



REGAL ENTERTAINMENT & CONSULTANTS LIMITED

REGAL/SECTT/BSE/25-26

August 30, 2025

To,

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

Scrip Code: 531033

**Sub: NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING (AGM) TO BE HELD ON 23.09.2025 AT 11:30 AM, CUT-OFF DATE AND PERIOD OF REMOTE E-VOTING.**

Dear Sir,

This is to inform you that the 33<sup>RD</sup> Annual General Meeting (AGM) of Regal Entertainment and Consultants Limited is scheduled to be held on Tuesday, 23<sup>RD</sup> September 2025 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 33<sup>rd</sup> AGM of the Company to be held on 23.09.2025. The Company has fixed the following date(s) in connection with the ensuing 33<sup>rd</sup> AGM:

Provision	Relevant Date
Date of Closure of Register of Members and Share Transfer Books for the purpose of Annual Closing/ AGM. (Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015)	From Wednesday, <b>September 17, 2025</b> to Tuesday, <b>September 23, 2025</b> (both days inclusive)
The cut-off date for the purpose of determining the voting rights of the shareholders and the period of remote	Cut-off date: Tuesday, <b>September 16, 2025</b>



CIN: L65923MH1992PLC064689

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

**Email id:** [compliance.regal@gmail.com](mailto:compliance.regal@gmail.com) , **Website:** [www.regal-consultants.com](http://www.regal-consultants.com)

e-voting.  (Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015)	Remote E-voting period:  Commences on: Saturday, September 20, 2025 (9.00 A.M.) Ends on: Monday, September 22, 2025 (5:00 P.M.)
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Kindly take the above information on record.

Thanking You,  
Yours faithfully

**FOR REGAL ENTERTAINMENT & CONSULTANTS LIMITED**

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



**VINEET**  
**KHARKW**  
**AL**

Digitally signed  
by VINEET  
KHARKWAL  
Date: 2025.08.30  
11:50:38 +05'30'

**Encl: Notice of 33<sup>rd</sup> AGM**





## REGAL ENTERTAINMENT & CONSULTANTS LIMITED

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### NOTICE

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of **REGAL ENTERTAINMENT AND CONSULTANTS LIMITED** will be held on **Tuesday, 23<sup>rd</sup> September 2025 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 31<sup>st</sup> March 2025, the reports of the Board of Directors and Auditors thereon.

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

*"RESOLVED THAT the Audited Standalone Financial Statements comprising the Balance Sheet as at March 31, 2025, Statement of Profit & Loss of the Company and Cash Flow Statement of the Company for the Financial Year ended March 31, 2025 together with the Notes as annexed thereto and the Reports of the Auditors and the Board of Directors dated May 29, 2025 thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted".*

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

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***"RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Articles of Association of the Company, Mr. Shreyash 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 retire by rotation."*

**3. APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY M/S. RAJESH RAJ GUPTA & ASSOCIATES LLP, CHARTERED ACCOUNTANTS (FIRM REG. NO. 026338N/N500357)**

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

To appoint M/s. Rajesh Raj Gupta & Associates LLP, Chartered Accountants (Firm Reg. No. 026338N/N500357) as Statutory Auditor of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting and to fix their remuneration as may be mutually agreed between the Board of Directors and Statutory Auditor from time to time and to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

***"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. Rajesh Raj Gupta & Associates LLP, Chartered Accountants (Firm Reg. No. 026338N/N500357) as the Statutory Auditors of the Company, for a continuous period of 5 (five) Financial Years to hold office from the conclusion of this 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting, at such remuneration fixed as may be mutually agreed between the Board of Directors and Statutory Auditor from time to time."*

***"RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."*



## II. SPECIAL BUSINESS:

### 4. TO ADOPT A NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT 2013.

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

*"RESOLVED THAT pursuant to the provisions of Sections 14 or any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended and provisions of any other guidelines issued by relevant authorities, the consent of the members of the company be and is hereby accord to substitute the existing Article of association of the company with the new set Article of Association to make them in line with the provision of the Companies Act, 2013."*

*"RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite e-forms with Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."*

### 5. TO ADOPT A NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT 2013.

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

*"RESOLVED THAT, if any, pursuant to Section 4, 13, 15 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the company be and is hereby accord to substitute the existing Memorandum of Association of the Company with the new Memorandum of Association to make them in line with the provisions of the Companies Act, 2013."*

***"RESOLVED FURTHER THAT the existing Clause III (A) containing the "Main Objects" with no change in the existing Clause III (A) containing the sub-clauses no. 1 to 2."***

***"RESOLVED FURTHER THAT the existing Clause III (B) containing the "Objects Incidental or Ancillary to the attainment of Main Objects" with no change in the existing Clause III (B) containing the sub-clause no. 3 to 31."***

***"RESOLVED FURTHER THAT the existing Clause III (C) containing the "Other Objects" with no change in the existing Clause III (C) containing the sub-clause no. 32 to 52."***

***"RESOLVED FURTHER THAT the existing Clause IV containing the Liability of members is limited be and is hereby stands deleted and replaced by a new clause IV i.e "The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."***

***"RESOLVED FURTHER THAT, any Director or Company Secretary, be and is hereby authorized to take all necessary steps to give effect to the above resolution, including but not limited to filing the necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters, and things as may be deemed necessary in this regard."***

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

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

***"RESOLVED THAT pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accord, to increase Authorised Share Capital of the Company from Rs. 9,00,00,000 (Rupees Nine crore only) divided into 50,00,000 equity shares of Rs.10/- and 40,00,000 preference shares of Rs. 10/- to Rs. 14,00,00,000 (Rupees Fourteen crore only) divided into 1,00,00,000 equity shares of Rs.10/- and 40,00,000 preference shares of Rs. 10/- each by creation of additional 50,00,000 equity shares of Rs.10/- each."***



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

**ALTERATION IN THE CLAUSE NO. V OF THE MEMORANDUM**

The Authorised Share Capital of the Company shall be Rs. 14,00,00,000 (Rupees Fourteen Crores only) divided into:

- A. 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores only) and
- B. 40,00,000 (Forty lakhs only) Preference Shares of Rs. 10/- (Rupees One) each aggregating to Rs. 4,00,00,000/- (Rupees Four crores only)."

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

**7. TO CONSIDER THE APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2025-26 to 2029-30**

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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, consent of the shareholders be and is hereby accord Ms. Palak Desai, Practising Company Secretary, Mumbai, holding Membership No. 16763 and Certificate of Practice No.

7426, appointed as Secretarial Auditor of the Company for term of five (5) consecutive years commencing from Financial Year 2025-26 till financial year 2029-30, at such remuneration payable to Ms. Palak Desai for conducting the Secretarial Audit shall be determined by Mr. Shreyash Vinodkumar Chaturvedi, Managing Director of the Company, in consultation with Ms. Palak Desai."

**"FURTHER RESOLVED THAT** any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution, including filing necessary forms with the Registrar of Companies and other statutory authorities."

**BY ORDER OF THE BOARD  
FOR REGAL ENTERTAINMENT & CONSULTANTS LIMITED**

**VINEET  
KHARKWAL**

Digitally signed by  
VINEET KHARKWAL  
Date: 2025.08.30  
11:51:37 +05'30'



A handwritten signature in blue ink, appearing to read "Vineet Kharkwal".

**VINEET KHARKWAL  
COMPANY SECRETARY & COMPLIANCE OFFICER**

**Place: Mumbai  
Date: 30.08.2025**



## 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 33<sup>rd</sup> 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 33<sup>rd</sup> AGM through the VC facility provided by Bigshare Services Pvt. Ltd. Hence, Members can attend and participate in the 33<sup>rd</sup> 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 33<sup>rd</sup> 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 33<sup>rd</sup> AGM being held through VC.



5. Members joining the meeting through VC, who have not already cast their vote by means of Remote E-Voting will be able to exercise their right to vote through E-Voting at the AGM. The Members who have cast their vote by Remote E-Voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. The Company has appointed Ms. Palak Desai, Practicing Company Secretary Mumbai(C.P. No. 7426 and ACS 16763), has been appointed as the Scrutinizer for scrutinize the e-voting process in a fair and transparent manner.
7. As per Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his/her behalf. Since the 33<sup>rd</sup> 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 33<sup>rd</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. Institutional investors are encouraged to attend and vote at the meeting through VC. The said resolution/authorization be sent to the Scrutinizer at email [cs.ip.palakdesai@gmail.com](mailto:cs.ip.palakdesai@gmail.com) with a copy marked to RTA [ujata@bigshareonline.com](mailto: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, September 17, 2025, to Tuesday, September 23, 2025** (Both days inclusive).
11. In line with the MCA and SEBI Circulars, the Notice calling the 33<sup>rd</sup> AGM has been uploaded on the website of the Company at <https://www.regal-consultants.com/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com). The 33<sup>rd</sup> AGM Notice is also



disseminated on the website of Bigshare Services Pvt. Ltd (Agency for providing the Remote e-voting facility and e-voting system during the 33<sup>rd</sup> AGM) at <https://ivote.bigshareonline.com>.

12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Company shall send the Notice of 33<sup>rd</sup> Annual General Meeting, instructions for Remote E-Voting and E-Voting at AGM, and Annual Report for the Financial Year 2024-25 only through electronic mode, to those members who have registered their e-mail address with the Company or with their respective Depository Participant (DP) and have opted to receive the aforesaid documents in electronic form. As per Regulation 36 of SEBI (LODR) Regulations the hard copy of the full Annual Report will be send to those Shareholders who requested for the same.
13. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated or register their email addresses if not earlier registered with their Depository through their Depository Participant(s). Members holding shares in physical mode and who wish to receive the Notice of 33<sup>rd</sup> 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](mailto:ujata@bigshareonline.com) along with the duly filled in form ISR-1, alongwith related proof available at <https://www.regal-consultants.com/>
14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts, in respect of the businesses under Item No.4 to 7 of Special Businesses, as set out above and form part of the Notice. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-II on General Meetings issued by the Institute of Company Secretaries of India (ICSI) in respect of the Director seeking reappointment at this AGM are also annexed. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection by the members electronically. Members seeking to inspect such documents can send an email to [compliance.regal@gmail.com](mailto: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 a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA of the Company.
22. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, pursuant to the provisions of SEBI Circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding if not done so far, to avoid inconvenience.
23. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 as amended. Members holding shares in Physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of Shares held in dematerialized form, the Nomination Form may be filed with the respective Depository Participants.
24. The following documents (Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangements in which Directors are interested, maintained under the



Companies Act, 2013) will be available for inspection by the Members electronically during the 33<sup>rd</sup> AGM. Members seeking to inspect such documents can send an email to [compliance.regal@gmail.com](mailto: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](mailto: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 33<sup>rd</sup> 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 been paid, but for the Financial Year 2025-26 have not been paid to the Stock Exchange, wherein securities of the Company are suspended.
28. **Bigshare Services Private Limited e-Voting System - For Remote e-voting and E-voting during AGM:-**
  - i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the Companies shall be conducted as per the Guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No.03/2022 dated May 05, 2022, Circular No.10/2022 dated December 28, 2022 & Circular No.11/2022 dated December 28, 2022 & Circular No. 09/2023 dated September 25, 2023 & General Circular No. 09/2024 dated September 19, 2024. 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 33<sup>rd</sup> 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 33<sup>rd</sup> AGM. For this purpose, your Company has entered into an agreement with M/s Bigshare Services Pvt. Ltd for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting, as well as the e-voting system on the date of the AGM will be provided by our RTA, "M/s Bigshare Services Pvt. Ltd.

- iii. **A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date (Tuesday, September 16, 2025) 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, September 16, 2025), should treat the Notice for information purpose only.**
- iv. The Members can join the 33<sup>rd</sup> AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 33<sup>rd</sup> 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 33<sup>rd</sup> AGM without restriction on account of first come first served basis.
- v. The attendance of the Members attending the 33<sup>rd</sup> 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 33rd 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 33rd AGM has been uploaded on the website of the Company at <https://www.regal-consultants.com>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The 33rd AGM Notice is also disseminated on the website of Bigshare Services Private Limited (agency for providing the remote e-voting facility and e-voting system during the 33rd AGM) i.e. <https://ivote.bigshareonline.com>
- viii. The 33rd 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 2025, 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 THE 33rd AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- i. The voting period begins on **Saturday, September 20, 2025, 9.00 A.M.** and ends on **Monday, September 22, 2025, 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, September 16, 2025**, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and 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 the listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li></ol>



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

	<p>the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-vote (E-voting website)</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 or joining virtual meeting &amp; voting during the meeting.</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	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33.



Individual Shareholders holding securities in Demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022- 48867000.

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

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

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

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

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

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

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

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

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

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

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



- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

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

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

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

#### Investor Mapping:

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

#### Investor vote File Upload:

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

- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

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

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

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

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

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 33rd AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for



attending meeting & e-voting on the day of the 33<sup>rd</sup> 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 33<sup>rd</sup> 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 **Wednesday, September 10, 2025 to Tuesday September 16, 2025** mentioning their name, PAN, demat account number/folio number, email id, mobile number at ([compliance.regal@gmail.com](mailto:compliance.regal@gmail.com)). The shareholders who do not wish to speak during the AGM but have queries may send their queries from **Wednesday, September 10, 2025 to Tuesday September 16, 2025** mentioning their name, PAN, demat account number/folio number, email id, mobile number at [compliance.regal@gmail.com](mailto: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 33<sup>rd</sup> 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 33<sup>rd</sup> 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](mailto:compliance.regal@gmail.com) / [ujata@bigshareonline.com](mailto:ujata@bigshareonline.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**HELPDESK FOR QUERIES REGARDING E-VOTING:**

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



29. The Scrutinizer will submit his report to the Chairman/Company Secretary after the completion of the scrutiny and the result of the voting will be announced by the Chairman/Company Secretary on or before 25.09.2025 (within two working days of conclusion of AGM) and will be displayed on the website of the Company (<https://regal-consultants.com/>), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

BY ORDER OF THE BOARD  
FOR REGAL ENTERTAINMENT & CONSULTANTS LIMITED

VINEET  
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by VINEET  
KHARKWAL  
Date: 2025.08.30  
11:52:02 +05'30'



*Vineet Kharkwal*

VINEET KHARKWAL  
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Mumbai

Date: 30.08.2025

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

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

ITEM NO 4

TO ADOPT A NEW SET OF ARTICLES OF ASSOCIATION AS PER THE  
COMPANIES ACT 2013:

The Board of Directors of the Company at its meeting held on 11<sup>th</sup> August, 2025 decided that the existing Article of Association (AoA) are based on the Companies Act 1956, (the erstwhile Act") and Several regulations in the existing AoA contained references to specific Sections of the erstwhile Act and some regulations in the exiting AoA are no longer in conformity with the companies act 2013, ( the 'new Act').

With the coming into force of the new Act, Several regulations of the existing AoA of the company require alteration or deletion. Accordingly, it's proposed to replace the entire existing AoA by a set of new Articles.

The new AoA to be substituted in place of existing AoA are based on table - F of the Companies, Act 2013 which sets out the model Articles of association for a company limited by shares.

A copy of the proposed set of new Articles of Associations of the company would be available for inspection at the registered office of the company during the business hours on any working day between 11:30 AM to 1: 30 PM up to the date of Annual General Meeting.

None of the directors and key managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

The Board of Directors of the Company recommends the Resolution as set out in the accompanied Notice of 33<sup>rd</sup> AGM for approval of the shareholders by way of **Special Resolution.**



ITEM NO 5

TO ADOPT A NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT 2013

The Board of Directors of the Company at its meeting held on 11th August, 2025 decided that the existing Memorandum of Association ('MOA') is based on erstwhile Indian Companies Act, 1956, it would be necessary to adopt new set of Memorandum of Association as per the Companies Act, 2013 and that the existing Memorandum of Association of the Company is being replaced with new set of Memorandum of association so as to make in line with the new Companies Act, 2013. the existing Clause III (A) containing the "Main Objects" with no change in the existing Clause III (A) containing the sub-clause no. 1 to 2."

The existing Clause III (B) containing the "Objects Incidental or Ancillary to the attainment of Main Objects" with no change in the existing Clause III (B) containing the sub-clause no. 3 to 31."

The existing Clause III (C) containing the "Other Objects" with no change in the existing Clause III (C) containing the sub-clause no. 32 to 52."

The existing Clause IV containing the Liability of members is limited be and is hereby stands deleted and replaced by a new clause IV i.e *"The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."*

Additionally, as set out in item No. 6 of this Notice, the revised Capital Clause i.e., Clause V of the MoA of the Company will continue to form part of the MoA.

A copy of the proposed set of new Memorandum of Associations of the company would be available for inspection at the registered office of the company during the business hours on any working day between 11:30 AM to 1: 30 PM up to the date of Annual General Meeting.

None of the directors and key managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

As per the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members

of the Company by way of a Special Resolution is required for such alteration and adoption of MoA.

The Board of Directors of the Company recommends the Resolution as set out in the accompanied Notice of 33<sup>rd</sup> AGM for approval of the shareholders by way of **Special Resolution.**

#### **ITEM NO 6**

#### **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 is Rs. 9,00,00,000 (Rupees Nine crore only) divided into 50,00,000 equity shares of Rs.10/- and 40,00,000 preference shares of Rs. 10/-, considering the fund requirements and the Board of Directors of the Company in its meeting held on 11<sup>th</sup> August 2025 have recommended the increase of Authorised Share Capital. So, in view of the proposed requirement the present Authorised Share Capital of the Company need to be increased so the company decided to increase from Rs. 9 Crores to 14 Crores (divided into 1,00,00,000 equity shares of Rs.10/- and 40,00,000 preference shares of Rupees 10/-) by creation of additional 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- each.

Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs. 9 Crores to 14 Crores. As per the provisions of Sections 13 & 61 and any other applicable provisions of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing an Ordinary Resolution.

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



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

**ITEM NO 7**

**TO CONSIDER THE APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2025-26 to 2029-30**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") every listed Company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's Report, prepared under Section 134(3) of the Act.

Accordingly, the Board of Directors at their respective meetings, held on August 11, 2025, have recommended the appointment of Ms. Palak Desai, Practising Company Secretary, Mumbai, holding Membership No. 16763 and Certificate of Practice No. 7426, as the Secretarial Auditor of the Company on the following terms and conditions:

- a. Term of appointment: For a term of 5 (Five) consecutive Financial Years commencing from 2025-26 to 2029-30.
- b. The remuneration payable to Ms. Palak Desai for conducting the Secretarial Audit shall be determined by Mr. Shreyash Vinodkumar Chaturvedi, Managing Director of the Company, in consultation with Ms. Palak Desai. Further, Ms. Palak Desai, Company Secretary, is a seasoned professional having rich experience, specializing in secretarial audits and corporate compliance across a diverse range of industries.

All documents related to this business proposal shall be available for inspection through electronic mode, from date of circulation of this Notice upto the date of

AGM. Considering the unavoidable nature of business, the Board of Directors of the Company in its meeting held on August 11, 2025, approved the above proposal and recommended the passing of the Ordinary Resolution at Item No. 7 of this notice, by Shareholders of the Company.

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 **Ordinary Resolution**.

VINEET  
KHARK  
WAL

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by VINEET  
KHARKWAL  
Date: 2025.08.30  
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BY ORDER OF THE BOARD  
FOR REGAL ENTERTAINMENT & CONSULTANTS LIMITED  
*Vineet Kharkwal*  
VINEET KHARKWAL  
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Mumbai  
Date: 30.08.2025



# ANNEXURE TO THE NOTICE

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

Name of Director	Mr. Shreyash Vinodkumar Chaturvedi
DIN	06393031
Date of Birth & Age	04/09/1989
Date of Appointment (Initial)	04/08/2017
Experience in Specific Functional area	Resume Attached
Qualification	<p>2023 - L.L.B. from Jitendra Chauhan college of Law - Mumbai University</p> <p>2019 - Certified in Mediation and Commercial Negotiation from Usha Pravin Gandhi college of Law - Mumbai University</p> <p>2012 - M.B.A. from Cardiff 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
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 approach to litigation, deep understanding of corporate

	law, and ability to navigate highstakes cases involving fraud, embezzlement, insider trading and other financial crimes.
Listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Regal entertainment and consultants limited  Further, He has not resigned in any Listed Company in past three years
Chairman (C) / Member (M) of the Audit & Stakeholder Relationship Committee across all Public Companies	He is a member of Audit committee of Regal Entertainment and consultants limited.
No. of Shares held in Regal Entertainment & consultants limited (Self and as a Beneficial Owner)	Holding 10,77,781 no. of equity share.
Number of meetings of the Board attended since the date of Appointment	35/35 (Was appointed as Director w.e.f 04/08/2017)
Disclosure of inter-se Relationship with other Directors or KMP of the Company	NIL
Sitting fee to be payable	No Sitting fees is payable.
Terms and Conditions of Appointment	As per terms and condition approved by the Board at its meeting.



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

**A. MR. SHREYASH 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).