRE-PREFERENTIAL SHAREHOLDING*	POST-PREFERENTIAL SHAREHOLDING#	POST-PREFERENTIAL SHAREHOLDING (%)

1.	Gaurav Kumar	PROMOTER	Not Applicable	4671195	82,35,551	5.47
2.	Neha Abrol	PROMOTER	Not Applicable	4424076	79,88,432	5.30
3.	Regency Digitrade Investment Private Limited	PROMOTER	Mr. Gaurav Kumar, Mr. Sarfaraz Mallick	2358350	75,22,528	4.99
4.	Aastha Sukhija	PUBLIC	Not Applicable	0	49,504	0.03
5.	Aakarshit Sapra	PUBLIC	Not Applicable	4418	2,02,437	0.13
6.	Abhineet Sapra	PUBLIC	Not Applicable	115672	5,11,711	0.34
7.	Alok Kumar Agarwal	PUBLIC	Not Applicable	0	99,009	0.07
8.	Gaurav Bhatia	PUBLIC	Not Applicable	2500	52,004	0.03
9.	Gaurav Bhatia (HUF)	PUBLIC	Mr. Gaurav Bhatia	0	99,009	0.07
10.	Gowhar P Mallick	PUBLIC	Not Applicable	0	99,009	0.07
11.	Growfast Securities & Credit Private Limited	PUBLIC	Mr. Aditya Aggarwal	0	20,00,000	1.33
12.	Mahabir Tradeventures LLP	PUBLIC	Mr. Kanav Gupta	217420	7,17,420	0.48
13.	Mukul Kumar Gupta	PUBLIC	Not Applicable	0	12,00,000	0.80
14.	Mukesh Sukhija	PUBLIC	Not Applicable	0	1,98,019	0.13
15.	Mukesh Sukhija (HUF)	PUBLIC	Mr. Mukesh Sukhija	0	99,009	0.07
16.	Neelam Bhatia	PUBLIC	Not Applicable	0	49,504	0.03
17.	Pooja Bhatia	PUBLIC	Not Applicable	0	1,98,019	0.13
18.	Raama Finance Limited	PUBLIC	Mr. Akhil Mittal	0	9,90,099	0.66

19.	Radha Sapra	PUBLIC	Not Applicable	142755	5,38,794	0.36
20.	Rally Infra Private Limited	PUBLIC	Mr. Vikas Sharma	0	5,94,059	0.39
21.	Rashmi Sukhija	PUBLIC	Not Applicable	0	49,504	0.03
22.	Rohit Behal	PUBLIC	Not Applicable	100000	3,50,000	0.23
23.	Sabina Mallick	PUBLIC	Not Applicable	0	99,009	0.07
24.	Sarfaraz Mallick	PUBLIC	Not Applicable	294123	90,06,994	5.98
25.	Somesh Arora	PUBLIC	Not Applicable	0	6,93,069	0.46
26.	Sunny Mittal	PUBLIC	Not Applicable	0	2,50,000	0.17
27.	Pallvi	PUBLIC	Not Applicable	0	1,48,514	0.10
28.	Parvinder Kaur Kohli	PUBLIC	Not Applicable	0	3,16,831	0.21
29.	Amrc Ventures LLP	PUBLIC	Ms. Rita Chadha	0	19,80,198	1.31
30.	LC Growth Debt Fund-II	PUBLIC	Mr. Chandan Kumar Mishra	0	9,90,099	0.66
31.	Rakesh Kumar	PUBLIC	Not Applicable	334277	4,33,286	0.29
32.	Cosmos Investfi Asset management LLP	PUBLIC	Mr. Ankit Sapra	0	29,70,297	1.97
33.	SKG Assets and Holdings Private Limited	PUBLIC	Mr. Vikas Gupta	750075	17,40,174	1.16
34.	Vikas Gupta HUF	PUBLIC	Mr. Vikas Gupta	0	3,96,039	0.26
35.	Kush Gupta	PUBLIC	Not Applicable	0	3,96,039	0.26
36.	Priyanka Jain	PUBLIC	Not Applicable	0	3,96,039	0.26

37.	Rakesh Gupta (HUF)	PUBLIC	Mr. Rakesh Gupta	0	3,96,039	0.26
38.	Luv Gupta HUF	PUBLIC	Mr. Luv Gupta	0	3,96,039	0.26
39.	Vinay Sharma	PUBLIC	Not Applicable	0	19,80,198	1.31
40.	Salim Akbar Khan	PUBLIC	Not Applicable	0	19,801	0.01
41.	Ecomatix Solutions Private Limited	PUBLIC	Ms. Hina	3400166	58,75,413	3.90
42.	Boolean Ventura Private Limited	PUBLIC	Mr. Sarfaraz Mallick	440796	29,16,043	1.94
43.	Max Bio biosciences Private Limited	PUBLIC	Mr. Rakesh Kumar	4916550	84,70,332	5.62
44.	Amit Kasturilal Thakur	PUBLIC	Not Applicable	0	7,920	0.01
45.	Moidul Islam	PUBLIC	Not Applicable	0	7,920	0.01
46.	Rajesh Pandurang Bavdane	PUBLIC	Not Applicable	0	7,920	0.01
47.	Satish Kumar Agarwal	PUBLIC	Not Applicable	0	7,920	0.01
48.	Sovereign Global Markets Private Limited	PUBLIC	Mr. Umesh Kumar Tulsyan	0	3,96,039	0.26
49.	Uday Pratap Singh	PUBLIC	Not Applicable	0	7,920	0.01
50.	Amit Gupta	PUBLIC	Not Applicable	2037763	28,29,841	1.88
51.	Prateek Sharma	PUBLIC	Not Applicable	0	99,009	0.07
52.	Raj Kanta	PUBLIC	Not Applicable	0	49,504	0.03
53.	Shilpa Bhatia	PUBLIC	Not Applicable	0	49,504	0.03

54.	Sunrise Gilts & Securities Private Limited	PUBLIC	Mr. Pratik Kumar More	0	9,90,099	0.66
55.	Sunrise Investment Opportunities Fund	PUBLIC	Mr. Pratik Kumar More	0	19,80,198	1.31
56.	Radhey Shayam Pandey	PUBLIC	Not Applicable	0	2,000	0.00

Note:

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares and warrants that may be allotted.
2. *Pre-issue shareholding is as on Friday, 9th October, 2026 (as per BENPOS).
3. Post Preferential Shareholding/Diluted Capital and percentage has been calculated assuming allotment of all Equity Shares under Item No. 2 and full conversion of all Warrants under this Item No. 3, i.e. on a post-issue fully diluted capital of 15,06,58,512 Equity Shares.
4. There shall not be any change in control consequent to the present preferential issue of warrants.

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

Pursuance to the allotment of equity shares and warrants, the below mentioned investors will exercise 5% or more of the voting rights in the company, however the same will not result in change in control of the Company consequent to the completion of the Preferential Issue.

Mr. Sarfaraz Mallick and Boolean Ventura Private Limited (of which he is the ultimate beneficial owner) shall together hold 1,19,23,037 Equity Shares, i.e. 7.91% of the post-issue fully diluted share capital, upon allotment of the Equity Shares and full conversion of the Warrants. The same shall not result in any change in control of the Company or attract the obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Warrants convertible into Equity Shares:

S.NO.	NAME OF ALLOTTEE	PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL
1.	Gaurav Kumar	5.47
2.	Neha Abrol	5.30
3.	Regency Digitrade Investment Private Limited	4.99
4.	Aastha Sukhija	0.03
5.	Aakarshit Sapra	0.13
6.	Abhineet Sapra	0.34
7.	Alok Kumar Agarwal	0.07
8.	Gaurav Bhatia	0.03
9.	Gaurav Bhatia (HUF)	0.07
10.	Gowhar P Mallick	0.07

11.	Growfast Securities & Credit Private Limited	1.33
12.	Mahabir Tradeventures LLP	0.48
13.	Mukul Kumar Gupta	0.80
14.	Mukesh Sukhija	0.13
15.	Mukesh Sukhija (HUF)	0.07
16.	Neelam Bhatia	0.03
17.	Pooja Bhatia	0.13
18.	Raama Finance Limited	0.66
19.	Radha Sapra	0.36
20.	Rally Infra Private Limited	0.39
21.	Rashmi Sukhija	0.03
22.	Rohit Behal	0.23
23.	Sabina Mallick	0.07
24.	Sarfaraz Mallick	5.98
25.	Somesh Arora	0.46
26.	Sunny Mittal	0.17
27.	Pallvi	0.10
28.	Parvinder Kaur Kohli	0.21
29.	Amrc Ventures LLP	1.31
30.	LC Growth Debt Fund-II	0.66
31.	Rakesh Kumar	0.29
32.	Cosmos Investfi Asset management LLP	1.97
33.	SKG Assets and Holdings Private Limited	1.16
34.	Vikas Gupta HUF	0.26
35.	Kush Gupta	0.26
36.	Priyanka Jain	0.26
37.	Rakesh Gupta (HUF)	0.26
38.	Luv Gupta HUF	0.26

39.	Vinay Sharma	1.31
40.	Salim Akbar Khan	0.01
41.	Ecomatix Solutions Private Limited	3.90
42.	Boolean Ventura Private Limited	1.94
43.	Max Bio biosciences Private Limited	5.62
44.	Amit Kasturilal Thakur	0.01
45.	Moidul Islam	0.01
46.	Rajesh Pandurang Bavdane	0.01
47.	Satish Kumar Agarwal	0.01
48.	Sovereign Global Markets Private Limited	0.26
49.	Uday Pratap Singh	0.01
50.	Amit Gupta	1.88
51.	Prateek Sharma	0.07
52.	Raj Kanta	0.03
53.	Shilpa Bhatia	0.03
54.	Sunrise Gilts & Securities Private Limited	0.66
55.	Sunrise Investment Opportunities Fund	1.31
56.	Radhey Shayam Pandey	0.00

k) The Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter Warrants convertible into Equity Shares:

S.NO.	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1.	Gaurav Kumar	PROMOTER	PROMOTER
2.	Neha Abrol	PROMOTER	PROMOTER
3.	Regency Digitrade Investment Private Limited	PROMOTER	PROMOTER
4.	Aastha Sukhija	PUBLIC	PUBLIC
5.	Aakarshit Sapra	PUBLIC	PUBLIC
6.	Abhineet Sapra	PUBLIC	PUBLIC

7.	Alok Kumar Agarwal	PUBLIC	PUBLIC
8.	Gaurav Bhatia	PUBLIC	PUBLIC
9.	Gaurav Bhatia (HUF)	PUBLIC	PUBLIC
10.	Gowhar P Mallick	PUBLIC	PUBLIC
11.	Growfast Securities & Credit Private Limited	PUBLIC	PUBLIC
12.	Mahabir Tradeventures LLP	PUBLIC	PUBLIC
13.	Mukul Kumar Gupta	PUBLIC	PUBLIC
14.	Mukesh Sukhija	PUBLIC	PUBLIC
15.	Mukesh Sukhija (HUF)	PUBLIC	PUBLIC
16.	Neelam Bhatia	PUBLIC	PUBLIC
17.	Pooja Bhatia	PUBLIC	PUBLIC
18.	Raama Finance Limited	PUBLIC	PUBLIC
19.	Radha Sapra	PUBLIC	PUBLIC
20.	Rally Infra Private Limited	PUBLIC	PUBLIC
21.	Rashmi Sukhija	PUBLIC	PUBLIC
22.	Rohit Behal	PUBLIC	PUBLIC
23.	Sabina Mallick	PUBLIC	PUBLIC
24.	Sarfaraz Mallick	PUBLIC	PUBLIC
25.	Somesh Arora	PUBLIC	PUBLIC
26.	Sunny Mittal	PUBLIC	PUBLIC
27.	Pallvi	PUBLIC	PUBLIC
28.	Parvinder Kaur Kohli	PUBLIC	PUBLIC
29.	Amrc Ventures LLP	PUBLIC	PUBLIC
30.	LC Growth Debt Fund-II	PUBLIC	PUBLIC
31.	Rakesh Kumar	PUBLIC	PUBLIC

32.	Cosmos Investfi Asset management LLP	PUBLIC	PUBLIC
33.	SKG Assets and Holdings Private Limited	PUBLIC	PUBLIC
34.	Vikas Gupta HUF	PUBLIC	PUBLIC
35.	Kush Gupta	PUBLIC	PUBLIC
36.	Priyanka Jain	PUBLIC	PUBLIC
37.	Rakesh Gupta (HUF)	PUBLIC	PUBLIC
38.	Luv Gupta HUF	PUBLIC	PUBLIC
39.	Vinay Sharma	PUBLIC	PUBLIC
40.	Salim Akbar Khan	PUBLIC	PUBLIC
41.	Ecomatix Solutions Private Limited	PUBLIC	PUBLIC
42.	Boolean Ventura Private Limited	PUBLIC	PUBLIC
43.	Max Bio biosciences Private Limited	PUBLIC	PUBLIC
44.	Amit Kasturilal Thakur	PUBLIC	PUBLIC
45.	Moidul Islam	PUBLIC	PUBLIC
46.	Rajesh Pandurang Bavdane	PUBLIC	PUBLIC
47.	Satish Kumar Agarwal	PUBLIC	PUBLIC
48.	Sovereign Global Markets Private Limited	PUBLIC	PUBLIC
49.	Uday Pratap Singh	PUBLIC	PUBLIC
50.	Amit Gupta	PUBLIC	PUBLIC
51.	Prateek Sharma	PUBLIC	PUBLIC
52.	Raj Kanta	PUBLIC	PUBLIC
53.	Shilpa Bhatia	PUBLIC	PUBLIC
54.	Sunrise Gilts & Securities Private Limited	PUBLIC	PUBLIC
55.	Sunrise Investment Opportunities Fund	PUBLIC	PUBLIC
56.	Radhey Shayam Pandey	PUBLIC	PUBLIC

l) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: NOT APPLICABLE

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

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

n) Shareholding pattern of the Company before and after the Preferential Issue of Warrants convertible into Equity Shares to Promoters and Non-Promoters on Preferential Basis

The Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue of Warrants convertible into equity shares are enclosed as **ANNEXURE-B** to this Notice (*Post Issue Shareholding is on the basis of assumption of full conversion of warrants into equity shares*).

o) Undertakings

- i) The Issuer shall re-compute the price of the securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- iii) None of the Company, its Directors or Promoters has been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- iv) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- v) The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.
- vi) As the Equity Shares have been listed for a period of more than 240 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.
- vii) The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

p) Practicing Company Secretary's Certificate

The certificate in terms of Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 from Mr. Devender Singh, Practicing Company Secretary [Membership No. A76094, COP-28056] certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, 2018 shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://portal.regencyfincorp.co.in/uploads/portal.regencyfincorp.co.in/investor-relation/Shareholder%20Notices/Extraordinary%20General%20Meeting/2026-2027/e2fc03ed16ab46c08192c17e94ff4167.pdf>

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

Issue of Warrants convertible into equity shares: The Board of Directors at its meeting held on Friday, 16th October, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to a maximum of 4,75,46,030 (Four Crore Seventy Five Lakhs Forty Six Thousand and Thirty) Warrants convertible into Equity Shares at a price of INR 50.50/- (Indian Rupees Fifty and Fifty Paise Only) per Warrant (including INR 40.50/- {Indian Rupees Forty and Fifty Paise only} as Premium) ("Issue Price") aggregating to INR 2,40,10,74,515/- (Indian Rupees Two Hundred Forty Crore Ten Lakhs Seventy Four Thousand Five Hundred Fifteen Only), for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

r) Principal terms of assets charged as securities

Not applicable.

s) 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.

t) Lock-in Period

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

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

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

u) Other Disclosures

- i)** During the period from 1st April, 2026 until the date of Notice of this EGM, the Company has not made any issue of equity shares.
- ii)** Since the Equity Shares of the Company are listed on 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. The Valuation Report has been obtained from **Mr. Sandeep Agrawal**, a Registered Valuer registered with the Insolvency and Bankruptcy Board of India (IBBI) having Membership No. IBBI/RV/06/2020/13344 dated Thursday, 15th October, 2026 in accordance with provisions of Regulation 166A of SEBI ICDR Regulations. The Valuation Report is uploaded on the website of the Company and is accessible at: <https://portal.regencyfincorp.co.in/uploads/portal.regencyfincorp.co.in/investorrelation/Shareholder%20Notices/Extraordinary%20General%20Meeting/2026-2027/e2fc03ed16ab46c08192c17e94ff4167.pdf>
- iii)** The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.
- iv)** As a result of the proposed preferential issue there will be no change in the control or management of the Company.
- v)** The Company confirms that the proposed issue will be in compliance with the applicable minimum public shareholding requirements and that the proposed allottees in the Public category shall continue to be classified under the Public category, and the Promoter / Promoter Group allottees under the Promoter category, upon allotment.

In accordance with the provisions of Sections 23(1)(b), 42, 62 and 179 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said share warrants to the Promoters and Non-Promoters/Public shareholders is being sought by way of a Special Resolution as set out in the said item no. 3 of the Notice. Issue of the Shares Warrants pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company, as proposed to be increased under Item No. 1 of this Notice.

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. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the passing of this Special Resolution as set out at Item No. 3 of this Notice except Mr. Gaurav Kumar (Managing Director) and Mr. Sarfaraz Mallick (Whole Time Director and Chief Financial Officer), to the extent of the Warrants

proposed to be allotted to them, and Mr. Sarfaraz Mallick (Whole Time Director and Chief Financial Officer) as ultimate beneficial owner (with Mr. Gaurav Kumar) of Regency Digitrade Investment Private Limited, and as ultimate beneficial owner of Boolean Ventura Private Limited, being Proposed Allottees, and except to the extent of their shareholding in the Company.

ITEM NO. 4: CONSIDER AND APPROVE THE REGENCY FINCORP LIMITED (RFL)- EMPLOYEES STOCK OPTION SCHEME 2026

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plans.

The Board of Directors of your Company understands the need to enhance employee engagement, to strengthen the leadership and management competencies of the Company to accelerate growth and cultivate high performance teams for the sustained success of the Company over a longer period of time, and to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the employees of the Company, and to create a sense of ownership and participation amongst them and to strengthen the management team to the next level of growth, the Board of Directors at its meeting held on October 16, 2026 upon recommendation of the Nomination and Remuneration Committee at its meeting held on October 15, 2026 ("NRC") approved the '**REGENCY FINCORP LIMITED - Employees Stock Option Scheme 2026**' ("**ESOP 2026**" / "**Scheme**") to or for the benefit of such employees as defined in the scheme ("**Eligible Employees**"), which would entitle them up to 1,00,00,000 (One Crore) options of the Company to be granted at exercise price.

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, ("**SEBI SBEB & SE Regulations**") and applicable provisions of the Companies Act, 2013 and rules made thereunder, the Company seeks Members' approval (by way of a special resolution) in respect of the Scheme and grant of stock options and thereby issue equity shares of the Company having face value of INR 10/- ("**Equity Shares**") to the Eligible Employees as decided by the NRC on such terms and conditions and at such price, in one or more tranches and on such terms and conditions, as may be determined by NRC in due compliance of the SEBI SBEB & SE Regulations. The Special Resolution set out in Item No. 4 is to seek your approval for the said purpose.

In terms of Section 62(1)(b) of the Companies Act, 2013 ("the Act") and Rules made thereunder read with Regulation 6 of the SEBI SBEB Regulations, features of the ESOP 2026 are given as under:

1. Brief Description of the Scheme:

This proposed scheme called the '**REGENCY FINCORP LIMITED - Employees Stock Option Scheme 2026**' enables the Company to grant stock options to Eligible Employees as selected by the NRC.

ESOP 2026 Scheme is a comprehensive plan to grant employee stock options ("**Options**") to the eligible employees of the Company as described below, to subscribe to the equity shares of the Company underlying the Options at an exercise price to be determined as per the Scheme. The Committee shall supervise the ESOP 2026 as required under SEBI SBEB Regulations. All questions of interpretation of ESOP 2026 shall be determined by the Committee, and such determination shall be final and binding upon all people who have an interest in ESOP 2026. Options may be granted under the Scheme only within a maximum period of 10 (Ten) years from the date of approval of the Scheme by the Members, and no fresh grant shall be made thereafter; Options granted within such period shall continue to be governed by the Scheme until they are exercised, lapse or are cancelled.

2. Total number of Options to be offered and granted:

The total number of Options to be offered and granted under the ESOP 2026 shall not exceed 1,00,00,000 (One Crore only). Each Option when exercised would be converted into one equity share of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up. In case of any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the eligible employees to make such fair and reasonable adjustment, the ceiling of equity shares as stated above shall be deemed to be increased to the extent of such additional equity shares issued. The Committee shall determine the nature, manner and the extent of the adjustment to be made as a consequence of any corporate action, consolidation etc.

3. Identification of classes of employees entitled to participate in the Scheme and beneficiaries in the Scheme:

Following classes of employees, which are selected by the NRC, are entitled to participate in the Scheme:

- a. an employee as designated by the Company who is exclusively working in India or outside India; or
- b. a Director, whether a whole-time director or not, including a non-executive Director who is not a promoter or member of the promoter group, but excluding an independent Director,

but does not include:

- i. an employee who is a promoter or a person belonging to the promoter group of the Company;
- ii. a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Shares.

Further, subject to the approval of the Members by way of a separate special resolution under Item No. 5 of this Notice, in terms of Regulation 6(3)(c) of the SBEB Regulations and Clause 4.2 of the Scheme, the permanent employees and Directors (whether Whole-time or not) of the present and future subsidiary company(ies) and associate company(ies) of the Company, whether working in India or outside India (other than those excluded above), shall also be entitled to participate in the Scheme.

4. Requirements of Vesting and period of Vesting:

Any Option granted under the ESOP 2026 shall vest not earlier than the minimum vesting period of 1 (One) year and not later than the maximum vesting period of 5 (Five) years from the date of grant as may be determined by the Committee. Subject to the minimum vesting period, the Committee may prescribe a graded vesting schedule (e.g. 20% at the end of each of the first, second, third, fourth and fifth years from the date of grant), which shall be specified in the Grant Letter.

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

Vesting of Option would be subject to continued employment with the Company (or with its subsidiary/associate company, as applicable).

In addition to this, the Committee may also specify certain performance criteria for each employee, subject to satisfaction of which the Options would vest.

5. Maximum period within which the options shall be vested:

Any Option granted under the ESOP 2026 shall be subject to a maximum vesting period of **5 (Five) years** from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

6. Exercise price or pricing formula:

Exercise Price shall be determined by the NRC at the time of grant and shall be specified in the Grant Letter. The NRC may fix the Exercise Price at Market Price, at a discount to Market Price, at face value, or by reference to any other pricing formula, in its discretion, in terms of Regulation 17 of the SBEB Regulations, provided the methodology is disclosed to the Members and consistently applied, and the Exercise Price shall conform to the accounting policies specified in Regulation 15 of the SBEB Regulations; provided that the Exercise Price shall not be less than the face value of the Equity Shares.

7. Exercise period and process of exercise:

The exercise period for vested Options shall be a maximum of 10 (Ten) years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of grant.

The Options shall be deemed to have been exercised when an employee makes an application in writing to the Company or by any other means as decided by the Committee, for the issue of shares against the Options vested in him, subject to payment of

exercise price and the applicable taxes in respect of such shares and subject to the compliance of other requisite conditions of exercise. The Options shall lapse if not exercised within the specified exercise period.

8. The appraisal process for determining the eligibility of employees for the scheme(s):

The NRC shall determine the Grant in its absolute discretion, taking into consideration such factors but not limited to Eligible Employee's performance appraisal, seniority, period of service, role of the Eligible Employee, the present and potential contribution to the growth of the Company. Thereafter, from time to time, the NRC may grant Options to one or more Eligible Employee/s.

9. Maximum number of options shares, as the case may be, to be offered and issued per employee and in aggregate, if any:

The maximum number of options that may be granted to an Eligible Employee will be determined by the NRC on a case-to-case basis. No Eligible Employee shall be granted Options, during any one year, equal to or exceeding 1% (One percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant, except with the prior approval of the Members by way of a separate special resolution in terms of Regulation 6(3)(d) of the SBEB Regulations.

The total number of Equity Shares to be allotted pursuant to exercise of Options under the Scheme to the Eligible Employees shall not cumulatively exceed 1,00,00,000 Equity Shares (One Crore) (including the Options granted to the eligible employees of the subsidiary company(ies) and associate company(ies) of the Company pursuant to Item No. 5 of this Notice) subject to a change due to a Corporate Action.

10. Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits that may be provided to each Eligible Employee shall be equivalent to the number of Options issued to such Eligible Employee, as may be determined by the NRC.

11. Whether the scheme is proposed to be implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented and administered directly by the Company. The Scheme shall not be implemented through a trust, and no equity shares shall be acquired for the purposes of the Scheme by way of secondary acquisition or gift.

12. whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

In view of above, the Scheme involves new issue of shares by the Company. The equity shares so issued and allotted, shall rank pari passu with the then existing equity shares of the Company.

13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

Not applicable.

14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the Scheme:

Not applicable.

15. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SEBI SBEB Regulations.

16. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on share based payments

or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

17. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report. Currently, this statement is not applicable to the Company.

18. Period of lock -in

Options will be subject to a minimum 1 (one) year Vesting period or other such time period or criteria as may be prescribed under the applicable law, including but not limited to the SEBI SBEB & SE Regulations. Further, the Shares arising out of the Exercise of Vested Options shall not be subject to any lock-in period from the date of allotment of such Shares under the Scheme, save for (i) restrictions under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct, and (ii) any retention period, deferral, malus or clawback prescribed by the NRC for Key Managerial Personnel and Senior Management in terms of the Company's Compensation Policy and the RBI directions applicable to NBFCs, as provided in the Scheme.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations

The Company may, but shall not be obliged to, buy back the whole or any part of the equity shares held by an Eligible Employee pursuant to exercise of Options, in accordance with Section 68 of the Companies Act, 2013 and the SEBI (Buy-Back of Securities) Regulations, 2018, as set out in Clause 12.4 of the Scheme: (i) the buy-back shall be financed only out of the permissible sources specified under Section 68(1) of the Act, namely free reserves, the securities premium account or the proceeds of any shares or other specified securities (other than the proceeds of an earlier issue of the same kind); (ii) the Company shall satisfy the minimum financial thresholds prescribed under applicable law as per its last audited financial statements, including the post buy-back debt-equity ratio prescribed under Section 68(2)(d) of the Act; and (iii) the quantum of shares bought back in a financial year shall not exceed the limits prescribed under Section 68(2) of the Act and the said Regulations.

In terms of Section 62(1) (b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(1) and other applicable provisions of SEBI SBEB Regulations, the implementation of the ESOP 2026 and grant of Options to the employees of the Company require approval of the shareholders by way of a special resolution. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at item no. 4.

The equity shares to be issued on exercise of Options shall be issued within the Authorised Share Capital of the Company, as may be increased from time to time. A draft copy of the Scheme is available for inspection by the members, at the Registered Office of the Company, between 10:00 A.M. to 12:00 Noon on all working days and on the Company's website at www.regencyfincorp.co.in till the last date for voting by the shareholders.

The directors and key managerial personnel of the Company and/or their relatives may be deemed to be concerned or interested in these Resolutions only to the extent of any options that may be granted to them (along with the resultant Equity Shares issued) that may be offered to them in accordance with the Scheme.

Accordingly, the Board recommends passing of the resolutions as set out under Item No. 4 of the Notice for approval of the members as Special Resolutions.

ITEM NO. 5: TO APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) AND ASSOCIATE COMPANY(IES) OF THE COMPANY UNDER THE REGENCY FINCORP LIMITED (RFL)- EMPLOYEES STOCK OPTION SCHEME 2026

The Company believes that the employees of its subsidiary company(ies) and associate company(ies) (whether present and future) contribute significantly to the growth of the Company and its group. In order to reward, retain and motivate such employees and to align their interests with those of the Company, it is proposed to extend the benefits of the 'REGENCY FINCORP LIMITED - Employees Stock Option Scheme 2026' ("ESOP 2026"/"Scheme") to the eligible employees of the present and future subsidiary company(ies) and associate company(ies) of the Company.

In terms of Regulation 6(3)(c) of the SEBI SBEB & SE Regulations, the grant of Options to the employees of a subsidiary company

requires the approval of the Members by way of a separate resolution in the general meeting. Further, Clause 4.2 of the Scheme provides that the grant of Options to the employees of a subsidiary/associate company shall be subject to a separate special resolution of the Members. Accordingly, the approval of the Members is being sought by way of a separate special resolution at Item No. 5 for the grant of Options under ESOP 2026 to the eligible employees of the present and future subsidiary company(ies) and associate company(ies) of the Company.

The Options to be granted to such employees shall be within the overall ceiling of 1,00,00,000 (One Crore) Options approved under Item No. 4, and all other features of the Scheme, including the requirements and period of vesting, exercise price or pricing formula, exercise period and process of exercise, appraisal process, maximum number of Options per employee and in aggregate, lock-in, accounting policies and method of valuation, shall be the same as those set out in the Explanatory Statement to Item No. 4, which shall be read as part of this Explanatory Statement. The Scheme shall be implemented and administered directly by the Company by way of fresh issue of equity shares, and does not involve any trust or secondary acquisition.

The cost incurred by the Company in granting Options to the employees of its subsidiary company(ies) shall be disclosed in the notes to accounts of the financial statements of such subsidiary company(ies), and where the subsidiary reimburses such cost to the Company, both the Company and the subsidiary shall disclose such payment or receipt in their respective financial statements, in terms of Regulation 12(4) and 12(5) of the SEBI SBEB & SE Regulations.

The resolution set out at Item No. 5 is conditional upon the approval of the Members to the resolution set out at Item No. 4. A draft copy of the Scheme is available for inspection by the Members in the manner stated in the Explanatory Statement to Item No. 4.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5, except to the extent of any Options that may be granted to them under the Scheme in their capacity as directors or employees of any subsidiary or associate company of the Company, along with the resultant equity shares.

Accordingly, the Board recommends passing of the resolution as set out under Item No. 5 of the Notice for approval of the Members as a Special Resolution.

ANNEXURE A

SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE OF EQUITY SHARES AS PER ITEM NO. 2 OF THE NOTICE

Sr. No	Category	Pre-issue		*Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters & Promoter Group Share holding				
1	Indian				
A	Individual	9111512	10.26	9131313	8.86
B	Family Trust	0	0	0	0
C	Bodies corporate	9940166	11.19	12006641	11.64
	Sub-Total (A)(1)	19051678	21.44	21137954	20.50
2	Foreign				
a	Individual	0	0	0	0
b	Bodies corporate	0	0	0	0
	Sub-total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)}	19051678	21.44	21137954	20.50

B	Non-Promoters/ Public Share Holding				
1	Institutional investors-Domestic				
	Alternate Investment Funds	9,51,818	1.07	12,01,818	1.17
2	Institutional investors-Foreign	0	0	0	0
	Sub-total (B)(1)(2)	9,51,818	1.07	12,01,818	1.17
3	Central Government/ State Government	0	0	0	0
	Sub-total (B)(3)	0	0	0	0
4	Non-institution				
a	Individuals				
	Directors and their relatives (excluding independent directors and nominee directors)	17,76,821	2.00	17,76,821	1.72
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	39,96,393	4.50	41,63,417	4.04
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	3,67,96,519	41.42	4,29,15,048	41.62
b.	NBFCs registered with RBI	0	0	0	0
c.	Any other (specify)				
	Bodies Corporate	2,55,57,915	28.77	3,05,01,796	29.58
	Non-Resident Indians	3,04,090	0.34	3,04,090	0.29
	Resident Indian HUF	0	0	700702	0.68
	Trusts	0	0	0	0
	Clearing Member	4,10,836	0.46	4,10,836	0.40
	Firm	0	0	0	0
	Sub- Total (B) (4)	6,88,42,574	77.49	8,07,72,710	78.33
	Total Public Shareholding (B)	6,97,94,392	78.56	8,19,74,528	79.50
	Total (A) +(B)	88846070	100.00	103112482	100.00
C	Shares held by Custodians for ADR and GDR	0	0	0	0
	Total (A) +(B)+ (C)	88846070	100.00	103112482	100.00

ANNEXURE B
SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE
(AFTER FULL CONVERSIONS OF THE WARRANTS CONVERTIBLE INTO EQUITY SHARES)
AS PER ITEM NO. 3 OF THE NOTICE

Sr. No	Category	Pre-issue		*Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters & Promoter Group Share holding				
1	Indian				
A	Individual	9111512	10.26	16260025	10.79
B	Family Trust	0	0	0	0
C	Bodies corporate	9940166	11.19	15967037	10.60
	Sub-Total (A)(1)	19051678	21.44	32227062	21.39
2	Foreign				
a	Individual	0	0	0	0
b	Bodies corporate	0	0	0	0
	Sub-total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)}	19051678	21.44	32227062	21.39
B	Non-Promoters/ Public Share Holding				
1	Institutional investors-Domestic				
	Alternate Investment Funds	9,51,818	1.07	41,72,115	2.77
2	Institutional investors-Foreign	0	0	0	0
	Sub-total (B)(1)(2)	9,51,818	1.07	41,72,115	2.77
3	Central Government/ State Government	0	0	0	0
	Sub-total (B)(3)	0	0	0	0
4	Non-institution				
A	Individuals				
	Directors and their relatives (excluding independent directors and nominee directors)	17,76,821	2.00	1,04,89,692	6.96
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	39,96,393	4.50	42,24,818	2.80
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	3,67,96,519	41.42	5,11,19,981	33.93
b.	NBFCs registered with RBI	0	0	0	0
c.	Any other (specify)				
	Bodies Corporate	2,55,57,915	28.77	4,56,23,081	30.28
	Non-Resident Indians	3,04,090	0.34	3,04,090	0.20
	Resident Indian HUF	0	0	2086837	1.39
	Trusts	0	0	0	0

	Clearing Member	4,10,836	0.46	4,10,836	0.27
	Firm	0	0	0	0
	Sub- Total (B) (4)	6,88,42,574	77.49	11,42,59,335	75.84
	Total Public Shareholding (B)	6,97,94,392	78.56	11,84,31,450	78.61
	Total (A) +(B)	88846070	100.00	150658512	100.00
C	Shares held by Custodians for ADR and GDR	0	0	0	0
	Total (A) +(B)+ (C)	88846070	100.00	150658512	100.00

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

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Email: secretarial.regency@gmail.com
Website: www.regencyfincorp.co.in

Date: 16.10.2026
Place: Zirakpur

By Order of the Board of Directors Regency Fincorp Limited

Sd/-Abhimanyu
Company Secretary and Compliance Officer

