



Regency House, Opp. Vishnu Darshan Apt., Near Aman Cinema, Ulhasnagar - 421 002.  
Tel. : 91 - 251 - 2560004, 2720401, 2720403, Tel/Fax : 91 - 251 - 2560003  
E-mail : regencynirman@gmail.com, regencynirman9@gmail.com  
Website : www.regencygroup.co.in CIN No. : U45200MH200PLC153966

### **NOTICE**

**NOTICE** is hereby given that the **Fifteenth** Annual General Meeting of the **Members of Regency Nirman Limited** will be held on 31<sup>ST</sup> December, 2020 at 04:00 P.M. at the Registered Office of the Company at Regency House, Plot No. 49, Sheet No. 1, Opp. Vishnu Darshan, Aman Talkies Road, Ulhasnagar – 421003 to transact the following business:

#### **Ordinary business:**

1. To consider and adopt the Audited Balance Sheet of the Company for the financial year ending on March 31, 2020, and the Audited Profit & Loss Account for the financial year 2019-20 along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Subhash S. Khairari, who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

3. To consider and if thought fit, to pass, with or without modification, the following resolution as **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Manoj R. Lalpuria (DIN:07199431), who was appointed for a term as Independent Director up to 29<sup>th</sup> March, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Manoj R. Lalpuria candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 30<sup>th</sup> March, 2020 upto 29<sup>th</sup> March, 2025.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. To consider and if thought fit, to pass, with or without modification, the following resolution as **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Niraj R. Sharma (DIN:05295823), who was appointed for a term as Independent Director up to 29<sup>th</sup> March, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Niraj R. Sharma candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 30<sup>th</sup> March, 2020 upto 29<sup>th</sup> March, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**For & on behalf of the Board  
Regency Nirman Limited**

A blue ink signature of Mahesh S. Khairari, consisting of a series of loops and a long horizontal stroke.

**Mahesh S. Khairari  
Managing Director  
DIN: 00388549**

**Place: Ulhasnagar  
Date: 29<sup>th</sup> December, 2020**





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**Registered office**

Regency House, Plot No. 49,  
Sheet No. 1, Opp. Vishnu Darshan,  
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Dist. - Thane - 421003

**NOTES:**

- a) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Proxies, in order to be valid and effective, should be duly stamped and completed, signed and deposited at the registered office of the Company at least 48 hours before the commencement of the meeting.
- b) All relevant documents referred to in the accompanying Notice and the Statement including Register of Directors and Key Managerial Personnel and their shareholding, shall remain open for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of the meeting.
- c) Members are requested to bring their copies of Annual Report to the Annual General Meeting.
- d) The Relative Explanatory Statement pursuant to section 102 the Companies Act, 2013 in respect of the business under item no. 3 & 4 set out above is annexed hereto.

**Enclosures:**

- 1. Explanatory Statement
- 2. Proxy Form
- 3. Attendance Slip

**Explanatory Statement pursuant to section 102 of the Companies Act, 2013:**

**Item no. 3 & 4**

Mr. Manoj R. Lalpuria and Mr. Niraj R. Sharma were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Extra Ordinary General Meeting held on 30th March, 2015 to hold office upto 29<sup>th</sup> March, 2020 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).



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The Nomination & Remuneration Committee at its Meeting held on 17<sup>th</sup> August, 2020 after taking into account the performance evaluation of these Independent Directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013) as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 30<sup>th</sup> March, 2020 upto 29<sup>th</sup> March, 2025 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Manoj R. Lalpuria and Mr. Niraj R. Sharma for their re-appointment to the office of Independent Directors.

Brief profile of the above Independent Directors are as under:

a. Mr. Manoj R. Lalpuria:-

<b>Director's name</b>	Mr. Manoj R. Lalpuria
<b>Age</b>	52 years
<b>Qualification</b>	Post Graduate
<b>Designation/responsibilities</b>	Director
<b>Previous experience</b>	27 yrs of Experience in manufacturing and construction
<b>Director's residence address</b>	Flat No. 2, 1 <sup>st</sup> Floor, Sonesar Apt., Aman Talkies Road, Near New Telephone Exchange, Ulhasnagar – 421 001.



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b. Mr. Niraj R. Sharma:-

<b>Director's name</b>	Mr. Niraj R. Sharma
<b>Age</b>	42 years
<b>Qualification</b>	B.COM
<b>Designation/responsibilities</b>	Director
<b>Previous experience</b>	Experience of 20 yrs in Construction & Real Estate
<b>Director's residence address</b>	Unit - 2,1 <sup>st</sup> floor, Shree Mangesh Shanta Durga Township, Pl. 168, Sec17 Nerul, Navi Mumbai - 400706.

No other Directors, Key Managerial personnel of the Company or their relatives are deemed to be interested or concerned in the aforesaid resolution.

The Board therefore places the resolution for consideration and recommends it to be passed as Ordinary Resolution.

**For & on behalf of the Board  
Regency Nirman Limited**

**Mahesh S. Khairari  
Managing Director  
DIN: 00388549**

**Place: Ulhasnagar  
Date: 29<sup>th</sup> December, 2020**

**Registered office**

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF REGENCY NIRMAN LIMITED IN ANNUAL GENERAL MEETING HELD ON THURSDAY, 31<sup>TH</sup> DECEMBER, 2020 AT 04.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT REGENCY HOUSE, PLOT NO.49, SHEET NO.1, OPP. VISHNU DARSHAN, AMAN TALKIES ROAD, ULHASNAGAR - 421003**

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**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**FOR REGENCY NIRMAN LIMITED**

A handwritten signature in blue ink, appearing to read "Mahesh S. Khairari", with a stylized flourish at the end.

**MAHESH S. KHAIRARI**  
**DIRECTOR**  
**DIN: 00388549**



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**FOR REGENCY NIRMAN LIMITED**

A handwritten signature in blue ink, appearing to read "Mahesh S. Khairari", is written over a horizontal line.

**MAHESH S. KHAIRARI**  
**DIRECTOR**  
**DIN: 00388549**