



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF REGAL ENTERTAINMENT AND CONSULTANTS LIMITED AT THEIR MEETING HELD ON WEDNESDAY, FEBRUARY 04, 2026 AT 10:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 419D FOURTH FLOOR HORNIMAN CIRCLE CHAMBERS (PODAR CHAMBERS) SYED ABDULLAH BRELVI MARG, FORT MUMBAI, MAHARASHTRA 400001 INDIA

ITEM NO. 3

TO CONSIDER AND APPROVE FUNDS RAISING THROUGH RIGHTS ISSUE OF EQUITY SHARES

"RESOLVED THAT, pursuant to provisions of Section 62, Section 23(1)(c) and other applicable provisions of the Companies Act, 2013, along with the Rules made thereunder, each as amended ("Companies Act") and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, rules, regulations made thereunder and any other provisions of applicable law, (including any statutory modification(s) or re-enactment(s) thereto) as may be applicable for the time being in force and subject to other approvals, permissions and sanctions of the lenders of the Company, Securities and Exchange Board of India ("SEBI"), the stock exchange where the equity shares of the Company are listed (the "Stock Exchange"), the Reserve Bank of India, the Ministry of Corporate Affairs, the Government of India and any other concerned statutory or regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the consent of the Board of directors of the Company ("Board") be and is hereby accorded to offer, issue and allot equity shares of the face value of ₹ 10 each of the Company (the "Equity Shares") by way of a rights issue to the existing shareholders of the Company on a record date ("Shareholders"), the issue of such number of Equity shares of face value of ₹ 10 each at Issue Price as may be decided by board of directors, to all Eligible Shareholders of the Company on Rights basis, considering the prevailing market conditions and such other considerations that the Board may, in its absolute discretion, decide, such that the aggregate value does not exceed ₹ 850 Lakhs ("Rights Issue") or



CIN: L65923MH1992PLC064689

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such other sum as may be determined by the Board and on such other terms and conditions as may be mentioned in the Draft Letter of Offer, Letter of Offer, and/ or Application Form, any amendments, supplements, notices or corrigenda thereto, to be issued by the Company in respect of the Rights Issue (collectively referred to as "Issue Documents"), utilized for the purpose of

- a) To augment our capital base and attain the minimum Net Owned Fund ("NOF") requirements as mandated by RBI;
- b) General corporate purposes and/ or any other purpose that the Board/committee may decide, to list the Equity Shares allotted pursuant to the Rights Issue, on the Stock Exchange and on such other terms and conditions as may be mentioned in the Issue Documents, including granting of rights to the Eligible Shareholders of the Company, to whom the offer is made to renounce the Equity Shares being offered in the Rights Issue, in favour of any other person(s), rights to the persons to whom the Equity shares are being issued to apply for additional Equity shares, and to decide, at its discretion, the proportion in which such additional Equity shares shall be allotted.

RESOLVED FURTHER THAT, all Equity shares so offered, issued and allotted by way of the Rights Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT, the Equity Shares shall rank *pari passu* in all respects with the existing Equity shares of the Company.

RESOLVED FURTHER THAT the Board hereby approved the Draft Letter of Offer for fund raising by way of Right issue.

RESOLVED FURTHER THAT the Board constituted a Rights Issue Committee, for the purposes of issue, and allotment of Equity Shares, and other matters in connection with or incidental to the Rights Issue.

The Rights Issue Committee shall comprise of the following:

Composition	Category
Mr. Shreyash Vinodkumar Chaturvedi	Managing Director & CFO
Mr. Gurvinder Singh	Independent Director
Mr. Sudeb Sarbadhikary	Independent Director
Mr. Vineet Kharkwal	Company Secretary & Compliance Officer

RESOLVED FURTHER THAT, the committee be and is hereby authorised to do such acts, deeds and things as the committee in its absolute discretion deems necessary or desirable in connection with the Rights Issue, including without limitation, the following:

- i. to negotiate, authorize, approve and pay commission, fees, remuneration, expenses and/ or any other charges to the applicable agencies/ persons and to give them such directions or instructions as it may deem fit from time to time;
- ii. to approve and adopt any financial statements prepared for purposes of inclusion in the Issue Documents, pursuant to the requirements outlined by the SEBI ICDR Regulations, if any or any other applicable law for time being in force, including intimating the approval and adoption of such financial statements to the Stock Exchange, if required;



- iii. to negotiate, finalise, settle and execute the Registrar agreement, Ad-agency agreement, Bankers to the Issue agreement, any other agreement with an intermediary and all other necessary documents, deeds, agreements and instruments in relation to the Rights Issue, including but not limited to any amendments/modifications thereto;
- iv. to take necessary actions and steps for obtaining relevant approvals from the Stock Exchange or such other authorities, if any, whether regulatory or otherwise, as may be necessary in relation to the Rights Issue;
- v. to finalise the Issue Documents and any other documents as may be required and to file the same with Stock Exchange or any other concerned authorities, if any and issue the same to the Shareholders of the Company or any other person in terms of the Issue Documents or any other agreement entered into by the Company in the ordinary course of business;
- vi. to approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s)/supplement(s) / corrigendum required to be issued in terms of SEBI ICDR Regulations, if any or other applicable SEBI guidelines and regulations or in compliance with any direction from SEBI and / or such other applicable authorities;
- vii. to decide in accordance with applicable law, the terms of the Rights Issue, the total number, issue price and other terms and conditions for issuance of the Equity shares to be offered in the Rights Issue, and suitably vary the size of the Rights Issue, if required;
- viii. to fix the record date for the purpose of the Rights Issue for ascertaining the names of the Eligible Shareholders who will be entitled to the Equity shares, in consultation with the Stock Exchange;
- ix. to decide the rights entitlement ratio in terms of number of Equity shares which each eligible existing Shareholders on the record date will be entitled to, in proportion to the Equity shares held by the Eligible Shareholders on such date;
- x. to open bank accounts with any Nationalized Bank/Private Bank/Scheduled Bank for the purpose of receiving applications along with application monies and handling refunds in respect of the Rights Issue;
- xi. to appoint the collecting bankers for the purpose of collection of application money for the Rights Issue at the mandatory collection centers at the various locations in India;
- xii. to decide on the marketing strategy of the Rights Issue and the costs involved;
- xiii. to decide in accordance with applicable law on the date and timing of opening and closing of the Rights Issue and to extend, vary or alter or withdraw the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by the Stock Exchange or other authorities, if any, from time to time;
- xiv. to issue and allot Equity shares in consultation with the Registrar, the Designated Stock Exchange and to do all necessary acts, execution of documents, undertakings, etc. with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), in connection with admitting the Equity shares issued in the Rights Issue;



- xv. to sign the listing applications, print share certificates, issue ASBA instructions and share certificates to apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same);
- xvi. to apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same);
- xvii. to decide, at its discretion, the proportion in which the allotment of additional Equity shares shall be made in the Rights Issue;
- xviii. to take such actions as may be required in connection with the creation of separate ISIN for the credit of rights entitlements in the Rights Issue, if any;
- xix. to dispose of the unsubscribed portion of the Equity shares in such manner as it may think most beneficial to the Company, including offering or placing such Equity shares with Promoter and/ or Promoter group/ Banks/Financial Institutions /Investment Institutions /Mutual Funds/Foreign Institutional Investors /Bodies Corporate or such other persons as the board may in its absolute discretion deem fit;
- xx. to make necessary changes and to enter the names of the renouncees, if they are not members of the Company in the register of members of the Company;
- xxi. to decide the mode and manner of allotment of the Equity Shares, if any not subscribed and left/remaining unsubscribed after allotment of the Equity Shares and additional Equity Shares applied by the Shareholders and renouncees;
- xxii. to finalise the basis of allotment of the Equity Shares in consultation with Registrar and the Designated Stock Exchange, if necessary, including to decide the treatment of fractional entitlement, if any, in relation to the Equity Shares to be issued pursuant to the Rights Issue;
- xxiii. to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the Equity shares as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of the Equity shares; and
- xxiv. to take all such steps or actions and give all such directions as may be necessary or desirable in connection with the Rights Issue and also to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issuance and allotment of Equity shares as aforesaid and to do all such acts and deeds in connection therewith and incidental thereto, as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to generally do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient in connection with this resolution, including effecting any modifications or changes to the foregoing including modification to the terms of the issue) making necessary filings with the Stock Exchange or any other regulatory authorities, if any and execution of any documents or agreements on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisors,



consultants and legal advisors, without being required to seek any fresh approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution and to settle all questions, difficulties or doubts that may arise in regard to the Rights Issue and utilization of the proceeds of the Rights Issue and take all other steps which may be incidental, consequential, relevant or ancillary, to give effect to this resolution.

RESOLVED FURTHER THAT, the Equity shares to be allotted pursuant to the Rights Issue shall be listed on BSE and that any of the Director of the Company be and is hereby authorized to sign necessary application forms and other documents/ papers and take such action as may be required in this regard.

RESOLVED FURTHER THAT, BSE Limited is appointed as designated stock exchange for the purpose of proposed rights issue.

RESOLVED FURTHER THAT, every shareholder who is eligible to apply in the Rights Issue shall have a right to renounce their rights entitlement being offered, in favour of any other person(s). Every Shareholder, including renouncee(s) shall be entitled to apply for additional Equity shares and the allotment of the additional Equity shares shall be made in the proportion to be decided by the Board in consultation with Stock Exchange.

RESOLVED FURTHER THAT, the treatment of fractional entitlements will be finalized and disclosed in the offering documents.

RESOLVED FURTHER THAT, Mr. Vineet Kharkwal, Company Secretary and Compliance Officer, be and is hereby appointed as the Compliance Officer for the purpose of the Rights Issue and shall be responsible for monitoring compliance of securities laws and redressal of investor grievances."

CERTIFIED TO TRUE COPY

**FOR AND ON BEHALF OF
REGAL ENTERTAINMENT AND CONSULTANTS LIMITED**

FOR REGAL ENTERTAINMENT AND CONSULTANTS LIMITED


Vineet Kharkwal
COMPANY SECRETARY

**VINEET KHARKWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS 73689**

