

PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

**FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF
REGAL ENTERTAINMENT & CONSULTANTS LIMITED**

Open offer ("Offer") for acquisition of up to 7,98,746 fully paid-up equity shares of Rs. 10/- each ("Equity Shares") of Regal Entertainment & Consultants Limited ("Target Company") from the public shareholders of the Target Company by Mr. Shreyash Chaturvedi ("Acquirer")

This public announcement ("Public Announcement" or "PA") is being issued by SMC Capitals Limited ("Manager to the Offer") for and on behalf of the Acquirer to the public equity shareholders of the Target Company ("Shareholders") pursuant to and in compliance with, amongst others, regulation 3(1) and regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SAST Regulations")

1. Offer Details

- a) **Offer Size:** The Acquirer hereby makes this Offer to acquire up to 7,98,746 fully paid-up Equity Shares of Rs. 10/- each constituting 26% of the total paid-up equity share capital of Target Company.
- b) **Offer Price:** The Offer price of Rs.10 (Rupees Ten Only) per fully paid-up Equity Share is calculated in accordance with regulation 8(2) of the SAST Regulations ("**Offer Price**"), aggregating to a consideration of up to Rs.79.87 lakhs, assuming full acceptance in the open offer.
- c) **Mode of payment:** The Offer Price is payable in cash in accordance with regulation 9(1)(a) of the SAST Regulations.
- d) **Type of offer:** The Offer is a mandatory offer in compliance with regulations 3(1) & 4 of SAST Regulations.

2. Transaction which has triggered the open offer obligations (the “Underlying Transaction”)

Details of Underlying transaction						
Type of Transaction (Direct/Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares / Voting rights acquired/ proposed to be Acquired		Total Consideration for shares/ VRs acquired	Mode of payment (Cash/ Securities)	Regulation which has triggered
		Number	% vis a vis total equity/voting capital			
Direct	Agreement to purchase through Share Purchase Agreement dated 22 nd August 2016	10,44,684	34.01%	Rs.1,04,46,840	Cash	3(1) & 4 of SAST Regulations, 2011

3. Details of Acquirer

Details	Acquirer	Total
Name of Acquirer	Mr. Shreyash Chaturvedi	Not Applicable
Address	F-1402, LA Serena Co-operative Housing Society Limited, Junction of Dadabhai X Road and J.P. Road, Andheri (West), Mumbai-400058	Not Applicable
Name(s) of persons in control/ promoters of Acquirer/ PAC where Acquirers/ PAC are companies	Not Applicable	Not Applicable
Name of the Group, if any, to which the Acquirer/ PAC belongs to	None	Not Applicable
Pre Transaction shareholding: • Number • % of total share capital	23,375 0.76%	23,375 0.76%
Proposed shareholding after the acquisition of shares which triggered the Open Offer	10,68,059 34.77%	10,68,059 34.77%
Any other interest in the Target Company	None	Not Applicable

4. Details of selling shareholders

Name of Selling Shareholder	Part of Promoter Group (Yes/No)	Details of shares/voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Satish Kusumbiwal	Yes	2,22,408	7.24%	Nil	Nil
Dinesh Gupta	Yes	1,94,066	6.32%	Nil	Nil
Anurag Finvest Private Limited	Yes	1,51,646	4.94%	Nil	Nil
Data Office Products Private Limited	Yes	1,03,060	3.35%	Nil	Nil
Abhinikh Trading Private Limited	Yes	84,300	2.74%	Nil	Nil
Dhakla Marketing Private Limited	Yes	83,449	2.72%	Nil	Nil
Satish Kusumbiwal HUF	Yes	61,000	1.99%	Nil	Nil
Madhu Kusumbiwal	Yes	59,400	1.93%	Nil	Nil
Anita Gupta	Yes	37,200	1.21%	Nil	Nil
Ameya Finvest Private Limited	Yes	36,655	1.19%	Nil	Nil
Dinesh Gupta HUF	Yes	11,500	0.37%	Nil	Nil
Total		10,44,684	34.01%	Nil	Nil

Note: None of the above equity shares held and agreed to sell by the selling shareholders is pledged with any financial institution.

5. Target Company

- Name:** Regal Entertainment & Consultants Limited, a public limited company having its Company Identification Number L65923MH1992PLC064689
- Registered Office:** 24, Gunbow Street Fort, Mumbai - 400 001
- Exchanges where listed:** The Equity Shares are listed on BSE Limited (scrip code: 531033)

6. Other details

- a) This is to inform to all the Shareholders of Target Company that the detailed public statement containing details of the Open Offer would be published on or before 29th August 2016 in the newspaper in terms of the provisions of regulation 13(4), regulation 14 (3) and regulation 15 of SAST Regulations..
- b) Acquirer undertakes that he is aware of and will comply with its obligations under the SAST Regulations.
 - a. The Acquirer confirms that he has adequate financial resources to meet its obligations under the Offer and have ensured that firm financial arrangements have been made for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SAST Regulations.
- c) This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SAST Regulations and this Public Announcement is not being issued pursuant to a competitive offer in terms of Regulation 20 of the SAST Regulations.
- d) Completion of the Offer is subject to receipt of statutory approvals required, if any.

**Issued by
Manager to the Open Offer**



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Email: openoffer@smccapitals.com
Contact Person: Mr. Satish Mangutkar

On Behalf of the Acquirer

Mr. Shreyash Chaturvedi

Place: Mumbai

Date: 22nd August 2016