REGAL ENTERTAINMENT & CONSULTANTS LIMITED

CIN- L65923MH1992PLC064689

Registered Office: 24, Gunbow Street Fort, Mumbai - 400 001. (Tel No. + 91-022-22612811; Fax No. + 91-022-22612822)

Post Offer Advertisement under Regulation 18 (12) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Open Offer for Acquisition of 7,98,746 Equity Shares from Shareholders of Regal Entertainment & Consultants Limited (the "Target Company") by Mr. Shreyash Chaturvedi ("Acquirer"). This Post Offer Advertisement is being issued by SMC Capitals Limited (the "Manager to the Offer"), on behalf of the Acquirer, pursuant to Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI (SAST) Regulations") in respect of the open offer (the "Open Offer") to acquire fully paid-up equity shares of Rs.10 each (the "Equity Shares") of the Target Company. The Detailed Public Statement (the "DPS") with respect to the Offer was made on 29th August 2016 in (i) Financial Express - English (all editions), (ii) Jansatta -Hindi (all editions) and (iii) Mumbai Tarun Bharat (Marathi).

1. Name of the Target Company : Regal Entertainment & Consultants Limited
2. Name of the Acquirer(s) and PAC : Mr. Shreyash Chaturvedi
3. Name of the Manager to the Offer : SMC Capitals Limited
4. Name of the Registrar to the Offer : Bigshare Services Private Limited
5. Offer Details :
    a. Date of Opening of the Offer : 6th March 2017
    b. Date of Closure of the Offer : 20th March 2017
6. Date of Payment of Consideration : 29th March 2017
7. Details of Acquisition :

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th colspan="4">Proposed in the Offer Document</th><th colspan="4">Actuals</th></tr>
<tr><td>7.1</td><td>Offer Price</td><td colspan="4">Rs.10/-</td><td colspan="4">Rs.10/-</td></tr>
<tr><td>7.2</td><td>Aggregate number of shares tendered</td><td colspan="4">7,98,746</td><td colspan="4">9,722</td></tr>
<tr><td>7.3</td><td>Aggregate number of shares accepted</td><td colspan="4">7,98,746</td><td colspan="4">9,722</td></tr>
<tr><td>7.4</td><td>Size of the Offer (Number of shares multiplied by offer price per share)</td><td colspan="4">Rs.79,87,460/- (Rupees Seventy nine lakhs eighty seven thousand four hundred sixty only)</td><td colspan="4">Rs.97,220/- (Rupees Ninety seven thousand two hundred twenty only)</td></tr>
<tr><td>7.5</td><td>Shareholding of the Acquirer before Agreements/Public Announcement (No. & %)</td><td colspan="4">23,375/0.76%</td><td colspan="4">23,375/0.76%</td></tr>
<tr><td>7.6</td><td>Shares Acquired by way of Agreements
Number
% of Fully Diluted Equity Share Capital</td><td colspan="4">10,44,684
34.01%</td><td colspan="4">10,44,684
34.01%</td></tr>
<tr><td>7.7</td><td>Shares Acquired by way of Open Offer
Number
% of Fully Diluted Equity Share Capital</td><td colspan="4">7,98,746
26.00%</td><td colspan="4">9,722
0.32%</td></tr>
<tr><td>7.8</td><td>Shares acquired after Detailed Public Statement
Number of shares acquired
Price of the shares acquired
% of the shares acquired</td><td colspan="4">Nil</td><td colspan="4">Nil</td></tr>
<tr><td>7.9</td><td>Post offer share holding of Acquirer
Number
% of Fully Diluted Equity Share Capital</td><td colspan="4">18,66,805
60.77%</td><td colspan="4">10,77,781
35.08%</td></tr>
<tr><td rowspan="3">7.10</td><td rowspan="3">Pre & Post offer shareholding of the Public
Number
% of Fully Diluted Equity Share Capital</td><td colspan="2">Pre</td><td colspan="2">Post</td><td colspan="2">Pre</td><td colspan="2">Post</td></tr>
<tr><td>No. of Shares</td><td>%</td><td>No. of Shares</td><td>%</td><td>No. of Shares</td><td>%</td><td>No. of Shares</td><td>%</td></tr>
<tr><td>20,27,416</td><td>65.99</td><td>12,05,295</td><td>39.23</td><td>20,27,416</td><td>65.99</td><td>19,94,319</td><td>64.92</td></tr>
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8. The Acquirer along with its Directors severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (Substantial Acquisition of Shares and Takeovers), 2011.
9. A copy of this Post Offer Advertisement is expected to be available on the websites of SEBI (http://www.sebi.gov.in), BSE Limited (www.bseindia.com). Copy of this Public Announcement is also available at the registered office of Target Company.

This Public Announcement to be read in continuation and in connection with the Detailed Public Announcement issued on 29th August 2016 ("Detailed Public Statement"/"DPS"), Letter of Offer dated 21st February 2017 ("LOF") and the Corrigendum cum Offer Opening Public Announcement issued on 3rd March 2017, pursuant to and in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the "SEBI (SAST) Regulations" or "Regulations").

Capitalised terms used but not defined in this Advertisement shall have the meanings assigned to such terms in the Public Announcement, DPS, and Letter of Offer.

On Behalf of Acquirer, issued by Manager to the Offer

SMC Capitals Limited

A-401/402, Lotus Corporate Park, Jai Coach Junction, Off Western Express Highway, Goregaon (East), Mumbai - 400063

Tel: +91-22-6648 1818; **Fax:** +91-22-6734 1697; **E-mail:** openoffer@smccapitals.com; **Website:** www.smccapitals.com

Contact Person: Mr. Satish Mangutkar; **SEBI Registration No.:** INM000011427

Place: Mumbai

Date: 4th April 2017