

BEFOUND MOVEMENT LIMITED
(Formerly known as Regency Trust Limited)

Reg. Office: Unit 5B, Level 5, RDB Boulevard, Plot K1, Sector V, Block EP & GP, Bidhan Nagar CK Market,
North 24 Parganas, Salt lake, Kolkata, West Bengal, India, 700091

Corporate Office: G-10, Harmony, 3rd Cross Lane Lokhandwala Complex, Andheri West, Mumbai,
Maharashtra, India, 400053

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the (1st of F.Y. 2025-26) Extra Ordinary General Meeting of the Members of Befound Movement Limited (formerly known as Regency Trust Limited) is being held through video conferencing (VC) or other audio visual means (OAVM) (Deemed Venue i.e. the Registered Office of the Company situated at Unit 5B, Level 5, RDB Boulevard, Plot K1, Sector V, Block EP & GP, Bidhan Nagar CK Market, North 24 Parganas, Salt lake, Kolkata, West Bengal, India, 700091) on Monday, June 30, 2025 at 04:00 P.M. to transact the following business:

SPECIAL BUSINESS

1. Issue of Convertible Warrants on Preferential Basis to Persons Belonging to Key Managerial Personnel and Non-Promoter Category

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

“RESOLVED THAT pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“ICDR Regulations”**), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the **“SAST Regulations”**), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the **“PIT Regulations”**), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Bombay Stock Exchange Limited (**“BSE”**) where the shares of the Company are listed (hereinafter referred to as the **“Stock Exchange”**) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the **“FEMA”**) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the **“Board”**, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to issue and allot **2,00,00,000 (Two Crores Only)** convertible warrants (**“Warrants”**) and each Warrants are convertible in to one equity shares

of face value of Re. 1/- each fully paid-up (“**Equity Share**”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to Non-Promoters and Key Managerial Personnel on preferential issue basis at a Price of **Re. 1/- (One Rupee Only)** per Warrant at an aggregate consideration not exceeding **Rs. 2,00,00,000 (Two Crores Only)** and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 165 and 166A for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr No.	Names of Proposed Allottee	Category	No. of Warrants to be allotted
1.	Kunal Jain	Non-Promoter	55,00,000
2.	Preeti Khera	Non-Promoter	45,00,000
3.	Roma D'Souza	Non-Promoter	10,00,000
4.	Rahul D'Souza	Non-Promoter	10,00,000
5.	Ashish Jain	Non-Promoter	11,50,000
6.	Rajesh Kapoor	MD/KMP	10,00,000
7.	Akash R Chamaria	Non-Promoter	10,00,000
8.	Vijay V Doshi	Non-Promoter	5,00,000
9.	Pratik Jain	Non-Promoter	10,00,000
10.	Ghanshyam Chudasama	Non-Promoter	2,00,000
11.	Gaurav Madan Agarwal	Non-Promoter	1,50,000
12.	Chitra Vimal Jain	Non-Promoter	1,00,000
13.	Rashmi Shamji Chamriya	Non-Promoter	4,00,000
14.	Abhijit Mehta	Non-Promoter	20,00,000
15.	Aamir Asif Jaipuri	Non-Promoter	4,00,000
16.	Jyoti Shah	Non-Promoter	1,00,000
TOTAL			2,00,00,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Saturday, May 31, 2025 (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Monday, June 30, 2025;

RESOLVED FURTHER THAT the issue and allotment of the Warrants shall be on the following terms and conditions:

- i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Re. 1/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of members(s) of the Company.

vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.

viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the convertible warrants into equity shares upon conversion;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchange for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required."

2. Addition of New Object in the Main Object Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provision of Section 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, including

any modification(s) thereto or re-enactment(s) thereof from time to time and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for addition of new object to the Main Objects of the company.

The following new Clause, be and is hereby added in the main clause of the Memorandum of Association.

New Main Object	Insertion
Clause III (2)	To carry on the business of manufacturers, assembling, repairing, buying, selling, exchanging, altering, importing, exporting, letting on hire, distributing or dealing in all kinds of furniture and fixtures made from steel, brass, wood, fiber glass, plastics or other material. To own, manage, maintain, establish or otherwise stores and warehouses of furniture, carpets, linoleums and other floor coverings, household utensils, and glass goods, fittings, other home furnishings and household requisites of all kinds and to act as dealers, importers, exporters of all types of furniture, fittings, handicrafts wooden products, ply wood teak wood and teak boards whether for domestic, office, industrial and agricultural uses. To carry on the business of home improvement & decor including interior and exterior furnishers & decorators for home, offices, factories or any other building and for the purpose to manufacture, process, produce, prepare, make, sell, purchase, import, export, trade, market, all types of items/products of exterior and interior decoration/furnishing, modular furniture, modular kitchens, all kinds of kitchen appliances, wooden furniture, steel furniture including wood, mica, laminates, partitions, panel products, rods, laminates, plywood, doors, windows made from wood, board, aluminum, kitchenware, venetian blinds, grills, door closures, all types of fittings,; all types of building materials including flooring materials which includes tiles, wooden flooring, flooring laminates, industrial flooring, carpets, rugs; all types of roofing materials, shingles; insulation materials, construction chemicals, water proofing; prefabricated building materials and other building material and architectural work.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board') be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including addition of clauses if deemed fit, paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/ statutory authorities for the aforesaid purpose, as may be deemed fit to give effect to this Resolution."

3. Appointment of Mr. Ganesh Badgujar (DIN: 11126746) as Non - Executive Independent Director of the Company:

To consider, and if thought fit, to pass the following resolution as a **special resolution**: -

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, ("the Companies Act"), the provisions of Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

by a special resolution, consent of members of the Company be and is hereby accorded to appoint **Mr. Ganesh Badgujar (DIN: 11126746)** as a Non-Executive Independent Director of the Company for a period of 5 (five) years effective from May 27, 2025 to May 26, 2030 upon the terms and conditions, as may be agreed between the Board of Directors and Mr. Ganesh Badgujar. Mr. Ganesh Badgujar is not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the company, be and is hereby severally authorized to sign, execute, file and submit necessary documents, e-forms or papers with the Registrar of Companies or other authorities as may be required and to do all the acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

**By Order of the Board of Directors of
Befound Movement Limited
(Formerly known as Regency Trust Limited)**

**Sd/-
Rajesh Kapoor
Managing Director and CFO
DIN - 02757121**

**Date: May 27, 2025
Place: Mumbai**

Notes:

1. Pursuant to the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 2/2022 dated May 5, 2022, General Circular No.19/2021 dated 08th December 2021 and 21/2021 dated 14th December 2021, No. 3/2022 December 28, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD/1/CIR/P/2020/79 dated May 12, 2020 and EBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities & Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), physical attendance of the Members at the EGM venue is not required and EGM is being held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing EGM through VC/OAVM.
2. Pursuant to the General Circular No. 02/2022 dated 05th May, 2022, issued by the Ministry of Corporate Affairs (MCA), the facility to appoint proxy to attend and cast vote on behalf of the members is not applicable for this EGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
3. The Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company by email through its registered email address to rtld2011@gmail.com with a copy marked to Registrar and Share Transfer Agent (RTA) at support@purvashare.com.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 05, 2022, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on Friday, May 30, 2025. Members may note that the Notice and will also be available on the Company's website www.regencytrust.co.in and website of the Stock Exchange i.e. Bombay Stock Exchange Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited www.evotingindia.com.
6. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members holding shares in electronic form are requested to advise change of their address to their Depository Participants. Members are also advised not to leave their demat account(s) dormant for a long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of 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 holdings shares in physical form can submit their PAN details to the Company.

9. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form to their Depositories.
11. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent (Purva Sharegistry (India) Pvt. Ltd) of the Company: -
 - a) any change in their address / bank mandate.
 - b) particulars of their bank account, in case they have not been sent earlier.
 - c) nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier.
 - d) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
12. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. Members holding shares either in physical form or in dematerialized form, as on Monday, June 23, 2025 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter. Those Members, who are present in the EGM through VC / OAVM facility and have not cast 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 during the EGM.
13. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
14. The Voting rights of members shall be in proportion to their shares of the paid-up **equity** share capital of the Company as on the Cut-off date Monday, June 23, 2025. Members whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e. Monday, June 23, 2025 will be considered for the purpose of availing Remote e-Voting or Vote in the Extra-Ordinary General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
15. The board has appointed **M/s. MNB & Co. LLP**, Practising Company Secretary, holding certificate of practice (CP No. 9307) issued by the Institute of Company Secretaries of India (ICSI) as the Scrutinizer to Scrutinize the e-Voting process in a fair and transparent manner. The result will be declared on Tuesday, July 01, 2025.
16. The Scrutinizer shall, immediately after the conclusion of voting at Extra-Ordinary general meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 2 working days of conclusion of the meeting submit the report to the Chairman / Chief Financial Officer & Company Secretary of the Company.

17. The voting results of the Extra-Ordinary General Meeting will be declared and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.regencytrust.co.in and will also be available on website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
18. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. Since the EGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.

The instructions for e-voting are as under: -

1. 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 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. 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 EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at rtltd2011@gmail.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM 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 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or

2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

- (i) The voting period begins on Friday, June 27, 2025 at 10:00 A.M. and ends on Sunday, June 29, 2025 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, June 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members 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**, under 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 members, in respect of all member's resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

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

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** 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 CDSL/NSDL is given below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Befound Movement Limited (formerly known as Regency Trust Limited)** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; rtltd2011@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for 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 e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Members 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. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rtltd2011@gmail.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rtltd2011@gmail.com. These queries will be replied to by the company suitably by email.
8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those members, who are present in the EGM 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 EGM.
10. If any Votes are cast by the members through the e-voting available during the EGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members may be considered invalid as the facility of e-voting during the meeting is available only to the members 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 Company at rtltd2011@gmail.com or at RTA email id at support@purvashare.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
("THE ACT")**

Item No. 1: Issue of Convertible Warrants on Preferential Basis to Persons Belonging to Key Managerial Personnel and Non-Promoter Category

The Company needs to raise additional funds for working capital requirements, repayment of loan and general corporate purposes. In order to meet the requirements of above objectives, the Company proposes to issue further capital by issue of Convertible Warrants on Preferential basis to person belonging to Key Managerial Personnel and Non-Promoter category.

Accordingly, the Company proposes to issue and allot 2,00,00,000 (Two Crores) Convertible Warrants to the Key Managerial Personnel and Non-Promoter, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Re. 1/- (One Rupee only) per warrant each payable in cash, aggregating up to Rs. 2,00,00,000 (Rupees Two Crores only) such price as per the provisions of Chapter V of the ICDR Regulations.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the members by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the "Companies Act") further read with provisions of Chapter V - "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

A. The object / purpose of the preferential issue:

The object of the preferential issue is working capital requirements, repayment of loan and for general corporate purposes.

B. The total number of shares or other securities to be issued including date of passing of Board resolution:

The Board, at its meeting held on Tuesday, May 27, 2025 had approved the preferential issue of Convertible Warrants, subject to the approval of the members and such other approvals as may be required, involving the issue and allotment of 2,00,00,000 (Two Crores) Convertible Warrants to persons belonging to Key Managerial Personnel and Non-Promoter category, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Re. 1/- (One Rupee only) per warrant each payable in cash, aggregating up to Rs. 2,00,00,000 (Rupees Two Crores only) such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

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

The Convertible Warrants are proposed to be issued at an issue price of Re. 1/- (One Rupee only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 165 and 166A of the ICDR Regulations and applicable laws.

D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

Report of independent registered valuer:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Re. 1/- (One Rupee only) of the Convertible Warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated Saturday, May 31 2025, issued by Bhavesh Mansukhbhai Rathod, independent registered valuer (IBBI Regd. No. IBBI/RV/06/2019/10708, having office at 12th Floor, 12D, A Wing, CTS No.165 And 163A, White Spring Rivali Park Western Express Highway, Near Metro Mall, Magathane, Borivali (East), Mumbai, Maharashtra - 400066), in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link www.regencytrust.co.in.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

E. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Saturday, May 31, 2025, ("Relevant Date") being 30 days prior to the date of the Extra Ordinary General Meeting ("EGM") i.e. Monday, June 30, 2025.

F. Name and address of Valuer who performed valuation:

According to Regulation 166A of SEBI (ICDR), Regulation, any preferential issue, which may result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

As the regulation is applicable to proposed issue, the company has taken valuation report from Bhavesh Mansukhbhai Rathod, having office at 12th Floor, 12D, A Wing, CTS No.165 And 163A, White Spring Rivali Park Western Express Highway, Near Metro Mall, Magathane, Borivali (East), Mumbai, Maharashtra - 400066), and the same report is available on the website of Company at link <https://www.regencytrust.co.in/>. The Relevant Date for purpose of Valuation shall be considered as Saturday, May 31, 2025.

G. Amount which the Company intends to raise by way of issue of Convertible Warrants:

The price of Re. 1/- (One Rupee only) of the Convertible Warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated Saturday, May 31 2025, issued by Bhavesh Mansukhbhai Rathod, independent registered valuer (IBBI Regd. No. IBBI/RV/06/2019/10708, having office at 12th Floor, 12D, A Wing, CTS No.165 And 163A, White Spring Rivali Park Western Express Highway, Near Metro Mall, Magathane, Borivali (East), Mumbai, Maharashtra - 400066), in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Company intends to raise Rs. 2,00,00,000/-.

H. Basis on which the price has been arrived at along with report of the registered valuer:

The Equity Shares of the Company are listed on BSE Limited. The Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations. In case of infrequently traded shares, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples,

and such other parameters as are customary for valuation of warrants/shares of such companies as per the provisions of ICDR regulations.

In terms of the provisions of Regulation 165 and 166A of the SEBI ICDR Regulations, the Company has obtained a valuation report before the relevant date from an independent registered valuer for determining the price. The price determined through Valuation report by Mr. Bhavesh Mansukhbhai Rathod, having office at 12th Floor, 12D, A Wing, CTS No.165 And 163A, White Spring Rivali Park Western Express Highway, Near Metro Mall, Magathane, Borivali (East), Mumbai, Maharashtra - 400066, of the Convertible Warrants. The said report is available on the website of the Company at <https://www.regencytrust.co.in/>.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees minimum issue price of Re. 1/- (One Rupee only) of the Convertible Warrants each as per relevant date.

I. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to Key Managerial Personnel and Non-Promoter Category as detailed in point L below.

J. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

None of the Promoters, Directors and Key Managerial Personnel intends to subscribe to the Preferential Issue of Convertible Warrants to persons belonging to Key Managerial Personnel and Non-Promoter category except Mr. Rajesh Kapoor, Managing Director, to the extent of his shareholding.

K. Proposed time within which the allotment shall be completed:

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange, or other concerned authorities.

L. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue Convertible Warrants by way of preferential issue to the Key Managerial Personnel and Non-Promoters for cash as per the details given herein below:

Sr. No.	Name of the Proposed Allottees	Category	Pre-Preferential Issue		Preferential Issue of Warrants (Present Issue)	Post-Preferential Issue	
			No. of Shares held	% of Holding		No. of shares held (assuming full conversion of Warrants into Equity shares) and shares issued through this notice	% of Holding (*)
1.	Kunal Jain	Non-Promoter	29,099	0.29	55,00,000	55,29,099	18.43
2.	Preeti Khera	Non-Promoter	0	0	45,00,000	45,00,000	15.00
3.	Roma D'Souza	Non-Promoter	0	0	30,00,000	30,00,000	3.33
4.	Rahul D'Souza	Non-Promoter	0	0	20,00,000	20,00,000	3.33
5.	Ashish Jain	Non-Promoter	0	0	11,50,000	11,50,000	3.83
6.	Rajesh Kapoor	MD/KMP	0	0	10,00,000	10,00,000	3.33
7.	Akash R Chamaria	Non-Promoter	600	0.006	10,00,000	10,00,600	3.34
8.	Vijay V Doshi	Non-Promoter	36,785	0.367	5,00,000	5,36,785	1.79
9.	Pratik Jain	Non-Promoter	0	0	5,00,000	5,00,000	3.33
10.	Ghanshyam Chudasama	Non-Promoter	0	0	2,00,000	2,00,000	0.67
11.	Gaurav Madan Agarwal	Non-Promoter	0	0	1,50,000	1,50,000	0.50
12.	Chitra Vimal Jain	Non-Promoter	0	0	1,00,000	1,00,000	0.33
13.	Rashmi Shamji Chamriya	Non-Promoter	3,100	0.031	1,00,000	1,03,100	1.34
14.	Abhijit Mehta	Non-Promoter	-	-	1,00,000	1,00,000	6.67
15.	Aamir Asif Jaipuri	Non-Promoter	2,800	0.028	1,00,000	1,02,800	1.34

16.	Jyoti Shah	Non-Promoter	1000	0	1,00,000	1,00,000	0.33
	Total		72,384	0.723	2,00,00,000	3,00,00,000	66.90

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

M. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as Annexure- 1 to the Notice.

N. Change in control, if any, in the company that would occur consequent to the preferential issue:

There will not be any change in the management or control of the Company as a result of the proposed preferential issue.

O. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from April 01, 2025 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2024-25 will not exceed the limit specified in the Act and Rules made thereunder.

P. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

Q. Lock-in Period:

The Warrants and Equity Shares arising out of conversion of warrants into Equity shares to be allotted to such warrant holders shall be subject to a Lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

R. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations will be complied with.

S. Practicing Company Secretary's Certificate:

The Company has obtained a certificate from M/s. MNB & Co. LLP, Practicing Company Secretaries certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company <https://www.regencytrust.co.in/> to facilitate online inspection of relevant documents until the end of EGM.

T. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item No. 1 of this Notice.

U. Disclosure pertaining to wilful defaulters and fugitive economic offender:

- a. Neither the Company nor any of its Promoters or Directors is wilful defaulter or a fraudulent borrower and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.
- b. None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

V. Undertakings:

- a) The Company shall re-compute the price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- b) As the equity shares have been listed on a recognized Stock Exchange(s) for a period more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is applicable.
- c) As the equity shares have been listed on a recognized Stock Exchange(s) for a period more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall be applicable.

Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is applicable.

W. Listing:

The Company will make an application to the Stock Exchanges on which the existing Equity Shares are listed, for listing of the Equity Shares proposed to be issued by the Company through this preferential allotment. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

X. Other Disclosures:

- a. The Equity shares arising out of conversion of warrants into Equity shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
- b. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- c. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

- d. Contribution is being made by the Managing Director of the Company as a part of the Preferential Issue specified herein above.
- e. The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the uniform listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed.
- f. The Company has not bought back any of its Equity Shares.
- g. The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")
- h. The Company has obtained the Permanent Account Numbers of the proposed allottee.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

Memorandum of Interest

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise, in the said resolution except Mr. Rajesh Kapoor, Managing Director to the extent of his shareholding.

Item No. 2: Addition of New Object in the Main Object Clause of the Memorandum of Association of the Company

Company intends to diversify and foray into new venture. Accordingly, the Board of Directors proposes to include this new business activity in the Main Objects clause of the Memorandum of Association to enable the Company to carry out its operations more efficiently and economically.

The Company possesses the requisite resources and capabilities to undertake the proposed new business activities. Therefore, it is proposed to amend the existing Main Objects clause of the Memorandum of Association by incorporating the new object.

In accordance with the provisions of Sections 13 and 14 of the Companies Act, 2013, the proposed amendment requires the approval of the members by way of a Special Resolution. The amendment shall also be subject to the approval of the Registrar of Companies and any other statutory or regulatory authorities, as may be applicable.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at its Registered Office during the business hours.

The Board of Directors recommends the approval of special resolution as proposed at Item No. 2 in the accompanying notice for your approval.

Memorandum of Interest

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

Item No. 3: Appointment of Mr. Ganesh Badgujar (DIN: 11126746) as Non - Executive Independent Director of the Company

The Nomination and Remuneration Committee ('NRC') reviewed the profiles of suitable prospects identified Mr. Ganesh Badgujar as a suitable candidate to be inducted as a Non-executive Independent Director on the Board of the Company.

On May 27, 2025, based on the recommendations of the NRC, the Board of the Company, in terms of Section 149 of the Companies Act, 2013 ('Act'), appointed Mr. Ganesh Badgujar as (Non-Executive Independent Director) on the Board of the Company effective from May 27, 2025 to May 26, 2030 subject to the approval of the members.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, and Regulation 16 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), appointed Mr. Ganesh Badgujar as (Non-Executive Independent Director) of the Company, not liable to retire by rotation, for a term of 5 (five) years.

The Board noted that the background, qualification, experience, skills, attributes and personality is in coherence with the criteria, role and capabilities identified by the NRC and that the Director is eligible for appointment as an Independent Director.

Further, the director has confirmed that he is independent of the Management of the Company and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact the ability to discharge their duties as an Independent Director of the Company.

The Company has received notice along with requisite deposit from a member in writing proposing their candidature to the office of directorship.

Sr. No.	Particular	Mr. Ganesh Badgujar
1.	Age (in Year)	37 years
2.	DIN	11126746
3.	Qualification	Diploma in Interior Designing & Decoration
4.	Date of First appointment on the Board	May 27, 2025
5.	Terms and Conditions of Reappointment	NA
6.	No. of Board Meetings attended during the year	Nil
7.	Skill and expertise	Vast knowledge of understanding the finances, handling logistics end to end and improving sales and customer service.

8.	Background Details/Experience	<p>Mr. Ganesh Badgujar has a Diploma in Interior Designing & Decoration of nearly 13 years of experience in operations and logistics with an exceptional record of understanding the finances, handling logistics end to end and improving sales and customer service.</p> <p>He is currently working as Operations Head and Business Development Manager in Ergon Luxe, Pune, India where he is responsible for holding stringent quality checks at every level, right from concept stage to delivery ensuring what is envisaged, curate and delivered, lives up to the expectations of the people. Further maintain & conduct monthly performance review sessions with all associates as well as management.</p>
9.	Past remuneration	NA
10.	Recognition and Awards	NA
11.	Job profile Suitability	Demonstrated leadership, strategic oversight, and deep compliance expertise within regulated industries, ensuring effective governance and risk management.
12.	Remuneration proposed	NIL
13.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel	No inter-se relationship between the director and other members of the Board and Key Managerial Personnel of the Company
14.	Shareholding	NIL
15.	List of Directorship held in other Companies	NIL
16.	Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	NIL
17.	Listed entities from which the Director has resigned in the past three years	NA
18.	Compliance Confirmations	<ul style="list-style-type: none"> - Consent in Form DIR-2 - DIR-8 (Non-disqualification) - Declaration of Independence - Declaration of no SEBI debarment
19.	Terms of Appointment Availability for Inspection	On request via email (rtltd2011@gmail.com) or at the Registered Office
20.	Approval Required	Special Resolution by Members

Memorandum of Interest

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Ganesh Badgajar to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends the resolution at Item No. 3 of the Notice for approval of the members by way of a Special Resolution.

**By Order of the Board of Directors of
Befound Movement Limited
(Formerly known as Regency Trust Limited)**

Sd/-

Date: May 27, 2025

Place: Mumbai

**Rajesh Kapoor
Managing Director and CFO
DIN - 02757121**

Annexure-I

Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue (As on March 31, 2025)		Post-Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters/Promoters Group's holding				
1	Indian				
	Individual	0	0	0	0
	Bodies Corporate	0	0	0	0
2	Foreign Promoters				
	Sub-total (A)	0	0	0	0
B	Non-Promoters holding				
1	Institutional Investors				
	Mutual Funds/UTI	0	0	0	0
	Alternate Investment Funds	0	0	0	0
	Foreign Portfolio Investors	2,81,136	2.81%	2,81,136	0.94%
	Financial Institutions/Banks	0	0	0	0
	Insurance Companies	0	0	0	0
2	Non-Institution				
	NBFCs registered with RBI	0	0	0	0
	Bodies Corporate (including Clearing Members & LLP)	21,18,943	21.19%	21,18,943	7.06%
	Managing Director/KMP	0	0	10,00,000	3.33%
	Indian Public (Individual & HUF)	75,78,045	75.78%	2,65,78,045	88.59%
	Government	0	0	0	0
	Others:	0	0	0	0
	NRIs	21,876	0.22%	21,876	0.07%
	IEPF	0	0	0	0
	Trust	0	0	0	0
	Foreign Companies	0	0	0	0
	Foreign Nationals, FPI (Individual) and Overseas Bodies Corporates	0	0	0	0
	Sub-Total (B)	100,00,000	100%	3,00,00,000	100%
C	Non-Promoter-Non-Public Shareholder	0	0	0	0
1	Custodian/DR Holder	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL	100,00,000	100%	3,00,00,000	100%

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