REGAL ENTERTAINMENT & CONSULTANTS LIMITED

REGAL/SECTT/BSE/26-27
August 20, 2026

To,

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Scrip Code: 531033

Sub: NOTICE OF 34th ANNUAL GENERAL MEETING (AGM) TO BE HELD ON 23.09.2026 AT 11:00 AM, CUT-OFF DATE AND PERIOD OF REMOTE E-VOTING.

Respected Sir/Ma'am,

This is to inform you that the 34th Annual General Meeting (AGM) of Regal Entertainment and Consultants Limited is scheduled to be held on Wednesday, 23RD September 2026 at 11:00 A.M. through VC/OAVM.

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed herewith the Notice of the 34th AGM of the Company to be held on 23.09.2026. The Company has fixed the following date(s) in connection with the ensuing 34th AGM:

Provision	**Relevant Date**
Date of Closure of Register of Members and Share Transfer Books for the purpose of Annual Closing/AGM. *(Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015)*	From Thursday, **September 17, 2026** to Wednesday, **September 23, 2026** (both days inclusive)
The cut-off date for the purpose of determining the voting rights of the shareholders and the period of remote e-voting.	Cut-off date: Wednesday, **September 16, 2026**

REGAL ENTERTAINMENT AND CONSULTANTS LTD. BOMBAY

(Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015)	Remote E-voting period: Commences on: Sunday, **September 20, 2026 (9.00 A.M.)** Ends on: Tuesday, **September 22, 2026 (5:00 P.M.)**

Kindly take the above information on record.

Thanking You,

Yours faithfully

FOR REGAL ENTERTAINMENT & CONSULTANTS LIMITED

REGAL ENTERTAINMENT AND CONSULTANTS LTD. BOMBAY

VINEET KHARKWAL

Digitally signed by VINEET KHARKWAL
Date: 2026.08.20 11:25:08 +05'30'

VINEET KHARKWAL
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: Notice of 34th AGM

REGAL ENTERTAINMENT & CONSULTANTS LIMITED

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Members of **REGAL ENTERTAINMENT AND CONSULTANTS LIMITED** will be held on **Wednesday, 23rd September 2026 at 11:00 A.M.** (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:-

I. ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026**, the reports of the Board of Directors and Auditors thereon.

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

*"**RESOLVED THAT** the Audited Standalone Financial Statements comprising the Balance Sheet as at March 31, 2026, Statement of Profit & Loss of the Company and Cash Flow Statement of the Company for the Financial Year ended March 31, 2026 together with the Notes as annexed thereto and the Reports of the Auditors and the Board of Directors dated May 19th, 2026 thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted".*

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. SHREYASH VINODKUMAR CHATURVEDI (DIN- 06393031) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT**.

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

*"**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Articles of*

Association of the Company, Mr. Shreyash Vinodkumar Chaturvedi (DIN-06393031) who retires by rotation at this AGM and being eligible, offered for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

II. SPECIAL BUSINESS:

3. TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION.

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

***"RESOLVED THAT** pursuant to provisions of Sections 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules made thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the Members of the Company be and is hereby accorded, to increase Authorised Share Capital of the Company from Rs. 14,00,00,000 (Rupees Fourteen crore only) divided into 1,00,00,000 equity shares of Rs.10/- and 40,00,000 preference shares of Rs. 10/- each to Rs. 40,00,00,000 (Rupees Forty crore only) divided into 3,60,00,000 equity shares of Rs.10/- and 40,00,000 preference shares of Rs. 10/- each by creation of additional 2,60,00,000 equity shares of Rs.10/- each."*

***"RESOLVED FURTHER THAT** pursuant to provisions of Sections 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substitution of Clause V of the Memorandum of Association of the Company with the following Clause V:*

ALTERATION OF THE CLAUSE NO. V OF THE MEMORANDUM

The Authorised Share Capital of the Company shall be Rs. 40,00,00,000 (Rupees Forty Crores only) divided into:

A. 3,60,00,000 (Three Crore sixty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 36,00,00,000/- (Rupees Thirty-six Crores only) and

B. 40,00,000 (Forty lakhs only) Preference Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 4,00,00,000/-(Rupees Four crores only)."

***"RESOLVED FURTHER THAT** any Director or Company Secretary, be and is hereby authorized to file the prescribed Form along with the copy of altered memorandum of Association within the prescribed time to Registrar with the fee as provided in the Companies (Registration of offices and fees) Rules, 2014 and to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."*

4. TO CONSIDER AND APPROVE BORROWING LIMITS OF THE COMPANY UP TO AN AGGREGATE AMOUNT OF ₹20 CRORE.

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

***"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to borrow, from time to time, any sum or sums of money by way of inter-corporate deposits, loans, issuance of secured or unsecured non-convertible debentures, bonds, commercial papers, term loans, working capital facilities, cash credit, overdraft, external borrowings or through any other permissible mode of borrowing, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any time shall not exceed ₹20,00,00,000 (Rupees Twenty Crore only).*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine the terms and conditions of such borrowings, including the amount, timing, tenure, interest rate, security, repayment schedule and all other matters incidental thereto, and to execute all deeds, documents, agreements and writings and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.*

***RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and is hereby severally authorised to file the requisite e-forms, returns and documents with the Registrar of Companies and to do all such acts, deeds,* *matters and things as may be necessary, desirable or expedient to give effect to this resolution.*

5. TO APPROVE CREATION OF CHARGES IN RESPECT OF BORROWINGS OF THE COMPANY

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

*"**RESOLVED THAT** pursuant to the provision of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 ("**Act**") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities and Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever, consent of the Members of Company be and is hereby accorded to the Board for creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalize and execute the documents/agreements and to do all such acts, deeds, matters and things as may be necessary to give effect to the aforementioned Resolution."*

***RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and is hereby severally authorised to file the requisite e-forms, returns and documents with the Registrar of Companies and to do all such acts, deeds,* *matters and things as may be necessary, desirable or expedient to give effect to this resolution.*

BY ORDER OF THE BOARD
FOR REGAL ENTERTAINMENT AND CONSULTANTS LIMITED

VINEET KHARKWAL

Digitally signed by VINEET KHARKWAL
Date: 2026.08.20 11:25:41 +05'30'

REGAL ENTERTAINMENT AND CONSULTANTS LTD. BOMBAY

VINEET KHARKWAL
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Mumbai
Date: 20.08.2026

NOTES

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio-visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the 34th AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM.

2. The Company has enabled the Members to participate at the 34th AGM through the VC facility provided by Bigshare Services Pvt. Ltd. Hence, Members can attend and participate in the 34th AGM through VC. The instructions for participation by Members are given in the subsequent pages. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.

3. As per the provisions under the MCA Circulars, Members attending the 34th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 34th AGM being held through VC.

5. Members joining the meeting through VC, who have not already cast their vote by means of Remote E-Voting will be able to exercise their right to vote through E-Voting at the AGM. The Members who have cast their vote by Remote E-Voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

6. The Company has appointed Ms. Palak Desai, Practicing Company Secretary Mumbai(C.P. No. 7426 and ACS 16763), has been appointed as the Scrutinizer for scrutinize the e-voting process in a fair and transparent manner.

7. As per Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his/her behalf. Since the 34th AGM is being held through VC as per the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be made available for the 34th AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

8. Institutional investors are encouraged to attend and vote at the meeting through VC. The said resolution/authorization be sent to the Scrutinizer at email cs.ip.palakdesai@gmail.com with a copy marked to RTA ujata@bigshareonline.com.

9. 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.

10. The Register of Members and Share Transfer Books will remain closed from **Thursday, September 17, 2026, to Wednesday, September 23, 2026** (Both days inclusive).

11. In line with the MCA and SEBI Circulars, the Notice calling the 34th AGM has been uploaded on the website of the Company at https://www.regal-consultants.com/ The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at www.bseindia.com. The 34th AGM Notice is also disseminated on the website of Bigshare Services Pvt. Ltd (Agency for

providing the Remote e-voting facility and e-voting system during the 34th AGM) at https://ivote.bigshareonline.com.

12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Company shall send the Notice of 34th Annual General Meeting, instructions for Remote E-Voting and E-Voting at AGM, and Annual Report for the Financial Year 2025-26 only through electronic mode, to those members who have registered their e-mail address with the Company or with their respective Depository Participant (DP) and have opted to receive the aforesaid documents in electronic form. As per Regulation 36 of SEBI (LODR) Regulations the hard copy of the full Annual Report will be send to those Shareholders who requested for the same.

13. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated or register their email addresses if not earlier registered with their Depository through their Depository Participant(s). Members holding shares in physical mode and who wish to receive the Notice of 34th AGM and are also requested to update their Email addresses, Bank details and Change in address request by writing to the Registrar and Transfer Agent of the Company M/s **Bigshare Services Pvt. Ltd.** by quoting their folio number(s) or by sending email at ujata@bigshareonline.com along with the duly filled in form ISR-1, alongwith related proof available at https://www.regal-consultants.com/

14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts, in respect of the businesses under Item No.3 to 5 of Special Businesses, as set out above and form part of the Notice. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-II on General Meetings issued by the Institute of Company Secretaries of India (ICSI) in respect of the Director seeking reappointment at this AGM are also annexed. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection by the members electronically. Members seeking to inspect such documents can send an email to compliance.regal@gmail.com

15. Brief resume of Directors including those proposed to be appointed/ reappointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships/ Chairmanships of Board Committees, Shareholding and Relationships

between directors inter-se as stipulated under Regulation 36(3) of SEBI (LODR), 2015 are provided as Annexure to Notice.

16. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022.

17. In accordance with the proviso to Regulation 40(1) of the SEBI (LODR) Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company, including transmission and transposition requests, shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions

18. SEBI, vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 (read with SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024), has mandated holders of securities in physical form to furnish PAN, contact details, bank account details, specimen signature and nomination details to the Registrar and Share Transfer Agent (RTA). Members holding shares in physical form are requested to update these details by submitting the prescribed forms (including Forms ISR-1, ISR-2, ISR-3, ISR-4 and SH-13/SH-14, as applicable), which are available on the website of the Company and its Registrar and Share Transfer Agent. The Company has also communicated the said requirements to all Members holding shares in physical form in accordance with the applicable SEBI circulars

19. SEBI Master Circular No. **SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2025/0000011** dated **January 28, 2025** (as amended from time to time), read with earlier

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with Master circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023) has established a Common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Any disputes or unresolved issues related to service requests, service-related complaints between investors/shareholders and listed companies (including their RTA) or any other specified intermediaries/regulatory entities arising from their activities in the securities market will be addressed under this mechanism, in accordance with the guidelines provided in the aforementioned SEBI Circulars.

20. SEBI vide its Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and nd subsequent Circular No. **SEBI/HO/MIRSD/POD-1/P/CIR/2024/81** dated **June 10, 2024**, has relaxed the requirement relating to the freezing of folios for non-submission of PAN, KYC and nomination details. Accordingly, securities held in physical form shall not be frozen solely on account of non-submission of PAN, KYC or nomination details. However, Members holding securities in physical form are advised to furnish/update their PAN, KYC, bank account details, specimen signature and nomination details with the Company's Registrar and Share Transfer Agent (RTA) at the earliest in the prescribed forms, in accordance with the applicable SEBI circulars, as amended from time to time.

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the 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 RTA of the Company.

22. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, pursuant to the provisions of SEBI Circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding if not done so far, to avoid inconvenience.

23. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 as amended. Members holding shares in Physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of Shares held in dematerialized form, the Nomination Form may be filed with the respective Depository Participants.

24. The following documents (Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangements in which Directors are interested, maintained under the Companies Act, 2013) will be available for inspection by the Members electronically during the 34th AGM. Members seeking to inspect such documents can send an email to compliance.regal@gmail.com

25. Members desirous of getting any information about the Annual Accounts and/or Operations of the Company are requested to write to compliance.regal@gmail.com at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

26. As the 34th AGM is being held through VC, the route map is not mentioned in the notice.

27. Annual Listing Fees for the Financial Year 2025-26 have already been paid to the Stock Exchange(BSE).

28. Bigshare Services Private Limited e-Voting System – For Remote e-voting and E-voting during AGM:-

i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the Companies shall be conducted as per the Guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No.03/2022 dated May 05, 2022, Circular No.10/2022 dated December 28, 2022 & Circular No.11/2022 dated December 28, 2022 & Circular No. 09/2023 dated September 25, 2023 & General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the 34th AGM through VC/OAVM.

ii. 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 (LODR) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022 and September 25, 2023, & General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 34th AGM. For this purpose, your Company has entered into an agreement with M/s Bigshare Services Pvt. Ltd for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting, as well as the e-voting system on the date of the AGM will be provided by our RTA, "M/s Bigshare Services Pvt. Ltd.

iii. **A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date (Wednesday, September 16, 2026) only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and E-voting during AGM. A person who is not a Member as on the Cut-off Date (Wednesday, September 16, 2026), should treat the Notice for information purpose only.**

iv. The Members can join the 34th AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 34th AGM through VC/OAVM will be made available to at least 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 34th AGM without restriction on account of first come first served basis.

v. The attendance of the Members attending the 34th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

vi. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the 34th AGM through VC/OAVM and cast their votes through e-voting.

vii. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 34th AGM has been uploaded on the website of the Company at https://www.regal-consultants.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The 34th AGM Notice is also disseminated on the website of Bigshare Services Private Limited (agency for providing the remote e-voting facility and e-voting system during the 34th AGM) i.e. https://ivote.bigshareonline.com

viii. The 34th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No.03/2022 dated May 05, 2022, Circular No. 10 & 11/2022 dated December 28, 2022, Circular no. 09/2023 dated September 25, 2023 General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025.

ix. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020, Circular No.10 & 11/2022 dated 28.12.2022 and Circular no. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 and after due examination, it has been decided to allow the companies whose AGMs become due in the year 2026, to conduct their AGMs on or before 30.09.2026, in accordance with the requirements provided in paragraphs 3 and 4 of the General

Circular No. 20/2020 as per MCA Circular no. 02/2021 dated January 13, 2021.

GENERAL INSTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING THE 34th AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

i. The voting period begins on **Sunday, September 20, 2026, 9.00 A.M**. and ends on **Tuesday, September 22, 2026, 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, September 16, 2026,** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

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

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and the **SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155** dated **November 11, 2024** (as amended from time to time), as per Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the Public Non-Institutional Shareholders/Retail Shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of Individual Shareholders holding shares in demat mode.

I. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11.07.2023 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	**Login Method**
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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegist

	ration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the

	remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.

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- 48867000.

Step 2: Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"LOGIN"** button under the **'INVESTOR LOGIN'** section to Login on E-Voting Platform.
- Please enter you **'USER ID'** (User id description is given below) and **'PASSWORD'** which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

  Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and then Click on **'Forgot your password?**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'Reset'**.
  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

Step 3 CUSTODIAN REGISTRATION PROCESS FOR I-VOTE E-VOTING WEBSITE:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on '**Forgot your password?**

- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET**.

  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

  Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

  Investor Mapping:

- First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.
    - Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).
    - Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD"**.
      Note: The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)
    - Your investor is now mapped and you can check the file status on display.

  Investor vote File Upload:

- To cast your vote select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

Step 4 Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK**" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 34th AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for attending meeting & e-voting on the day of the 34th AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 34^{th} AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from **Thursday, September 10, 2026 to Wednesday, September 16, 2026** mentioning their name, PAN, demat account number/folio number, email id, mobile number at (compliance.regal@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries from **Thursday, September 10, 2026 to Wednesday, September 16, 2026** mentioning their name, PAN, demat account number/folio number, email id, mobile number at compliance.regal@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders who are present in the 34^{th} AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the 34^{th} AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting

through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to compliance.regal@gmail.com / ujata@bigshareonline.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

HELPDESK FOR QUERIES REGARDING E-VOTING:

Login type	**Helpdesk details**
Shareholders other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

29. The Scrutinizer will submit his report to the Chairman/Company Secretary after the completion of the scrutiny and the result of the voting will be announced by the Chairman/Company Secretary on or before 25.09.2026 (within two working days of conclusion of AGM) and will be displayed on the website of the Company (https://regal-consultants.com/), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

BY ORDER OF THE BOARD
FOR REGAL ENTERTAINMENT AND CONSULTANTS LIMITED

VINEET KHARKWAL
Digitally signed by VINEET KHARKWAL
Date: 2026.08.20 11:26:40 +05'30'

REGAL ENTERTAINMENT AND CONSULTANTS LTD. BOMBAY

VINEET KHARKWAL
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Mumbai
Date: 20.08.2026

REGISTERED AND CORPORATE OFFICE
REGAL ENTERTAINMENT AND CONSULTANTS LIMITED
CIN: L65923MH1992PLC064689
419D Fourth Floor, Horniman Circle Chambers (Podar Chambers)
Syed Abdullah Brelvi Marg, Fort Mumbai, Maharashtra 400001 India
Ph: 9768132022, Email id: compliance.regal@gmail.com,
Website: https://www.regal-consultants.com/

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS

ITEM NO 3

TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

At present, the Authorised Share Capital of the Company is Rs. 14,00,00,000 (Rupees Fourteen crore only) divided into 1,00,00,000 equity shares of Rs.10/- and 40,00,000 preference shares of Rs. 10/-, considering the present and future fund requirements and the Board of Directors of the Company at its meeting held on 03rd August 2026, recommended the increase of Authorised Share Capital. Accordingly, it is proposed to increase the present Authorised Share Capital of the Company from Rs 14,00,00,000 (Rupees Fourteen Crore only) to Rs 40,00,00,000 (Rupees Forty Crore only), comprising 3,60,00,000 equity shares of Rs.10/- and 40,00,000 preference shares of Rupees 10/- by creation of additional 2,60,00,000 (Two crore Sixty Lakhs) equity shares of Rs. 10/- each.

Further, in view of increasing the Authorised Share Capital, it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs. 14 Crores to 40 Crores. As per the provisions of Sections 13 & 61 and any other applicable provisions of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration of the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution as set out at Item No. 3 of the accompanied Notice for approval of the Shareholders by way of an **Ordinary Resolution.**

ITEM NO 4

TO CONSIDER AND APPROVE BORROWING LIMITS OF THE COMPANY UP TO AN AGGREGATE AMOUNT OF ₹20 CRORE

In view of the Company's present and future funding requirements, the Board of Directors of the Company in its meeting held on August 03rd, 2026, approved the above proposal and recommended the passing of the Special Resolution at Item No. 4 of this notice, by Shareholders of the Company.

The Company, in the ordinary course of its business and to meet its present and future financial requirements, may be required to avail various forms of financial assistance and borrowings from banks, financial institutions, lending institutions, bodies corporate and other eligible persons or entities. Such borrowings may be in the form of inter-corporate deposits, loans, term loans, working capital facilities, cash credit, overdraft facilities, issuance of secured or unsecured non-convertible debentures, bonds, commercial papers or through such other permissible modes of financing as may be considered appropriate by the Board of Directors of the Company ("Board").

Accordingly, it is proposed to obtain the approval of the Members for authorising the Board to borrow, from time to time, any sum or sums of money, provided that the **total outstanding amount of such borrowings shall not, at any time, exceed ₹20,00,00,000 (Rupees Twenty Crores only)**, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution as set out at Item No. 4 of the accompanied Notice for approval of the Shareholders by way of a **Special Resolution.**

ITEM NO 5

TO APPROVE CREATION OF CHARGES IN RESPECT OF BORROWINGS OF THE COMPANY

The Company, in the ordinary course of its business, may require funds from time to time for meeting its working capital requirements, business expansion, general corporate purposes and other financial requirements. For this purpose, the Company may avail financial facilities and borrowings from banks, financial institutions, investment institutions, mutual funds, trusts, other bodies corporate, lending agencies and/or other eligible persons, including by way of term loans, working capital facilities, issuance of secured debentures, bonds and other debt instruments.

Pursuant to the provisions of **Section 180(1)(a)** of the Companies Act, 2013 ("Act"), the Board of Directors of the Company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, except with the consent of the Members of the Company by way of a Special Resolution. In connection with the aforesaid borrowings and financial facilities, the approval of the Members of the Company is being sought for the creation of such mortgage, charge and/or hypothecation over the assets of the Company, as may be necessary for securing the borrowings and financial facilities of the Company.

The aggregate outstanding amount of the borrowings and financial facilities proposed to be secured by such mortgage, charge and/or hypothecation shall not exceed **₹20,00,00,000 (Rupees Twenty Crores only)**, together with interest, further interest, liquidated damages, premium on pre-payment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of such borrowings and financial facilities.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the Shareholders by way of **Special Resolution.**

BY ORDER OF THE BOARD
FOR REGAL ENTERTAINMENT AND CONSULTANTS LIMITED

VINEET KHARKWAL

Digitally signed by VINEET KHARKWAL
Date: 2026.08.20 11:27:57 +05'30'

VINEET KHARKWAL
COMPANY SECRETARY & COMPLIANCE OFFICER

REGAL ENTERTAINMENT AND CONSULTANTS LTD. BOMBAY

Place: Mumbai
Date: 20.08.2026

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD- II ON GENERAL MEETINGS.

Name of Director	**Mr. Shreyash Vinodkumar Chaturvedi**
DIN	06393031
Date of Birth & Age	04/09/1989 & 36 years
Date of Appointment (Initial)	04/08/2017
Experience in Specific Functional area	Resume Attached
Qualification	**2023 - L.L.B.** from Jitendra Chauhan college of Law - Mumbai University **2019** - Certified in **Mediation and Commercial Negotiation** from Usha Pravin Gandhi college of Law - Mumbai University **2012 - M.B.A**. from Cardiff Business School - Cardiff University (United Kingdom) **2010 - B. Com** from Malini Kishore College of Commerce and Economics - Mumbai University
Nature of expertise in specific functional area	Advocate, MBA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	With over 13+ years of experience in Strategic Operations and International Business Transactions at various assignments and projects in India, Middle East, Africa and United States of America is known for his strategic approach to litigation, deep understanding of corporate law, and ability to navigate highstakes cases involving

	fraud, embezzlement, insider trading and other financial crimes.
Listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Regal Entertainment and Consultants Limited Further, He has not resigned in any Listed Company in past three years
Chairman (C) / Member (M) of the Audit & Stakeholder Relationship Committee across all Public Companies	He is a member of the Audit Committee and Stakeholder Relationship Committee of Regal Entertainment and Consultants Limited.
No. of Shares held in Regal Entertainment AND consultants limited (Self and as a Beneficial Owner)	Holding 10,77,781 no. of equity share.
Number of meetings of the Board attended since the date of Appointment	40/40 (Was appointed as Director w.e.f 04/08/2017)
Disclosure of inter-se Relationship with other Directors or KMP of the Company	NIL
Sitting fee to be payable	No Sitting fees is payable.
Terms and Conditions of Appointment	As per terms and condition approved by the Board at its meeting.

RESUME OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015.

A. MR. SHREYASH VINODKUMAR CHATURVEDI

PROFESSIONAL PROFILE

A regulatory and financial-crime lawyer with a preceding career in international business and transaction structuring — a combination that maps directly onto the two obligations that sit heaviest on an NBFC board: getting the deal structure right, and keeping the institution inside its regulatory perimeter.

Twelve years of strategic operations and cross-border commercial work across India, the Gulf, Africa and the United States, negotiating supply chain, technology transfer, joint venture and shareholder arrangements for industrial and financial-sector counterparties. That period included sole responsibility for coordinating regulatory compliance for a publicly listed Non-Banking Financial Company, including the drafting and maintenance of its internal policy framework.

Practice since enrolment has concentrated on economic offences, the Prevention of Money Laundering Act, 2002, securities regulation and secured-creditor enforcement — appearing before the Bombay High Court, the Securities Appellate Tribunal, the NCLT/NCLAT, the Debts Recovery Tribunals and the Adjudicating Authority under PMLA, and briefing Senior Counsel at the Supreme Court of India. The result is a working, adversarial knowledge of exactly where financial institutions are challenged: KYC and beneficial-ownership gaps, suspicious transaction reporting failures, provisional attachment exposure, defective security documentation and enforcement missteps under SARFAESI.

The value offered to a Board is preventive rather than reactive — the ability to see a compliance failure in the design of a product, a policy or a counterparty structure before it becomes a show-cause notice, an inspection observation or an attachment order.

BOARD CONTRIBUTION — AREAS OF SPECIALIST COMPETENCE

Competencies are set out below against the functional areas ordinarily expected of a Non-Banking Financial Company board.

Regulatory & Statutory Compliance	RBI Master Directions applicable to NBFCs, Scale Based Regulation, Fair Practices Code, outsourcing, digital lending and recovery-agent norms; SEBI Act and allied regulations; Companies Act, 2013 governance obligations.
AML / CFT & KYC Governance	PMLA and PML (Maintenance of Records) Rules; reporting-entity obligations, CDD and beneficial-ownership identification, record retention, STR/CTR discipline, and defence of provisional attachment proceedings.

Credit Risk, Security & Recovery	SARFAESI, RDDB Act, IBC, Negotiable Instruments Act and Transfer of Property Act — security creation, perfection, enforceability and realisation, tested in contested recovery litigation.
Transaction Structuring	Cross-border supply, technology transfer, joint venture, shareholder and share transfer arrangements, including sovereign-backed and line-of-credit financed projects.
Capital Markets & Listed-Entity Discipline	Securities regulation, listing and delisting proceedings before the Securities Appellate Tribunal, and compliance coordination for a listed NBFC.
Litigation & Contingent Liability Oversight	Assessment of litigation exposure, provisioning implications, disclosure adequacy, and management of regulatory and enforcement-agency engagement.
Board Process & Ethics	Related-party scrutiny, conflict management, whistle-blower and internal investigation frameworks, and independent challenge to management proposals.

DIRECTLY RELEVANT NBFC & FINANCIAL SECTOR EXPERIENCE

Compliance Ownership — Listed Non-Banking Financial Company

- Held sole responsibility for coordinating the regulatory compliance function of a publicly listed NBFC, acting as the single point of accountability across the Reserve Bank of India, the Registrar of Companies and stock exchange requirements.
- Drafted and maintained the company's internal NBFC policy suite, together with its Human Resources policies — the documentary architecture that RBI inspection teams examine first and that boards are expected to have reviewed and approved.
- Coordinated periodic regulatory filings and returns, tracked amendments to applicable Master Directions and circulars, and translated them into operational change at the business level.
- Prepared responses to notices and queries from bankers and regulatory agencies, ensuring positions taken were legally defensible and internally consistent across regulators.

Regulatory Appellate & Tribunal Practice

- **RBI Appellate Authority —** appearance in proceedings arising from regulatory action, giving practical familiarity with how supervisory findings are framed, contested and closed.
- **Securities Appellate Tribunal —** appellate work in securities and exchange matters, including proceedings arising from compulsory delisting by a recognised stock exchange.
- **NCLT and NCLAT —** company law and insolvency proceedings, including creditor-side positioning under the Insolvency and Bankruptcy Code.
- **Debts Recovery Tribunal and DRAT —** secured-creditor enforcement under the SARFAESI Act and the RDDB Act, covering the full arc from demand notice through possession, sale and challenge.

Lending Documentation & Credit Structuring

- Advisory and drafting work on NBFC lending documentation, including unsecured business loan facilities — covenant architecture, default and acceleration triggers, security and quasi-security support, recovery pathways, and alignment with RBI conduct requirements.
- Assessment of enforceability at the drafting stage rather than at the recovery stage: stamping, execution formalities, limitation, jurisdiction and evidentiary sufficiency.

ANTI-MONEY LAUNDERING & FINANCIAL CRIME — GOVERNANCE APPLICATION

AML is where an NBFC board's exposure is most acute and least forgiving: the obligation is institutional, the penalties are direct, and the defence is almost always documentary. Adversarial PMLA practice provides an unusually precise view of what actually survives scrutiny.

- Conducted proceedings before the Adjudicating Authority under PMLA challenging Provisional Attachment Orders — requiring line-by-line reconstruction of transaction trails, source-of-funds analysis and the tracing of alleged proceeds of crime through layered corporate and banking structures.
- Drafted and argued anticipatory, regular and default/statutory bail applications in economic offence matters, including matters under the PMLA — work that turns on the sufficiency of the investigating agency's evidentiary chain.
- Managed institutional engagement with the Enforcement Directorate, the Central Bureau of Investigation, the Economic Offences Wing and police authorities, coordinating disclosure and preserving legal privilege during multi-agency investigations.
- Applied forensic analytical tools to bank statement and ledger reconstruction in order to test agency allegations of layering, round-tripping and fund diversion.
- Advised on internal risk assessment and remediation exercises — identifying legal exposure within corporate structures and closing it before regulatory or enforcement escalation.

Translation to Board Oversight

- Ability to interrogate the adequacy of the institution's KYC, customer due diligence and beneficial-ownership framework against the standard that PMLA proceedings actually apply, not the standard that policy documents assert.
- Capacity to assess whether the Principal Officer function, the STR/CTR reporting discipline and record-retention practice would withstand examination — and to raise that question at the Board rather than after an attachment.
- Judgment on when a matter has crossed from a compliance query into an enforcement risk requiring privileged handling, Board notification and disclosure consideration.
- Practical understanding of the reputational and business-continuity consequences of enforcement action, including media scrutiny, banking relationships and lender confidence.

STRUCTURING COMPLEX & CROSS-BORDER TRANSACTIONS

Twelve years of international business and transaction work preceding legal practice — conducted across India, the Middle East, Africa and the United States — covering the commercial negotiation, risk allocation and documentation of long-cycle, multi-jurisdictional arrangements.

Representative Transactions

- **Long-Term Green Silica Supply Agreement — Goodyear Tyres.** Assisted in negotiating a multi-year offtake arrangement incorporating a take-or-pay obligation — requiring volume commitment modelling, price adjustment mechanics, force majeure calibration and the allocation of long-tenor performance risk between counterparties.

- **Food Park, Sohar, Oman — Al Ghurair Group.** Key role in negotiating the establishment of an industrial food park in the Sultanate of Oman in collaboration with a leading Gulf conglomerate, securing long-term raw material supply and structuring the associated commercial and operational undertakings.
- **Food Park, Mozambique — Government Line of Credit.** Contributed to negotiations for the transfer of operations of a food park constructed under a sovereign line of credit extended by the Government of Mozambique — involving concessional financing terms, sovereign counterparty risk and post-construction operational handover.
- **Technology Transfer — IIT Delhi and IISc Bangalore.** Supported the engagement with IIT Delhi for development of chemically treated silica and the subsequent technology transfer; participated in negotiating a technology transfer agreement with IISc Bangalore — covering intellectual property ownership, field-of-use restriction, royalty structure and confidentiality.

Instrument Coverage

- Supply chain and offtake agreements; technology transfer agreements (project and product); shareholders' agreements for joint ventures; share transfer agreements incorporating affirmative rights; application development agreements; user agreements; NBFC policy frameworks; HR policies.
- Certified in Mediation and Commercial Negotiation — Usha Pravin Gandhi College of Law, Mumbai University (2019).

Relevance to the Board

- Structuring judgment on co-lending, direct assignment, securitisation, portfolio purchase and joint-venture proposals — the ability to identify where economic risk actually sits, as distinct from where the documentation places it.
- Scrutiny of affirmative rights, reserved matters, exit mechanics, tag/drag provisions and deadlock resolution in shareholder and investor arrangements.
- Assessment of foreign counterparty risk, cross-border enforceability, governing law and dispute resolution selection, and sanctions/AML exposure arising from overseas structures.

DUBAI FUND MARKET — DEAL ORIGINATION & FUNDRAISING DOCUMENTATION

Engaged as an Associate with Signature Growth Capital Fund, a mainland United Arab Emirates entity focused on line-of-credit financed projects, operating within the Dubai fund and investment market.

- **Deal sourcing.** Identifying and originating project and investment opportunities for the fund market, assessing commercial viability and fit against investor mandates, and taking opportunities through to the point of formal presentation.
- **Information memoranda.** Preparing information memoranda for prospective investors — setting out the transaction structure, the commercial case, the counterparty position and the risk factors in a form capable of withstanding investor scrutiny.
- **Fundraising documentation.** Drafting and assembling the supporting fundraising document set used to present opportunities to capital providers in the Dubai market.
- **Line-of-credit project focus.** Work centred on projects financed through lines of credit, complementing the Mozambique sovereign line-of-credit engagement described above and giving direct familiarity with concessional and institutionally financed project economics.

Relevance to the Board

- Direct experience of what institutional and offshore investors examine before committing capital — useful when the company approaches the market for funding through non-convertible debentures, private placement, external commercial borrowing or portfolio-level fundraising.
- Discipline in the preparation of investor-facing disclosure documents: accuracy, completeness, materiality and risk presentation — the same standard a Board is accountable for when the company issues an offer document or an information memorandum.
- Awareness of Gulf-linked counterparty and investor profiles, and of the enhanced due diligence and source-of-funds scrutiny that such relationships attract under Indian AML requirements.

LITIGATION PRACTICE & PROFESSIONAL STANDING

Forums of Appearance

- Supreme Court of India; Bombay High Court; Delhi High Court; Mumbai City Civil and Sessions Court; Chief Metropolitan Magistrate Court, Mumbai; Special Courts under PMLA.
- Securities Appellate Tribunal; National Company Law Tribunal and NCLAT; Debts Recovery Tribunal and DRAT; RBI Appellate Authority; Adjudicating Authority under PMLA; Ministry of External Affairs — CPO Office.

Statutes Practised Under

- **Financial and regulatory:** Prevention of Money Laundering Act; SEBI Act; SARFAESI Act; Recovery of Debts and Bankruptcy Act; Insolvency and Bankruptcy Code; Companies Act; Negotiable Instruments Act.
- **General civil and criminal:** Constitution of India; Code of Criminal Procedure; Indian Penal Code; Indian Evidence Act; Code of Civil Procedure; Arbitration and Conciliation Act; Indian Contract Act; Specific Relief Act; Transfer of Property Act.

Counsel Coordination and Briefing

Instructed and briefed Senior Counsel across the Supreme Court and Bombay High Court, and worked alongside established law firms — experience directly transferable to Board oversight of external counsel selection, scope control and legal cost governance.

- **Supreme Court:** Chambers of Mr. Kapil Sibal; Chambers of Ms. Rebecca John; Sr. Adv. Siddharth Luthra; Sr. Adv. Siddharth Dave; Sr. Adv. Gaurav Agrawal; Sr. Adv. Shoeb Alam; Adv. Anuroop Chakravarti (Standing Counsel, State of U.P.).
- **Bombay High Court:** Sr. Adv. Ashok Mundargi; Sr. Adv. Aabad Ponda; Adv. Vijay Agarwal; Adv. Rizwan Merchant; Adv. Ashish Kamath.
- **Law firms:** Crawford Bayley & Associates; Naresh Akshay & Co.; EC Agawala & Co.; Parinam.

Current Practice

- Associated with Justila Law Associates, Mumbai — white-collar defence, securities regulation, PMLA and Enforcement Directorate matters, capital markets and commercial litigation.

ACADEMIC & PROFESSIONAL CREDENTIALS

2023	LL.B. — Jitendra Chauhan College of Law, Mumbai University. Enrolled as an Advocate with the Bar Council of Maharashtra & Goa [enrolment number and date to be inserted].
2019	Certificate in Mediation and Commercial Negotiation — Usha Pravin Gandhi College of Law, Mumbai University.

2012	Master of Business Administration — Cardiff Business School, Cardiff University, United Kingdom.
2010	Bachelor of Commerce — Malini Kishore College of Commerce and Economics, Mumbai University.

Core Competencies

Regulatory advisory • Legal and forensic research • Drafting and documentation • Advocacy and pleading • Mediation • Commercial negotiation • Multi-agency coordination • Board and management briefing

Declarations to be Executed

- Declaration and undertaking in the format prescribed under the applicable RBI Master Direction governing fit and proper criteria for NBFC directors, together with the Deed of Covenant.
- Declaration under Section 164 of the Companies Act, 2013 that the candidate is not disqualified from appointment as a director, and consent to act in Form DIR-2.
- Confirmation of no conviction for any offence involving moral turpitude, fraud or economic offence; no adjudication as an insolvent; no classification as a wilful defaulter; and no debarment by RBI, SEBI, IRDAI or any other financial sector regulator.
- Confirmation of no pending investigation or proceeding by any regulatory or investigative authority against the candidate in a personal capacity.

Note on Professional Capacity

The candidate is a practising Advocate enrolled with the Bar Council. The Bar Council of India Rules permit an advocate to serve as a director or chairman of the board of a company, provided the duties discharged are not of an executive character. The candidature is offered on that footing.

Annexures to Accompany This Curriculum Vitae

- Self-attested copies of academic and professional certificates.
- Bar Council enrolment certificate.
- Proof of identity and address; PAN and DIN documentation.

Executed declaration and undertaking, Deed of Covenant and Form DIR-2.