

REGENCY TRUST LIMITED

Reg. Off: 39 R B C Road, Ground Floor, Near DumDum Central Jail, Kolkata – 700028
Corp. Off:G-10, Harmony, 3rd Cross Lane, Lokhandwala Complex, Andheri (West), Mumbai – 400053
CIN – L27109WB1988PLC045119 | **Website:** www.regencytrust.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the members of Regency Trust Limited will be held on Monday, September 30, 2019 at 9:00 A.M. at the Registered Office of the Company at 39 R B C Road, Ground Floor, Near DumDum Central Jail, Kolkata - 700028, to transact the following business:

ORDINARY BUSINESS(s):

1. ADOPTION OF ACCOUNTS:

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 together with the Report of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS(s):

2. APPOINTMENT OF MR. ADARSH KAPOOR (DIN: 08476437) AS MANAGING DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of section 196 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Adarsh Kapoor be and is hereby appointed as Managing Director of the Company for a period of three (3) years with effect from June 10, 2019 to June 9, 2022, without any remuneration and on such terms and conditions as may be decided by the Board and Mr. Adarsh Kapoor;

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

3. REAPPOINTMENT OF MR. RAJESH KAPOOR (DIN: 02757121) AS WHOLE TIME DIRECTOR DESIGNATED AS DIRECTOR (FINANCE) AND CHIEF FINANCIAL OFFICER:

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

“RESOLVED THAT pursuant to the provision of Section 196 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Rajesh Kapoor, be and is hereby re-appointed as Whole Time Director designated as Director (Finance) and CFO of the Company for a period of 3 (three) years, i.e. from January 05, 2020 to January 04, 2023.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

4. REAPPOINTMENT OF MR. ASHOK GANGAR (DIN: 06417144) AS INDEPENDENT NON-EXECUTIVE DIRECTOR:

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

“RESOLVED THAT pursuant to the provision of Section 149, 196 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Ashok Gangar be and is hereby re-appointed as Independent Director of the Company for a period of 5 (five) years, i.e. from March 30, 2020 to March 29, 2025.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

5. REAPPOINTMENT OF MR. ROHIT THORVE (DIN: 07116102) AS INDEPENDENT NON-EXECUTIVE DIRECTOR:

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

“RESOLVED THAT pursuant to the provision of Section 149, 196 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Rohit Thorve be and is hereby re-appointed as Independent Director of the Company for a period of 5 (five) years, i.e. from March 30, 2020 to March 29, 2025.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

**By order of the Board
Regency Trust Limited**

**Rajesh Kapoor
Director (Finance) & CFO
DIN: 02757121**

**Date: August 13, 2019
Place: Mumbai**

Reg. Office: 39 R B C Road, Ground Floor,
Near DumDum Central Jail, Kolkata - 700028

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him / her and that the proxy need not be a member of the company.
2. **THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.
4. The Company has appointed M/s. Maitihili Nandedkar & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process.
5. The result of the e-voting shall be declared by the director of the company.
6. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
7. For the convenience of the Members, for proper conduct of the Meeting and as a measure to save cost, Members are requested to bring their copy of Annual Report along with the Ballot Paper and Attendance Slip to the Meeting and hand over the Slip at the entrance duly signed by them. Duplicate Admission slips will not be provided at the meeting hall.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2019 to September 26, 2019 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
10. For security reasons, no gadgets, mobile phones, cameras, article/baggage will be allowed at the venue of the Meeting. The Members/attendees are strictly requested not to bring any gadgets, mobile phones, cameras, article/baggage, etc. to the venue of the Meeting. Members/Proxies are requested to carry their Original Photo ID.
11. All documents referred to in this notice are open for inspection at the Registered Office of the Company between 11.00 am to 4.00 pm on any working day till the date of AGM.
12. The facility for voting through polling paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.
13. Pursuant to proviso to Regulation 40(1) of the Regulations, effective 1st April 2019, the Company is not permitted to process requests for transfer of securities, other than transmission or transposition of names in physical form. So, persons holding shares in physical form are requested to take actions for dematerialisation of their holdings to ensure hassle free transactions in the shares.
14. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may obtain the nomination form from the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
15. Members may note that as per the Secretarial Standard 2 notified by the Government, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting and hence there will be no distribution of packaged items in connection with the meeting.

**By order of the Board
Regency Trust Limited**

**Rajesh Kapoor
Director (Finance) & CFO
DIN: 02757121**

Date: August 13, 2019

Place: Mumbai

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

Item No. 2: APPOINTMENT OF MR. ADARSH KAPOOR AS MANAGING DIRECTOR

The Board of Directors in their Board meeting held on June 10, 2019, appointed Mr. Adarsh Kapoor as Managing Director of the Company for a period of three years with effect from June 10, 2019 till June 9, 2022, without any remuneration, subject to approval of members of the company.

Profile of Mr. Adarsh Kapoor:

Mr. Adarsh Kapoor holds a Master's Degree in Business Administration (Marketing). He has over 25 years of experience in trading of Electric and Telecom Products. He is not related to any other Director of the Company and is also not a Director in any other listed Company.

He or his relatives do not hold any shares in the Company.

Memorandum of Interest: Except Mr. Adarsh Kapoor, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the above resolution.

The Board recommends passing the Resolution set out in the notice by way of Ordinary resolution to appoint Mr. Adarsh Kapoor as Managing Director of the Company without any remuneration.

Item No. 3: REAPPOINTMENT OF MR. RAJESH KAPOOR AS WHOLE TIME DIRECTOR DESIGNATED AS DIRECTOR (FINANCE) AND CHIEF FINANCIAL OFFICER

Mr. Rajesh Kapoor was appointed as the Whole Time Director designated as Director (Finance) and Chief Financial Officer of the Company on January 05, 2017 for a period of two years w.e.f. January 05, 2017 till January 04, 2020. Hence, his tenure will expire on January 05, 2020.

The Board of Directors in their meeting held on August 13, 2019, recommended his re-appointed as Whole Time Director designated as Director (Finance) and Chief Financial Officer of the Company for a further period of three years with effect from January 05, 2020 till January 04, 2023, without any remuneration, subject to approval of members of the company.

Profile of Mr. Rajesh Kapoor:

Mr. Rajesh Kapoor is a Chartered Accountant by profession. He has over 20 years of experience in the field of accounts and audit. He is not related to any other Director of the Company and is also not a Director in any other listed Company.

He or his relatives do not hold any shares in the Company.

Memorandum of Interest:

Except Mr. Rajesh Kapoor, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the above resolution.

The Board recommends passing the Resolution set out in the notice by way of Ordinary resolution to re-appoint Mr. Rajesh Kapoor as Whole Time Director designated as Director (Finance) and Chief Financial Officer of the Company of the Company without any remuneration.

Item No. 4: REAPPOINTMENT OF MR. ASHOK GANGAR AS AN INDEPENDENT DIRECTOR

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as Independent Directors. Mr. Ashok Gangar is an Independent Non Executive Director of the Company. He was appointed w.e.f. March 30, 2015 for a period of five years, i.e. upto March 29, 2020. The Board of Directors, at its meeting held on August 13, 2019, recommended the re-appointment of Mr. Ashok Gangaras an Independent Non-Executive Director of the Company for a further period of five years, i.e. from March 30, 2020 to March 29, 2025. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice in writing for appointment of Mr. Ashok Gangar as an Independent Non-Executive Director. The Board has undertaken due diligence of Mr. Ashok Gangar to determine his eligibility for re-appointment as Independent Director on the Board, based upon his qualification, expertise, track record, integrity etc.

Further, in the opinion of the Board, Mr. Ashok Gangar fulfills the conditions specified in the Act and the rules made there under, and that he is independent of management.

Profile of Mr. Ashok Gangar:

Mr. Ashok Gangar, is Civil Engineer by profession, and has over 15 years of extensive experience in architectural consultancy. He is not related to any other Director of the Company and is also not a Director in any other listed Company. He or his relatives do not hold any shares in the Company.

Memorandum of Interest:

Except Mr. Ashok Gangar, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

The Board recommends passing the Resolution set out in the notice by way of Special Resolution to re-appoint Mr. Ashok Gangar as Independent Non Executive Director of the Company.

Item No. 5: REAPPOINTMENT OF MR. ROHIT THORVE AS AN INDEPENDENT DIRECTOR

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as Independent Directors. Mr. Rohit Thorve is an Independent Non Executive Director of

the Company. He was appointed w.e.f. March 30, 2015 for a period of five years, i.e. upto March 29, 2020. The Board of Directors, at its meeting held on August 13, 2019, recommended the re-appointment of Mr. Rohit Thorve as an Independent Non-Executive Director of the Company for a further period of five years, i.e. from March 30, 2020 to March 29, 2025. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice in writing for appointment of Mr. Rohit Thorve as an Independent Non-Executive Director. The Board has undertaken due diligence of Mr. Rohit Thorve to determine his eligibility for re-appointment as Independent Director on the Board, based upon his qualification, expertise, track record, integrity etc.

Further, in the opinion of the Board, Mr. Rohit Thorve fulfills the conditions specified in the Act and the rules made there under, and that he is independent of management.

Profile of Mr. Rohit Thorve:

Mr. Rohit Thorve, is a graduate, and has over 10 years of extensive experience in administration and management. He is not related to any other Director of the Company and is also not a Director in any other listed Company. He or his relatives do not hold any shares in the Company.

Memorandum of Interest:

Except Mr. Rohit Thorve, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

The Board recommends passing the Resolution set out in the notice by way of Special Resolution to re-appoint Mr. Rohit Thorve as Independent Non Executive Director of the Company.

**By order of the Board
Regency Trust Limited**

**Rajesh Kapoor
Director (Finance) & CFO
DIN: 02757121**

**Date: August 13, 2019
Place: Mumbai**

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Dear Shareholder(s),

This is to inform you that the Company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new SEBI listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this, we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form, you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :
PAN :
E-mail ID :
Telephone No. :
Name and Signatures i.
ii.
iii.

Thanking you,

Yours Faithfully,

For Regency Trust Limited

Rajesh Kapoor
Director
DIN – 02757121

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Attendance Slip

Name:

No. of Shares:

Folio No./DP/Client ID:

I hereby record my presence at the 31st Annual General Meeting of the Company on Monday, September 30, 2019 at 9:00 a.m. at 39 R B C Road, Ground Floor, Near Dum Dum Central Jail, Kolkata - 700028

(Proxy's full name in block capitals)

Member's/Proxy's Signature

MGT – 11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member:

Registered address:

No of Shares held

Folio No./Client ID:

DP. ID:

I/We, being the member(s) ofshares of the above named company, hereby appoint

1. Name:.....
Address:.....
Signature:....., or failing him
2. Name:.....
Address:.....
Signature:....., or failing him
3. Name:.....
Address:.....
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company on Monday, September 30, 2019 at 9:00 a.m. at 39 R B C Road, Ground Floor, Near DumDum Central Jail, Kolkata – 700028, and at any adjournment thereof in respect of such Resolutions as are indicated in the notice:

Signed this.....day of2019.

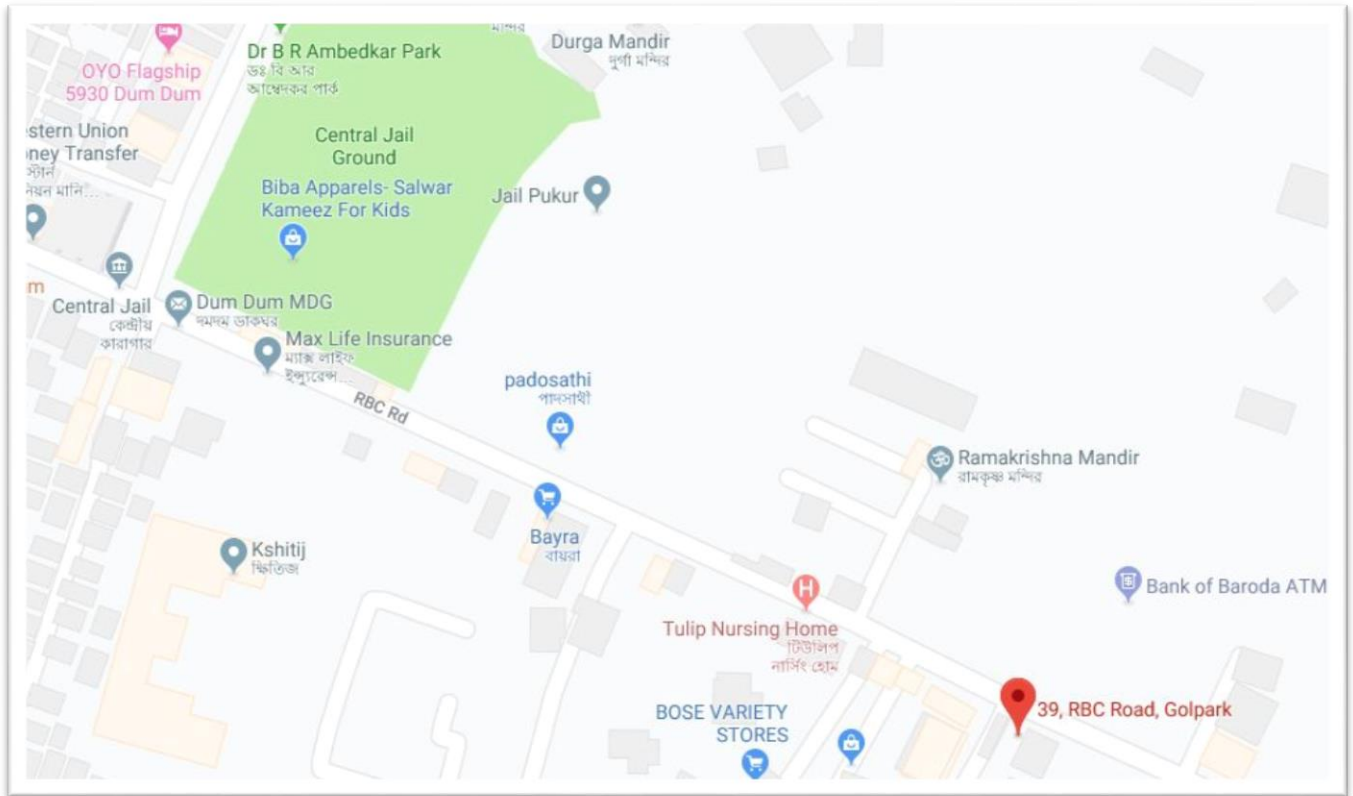
Signature of shareholder(s)

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix
Revenue
Stamp

Route map to the venue of the AGM



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Form No MGT – 12 POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

1. Name and Registered address of the Sole/First Named Shareholder:
2. Name of Joint Holders If any (in block letters):
3. Folio No./DP ID no*/Client ID No. :
4. Number of shares held:

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

Description	No. of shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Item No. 1 of the Notice Adoption of accounts for the Financial Year ended March 31, 2019			
Item No. 2 of the Notice Appointment of Mr. Adarsh Kapoor as Managing Director			
Item No. 3 of the Notice Reappointment of Mr. Rajesh Kapoor as Whole Time Director designated as Director (Finance) and Chief Financial Officer			
Item No. 4 of the Notice Reappointment of Mr. Ashok Gangar as Independent Non-Executive Director			
Item No. 5 of the Notice Reappointment of Mr. Rohit Thorve as Independent Non-Executive Director			

Place:

Date:

Signature of the Shareholder

E-voting guidelines

The instructions for e-voting are as under:-

- (i) The e-voting period begins on Friday, September 27, 2019 at 10.00 a.m. and ends on Sunday, September 29, 2019 at 5.00 p.m. During this period, shareholders' of the Company, holding shares as on the cut-off date i.e. September 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member ID / Folio number on the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of **Regency Trust Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.