

## REGENCY TRUST LIMITED

Registered Office: 538 Piyali, Paresh Mazunder Road, Ground Floor, Post Office, Haltu, Kolkata - 700078  
Corporate Office: Corp Off: Office No. 715, B Wing, 7<sup>th</sup> Floor, Crystal Plaza, New Link Road, Andheri West, Mumbai 400053  
CIN - L27109WB1988PLC045119 | Website: www.regencytrust.in

### NOTICE OF ANNUAL GENERAL MEETING

**Notice** is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of Regency Trust Limited will be held on Friday, September 30, 2016 at 10.00 a.m. at the Registered Office of the Company at 538 Piyali, Paresh Mazunder Road, Ground Floor, Post Office - Haltu, Kolkata – 700078.

#### **TO TRANSACT THE FOLLOWING BUSINESSES:**

##### **ORDINARY BUSINESS:**

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

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016 together with the Report of the Board of Directors and the Auditors thereon.

#### **2. APPOINTMENT OF AUDITORS**

**“RESOLVED THAT** pursuant to the provision of Section 139 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s. M M Pandit & Associates, Chartered Accountants (FRN 117496W), be and are hereby appointed as the Statutory Auditors of the Company to hold office for the period of four years i.e from the conclusion of this AGM till the conclusion of subsequent fourth AGM and subject to ratification at every Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company and the Statutory Auditors.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, directors be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

##### **Special Business:**

#### **3. APPOINTMENT OF MR. MANMOHAN SALVI AS EXECUTIVE DIRECTOR**

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

**“RESOLVED THAT** pursuant to all applicable provisions of Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, Mr. Manmohan Salvi (DIN: 03630297) who was appointed as Executive Director w.e.f. March 10, 2016 till March 09, 2017 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Manmohan Salvi as a candidate for the office of Executive Director of the Company, be and is hereby appointed as an Executive Director of the Company without any remuneration and as per the terms as may be mutually decided by the Company and Mr. Manmohan Salvi.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, directors be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds,

documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

#### **4. APPOINTMENT OF MR. RAJESH KAPOOR AS DIRECTOR (FINANCE) AND CHIEF FINANCIAL OFFICER**

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

“**RESOLVED THAT** pursuant to all applicable provisions of Companies Act, 2013 and the Rules made there under (including any statutory modifications or re-enactments thereof, for the time being in force) Mr. Rajesh Kapoor, (DIN: 02757121) who was appointed by Board of Directors at their meeting held on January 05, 2016 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Rajesh Kapoor as a candidate for the office of Director (Finance) and Chief Financial Officer of the Company, be and is hereby appointed as an Director (Finance) and Chief Financial Officer of the Company without any remuneration and as per the terms as may be mutually decided by the Company and Mr. Rajesh Kapoor.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, directors be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

#### **5. APPOINTMENT OF MS. NEHA BALDANI AS INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to applicable provisions of Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), Ms. Neha Badlani, (DIN: 07428157) who was appointed by the Board of Directors at their meeting held on March 23, 2016 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Ms. Neha Badlani as a candidate for the office of Non - Executive Independent Woman Director of the Company, be and is hereby appointed as an Non - Executive Independent Woman Director of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, directors be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

Place: Mumbai  
Date: August 09, 2016

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

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

#### **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 himself 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. J. S. Virani & Co., Practicing Company Secretary 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. Members who hold shares in dematerialised 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from September 27, 2016 to September 29, 2016, (both days inclusive) for the purpose of the Annual General Meeting of the Company.

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 3**

#### **Appointment of Mr. Manmohan Salvi as Executive Director of the Company**

Mr. Manmohan Salvi was appointed as an Executive Director by the Board of Directors in their meeting held on February 03, 2016 w.e.f March 10, 2016 till March 09, 2017.

The Company has received a notice in writing from a member signifying his intention to propose Mr. Manmohan Salvi as a candidate for the office of Executive Director of the Company along with the prescribed amount of deposit.

The Company has also received consent letter from Mr. Manmohan Salvi in the prescribed format along with a declaration that he is not disqualified to act as an Executive Director of the Company.

The terms and conditions of appointment of Mr. Manmohan Salvi are as follows:

Remuneration: Appointment is without any remuneration  
Period of Appointment – March 10, 2016 till March 09, 2017

Mr.ManmohanSalvi shall perform all such duties as shall be entrusted upon him from time to time.

Mr. Manmohan Salvi does not hold any shares in the Company as on the date of this notice.

Mr. Manmohan Salvi is having a vast knowledge about construction business.

The Board recommends the resolution set out in item no 3 of the Notice for approval of the members.

**Memorandum of Interest:**

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

**Item No 4**

**Appointment of Mr. Rajesh Kapoor as Chief Financial Officer and Director (Finance)**

The Board of Directors in their Board meeting held on January 05, 2016, appointed Mr. Rajesh Kapoor as Chief Financial Officer and Director (Finance) of the Company.

The Company has received a notice from a member signifying an intention to propose the candidature of Mr. Rajesh kapoor as Chief Financial Officer and Director (Finance) of the Companyalong with the prescribed amount of deposit.

The Board has considered the candidatures of Mr. Rajesh Kapoor for appointment as Chief Financial Officer and Director (Finance) of the company for a period of one year w.e.f January 05, 2016 to January 04, 2017.

Mr. Rajesh Kapoor does not hold any shares in the company.

Mr. Rajesh Kapooris a Chartered Accountant by profession.

The Directors recommend the Resolutions at Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

**Memorandum of Interest:**

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

**Item No 5**

**Appointment of Ms. Neha Badlani as Non - Executive Independent Director**

In compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to appointment of a Woman Director on the Board of the Company, Ms. Neha Badlani was appointed as Non Executive Independent Director by the Board of Directors of the Company in the Board meeting held on March 23, 2016.

The Company has received a notice in writing from a member signifying his intention to propose Ms. Neha Badlani as a candidate for the office of Non Executive Independent Director of the Company along with the prescribed amount of deposit. The Board has considered the candidatures of Ms. Neha Badlani for appointment as Independent Directors under the Act.

Ms. Neha Badlani does not hold any shares in the company.

Ms. Neha Badlani has vast knowledge in the field of Management and Finance.

The Directors recommend the Resolutions at Item No. 5 of the accompanying Notice for the approval of the Members of the Company.

**Memorandum of Interest:**

Except Ms. Neha Badlani, none of the other Directors' and Key Managerial Personnel's of the Company and their relatives are in any way concerned or interested in the above resolution.

Place: Mumbai  
Date: August 09, 2016

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

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

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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 No. :  
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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### Form No MGT - 12 POLLING PAPER

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

1. Name and Registered address of the Sole/First Named Shareholder:
2. Name of Joint Holders If any (in block letters):
3. Folio No./DP ID no\*/Client ID No. :
4. Number of shares held:

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

| Description  | No. of shares | I/ We assent to the Resolution (FOR) | I/ We dissent to the Resolution (AGAINST) |
|--|---------------|--------------------------------------|---|
| <b>Item No. 1 of the Notice</b><br>Adoption of Accounts for the Financial Year ended March 31, 2016                                |               |                                      |   |
| <b>Item No. 2 of the Notice</b><br>Appointment of <b>M M Pandit &amp; Associates</b> , Chartered Accountants (FRN <b>117496W</b> ) |               |                                      |   |
| <b>Item No. 3 of the Notice</b><br>Appointment of Mr. Manmohan Salvi as Executive Director   |               |                                      |   |
| <b>Item No. 4 of the Notice</b><br>Appointment of Mr. Rajesh Kapoor as Director (Finance) and CFO                                  |               |                                      |   |
| <b>Item No. 5 of the Notice</b><br>Appointment of Ms. Neha Badlani as Non-Executive Independent Director                           |               |                                      |   |

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

**The instructions for e-voting are as under:-**

- (i) The e-voting period begins on September 27, 2016 at 10.00 am and ends on September 29, 2016 at 5.00 pm. During this period shareholders' of the Company, holding shares as on the cut-off date i.e. September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB)                      | 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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the member ID / Folio number on the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>  |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **Regency Trust Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.esvoting@cdslindia.com](mailto:helpdesk.esvoting@cdslindia.com)



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**Attendance Slip**

Name:

No. of Shares:

Folio No./DP/Client ID:

I hereby record my presence at the Annual General Meeting of the Company on Friday, the September 30, 2016 at 10.00 a.m. at 538, Paresh Mazunder Road, Ground Floor, Post Office, Haltu, Kolkata - 700078

\_\_\_\_\_  
(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

Name:.....

Address:.....

Signature:....., or failing him

Name:.....

Address:.....

Signature:....., or failing him

Name:.....

Address:.....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, September 30, 2016 at 10.00. a.m. at 538 Piyali, Paresh Mazunder Road, Ground Floor, Post Office, Haltu, Kolkata – 700078 and at any adjournment thereof in respect of such Resolutions as are indicated in the notice:

Signed this.....day of .....2016.

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

