

Source: www.bseindia.com

^a Closing high / low during the period in Indian Rupees per Equity Share

^a Average of daily closing prices during the period

c. The monthly high and low closing prices and the trading volume of the Company on the BSE during the six calendar months preceding the date of the Public Announcement were as follows:

Month	High ^(a)	Low ^(a)	Volume ^(b)
March 2015	55.10	49.00	15,740
April 2015	62.70	51.35	21,397
May 2015	99.30	52.00	4,55,493
June 2015	96.95	66.00	2,31,003
July 2015	70.90	49.00	82,006
August 2015	54.40	45.25	56,249

Source: www.bseindia.com

^a Closing high / low during the period in Indian Rupees per Equity Share

^a Cumulative trading volume during the period

18. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY

a. The Company has an Authorised Share Capital of Rs. 11,40,00,000 divided into 1,14,00,000 Equity Shares of Rs.10/- each. As of the date of this Offer Letter, the issued, subscribed and paid-up equity share capital of the Company is Rs. 9,35,86,680 comprising 93,58,668 Shares of Rs. 10 each

b. The Acquirers/Promoters presently hold 46,99,255 Equity Shares, representing 50.22% of the Share Capital of the Company. The Acquirers/Promoters, together with the other members of the promoter and promoter group of the Company, presently hold 66,55,460 Equity Shares, representing 71.12% of the Share Capital of the Company

c. As on the date of this PA, the Company has no outstanding preference shares, partly paid-up shares, convertible instruments, stock options or any other instruments that may result in the issuance of equity shares by the Company. Further, as on date, none of the Equity Shares held by the Public Shareholders, are subject to any lock-in requirements

d. The Shareholding Pattern of the Company as on 30th June 2015 is as follows:

Particulars	No. of Shares	% Shareholding
Acquirers (being part of Promoters / Promoter Group)	46,99,255	50.22%
Other Promoters / Promoter Group	19,56,205	20.90%
Total Promoter Group (A)	66,55,460	71.12%
Institutions	53,320	0.57%
Non-institutions	26,49,888	28.31%
Total Public Shareholding (B)	27,03,208	28.88%
Total Shareholding (A) + (B)	93,58,668	100.00%

19. LIKELY POST DELISTING SHAREHOLDING PATTERN

The likely post-delisting shareholding pattern of the Company, assuming that all the Offer Shares held by the Public Shareholders are acquired pursuant to the Delisting Offer, will be as follows:

Particulars	No. of Shares	% Shareholding
Acquirers (being part of Promoters / Promoter Group)	74,02,463	79.10%
Other Promoters / Promoter Group	19,56,205	20.90%
Public Shareholders	Nil	Nil
Total Shareholding (A) + (B)	93,58,668	100.00%

20. STATUTORY APPROVALS

a. Delisting Offer is subject to approvals, if any, required under the provisions of the Delisting Regulations, Listing agreement entered with BSE and any other applicable rules and regulations in force for the time being

b. As of date, there is no other statutory or regulatory approval pending to implement the Delisting Offer. If any statutory or regulatory approval becomes applicable subsequently, the Delisting Offer will be subject to such statutory or regulatory approvals. In the event that the receipt of the statutory / regulatory approvals are delayed, changes to the proposed timetable, if any, shall be intimated to BSE, and hence made available for the benefit of Shareholders

c. The Acquirers/Promoters reserves the right not to proceed with or withdraw the Delisting Offer in the event the conditions mentioned in the Clause 10 and 11 of this PA are not fulfilled, and if any of the requisite statutory approvals are not obtained or conditions which the Acquirers/Promoters consider in their sole discretion to be onerous are imposed in respect of such approvals

21. NOTE ON TAXATION

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if securities transaction tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less which are sold will be subject to short term capital gains tax @ 15% provided the transaction is chargeable to STT. SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED DELISTING THROUGH OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. ACQUIRERS/PROMOTERS DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS DELISTING. THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES

22. CERTIFICATION BY THE BOARD OF DIRECTORS OF THE COMPANY

*The Board has certified that:

a. There has been no issuance of securities made during the five years immediately preceding the date hereof

b. All material information which is required to be disclosed under the provisions of the continuous listing requirements under the listing agreement has been disclosed to the Stock Exchange.

c. The company is in compliance with the applicable provisions of securities laws

d. the acquirer or promoter or promoter group or their related entities have not carried out any transaction during the aforesaid period to facilitate the success of the delisting offer which is not in compliance with the provisions of sub-regulation (5) of regulation 4 of Delisting Regulations

e. The delisting is in the interest of the shareholders*

23. COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Ankit Mishra

Address: A-2, Sarvodaya Nagar, Kanpur – 208005, India; Tel: +91 0512 3081111; Fax: +91 0512 2213407

Email: investor@regencyhealthcare.in

24. DISCLAIMER CLAUSE OF BSE

It is to be distinctly understood that the permission given by BSE to use their network and software of the Online OTB platform should not in any way be deemed or construed that the compliance with various statutory and other requirements by the Company, Manager to the Offer, etc., are cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does BSE have any financial responsibility or liability nor does BSE take responsibility in any way for the financial or other soundness of the Company, its promoters or its management

It is also to be distinctly understood that the approval given by BSE should not in any way be deemed or construed to mean that the PA and the Offer Letter has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted

That every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through book-building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever

25. GENERAL DISCLAIMER

Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirers/Promoters, the Manager to the Offer or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and bid of securities through the reverse book-building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever

Public Shareholders will be able to download the Offer Letter from BSE's website (www.bseindia.com)

For further details please refer to the Offer Letter which will be sent to the Public Shareholders who are shareholders of the Company as on the Specified Date

MANAGER TO THE DELISTING OFFER	REGISTRAR TO THE DELISTING OFFER
 SMC Capitals Limited 302-303, Enterprise Centre, Near Orchid Hotel, Nehru Road, Vile Parle (E) Mumbai-400099 Telephone number: +91 22 6648 1818 Fax number: +91 22 6648 1850 E-mail: regency.delisting@smccapitals.com Contact person: Mr. Satish Mangulkar SEBI Registration No.:INM00011427 Signed by the Acquirers/Promoters	 Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 Telephone number: +91 11-64732681 Fax number: +91 11-26812682 E-mail: regency.delisting@skylinert.com Contact person: Mr. Virender Rana SEBI Registration No.: INR00003241

Sd/-	Sd/-	Sd/-	Sd/-
Dr. Atul Kapoor	Dr. Rashmi Kapoor	Mr. Anant Ram Kapoor	Mr. Abhishek Kapoor

Date: 15th September 2015

Place: Kanpur