

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of **REGENCY HOSPITAL LIMITED** will be held on Saturday, the 22nd day of December 2018 at 12:30 p.m at the Registered Office of the Company at A-2, Sarvodaya Nagar, Kanpur-208005 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The audited standalone financial statements of the Company for the Financial Year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
 - b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2018.
2. To appoint a Director in place of Dr. Rashmi Kapoor (DIN: 01818323), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

SPECIAL BUSINESS:

3. Ratification of the remuneration payable to Cost Auditor

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the reappointment of Mr. Rishi Mohan Bansal, as Cost Auditors to audit the cost records maintained by the Company for the Financial Year 2018-19 at a remuneration of Rs.27,500/- per annum (Rupees Twenty seven thousand Five Hundred only) plus GST as applicable and out of pocket expenses, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Enhancement of Borrowing Powers

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

“**RESOLVED THAT** in supersession to the resolution passed by the shareholders at the 28th Annual General Meeting of the Company held on September 26, 2017, and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with rules made there under, consent of the members be and is hereby accorded, to borrow monies for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, so that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding shall not exceed Rs. 350 Crores (Rupees Three Hundred Fifty Crores only) in excess of the paid up capital, share premium and free reserves of the Company i.e. reserves not set apart for any specific purpose, as per the latest annual audited financial statements.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board, be and is / are hereby authorized to finalize, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating security as aforesaid or otherwise considered to be in the best interest of the Company including filing of necessary forms with the Registrar of Companies.”

5. Creation of Charge on Company's Property

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

“**RESOLVED THAT** in supersession to the resolution passed by the shareholders at the 28th Annual General Meeting of the Company held on September 26, 2017, consent of the members be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modifications or re-enactment(s) thereof for the time being in force) to sell, lease, create charge / provide security for the sums borrowed on such terms and conditions

and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest, costs, charges, expenses and all other monies payable by the Company to the Lenders / institutions concerned for an amount not exceeding Rs. 350 Crores (Rupees Three Hundred Fifty Crores only) under the respective borrowing arrangements entered into / to be entered by the Company.”

RESOLVED FURTHER THAT the security/(ies) to be created by the Company for its borrowings as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Company and concerned parties.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board, be and is / are hereby authorized to finalize, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating security as aforesaid or otherwise considered to be in the best interest of the Company including filing of necessary forms with the Registrar of Companies.”

6. To issue Equity Shares on Private Placement/Preferential basis.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Section 42 and 62(1)(c) of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, Companies (Share Capital & Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of Article of Association of the Company, Foreign Exchange Management Act, 1999 as amended, the Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations 2000, and subject to the approval, consent, permission and/or sanction, as may be required from the Reserve Bank of India, if any, Foreign Investment Promotion Board, Financial institutions and any other appropriate authority, Institution or Body and subject to such terms, conditions alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the

consent of the Company be and is hereby accorded to the company to create, offer and issue 594,714 (Five lacs Ninety Four Thousand Seven Hundred and Fourteen) number of Equity Shares of Rs. 10/- (Rupees Ten) each at a premium of Rs. 217/- per share as fully paid up to the following person by way of private placement:

Proposed Allottee	Category	No. of Shares
Rashmi Kapoor	Promoter-Director	202,472
International Finance Corporation	Non-promoter	118,674
Healthquad Fund	Non-promoter	110,132
Kois Holdings	Non-promoter	163,436
	Total	594,714

RESOLVED FURTHER THAT the Equity Shares so issued shall, upon allotment, have the same rights as the existing shares and be treated for all other purposes pari-passu with the existing shares of the Company, and that the equity shares so allotted shall be entitled to the dividend and other corporate benefits, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things etc. as may be necessary to do in this regard for and on behalf of the Company.”

Registered Office:

A-2, Sarvodaya Nagar,
Kanpur-208005

**By Order of the Board
For Regency Hospital Limited**

Kanpur, 14th December, 2018

Sd/-
(Atul Kapoor)
Managing Director
DIN No-01449229

Notes:

- 1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
5. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
- 9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

10. The route map showing directions to reach the venue of the twenty-ninth AGM is annexed.
11. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
12. The annual financial statements of the subsidiaries of the Company are available on the website of the Company at www.regencyhealthcare.in and will be sent to the shareholder who asks for it.
13. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the Annual General Meeting (AGM) on the item mentioned in the notice by electronic means through e-voting services provided by M/s National Securities Depository Limited (NSDL). The e-voting shall be open from Wednesday December 19, 2018 (9.00 A.M.) to Friday, 21, 2018 (05.00 P.M.) (Both days inclusive). Mr. S.K Sahu, prop. Of M/s SKS & Company, Company Secretaries, Company Secretary in Practice (Membership No: 5182 and CP No. 4040) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
14. The notice of the AGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the RTA/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that the notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.regencyhealthcare.in. To support the Green initiative members who have not registered their email address are requested to update the same with RTA/Depositories.
15. As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective depository participant.

E-voting is optional. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on December 14, 2018 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the

employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the Company. The result of the e-voting along with the result of the poll conducted at the AGM and the Scrutinizer's Report shall be placed on the Company's website, www.regencyhealthcare.in immediately after results are declared by the Chairman.

PROCEDURE FOR E-VOTING

1. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

(a) In case of Members receiving an e-mail from NSDL:

- (i) Open email and open the PDF file attached to the e-mail, using your client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password.'
- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login.
- (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
- (v) Password change menu will appear. Change the Password with a new password of your choice. Please keep a note of the new password. It is strongly recommended not to share your password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-voting –Active Voting Cycles.
- (vii) Select 'EVEN' of Regency Hospital Limited.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by an e-mail at skSCO2001@gmail.com with a copy marked to evoting@nsdl.co.in & investor@regencyhealthcare.in

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance slip

- (i) Initial Password is provided as below in the proxy form.

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

2. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and e-voting user manual available in the download section of NSDL's e-voting website www.evoting.nsdl.com.
3. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
4. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
5. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are shareholder.
6. The voting rights shall be as per the number of equity share held by the member(s) as on cutoff date i.e Friday, December 14, 2018. Members are eligible to cast vote electronically only if they are holding shares as on that date.
7. The Companies (Management and Administration) Rules, 2014, as amended thereof, provides that the electronic voting shall remain open for not less than three days and shall close at 5.00 p.m. on the date preceding the date of the general meeting. Accordingly, the voting period shall commence at 9:00 a.m. on Wednesday, December 19, 2018 and will end at 5:00 p.m. on Friday, December 21, 2018. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.
8. The facility for voting, through ballot paper shall also be made available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.
9. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again or change it subsequently.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 14th December 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-

voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

ANNEXURE TO THE NOTICE

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

Item No. 3

The Board of Directors of the Company pursuant to the recommendation of the Audit Committee at their meeting held on 28th June, 2018 had re-appointed Mr. Rishi Mohan Bansal as the Cost Auditor to conduct the cost Audit of the Company’s records for the F.Y. 2018-2019 at a remuneration of Rs.27, 500/- (Rupees Twenty Seven Thousand Five hundred only) plus Service Tax as applicable and out of pocket expenses.

The eligibility Certificate obtained from Mr. Rishi Mohan Bansal is available for inspection at the registered office of the company during all working days between 11.00 am to 1.00 pm.

The Board recommends this resolution for approval of the Members for ratification of the remuneration being paid to the Cost Auditors for the F.Y 2018-19.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 4

The members of the Company at their 28th Annual General Meeting held on 26th September, 2017, approved by way of an Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 200 Crores (Rupees Two Hundred Crores only)

Keeping in view the future capex requirements of the Company, it is considered desirable to obtain the members approval up to an amount not exceeding Rs. 350 Crores (Rupees Three Hundred Fifty Crores only) at any point of time.

The Board recommends passing of the Special Resolution set out at Item No.4 of the Notice for the approval of shareholders.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5

The Member of the Company at their Annual General Meeting held on 26th September, 2017 had passed a special resolution under Section 180(1)(a) of the Companies Act, 2013 Company to create mortgage, hypothecation, pledge and/or charge the movable and/or immovable properties of the Company towards the borrowings availed or to be availed by the Company under said provisions for an amount up to Rs.200 Crores. Moreover validity of the resolution passed by member of the Company on 26th September, 2017, this approval is not sufficient to secure the further borrowings Rs.150 Crores.

Therefore, the additional borrowings are required to be secured by way of mortgage, hypothecation, pledge and/ or charge on all or any of the movable and/ or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company and/ or the whole or part of any of the undertaking of the Company, in favor of lender(s) from time to time.

The Board recommends passing of the Special Resolution set out at Item No.5 of the Notice for the approval of shareholders.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6

The company is in need of additional capital, to accommodate the ongoing expansion plans and to reduce its high cost debts. Accordingly the Board of Directors of the Company decided to increase the subscribed, issued and paid-up capital of the Company, by private placement/preferential allotment of 5,94,714 (Five Lacs Ninety Four Thousand Seven Hundred Fourteen)Equity Shares of Rs. 10/- (Rupees Ten) each at a premium of Rs. 217/-

per share of the Company to the allottees as per the resolution inserted in the notice calling AGM for the approval of shareholders.

Information as required under Rule 13 of Companies (Share Capital & Debentures) Rules, 2014 and Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 including any amendment thereto, are given here under:

1. PARTICULARS OF THE OFFER:

- a) **Date Of Passing Of Board Resolution** : 14.12.2018
b) **Kind Of Securities offered and Total**
No. of shares or other securities to be issued: 5,94,714 number of Equity
Shares of Face Value of Rs. 10/- each

2. Price at Which Security is being offered including premium, if any, along with justification of the price:

Equity shares are offered at Rs. 227/- each (including premium of Re. 217/- per share). Board of Directors of your Company has obtained Valuation report of its equity shares from an independent Merchant Banker and fair value of its equity shares has been derived at Rs. 227/- per equity share based on that valuation report. The Price has been arrived by Discounted Cash Flow Method adopted by the Valuer for the purpose of valuation.

3. Name and Address of the valuer who performed Valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer;

Proxcel Advisory Services LLP, 26, G.F, JMD Megapolis, Sector-48, Sohna Road, Gurugram-122018 Haryana, India. The Price has been arrived by Discounted Cash Flow Method adopted by the Valuer for the purpose of valuation. The copy of the Valuation Report can be inspected at the registered office of the Company during business hours on any working day from 10.00 am to 5.00 p.m

4. Relevant date with reference to which the price has been arrived at; The valuation report is dated 22nd November, 2018 wherein the financials have been considered as on 30.09.2018 for the purposes of valuation.

5. The class or class of persons to whom the allotment is proposed to be made; The present allotment is proposed to be made to select group of existing members only whose names are identified and duly recorded by the Company in Form PAS-5.

6. Amount which the company intends to raise by way of proposed offer of securities; Rs.13,50,00,078/- (Rupees Thirteen Crores Fifty Lakhs Seventy Eighty only).

- 7. Terms of Raising Securities, Duration, if applicable, rate of dividend or interest, mode Of Payment and Repayment:** Ranking *pari-passu* with exiting Equity Shares, payment to be made by Electronic transfer.
- 8. Proposed Time Schedule for which The private placement Offer cum application Letter Is Valid:** Up to 21.12.2019
- 9. Purposes And Object of The Offer;** to meet out the expansion programs and to reduce the high cost debts of the Company.
- 10. Contribution Being Made By The Promoters Or Directors Either As Part Of The Offer Or Separately In Furtherance of Such Objects:**

Name of Promoter / Directors	Capital contributed till date (Amount in Rs.)
Atul Kapoor–Promoter & Director	270,22,600/-
Rashmi Kapoor–Promoter & Director	3,23,10,300/-
Abhishek Kapoor-Promoter	17,75,080/-
Anant Ram Kapoor- Promoter	88,62,520/-
Arun Kapoor- Promoter	50,000/-
Soni Kapoor- Promoter	64,92,100/-
Atul Kapoor HUF- Promoter	1,18,25,230/-
Arun Akshat Kapoor HUF- Promoter	6,72,000/-
Arun Kapoor HUF- Promoter	5,22,720/-
TOTAL	89,532,550/-

Contribution Being Made By the Promoters /Directors as Part of the Offer

Name of Promoter / Directors	Contribution made as a part of offer
Rashmi Kapoor–Promoter & Director	Rs. 4,59,61,144/-

- 11. Principle Terms Of Assets Charged As Security:** The detailed borrowings of the company along with the assets charged as security with various banks is depicted herein below:-

Name of bank / financial institution (Term Loans)	Details of security
HDFC Bank Limited	Hypothecation of stock/consumables & book debts (both present and future), Exclusive first charge by way of Equitable Mortgage over land & Building at plot no.A-2, Sarvodaya Nagar, Kanpur, B-2, Sarvodaya Nagar, Kanpur & plot no.117/101, K-Block, Kakadeo, Kanpur. Hypothecation of Plant and Machinery and other fixed assets.

Yes Bank Limited	Secured by way of Charge on all immovable & movable fixed assets of the Renal Care Center (situated at 113/104, Swaroop Nagar, Kanpur) both present and future. Exclusive charge on medical equipments & movable fixed assets, and all current assets (both present and future) of the South Kanpur hospital situated at Plot No.16 & 17, Block-K, Govind Nagar, Kanpur. Extension of first charge on specific medical equipment & Plant & machinery located at A-2, Sarvodaya Nagar, Kanpur. Land and building of the Renal Care Centre situated at 113/104, Swaroop Nagar, Kanpur, U.P, India, owned by the Borrower. All that piece and parcel of property situated at Plot no.1/PS (Educational Plot), Sector-1, Ambedkarpuram Yojna No 3, Kalyanpur, Kanpur, Uttar Pradesh ad-measuring 3079.40 sq. mtr.
Kotak Mahindra Prime Limited	Secured by way of charge on vehicle financed through the loan facility
Allahabad Bank	Secured by way of charge on vehicle financed through the loan facility.

12. Intention of promoters, directors or KMP to subscribe: Rashmi Kapoor (DIN No-01818323), Promoter and Whole-Time Director of the Company intend to participate in the proposed offer.

13. Time-limit of allotment: The allotment of securities on a Private Placement/preferential basis shall be completed within a period of twelve months from the date of passing of Special Resolution.

14. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Name	Shareholding Post Preferential Allotment
Rashmi Kapoor	24.45%
International Finance Corporation	19.95%
Healthquad Fund	5.49%
Kois Holdings	6.47%

15. Change in control pursuant to offer: The promoter's shareholding will be diluted to the extent of 1.38% but there will be no change in the control of company post preferential allotment.

16. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil

17. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable

18. Pre and Post issue shareholding pattern of the Company:

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of shares held	%of shareholding	No. of shares held	% of shareholding
A	Promoters holding:				
1.	Indian:				
	Individual	8953,255	66.58%	9155727	65.20%
	Bodies Corporate	-	-		
	Sub-Total	8953255	66.58%	9155727	65.20%
2.	Foreign Promoters	-	-		
	Sub-Total (A)	8953255	66.58%	9155727	65.20%
B	Non-Promoters' holding:				
1.	Institutional Investors	3345513	24.87%	3574319	25.45%
2.	Non-Institution:				
	Private Corporate Bodies	819630	6.09%	983066	7.00%
	Directors and Relatives	-	-	-	-
	Indian Public	321465	2.39%	321465	2.29%
	Other (including NRIs)	8202	0.06%	8202	0.06%
	Sub-Total (B)	4494810	33.42%	4887052	34.80
	GRAND TOTAL	13448065	100%	14042779	100%

Hence the proposed resolution is recommended for consideration and approval by the shareholders of the Company.

None of the Directors/KMP or their relatives except to the extent of their shareholding are concerned or interested in the proposed resolution.

Registered Office:

A-2, Sarvodaya Nagar,
Kanpur-208005

Kanpur, 14th December, 2018

**By Order of the Board
For Regency Hospital Limited**

Sd/-
(Atul Kapoor)
Managing Director
DIN No-01449229

REGENCY HOSPITAL LIMITED

Registered Office: A-2, Sarvodaya Nagar, Kanpur – 208005

CIN:U85110UP1987PLC008792

e-mail: investor @regencyhealthcare.in;

website: www.regencyhealthcare.in

Ph: (91)(512)3081111 **Fax:** (91)(512) 2213407

PROXY FORM

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

29TH Annual General Meeting – December 22, 2018

Name of the Member(s)	
Registered address	
E-mail Id	
Folio No /Client ID	
DP ID	

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

Name :	
Address:	
E-mail Id:	
Signature , or failing him	

Name :	
Address:	
E-mail Id:	
Signature , or failing him	

Name :	
Address:	
E-mail Id:	
Signature , or failing him	

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 the Saturday, 22nd December, 2018 at 12:30 P.M. at the registered office of the Company at A-2, Sarvodaya Nagar, Kanpur – 208005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of financial statements for the financial year ended March 31, 2018 and Reports of Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Dr. Rashmi Kapoor (DIN: 01818323), who retires by rotation at this Annual General Meeting and being eligible had offered herself for re-appointment.			
Special Business				
3.	Ratification of the remuneration payable to Cost Auditor of the Company for F.Y-2018-19			
4.	Enhancement of borrowing limits from Rs.200 crores to Rs.350 crores			
5.	Creation of charge on company's properties			
6.	To Issue Equity Shares on Private Placement/Preferential basis			

Signed this ____ day of _____ 2018

.....
Signature of Shareholder

Affix Revenue Stamp of not Less Than Rs. 0.15

..... Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

1. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes;
2. It is optional to indicate your preference. Please put a tick mark in the appropriate column against the resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

ATTENDANCE SLIP
REGENCY HOSPITAL LIMITED
Registered Office: A-2, Sarvodaya Nagar, Kanpur – 208005
CIN:U85110UP1987PLC008792
e-mail: investor@regencyhealthcare.in;
website: www.regencyhealthcare.in
Ph: (91)(512)3081111 Fax: (91)(512) 2213407

29TH Annual General Meeting – 22nd December, 2018

Regd. Folio No./DP ID / Client ID/ _____

No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company held on Saturday, 22nd December, 2018 at 12:30 P.M. at the registered office of the Company at A-2, Sarvodaya Nagar, Kanpur – 208005.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall. Members are requested to bring their copy of Notice of AGM.

REGENCY HOSPITAL LIMITED

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E-VOTING PARTICULARS

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD / PIN

Note: Please read the instructions under the title “Procedure for E-Voting” given in the Notice of the Annual General Meeting carefully before voting electronically.

Route Map

Regency Hospital Ltd.

