

REGAL ENTERTAINMENT AND CONSULTANTS LIMITED

CIN: L65923MH1992PLC064689

REGISTERED OFFICE - 24, Gunbow Street, Fort, Mumbai – 400 001

Website: www.regalentertainment.in Email: regalcon@rediffmail.com

Tel.No. 022- 22612811 Fax No.- 022-22612822

NOTICE

ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the Shareholders of Regal Entertainment and Consultants Limited will be held at Green Village Resorts, Opp. Akashwani Kendra, Marve Road, Malad- (W), Mumbai - 400 095 on Tuesday, September 29, 2015 at 2.30 p.m. to transact the business mentioned in the notice dated August 28, 2015. A copy of which is mailed / dispatched to the members in the permitted mode.

BOOK CLOSURE

Further notice is hereby given pursuant to Section 91 of the Companies Act 2013 and clause 16 of the Listing Agreement that the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 21st September 2015 to Monday, 28th September 2015 (both days inclusive) for the purpose of Annual General Meeting.

E-VOTING

As per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Clause 35B of the Listing Agreement, the Company is providing its Members the facility to cast their vote electronically on all the resolutions set forth in the Notice, through Central Depository Services (India) Ltd. (CDSL). The details as required under the aforesaid provisions are given hereunder:

- i) Date and time of Commencement of Remote E-voting : Friday September 25, 2015 at 9.00AM.
- ii) The Remote E-voting shall end on Monday September 28, 2015 at 05.00pm.
- iii) 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 i.e. September 22, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.
- iv) Any person, who acquires shares of the Company and becomes member of the Company after the dispatch of notice of the AGM may obtain the Login ID and password by

following the procedure as mentioned in the Notice of the AGM or sending a request at helpdesk.evoting@cdslindia.com.

- v) Voting through Remote E-voting shall not be allowed beyond 5.00 pm on Monday September 28, 2015. The E-voting Module shall be disabled by CDSL, for voting thereafter.
- vi) The facility of voting through ballot paper shall be made available at the AGM.
- vii) The Notice of 23rd AGM and Annual report is available on the Company's website www.regalentertainment.in and on CDSL's website www.evotingindia.com.
- viii) 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.
- ix) For electronic voting instruction, Members may go through the instructions in the Notice of 23rd AGM and in case of any queries grievances connected with electronic voting, Members may refer the Frequently Asked Questions (FAQs) and e-voting user Manual for shareholders available at the HELP section of www.evotingindia.com or may write to helpdesk.evoting@cdslindia.com and can contact Mr. Wenceslaus Furtado Dy. Manager, CSDL India, 16th floor, P.J.Towers, Dalal Street, Mumbai- 400 001(Contact No. 18002005533).

A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself and the proxy need not be a Member of the Company. **Proxy forms in order to be valid and effective must be delivered at the Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting.**

For and on behalf of the Board
For Regal Entertainment & Consultants Ltd.

Place: Mumbai
Date: September 03 , 2014

DINESH GUPTA
Managing Director