



REGAL/SECTT/BSE/24-25  
January 3, 2025

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

Scrip Code: 531033

SUB: MINUTES OF THE 32<sup>nd</sup> ANNUAL GENERAL MEETING OF REGAL ENTERTAINMENT & CONSULTANTS LIMITED HELD ON TUESDAY, DECEMBER 31, 2024 THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM). - reg

Dear Sir,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (LODR), 2015, we had submitted the proceedings of the 32<sup>nd</sup> Annual General Meeting of Regal Entertainment & Consultants Limited held on Tuesday, December 31, 2024, conducted through Video Conferencing (VC)/Other Audio Visual Means (OAVM) vide our letter even no. dated December 31, 2024.

Please find enclosed a copy of the Minutes of the said Meeting.

Kindly acknowledge the receipt and take the same on record.

Thanking you,

Yours faithfully

**FOR REGAL ENTERTAINMENT & CONSULTANTS LIMITED**

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

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**CIN: L65923MH1992PLC064689**

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**MINUTES OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING OF REGAL ENTERTAINMENT AND CONSULTANTS LIMITED HELD ON TUESDAY 31<sup>ST</sup> DECEMBER, 2024 AT 11.32 A.M. THROUGH VC/OAVM.**

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**P R E S E N T:**

1. Shri SHREYASH CHATURVEDI, Managing Director
2. Shri SATBIR SINGH, Executive Director
3. Shri GURVINDER SINGH, Independent Director
4. Smt. BARKHA CHHABRA, Independent Director

**Shareholders present through VC:**

20 shareholders were present through audio-visual means including representatives.

Ms. Palak Desai, A Practising Company Secretary, Secretarial Auditor & Scrutinizer of the Company.

**In Attendance:**

1. Shri Vineet Kharkwal, Company Secretary

At the outset, the Company Secretary informed that the RTA, M/s. Bigshare Services Pvt. Ltd. has conveyed that the requisite number of Shareholders required for the quorum have already marked their attendance electronically in Bigshare Services Private limited **I-VOTE evoting portal**.

The Company Secretary welcomed all the Members, Directors, and Invitees to the 32<sup>nd</sup> Annual General Meeting of the Company,

The Company Secretary informed the Managing Director that the quorum was present and requested the managing director to chair the meeting and to call the meeting to order and proceed with the business of the meeting.

Shri Shreyash Chaturvedi, Chairman & MD, welcomed all the Members to the 32<sup>nd</sup> Annual General Meeting of the Company, called the meeting to order and proceeded with the business of the meeting.

The Chairman delivered his speech about the Company Financial Performance Review for the FY 2023-24, about the New guidelines issued by the SEBI and MCA under Companies Act 2013, what are the opportunities and threats, and the outlook for global economic India's macroeconomic indicators.

Thereafter, the Chairman requested to the Company Secretary to further proceedings of Meeting.

The Company Secretary informed the Members that pursuant to the provisions of Companies Act, 2013 and the related rules there under and SEBI (LODR) Regulations, 2015, remote e-voting facility was made available to all the members from Saturday 28.12.2024 (09:00 AM) to Monday 30.12.2024 (05.00 P.M). In addition, facility for e-voting was also provided during the AGM to those members who did not cast vote through remote e-voting facility. The Company has also appointed Ms. Palak Desai, Practising Company Secretary, Delhi (COP. No. 7426 and FCS-16763), as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner. It was also informed that the result of E-voting (Remote E-voting and on the Spot E-voting) will be announced after the Scrutinizer, Ms. Palak Desai, Company Secretary, submit their report. The result of E-voting will be announced within 48 working hours i.e. on or before 02.01.2025 and will be posted on the Company's Website and also it will be filed on the websites of, Bombay Stock Exchange (BSE).

The Company Secretary informed the Shareholders that Agenda of the meeting i.e. resolutions moved in the AGM for their approval are contained in the Notice dated 09.12.2024, calling meeting which was sent to all Shareholders within twenty-one clear days in advance through E-mail to those Shareholders who have provided their E-mail IDs. Also, Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2024, Auditors Report thereon, Directors' Report together with Annexures thereto on the Accounts of the Company are with the Shareholders for quite some time and with their permission the same may be taken as read.

As per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations 2015, the Shareholders had to cast their votes electronically (through Remote E-voting) and hoped that all of the Shareholders had cast their votes. The Company Secretary requested the Shareholders that in case any Shareholders who has not been able to cast their votes through Remote E-voting, they may cast their vote now through E-voting Platform provided by Our RTA (M/s Bigshare Services Private Limited) which will be available till 15 minutes after the close of the AGM.

Thereafter, the Shareholders who had registered as speakers were requested by the Company Secretary to put their questions one by one. Further, the Chairman replied to the questions of the Shareholders.

Later on, the E-voting were scrutinized & reconciled with the records maintained by the RTA on 31<sup>st</sup> December, 2024. The Scrutinizer Ms. Palak Desai submitted their Report after compiling all e-voting on 01.01.2025. The result of the poll was declared as under:

**I. ORDINARY BUSINESS**

**ITEM NO.1 TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

Total of **99.9998%** shareholders voted in favour of the resolution while **0.0002%** voted against the resolution. The following resolution was passed as an **Ordinary Resolution:-**

**“RESOLVED THAT”** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024, the reports of the Board of Directors and Auditors thereon as circulated to the members be and are hereby considered and adopted”.

**ITEM NO.2 TO APPOINT A DIRECTOR IN PLACE OF MR. SHREYASH CHATURVEDI (DIN- 06393031) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT**

Total of **98.4962%** shareholders voted in favour of the resolution while **1.5037%** voted against the resolution. The following resolution was passed 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, And Article 157, 158 of the Articles of Association of the Company Mr. Shreyash Chaturvedi (DIN- 06393031) who retires by rotation at this AGM and being eligible, offered for reappointment, be and is hereby appointed as Director of the Company, liable to retires by rotation.

**ITEM NO.3 APPOINTMENT OF SHRI SATBIR SIN GH (DIN: 06887978), DIRECTOR AS EXECUTIVE DIRECTOR OF THE COMPANY:**

Total of **99.9998%** shareholders voted in favour of the resolution while **0.0002%** voted against the resolution. The following resolution was passed as on **Ordinary Resolution: -**

**“RESOLVED THAT”** pursuant to the provisions of Sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Regulation 17(1C) of SEBI (LODR), 2015 as amended and provisions of any other guidelines issued by relevant authorities and based on the recommendation of the Nomination and Remuneration

Committee of the Board of Directors of the Company, Shri SATBIR SINGH (DIN: 06887978) who was appointed as an Additional Director to function as a Executive Director w.e.f. 05.11.2024 on the Board of the Company in terms of Section 161(1) of the Companies Act 2013 and Article 153 of the Articles of Association and who holds office up to the date of the next Annual General Meeting or getting approval from shareholders within 90 days from the date of appointment, whichever is earlier, but eligible for reappointment and has consented to act as a Director and in respect of whom the Company has received notice in writing, from the Director himself under Section 160 of Companies Act 2013 proposing himself for the office of the Director of the Company be and is hereby appointed as Executive Director of the Company for the period of 3 year or till withdrawal or cancellation, whichever is earlier. He is liable to retire by rotation as per section 152 of companies act 2013.

*"RESOLVED FURTHER THAT"* the Board be and is hereby authorized any of the director or Company Secretary to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

## **II. SPECIAL BUSINESS:**

### **ITEM NO.4 TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION & ARTICLE OF ASSOCIATION OF THE COMPANY.**

Total of **99.9998%** Shareholders voted in favour of the resolution while **0.0002%** voted against the resolution. The following resolution was passed as an **Special Resolution**: -

*"RESOLVED THAT* pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder ("the Act") if any, the Authorised Share Capital of the Company be increased from INR 5 Crores divided into 50,00,000 Equity Shares of Rs. 10 each to INR 9 Crores divided into 50,00,000 Equity Shares of Rs. 10 each and 40,00,000 Preference Share of Rs 10 each. Clause V of the Memorandum of Association of the Company be substituted by the following **Clause V**:

**Clause V:** The Authorised Share Capital of the Company shall be Rs. 9,00,00,000 (Rupees Nine Crores only) divided into:

- A. 50,00,000 (Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 5,00,00,000/- (Rupees Five 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"** pursuant to the provisions of section 14 of the Companies Act, 2013, the existing Article 4 of the Articles of Association of the Company be and is hereby substituted with the following **Article 4:-**

**Article 4: -** The authorized share capital of the company shall be Rs. 900,00,000/- (Rupees Nine Crores) divided into 50,00,000 (Fifty lakhs) Equity shares of Rs. 10/- (Rupees Ten) each and divided into 40,00,000 (Forty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each.

**'FURTHER RESOLVED THAT** subject to and in accordance with the provisions of the Act, as may be applicable from time to time, the Board of Directors or Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the members of the Company."

**ITEM NO.5 TO ISSUE COMPULSORY CUMULATIVE REDEEMABLE PREFERENCE SHARES AT A COUPON RATE OF 12.5% P.A., ON A PREFERENTIAL BASIS THROUGH PRIVATE PLACEMENT.**

Total of **99.9998%** Shareholders voted in favour of the resolution while **0.0002%** voted against the resolution. The following resolution was passed as an **Special Resolution: -**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 55, and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) (the "Act") and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, each as amended from time to time, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA including Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (as amended), all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India (the "**RBI**"), and in accordance with the Memorandum of Association and the Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and as agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee and sub-committee which the Board may have constituted or shall hereinafter constitute to exercise

its powers including the powers conferred by this resolution), the consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot up to 40,00,000, Compulsory Cumulative Redeemable Preference shares at a coupon rate of 12.5% p.a., for a maximum period of 20 year, having face value of INR 10/- (Indian Rupees Ten only) each ("CCRPS") at an issue price par- (Indian Rupees Ten only) per CCRPS aggregating to up to INR 4,00,00,000/- (Indian Rupees Four Crores only), on a Preferential basis through private placement to the following investor.

S.no	Name of the Identified Investor	Number of Preference Shares proposed to be offered	Consideration (in INR)
1.	Northern Lights Ventures Private Limited	40,00,000	4,00,00,000

***"RESOLVED FURTHER THAT"*** any director or Company Secretary of the Company, be and are hereby severally authorized to do all such actions, deeds, matters, writings and things as are necessary or expedient in this regard, including, but not limited to, undertaking filing of requisite forms and documents with the concerned Registrar of Companies and Reserve Bank of India."

**ITEM NO.6 APPOINTMENT OF MR. GURVINDER SINGH (DIN: 00085436) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

Total of **99.9998%** Shareholders voted in favour of the resolution while **0.0002%** voted against the resolution. The following resolution was passed as an **Special Resolution**: -

***"RESOLVED THAT*** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made there under, read with Schedule IV of the Act and Regulation 16(1)(b), 17(1) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or re-enactment for the time being in force] and the Articles of Association of the Company, Mr. Gurvinder Singh (DIN: 00085436), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive, Independent) of the Company with effect from December 01, 2024 on the Board of the Company in terms of Section 161(1) of the Companies Act 2013 and Article 153 of the Articles of Association and who holds office up to the date of the next Annual General Meeting or getting approval from shareholders within 90 days from the date of appointment, whichever is earlier, but eligible for reappointment and has consented to act as a Director and in respect of whom the Company has received notice in writing, from the Director himself under Section 160 of Companies Act 2013 proposing himself for the office of the Director of the Company be and is hereby appointed as Non-Executive Independent Director of the Company and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules made

there under and regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 3(three) consecutive years commencing from December 01, 2024 up to 30<sup>th</sup> November 2027, not liable to retire by rotation."

*"RESOLVED FURTHER THAT* the Board be and is hereby authorized any of the director or Company Secretary to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**ITEM NO.7    APPOINTMENT OF MRS. BARKHA CHHABRA (DIN: 10861044) AS A  
NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR OF THE  
COMPANY.**

Total of **99.9998%** Shareholders voted in favour of the resolution while **0.0002%** voted against the resolution. The following resolution was passed as an **Special Resolution:-**

*"RESOLVED THAT* pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made there under, read with Schedule IV of the Act and Regulation 16(1)(b), 17(1) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or re-enactment for the time being in force] and the Articles of Association of the Company, Mrs. Barkha Chhabra (DIN: **10861044**), she was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive, Independent women) of the Company with effect from December 03, 2024 on the Board of the Company in terms of Section 161(1) of the Companies Act 2013 and Article 153 of the Articles of Association and she holds office up to the date of the next Annual General Meeting or getting approval from shareholders within 90 days from the date of appointment, whichever is earlier, but eligible for reappointment and has consented to act as a Director and in respect of whom the Company has received notice in writing, from the Director herself under Section 160 of Companies Act 2013 proposing herself for the office of the Director of the Company be and is hereby appointed as Non-Executive independent women Director of the Company and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules made there under and regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent women Director of the Company for a term of 3(three) consecutive years commencing from December 03, 2024 up to 02<sup>nd</sup> December 2027, not liable to retire by rotation."

*"RESOLVED FURTHER THAT* the Board be and is hereby authorized any of the director or company secretary to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



The Chairman declared the meeting as closed by thanking all the shareholders for sparing their valuable time and participating in the AGM through Video Conferencing. The Company Secretary proposed a hearty vote of thanks to the Shareholders, Board of Directors, Invitees for participating in the meeting. The Company Secretary also conveyed thanks to the, RTA i.e. M/s Bigshare Services Private Ltd and Scrutinizer for making this annual event of the Company successful.

The meeting started at 11.32 A.M and ended at 11: 52 A.M. The voting was available till 15 minutes after the close of the AGM i.e. till 12.07 P.M.



**(SHREYASH VINODKUMAR CHATURVEDI)**  
**CHAIRMAN**

**Place: Mumbai**  
**Date: 02-01-2025**