



REGAL/SECTT/BSE/24-25
09th December 2024

To,

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

Scrip Code: 531033

**Sub: NOTICE OF 32nd ANNUAL GENERAL MEETING (AGM) TO BE HELD ON
31.12.2024 AT 11.30 AM, CUT-OFF DATE AND PERIOD OF REMOTE E-VOTING.**

Dear Sir,

This is to inform you that the 32nd Annual General Meeting (AGM) of Regal Entertainment and Consultants Limited is scheduled to be held on Tuesday, 31st December 2024 at 11.30 A.M. through VC/OAVM.

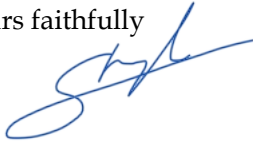
Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed herewith the Notice of the 32nd AGM of the Company to be held on 31.12.2024. The Company has fixed the following date(s) in connection with the ensuing 32nd AGM:

Provision	Relevant Date
Date of Closure of Register of Members and Share Transfer Books for the purpose of Annual Closing/ AGM. <i>(Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015)</i>	From Wednesday, December 25, 2024 to Tuesday, December 31, 2024 (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. <i>(Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015)</i>	Cut-off date: Tuesday, December 24, 2024
	Remote E-voting period: Commences on: Saturday, December 28, 2024 (9.00 A.M.) Ends on: Monday, December 30, 2024 (5:00 P.M.)

Kindly take the above information on record.

Thanking You,

Yours faithfully



SHREYASH VINODKUMAR CHATURVEDI
MANAGING DIRECTOR

Encl: Notice of 32nd AGM



NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **REGAL Entertainment and Consultants Limited** will be held on **Tuesday, 31st December 2024 at 11:30 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 2024,** 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 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".

2. **To appoint a director in place of Mr. Shreyash 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, 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.

CIN: L65923MH1992PLC064689

Regd. Office: 419D Fourth Floor Harniman Circle Chambers (Podar Chambers)
Syed Abdullah Brelvi Marg, Fort Mumbai, Maharashtra 400001 India Ph: 9768132022

Email id: compliance.regal@gmail.com

II. SPECIAL BUSINESS:

3. APPOINTMENT OF SHRI SATBIR SINGH (DIN: 06887978), DIRECTOR AS EXECUTIVE DIRECTOR OF THE COMPANY:

In this connection, 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 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."

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

To consider and, to give assent or dissent to the following resolution as a **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."

5. TO ISSUE COMPULSORY CUMULATIVE REDEEMABLE PREFERENCE SHARES AT A COUPON RATE OF 12.5% P.A., ON A PREFERENTIAL BASIS THROUGH PRIVATE PLACEMENT

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **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."

6. APPOINTMENT OF MR. GURVINDER SINGH (DIN: 00085436) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, to give assent or dissent to the following resolution as a **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 30th 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.”

7. APPOINTMENT OF MRS. BARKHA CHHABRA (DIN: 10861044) AS A NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR OF THE COMPANY.

To consider and, to give assent or dissent to the following resolution as a **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 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 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 02nd 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.”

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, (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 32nd 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 32nd AGM through the VC facility provided by CDSL. Hence, Members can attend and participate in the 32nd 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 32th 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 32nd 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 Delhi (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 32nd 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 32nd 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. Corporate members are required to access the link www.evotingindia.com and upload a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC and vote on their behalf. 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 **Wednesday, December 25, 2024 to Tuesday, December 31, 2024** (Both days inclusive).
11. In line with the MCA and SEBI Circulars, the Notice calling the 32nd AGM has been uploaded on the website of the Company at <https://www.regalentertainment.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at www.bseindia.com. The 32nd AGM Notice is also disseminated on the website of CDSL (Agency for providing the Remote e-voting facility and e-voting system during the 32nd AGM) at www.evotingindia.com.
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Company shall send the Notice of 32nd Annual General Meeting, instructions for Remote E-Voting and E-Voting at AGM, and Annual Report for the Financial Year 2023-24 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 sent 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 32nd 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 regalentertainment.in
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 7 of Special Businesses, as set out above and form part of the Notice. Further, the relevant details with respect to Item No. 3, 6 & 7 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 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 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 and SEBI/HO/MIRSD/MIRSD-PoD- 1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent. In compliance with SEBI Guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.
19. 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, has done away with the provision regarding freezing of folios not having PAN, KYC, and nomination details.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit 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 32nd 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 32nd AGM is being held through VC, the route map is not mentioned in the notice.

27. Annual Listing Fees for the Financial Year 2024-25 have not been paid to the Stock Exchanges wherein securities of the Company are suspended.

28. CDSL 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. 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 32nd 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 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 32nd AGM. For this purpose, your Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 CDSL.
- 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 (Tuesday, December 24, 2024) 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 (Tuesday, December 24, 2024), should treat the Notice for information purpose only.

- iv. The Members can join the 32nd AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 32nd 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 32nd AGM without restriction on account of first come first served basis.
- v. The attendance of the Members attending the 32nd 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 32nd 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 32nd AGM has been uploaded on the website of the Company at <https://www.mentertainment.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com. The 32nd AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the 32nd AGM) i.e. www.evotingindia.com.
- viii. The 32nd 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.

- 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 after due examination, it has been decided to allow the companies whose AGMs become due in the year 2024, to conduct their AGMs on or before 30.09.2025, 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 32nd AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **Saturday December 28, 2024 9.00 A.M.** and ends on **Monday December 30, 2024 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 **Tuesday December 24, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11.07.2023 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 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 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 Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining</p>

	<p>virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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</p>

	<p>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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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	<p>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</p>

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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
--	---

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

I. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	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.

OR Date of Birth (DOB)	<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 in the Dividend Bank details field.
-------------------------------	--

- II. After entering these details appropriately, click on “SUBMIT” tab.
- III. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- IV. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- V. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- VI. 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.
- VII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- VIII. 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.
- IX. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- X. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XI. If a demat account holder has forgotten the 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.

XII. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

XIII. Additional Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.regal@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 32nd AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the 32nd 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 32nd 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 **Tuesday, December 17, 2024 to Tuesday December 24, 2024** mentioning their name, 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 **Tuesday, December 17, 2024 to Tuesday December 24, 2024** mentioning their name, 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 32nd 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 32nd 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), AADHAR (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)

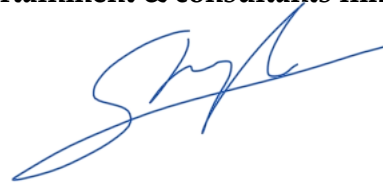
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending 32nd AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

31. 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 02.01.2025 (within two working days of conclusion of AGM) and will be displayed on the website of the Company (<https://www.regalentertainment.in/>), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

By Order of the Board
For Regal Entertainment & consultants limited



SHREYASH VINODKUMAR CHATURVEDI
MANAGING DIRECTOR

Place: Mumbai

Date: 09.12.2024

REGISTERED AND CORPORATE OFFICE

REGAL ENTERTAINMENT & CONSULTANTS LIMITED

CIN: L65923MH1992PLC064689

419D Fourth Floor Harniman Circle Chambers (Podar Chambers)

Syed Abdullah Brelvi Marg, Fort Mumbai, Maharashtra 400001 India Ph:

9768132022 Email id: compliance.regal@gmail.com , Website:

<https://www.regalentertainment.in/>

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

ITEM NO 3 APPOINTMENT OF Mr. SATBIR SINGH (DIN: 06887978), DIRECTOR AS EXECUTIVE DIRECTOR OF THE COMPANY:

Mr. Satbir Singh (Din: 06887978), Director as Executive Director of your company w.e.f. 05.11.2024 for a period of Three (3) year w.e.f. 05.11.2024 to 04.11.2027, or till withdrawal or cancellation, whichever is earlier.

Section 152 (2) of the Companies Act 2013 stipulates that every Director shall be appointed by the Company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an Additional Director who shall hold office up to the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held or, Regulation 17(1C) of SEBI (LODR) 2015 also stipulates that approval of shareholders for appointment or reappointment of a person on the Board is to be taken within 90 days of the date of appointment or reappointment, whichever is earlier,

The Company has received notice in writing under Section 160 of the Act from Shri. Satbir Singh proposing his candidature for the office of Director of the Company. The Nomination and Remuneration Committee of the Board of Directors of your Company has also recommended the appointment of Shri Satbir Singh as Executive Director of your Company pursuant to Section 160 of the Companies Act, 2013.

Brief resume of Mr. Satbir Singh, the nature of his expertise in specific functional areas and the name of other companies in which he holds directorships and memberships/chairmanships of Board level Committees and relationships between directors inter-se as stipulated under Listing Regulations are annexed to the Notice.

Mr. Satbir Singh does not hold any share in the Company in either his individual capacity or as beneficiary. Additional information of the Director, pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard- II on General meetings issued by the ICSI has also been provided in the Notice.

Shri. Satbir Singh is interested in the resolution as set out at Item no 3 respectively, of the Notice of 32nd AGM, which pertains to his appointment. The respective relatives of Mr. Satbir Singh may be deemed to be interested in the resolution set out at Item no 3 respectively of the 32nd AGM Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other 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 in the accompanied Notice of 32nd AGM for approval of the shareholders by way of **Ordinary Resolution**.

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.

At present, the Authorised Share Capital of the Company stands at INR 5 Crores divided into 50,00,000 Equity Shares of Rs. 10 each. It is intended to raise the required funds by way of induction of the fresh Compulsory Cumulative Redeemable Preference shares at a coupon rate of 12.5% p.a., for a maximum period of 20 years, having a face value of INR 10/- (Indian Rupees Ten only) each in the Company and it would therefore be necessary to increase the Authorised Share Capital. It is proposed to increase the Authorised Share Capital from INR 5 Crores to INR 9 Crores by the creation of 40,00,000 Preference Shares of Rs. 10 each.

For the above purpose, it would be necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a **new Clause V** and it would be necessary to substitute the existing Article 4 of Article of Association of the company with a new Article 4. In accordance with the provisions of Sections 13, 14, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, it would be necessary to obtain the approval of the members for the increase in Authorised Share Capital of the Company. It is being sought as proposed in the Special 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(s) as set out in the accompanied Notice for approval of the Shareholders by way of Special Resolution.

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

The resolution at item no. 5 is to issue and allot compulsorily convertible Redeemable preference shares to the Investor for a consideration aggregating up to Rs. 4 crores (Rupees four crores only).

The Board in its meeting held on 07th December 2024, approved the issuance of 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 years, having a 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.

In view of the above and to meet the requirements of Section 42 of the Companies Act, 2013 read with applicable rules under Rule 14 of the Companies (Prospectus and Allotment of Securities Rules) Rules 2014 for making of Private Placement of Compulsory Cumulative Redeemable Preference shares at a coupon rate of 12.5% p.a., for a maximum period of 20 years, having a face value of INR 10/- (Indian Rupees Ten only) each ("CCRPS") upto **Rs. 4 Crores in FY 2024-25** to such person or persons, who may or may not be the Bond/Debenture holder of the Company, approval of the Shareholders of the Company is required by way of Special Resolution which is to be passed by Shareholders as per related provisions of Company Act 2013. The Shareholders' approval shall be valid for Next AGM from the date of this AGM.

Information in relation to the issuance and allotment of the Shares are set out below:

- A. Nature of such shares: Compulsory Cumulative Redeemable Preference shares at a coupon rate of 12.5% p.a
- B. The objects of the issue: To raise fund for business purposes
- C. Manner of issue: Private Placement
- D. The total number of securities proposed to be issued by way of preferential allotment is 40,00,000 (Forty Lakh) Compulsory Cumulative Redeemable Preference shares at a coupon rate of 12.5% p.a., for a maximum period of 20 years, having a face value of INR 10/- (Indian Rupees Ten only) each ("CCRPS")

E. The price or price band at/ within the allotment is proposed is:

Security	Price
Preference Shares	Rs. 10 per Share

F. The allotment is proposed to be made to the following class/ classes of persons: Domestic investors.

G. Expected dilution in Equity share Capital upon conversion of Preference Shares: Not applicable

H. The names of the proposed allottees and the percentages of post preferential offer capital that may be held by them are set out below:

S.No	Name of an identified person	Number of Preference Shares proposed to be offered
1.	Northern lights ventures Private Limited	40,00,000

I. The allotment is proposed to be completed on or before 31st March 2025.

J. There shall be no change in control of the company consequent to the preferential offer.

K. The price of the Shares to be issued and allotted to the Investors has been arrived at by a registered valuer and the report in this regard has been provided.

L. The terms of issue, including terms and rate of dividend on each share, etc.;

→ Fully paid up, 12.5% Compulsory Cumulative Redeemable Preference shares

→ CCRPS shall be redeemable and shall not convert to equity shares

→ CCPS shall carry a preferential dividend computed at 12.5% p.a

→ Dividend shall be cumulative

M. The terms of redemption, including the tenure of redemption, and redemption of shares at premium.: As per law and the terms and conditions.

N. current shareholding pattern of the Company

EQUITY SHARES

s.no	Category	Pre issue		Post issue	
		No	% of share	No of share	% of

		shares held	holding	held	shareholdong
A	Promoters' holding				
	Indian:				
	Individual	1077781	35.08	1077781	35.08
	Bodied Corporate				
	SUB Total	1077781	35.08	1077781	35.08
2	Foreign Promoters	-	-	-	-
	SUB Total (A)	1077781	35.08	1077781	35.08
B	Non-promoter holding				
1	Institutional Investors	-	-	-	-
2.	Non Institutions				
	Private Corporate Bodies	679991	22.13	679991	22.13
	Directors and Relatives	-	-	-	-
	Indian Public	1196035	38.93	1196035	38.93
	Others (Including NRIs)	118293	3.85	118293	3.85
	Sub Total (B)	1994319	64.92	1994319	64.92
	GRAND TOTAL	30,72,100	100%	30,72,100	100%

COMPULSORY CUMULATIVE REDEEMABLE PREFERENCE SHARES

s.no	Category	Pre issue		Post issue	
		No of shares held	% of share holding	No of share held	% of shareholdong
A	Promoters' holding				
	Indian:				
	Individual	--	-	-	-
	Bodied Corporate	-	-	-	-
	SUB Total (A)	-	-	-	-
2	Foreign Promoters	-	-	-	-
	SUB Total (A)				
B	Non-promoter holding				
1	Institutional Investors	-	-	-	-
2.	Non Institutions	-	-	-	-
	Private Corporate Bodies	0	0	40,00,000	100%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	--	-	-	-
	GRAND TOTAL	0	0	40,00,000	100%

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.

ITEM NO 6

APPOINTMENT OF MR. GURVINDER SINGH (DIN: 00085436) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Gurvinder Singh (DIN: 00085436), was appointed as an Additional Director in the category of Non-executive Independent Director of the Company, with effect from December 01, 2024 for a period of Three (3) years w.e.f. 01.12.2024 to 30.11.2027, or till withdrawal or cancellation, whichever is earlier.

Section 152 (2) of the Companies Act 2013 stipulates that every Director shall be appointed by the Company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an Additional Director who shall hold office up to the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held or, Regulation 17(1C) of SEBI (LODR) 2015 also stipulates that approval of shareholders for appointment or reappointment of a person on the Board is to be taken within 90 days of the date of appointment or reappointment, whichever is earlier,

The above director has given a declaration to the board that they meet with the criteria of independence as prescribed under section 149(6) of Companies Act 2013 and under regulation 16(1)(b), 25(8) of SEBI(LODR) 2015 and have also given his consent to act as director.

Brief resume of Mr. Gurvinder Singh, nature of his expertise in specific functional areas, and the name of other companies in which he holds directorships and memberships/chairmanships of Board level Committees and relationships between directors inter-se as stipulated under Listing Regulations are annexed to the Notice.

Mr. Gurvinder Singh does not hold any share in the Company in either his individual capacity or as beneficiary. Additional information of the Director,

pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standard- II on General meetings issued by the ICSI has also been provided in the Notice.

Mr. Gurvinder Singh is interested in the resolution as set out at Item no 6 respectively, of the Notice of 32nd AGM, which pertains to his appointment. The respective relatives of Mr. Gurvinder Singh may be deemed to be interested in the resolution set out at Item no 6 respectively of the 32nd AGM Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other 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 in the accompanied Notice of 32nd AGM for approval of the shareholders by way of **Special Resolution**.

ITEM NO 7

APPOINTMENT OF MRS. BARKHA CHHABRA (DIN: 10861044) AS A NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR OF THE COMPANY.

Mrs. Barkha Chhabra (DIN: **10861044**)), was appointed as an Additional Director in the category of Non-executive Independent Director of the Company, with effect from December 03, 2024 for a period of Three (3) years, w.e.f. 03.12.2024 to 02.12.2027, or till withdrawal or cancellation, whichever is earlier.

Section 152 (2) of the Companies Act 2013 stipulates that every Director shall be appointed by the Company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an Additional Director who shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held or, Regulation 17(1C) of SEBI (LODR) 2015 also stipulates that approval of shareholders for appointment or reappointment of a person on the Board is to be taken within 90 days of the date of appointment or reappointment, whichever is earlier,

The above director has given a declaration to the board that they meet with the criteria of independence as prescribed under section 149(6) of companies act 2013 and under regulation 16(1)(b), 25(8) of SEBI(LODR) 2015 and have also given his consent to act as director.

Brief resume of Mrs. Barkha Chhabra, nature of his expertise in specific functional areas, and the name of other companies in which she holds directorships and memberships/chairmanships of Board level Committees and relationships between directors inter-se as stipulated under Listing Regulations are annexed to the Notice.

Mrs. Barkha Chhabra does not hold any share in the Company in either his individual capacity or as beneficiary. Additional information of the Director, pursuant to the SEBI (LODR) Regulations, 2015, and the Secretarial Standard- II on General meetings issued by the ICSI has also been provided in the Notice.

Mrs. Barkha Chhabra is interested in the resolution as set out in Item no 7 respectively, of the Notice of 32nd AGM, which pertains to his appointment. The respective relatives of Mrs. Barkha Chhabra may be deemed to be interested in the resolution set out in Item no 7 respectively of the 32nd AGM Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other 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 in the accompanied Notice of 32nd AGM for approval of the shareholders by way of **Special Resolution**.

**By Order of the Board
For Regal Entertainment & consultants limited**



**SHREYASH VINODKUMAR CHATURVEDI
MANAGING DIRECTOR**

Place: Mumbai

Date: 09.12.2024

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 Directors	Shreyas Chaturvedi	Satbir Singh	Gurvinder Singh	Barkha Chhabra
DIN	06393031	06887978	00085436	10861044
Date of Birth & Age	04/09/1989	05/04/1958	07/03/1975	22/04/1975
Date of Appointment (Initial)	04/08/2017	05.11.2024	01.12.2024	03.12.2024
Experience in Specific Functional area	Resume Attached	Resume Attached	Resume Attached	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	Economic Honors from Delhi University, M. A. Economics from Rajasthan University, Diploma in Financial Management from Mumbai University, CAIIB-a Certified course conducted by Indian Institute of Bankers (IIB).	University Business School, Punjab University, Chandigarh, India (1996-98) Master's in business administration (MBA) - Finance Punjab Engineering College, Chandigarh, India (1992- 1996) Bachelor of Engineering (Electronics and Electrical Communications)	She holds an MBA in Finance from Department of Financial Studies, Delhi University and is a qualified Company Secretary having secured All India 12 th rank.

	<p>Business School - Cardiff University (United Kingdom)</p> <p>2010 - B. Com from Malini Kishore College of Commerce and Economics - Mumbai University</p>			
Nature of expertise in specific functional area	Advocate, MBA	NBFC , AND Finance & Accounts,	Consulting and Banking	Managed asset reconstruction business, credit guarantee & alternate investment funds besides credit assessment and monitoring
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	With over 12+ 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	NBFC, Credit Appraisal, Business development, Budget & Planning, Project Management, Finance & Financial Services, Ratio Analysis, Risk Analysis, SME/MSME, Factoring Services, Corporate Loan, Working	25+ years of professional experience in Consulting and Banking. Strong experience in financial analysis/modeling, feasibility studies, Public Private Partnerships (PPPs) and transaction advisory of infrastructure projects. Strong team building and management skills.	Have rich experience of more than two decades in an all India financial institution. She successfully raised substantial funds for the organisation, managed asset reconstruction business, credit guarantee & alternate investment funds besides credit assessment and

	approach to litigation, deep understanding of corporate law, and ability to navigate highstakes cases involving fraud, embezzlement, insider trading and other financial crimes.	capital finance, Restructuring / Rescheduling, Team Management, etc.	Consistently ranked amongst top 10% employees by all employers	monitoring.
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	Regal entertainment and consultants limited Further, He has not resigned in any Listed Company in past three years.	Regal entertainment and consultants limited Further, He has not resigned in any Listed Company in 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 Audit committee of Regal Entertainment and consultants limited.	NIL	NIL	NIL

No. of Shares held in Regal Entertainment & consultants limited (Self and as a Beneficial Owner)	Holding 10,77,781 no. of equity share.	NIL	NIL	NIL
Number of meetings of the Board attended since the date of Appointment	28/28(Was appointed as Director w.e.f 04/08/2017)	3/3 (Was appointed as Director w.e.f. 05.11.2024)	2/2 (Was appointed as Independent Director (Non-executive independent Director) w.e.f. 01.12.2024)	0/1(Was appointed as Independent Director (Non-executive independent Director) w.e.f. 03.12.2024)
Disclosure of inter-se Relationship with other Directors or KMP of the Company	NIL	NIL	NIL	NIL
Sitting fee to be payable	No Sitting fees is payable.	No Sitting fees is payable.	No Sitting fees is payable.	No Sitting fees is payable.
Terms and Conditions of Appointment	As per terms and condition approved by the Board at its meeting.	As per terms and condition approved by the Board at its meeting.	As per terms and condition approved by the Board at its meeting	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 CHATURVEDI

A highly skilled attorney specializing in Economic Offences and White-collar crime, with a robust track record of defending corporations and individuals in complex financial and regulatory investigations. With over 12+ 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.

PROFESSIONAL EXPERIENCE

◆ LITIGATION

- Legal Research: Conducting thorough and detailed research on case facts and relevant legal precedents, including scrutinizing statutory provisions, judicial interpretations, and evolving case laws forming the backbone of robust legal strategies and building persuasive arguments in complex legal matters.
- Litigation Strategy and Court Representation: Formulating and executing litigation strategies tailored to the nuances of each case including representing clients before various judicial forums ensuring that their legal rights are vigorously defended.
- Comprehensive Briefing of Senior Counsel: Preparing and delivering thorough and detailed briefings to Senior Counsels to ensure that they are fully equipped with all pertinent facts, legal arguments, and case strategies. This involves distilling complex legal issues into clear, concise summaries, highlighting key precedents, and anticipating possible counterarguments.
- Strategic Fee Negotiations: Engaging in strategic negotiations with Senior Counsel regarding their fees, ensuring that the financial arrangements align with the client's budget while maintaining the quality of representation. This requires balancing the need for top-tier legal expertise with cost effectiveness, negotiating terms that are fair and transparent for both the client and the Senior Counsel.
- Ensuring Accurate Case Management: Overseeing the entire process to ensure that the case is handled with the utmost diligence and precision including continuous

monitoring of the case's progress, coordinating with Senior Counsel to address any emerging legal challenges, and ensuring that all procedural requirements are met. Serving as the primary point of contact between the client and Senior Counsel, ensuring that all communications are clear, timely, and aligned with the client's objectives.

❖ **DRAFTING:**

- Independently drafting a wide range of legal documents and detailed applications for clients with precision and clarity, to safeguard their rights by ensuring that all legal grounds and mitigating factors are effectively presented to the court such as:
 - Anticipatory Bail Applications
 - Regular Bail Applications
 - Default/Statutory Bail Applications
 - Writ Petitions
- Challenging Provisional Attachment Orders: Handling intricate proceedings before the Adjudicating Authority under the Prevention of Money Laundering Act (PMLA). This involves challenging Provisional Attachment orders issued by enforcement agencies, which may freeze assets suspected to be involved in money laundering.
- Crafting strategic applications to secure bail based on statutory provisions, particularly when procedural lapses occur during investigations.
- Drafting detailed replies to notices and inquiries received from bankers and other regulatory agencies, ensuring that all responses are legally sound and strategically aligned. Ensuring that all filings, applications, and petitions comply with procedural norms and legal standards, reducing the risk of delays or dismissals due to technicalities.

❖ **LIAISING WITH LAW ENFORCEMENT AGENCIES**

- Spearheading comprehensive and strategic communication across law enforcement bodies, such as Enforcement Directorate (ED), Central Bureau of Investigation (CBI), Economic Offence Wing (EOW), and various police authorities for ensuring seamless communication across agencies to effectively tackle high-stakes economic offenses.
- Tracking meticulously cross-agency operations, investigations and address intricate financial crimes under the Prevention of Money Laundering Act (PMLA Act) and

the Code of Criminal Procedure (CrPC) wherein leveraging advanced forensic tools to mitigate alleged financial activities against the clients

- Acting as a pivotal link between various law enforcement entities to facilitate the exchange of critical information, ensuring synchronized efforts in the investigation, and prosecution of economic offenses.

CORE COMPETENCIES

OPERATIONAL LEADERSHIP IN HIGH-PROFILE CASES:

- Managing the dynamics of multi-agency involvement, public and media scrutiny, and the strategic deployment of resources to ensure the accurate representation of cases.
- Conducting internal assessment to identify, address, and remediate any potential legal risks within a company.
- Providing strategic counsel during government investigations, managing media scrutiny, and minimizing damage to reputation and business operations.

NON-LITIGATION - BUSINESS EXPERIENCE

- Skilled in negotiating and finalizing various business-related agreements, including:
 - Supply Chain Agreements
 - Technology Transfer Agreements (for both projects and products)
 - Shareholders' Agreements for Joint Ventures
 - Share Transfer Agreements with Affirmative Rights
 - Application Development Agreements
 - User Agreements
 - Non-Banking Financial Company (NBFC) Policies
 - Human Resources (HR) Policies
- Assisted in the negotiation of a Long-Term Green Silica Supply Agreement with Goodyear Tyres, incorporating a take-or-pay clause.
- Played a key role in negotiating the establishment of a Food Park in Sohar, Oman, in collaboration with Al Ghurair Group, ensuring long-term raw material supply.
- Contributed to negotiations for the transfer of operations of a Food Park built under a line of credit provided by the Government of Mozambique.

- Supported the engagement with IIT Delhi for the development of chemically treated silica and subsequent technology transfer.
- Participated in negotiating a Technology Transfer Agreement with IISc Bangalore.
- Solely responsible for coordinating compliance for a publicly listed Non-Banking Financial Company (NBFC).

B. MR. SATBIR SINGH

Having served for more than 35 years with IFCI Ltd. (a Govt. of India Undertaking), an NBFC and the first Development Financial Institution set up in 1948 under the Act of Parliament, raised in the career progression to the level of Deputy General Manager (Finance). Based on the performance, IFCI gave me opportunities to work as Chief Operating Officer (COO) at IFCI Venture Capital Funds Ltd. (IVCF), Managing Director at IFCI Factors Ltd. (both IVCF and IFL, 100% subsidiary of IFCI) on deputation and as Head at Lucknow Regional Office of IFCI. While posted at IFCI Mumbai Regional Office during the year 2001 to 2011, had the opportunity of handling cases of big corporates and associating with restructuring proposals sanctioned under the aegis of CDR set up by RBI. Also, handled portfolio of more than Rs.5000cr, which involved sanction, disbursement, recovery, compliance of terms & conditions, monitoring of standard / stressed cases, etc. etc. Further, was instrumental in recovery of more than Rs.2600cr from Ispat Industries Ltd. Essar Oil Ltd., both CDR restructured cases and was awarded with Appreciation Certificate and cash prize.

As COO at IVCF and MD at IFCI Factors, held the position of Top Management and had the opportunity of discussion / decision at Board meetings of IVCF, IFCI Factors and IFCI Ltd. regarding annual budget, business targets, setting / achieving organisational goals, business strategy, growth trajectory, fund raising, formulating of lending Policy, etc.

Key Skills : NBFC, Credit Appraisal, Business development, Budget & Planning, Project Management, Finance & Financial Services, Ratio Analysis, Risk Analysis, SME/MSME, Factoring Services, Corporate Loan, Working capital finance, Restructuring / Rescheduling, Team Management, etc.

The CV is discussed in detail and encompasses the following job responsibilities :

1. Director at Kard Ventures Finance Pvt. Ltd. (Kard)

Kard is a Non- Deposit taking NBFC being set up under the RBI Guidelines. NBFC is aiming at providing bill discounting and other financing facilities meant for MSMEs and small corporate houses.

2. Director at Black Fox Advisors Private Ltd. (BAPL)

BAPL is the Investment Manager of the Black Fox realty fund-1 as a SEBI approved Category-II Alternative Investment Fund in accordance with the provisions of SEBI (Alternative Investment Funds) Regulations 2012 (AIF Regulations). As advisors, we advise our clients emerging opportunities for investments so as to achieve the fundamental goals of investment – safety, income generation and growth. We provide advisory and business consultancy and also engage in direct investment management and business development services.

3. DGM (Accounts) : From April 2017 to April 2018

Worked in Accounts Department of IFCI during the above period and handed the following responsibilities :

- Vendors Payment including GST.
- Supported the Statutory Auditors viz. KPMR & Associates and ASA & Associates for carrying out statutory audit of IFCI on quarterly basis. Coordinated with various departments of IFCI viz. Credit, NPA Resolution & recovery, Treasury & Accounts, Internal Audit Department , Legal Department for verification of loan documentation & security creation, etc. for smooth completion of the Statutory Audit within in the given timeline.

4. Managing Director at IFCI Factors Ltd. (a 100% subsidiary of IFCI Ltd.) on deputation - From August 2015 to April 2017

(Headed a team of about 50 at HO and Regional Offices)
Duties and Responsibilities:

- Interaction at Board and Board's Committee level of IFCI Factors Ltd.
- Preparing Annual Business Plan of the organisation and setting up targets of sanction disbursement, recovery, resource raising, etc.
- Making presentation before the parent organisation, IFCI's Board of Directors as a part of business review of IFCI Factors Ltd., at period intervals.
- Finalisation of Lending Policy, HR Policy, Recovery & Negotiated Settlement Policy, One time Settlement Policy, etc.
- Supervision of :
 - i. Credit functions – Appraisal of loan proposals, sanction & disbursement, etc. both for factoring facilities and corporate loan.
 - ii. Monitoring-- of standard assets and compliance of pending terms & conditions including creation of security and other pre-disbursement conditions.

- iii. Periodical Review – carrying out review of all borrowal accounts periodically – quarterly.
 - iv. Recovery – ensuring recovery from standard assets and NPAs including taking recourse of legal action in the case of default.
 - v. Legal functions – Execution of all legal documents / agreements, PG Agreements, Pledge Agreement, General Undertakings, other security documentations, etc.
 - vi. Human Resource – HR functions, secretarial functions, managing inter –personal relationship, cordial relationship among employees, maintaining discipline & decorum.
- General Administration.
- Represented IFCI Factors as its MD on the Board of Factors Association of India (FAI) at Mumbai and made contribution for taking up prominent issues with the Ministry of Finance, Govt. of India, such as providing legal tool including SRFA&ESI Act, etc. as a strong recovery mechanism to enable Factoring Companies to play their efficient role by providing working capital finance to SMEs and MSMEs.
- Inter-action with Statutory as well as Internal Auditors.
- Resource Raising – Meeting with Banks officials and making presentation of Business Plan of the Organisation, with a view to raising resource.
- Inter-action with Credit Rating Agency and providing them the required information / overall view of the organisation.

5. Head at IFCI Lucknow Regional Office (as DGM)- April 2015-August 2015

Duties and Responsibilities:

- Sourcing of business – Meeting banks officials and Company's MD/CFO, etc.
- Credit Appraisal of the loan proposals.
- Presenting the loan proposals at Screening Committee for in-principle clearance and then to the Credit & Investment Committee after carrying out detailed appraisal of the loan proposal.
- Monitoring of standard as well as non-standard borrowal accounts.
- Compliance of stipulated terms & conditions of the sanction / disbursement.
- Visit to the Manufacturing facility and property to be mortgaged as security for the loan before disbursement.
- Supervision and coordination with Legal Department at IFCI HO, Delhi for on-going legal cases before DRT at Lucknow and High Court at Allahabad.
- General Administration of Lucknow Regional Office.

6. Chief Operating Officer (COO) at IFCI Venture Capital Funds Ltd. (a subsidiary of IFCI Ltd)- On deputation from April 2014 – October 2014

Duties and Responsibilities:

- Headed Credit, Recovery, Legal functions as COO at IFCI Venture.
- Supervise Company Secretary's department functions.
- Supervise Credit Appraisals and presenting the loan proposals at the Committee of Directors' meetings for in-principle clearance and Board meetings for sanction.
- Supervise HR functions and framing HR Policy.
- Nominee Director on the Board of assisted concerns.

7. Associate Vice President at IFCI HO at New Delhi - from April 2011- March 2014

Duties and Responsibilities:

- Sourcing of new business – Visiting / meeting with senior management /CFOs of corporates.
- Headed a vertical in Credit Department which deals with carrying out credit appraisal of the loan proposals and putting them before Credit & Investment Committee.
- Coordination with Legal Department for loan documents and security creation, etc.
- Monitoring of cases, analysis of financial statements, period review, etc.
- Inspection / site visit of Company's manufacturing facilities and properties for security purposes.
- Due diligence; Credit opinion report from other banks / lenders, newspaper / media report, CIBIL, RBI Wilful defaulter list, etc.
- Participated in Joint Lenders Forums' meeting and represented IFCI thereat.

8. Manager /AVP at Mumbai Regional Office – from 2008-2011

Duties and Responsibilities:

- Relationship Manager (RM) for credit and monitoring functions.
- Associated with Regional Head at Mumbai in handling a loan portfolio of about Rs.5000 cr.
- As an RM, was instrumental in recovery of stressed amount of about Rs.1300 cr each in the case of Ispat Industries Ltd. and Essar Oil Ltd. and got a Recognition Award and cash prize.
- Handled NPA portfolio and initiated legal proceedings including action under NI Act, SRFA&ESI, DRT, etc.
- Dealt with sugar units for loan given by IFCI as a lender and as a Nodal Agency of Sugar Development Fund (SDF) , Govt. of India and carried out inspection of a number of sugar factories in Maharashtra and Karnataka.
- Represented IFCI at the Corporate Debt Restructuring (CDR) Forum constituted by RBI and participated in the meetings of Monitoring Committee formed by CDE as

IFCI representative for the purpose of implementation of CDR sanctioned restructuring packages.

- Participated in Joint Lenders Forums' meeting and represented IFCI thereat for recovery and for instituting legal proceedings for enforcement of security available with the Banks / Institutions.
- Prepared Draft Rehabilitation Report of a few Companies for their rehabilitation under the aegis of BIFR.

9. From 1980 to 2008

Handled various desks/ portfolios at different Departments and Regional Offices.

C. MR. GURVINDER SINGH

He has 25+ years of professional experience in Consulting and Banking. Strong experience in financial analysis/modeling, feasibility studies, Public Private Partnerships (PPPs) and transaction advisory of infrastructure projects. Strong team building and management skills. Consistently ranked amongst top 10% employees by all employers

EMPLOYMENT:

INDEPENDENT EXPERT: (MARCH 2022 – TILL DATE), DELHI, INDIA

Finance, PPP, Corporate Credit Expert

Working as an Independent Expert. Focus on Financial and PPP advisory to Government, Multilateral clients. Assisting Corporate clients in preparation of their Business and Finance Plans, Fund raise etc. Some of key assignments are:

- PPP expert with Asian Development Bank for an Urban project.
- Finance expert in World Bank funded project for development of Private Sector Investment and Participation Framework in Rajasthan, India.
- Team leader for development of Solid Waste Processing facilities in Chennai, India on PPP.
- Assisted private clients in getting debt funding.

ERNST & YOUNG, INDIA; (SEPTEMBER 2017 – MARCH 2022), DELHI, INDIA

Director, Government and Transaction Advisory Services

Responsible for leading the team in providing Transaction advisory to Government clients in Water and Sanitation sector. Built the team and successfully lead in expansion of new vertical of Water and Sanitation sector. Some of the projects are:

- Remodeling and Renovation of rural water supply schemes in Himachal Pradesh (ADB

funded) – Preparation of Detailed Project Reports, Tender documents and Bid Process management.

- Preparation of Program documents for World Bank loan for transformation of water and sanitation services in urban areas in Himachal Pradesh.
- Advising Government of Haryana on Transaction advisory for Integrated Solid Waste Management Projects.
- Advising all major government ports in India on Wastewater treatment and reuse on Public Private Partnership (PPP) basis.
- Consultancy to International Finance Corporation (IFC)'s FIG team for assessment of financing options to water, wastewater, solid waste and renewable energy projects.
- Country Assessment of Bangladesh for investment in infrastructure projects for Asian Infrastructure Investment Bank.

CLEARMAZE CONSULTING PVT LTD, INDIA; (NOVEMBER 2013- AUGUST 2017), DELHI, INDIA

Head, Corporate Finance Advisory

As a co-founder, responsible for business development in corporate finance and government advisory. Lead the team successfully in generating new business opportunities and successful delivery to the client satisfaction. Some of the projects were;

- Prepared the Business plan for Area Based Development under Bhopal smart city project.
- Pre-bid consulting to an international client for their water sector projects in India.
- Financial feasibility and project structuring for Public Private Partnership (PPP) for a 150 MLD desalination project in Kutch, Gujarat.
- Commercial due diligence for acquisition of an USD 500 million Infrastructure project in India.
- Prepared business plans, financial models and overall business plans and hand-held clients in getting funding from National Skill Development Corporation.
- Assisted corporates in restructuring and settlement of their overdue debt position with lenders.

ERNST & YOUNG, INDIA; (FEBRUARY 2010 – OCTOBER 2013), DELHI, INDIA

Vice President, Transaction Advisory Services

Responsible for leading the team in providing advisory to Government and drive Public Private Partnership (PPP) transactions in Infrastructure sector. Some of the projects were:

- Feasibility study and transaction advisory for development of 100 acre Sports City in Naya Raipur on PPP basis
- Due diligence for funding the skill development proposals (40 no.) for National Skill Development Corporation (NSDC).
- Financial Analyst for developing new contract modalities including new form of PPPs for National Highway Authority of India (NHAI) as part of World Bank funded assignment.
- Financial Consultant for about 10 projects under National Highway Development

Programme (NHDP).

- Financial feasibility study for USD 20 billion High Speed Rail Corridor between Pune – Mumbai – Ahmedabad on PPP basis.
- Financial feasibility study for USD 4 billion High Speed Rail Corridor between Haldia – Howarah.
- Business Plan and financial feasibility for USD 500 million ‘Beira Railway Line Project in Mozambique’.
- Transaction advisory for upgradation of four railway stations on PPP basis.
- Feasibility report and Transaction Advisory services for Up-gradation and Modernization of International Airport, Nagpur
- Financial Feasibility and Transaction Advisory for 440 KV transmission line for Madhya Pradesh Power Transmission Company Ltd.

IL&FS INFRASTRUCTURE DEVELOPMENT CORPORATION LTD. (APRIL 2008 – JANUARY 2010),
DELHI, INDIA

Manager, Government Advisory

Was responsible for financial analysis, feasibility and modeling. Some of the projects were:

- Preparation of Business Plan including financial feasibility of USD 20 billion ‘Dedicated Freight Corridor’ (DFC) project of Indian Railway;
- Financial Feasibility of USD 90 billion Industrial corridor between Delhi and Mumbai (Ministry of Commerce). Assisted in negotiations with Japanese Bank of International Cooperation (JBIC) for USD 225 million project development loan.

IFCI LTD. (DECEMBER 2000 - APRIL 2008), DELHI, INDIA

Assistant General Manager, Credit

IFCI Ltd. is the oldest Development Financial Institution (DFI) in India. Responsibilities included:

- Project/Credit Appraisal for large manufacturing and infrastructure projects.
- Monitoring of disbursement of loans.
- Monitoring of large loan accounts. Total portfolio size managed, USD 250 Million.
- Recoveries in stressed loan accounts.

CANARA BANK (APRIL 1998 – DECEMBER 2000), BANGALORE, INDIA

Officer (Assistant Manager)

Canara Bank is one of the largest commercial bank in India. Responsibilities included:

- Techno-Economic Viability Studies (for existing clients) involving field visits, detailed

- industry and technical analysis.
- Credit appraisals for long term loans.
- Worked on validation and implementation of 'Credit Risk Rating Model'. One of the first in a Public sector Bank in India. Carried out Credit Risk Rating for corporate loan accounts.

D. MRS. BARKHA CHHABRA

Barkha Chhabra comes with a diverse and rich experience of more than two decades in an all India financial institution. She successfully raised substantial funds for the organisation, managed asset reconstruction business, credit guarantee & alternate investment funds besides credit assessment and monitoring.

Underscoring her versatility and well-rounded expertise in the financial services sector, she then moved on to investment banking firm and angel investing. She holds an MBA in Finance from Department of Financial Studies, Delhi University and is a qualified Company Secretary having secured All India 12th rank. She was the jury member for National Start up awards 2022 for Fintechs.