

# **REGENCY TRUST LIMITED**

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

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## **NOTICE OF ANNUAL GENERAL MEETING**

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

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### **ORDINARY BUSINESS(s):**

#### **1. ADOPTION OF ACCOUNTS:**

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

### **SPECIAL BUSINESS(s):**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**NOTES:**

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

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

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

**Date:** August 13, 2019

**Place:** Mumbai

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

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

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

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

#### **Profile of Mr. Adarsh Kapoor:**

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

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

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

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

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

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

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

#### **Profile of Mr. Rajesh Kapoor:**

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

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

**Memorandum of Interest:**

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

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

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

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

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

**Profile of Mr. Ashok Gangar:**

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

**Memorandum of Interest:**

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

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

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

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

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

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

**Profile of Mr. Rohit Thorve:**

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

**Memorandum of Interest:**

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

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

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

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

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

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Dear Shareholder(s),

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

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

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

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

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

Thanking you,

Yours Faithfully,

**For Regency Trust Limited**

**Rajesh Kapoor**  
**Director**  
**DIN – 02757121**



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## Attendance Slip

Name:

No. of Shares:

Folio No./DP/Client ID:

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

\_\_\_\_\_  
(Proxy's full name in block capitals)

\_\_\_\_\_  
Member's/Proxy's Signature

## MGT – 11 PROXY FORM

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

Name of the member:

Registered address:

No of Shares held

Folio No./Client ID:

DP. ID:

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

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

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

Signed this.....day of .....2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

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

Affix  
Revenue  
Stamp

Route map to the venue of the AGM

