

| Name of the Company: REGAL ENTERTAINMENT & CONSULTANTS LTD.  |                              |  |  |
|--|------------------------------|--|--|
| Scrip Code, Name of the scrip, class of security: 531033   |                              |  |  |
| Quarter ended: September 30, 2012  |                              |  |  |
| Partly paid-up shares:-  | No. of partly paid-up shares | As a % of total no. of partly paid-up shares   |  |
|  |                              | As a % of total no. of partly paid-up shares   | As a % of total no. of shares of the company |
| Held by promoter/promoter group  | Nil                          | Nil  | Nil  |
| Held by public   | Nil                          | Nil  | Nil  |
| <b>Total - D</b>   | Nil                          | Nil  | Nil  |
| Outstanding convertible securities:- No. of outstanding securities   |                              |  |  |
| As a % of total no. of outstanding convertible securities  |                              | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |  |
| Held by promoter/promoter group  | Nil                          | NA   | NA   |
| Held by public   | Nil                          | NA   | NA   |
| <b>Total - E</b>   | Nil                          | NA   | NA   |
| Warrants:-   |                              |  |  |
| No. of warrants  |                              | As a % of total no. of warrants  |  |
| Held by promoter/promoter group  | Nil                          | NA   | NA   |
| Held by public   | Nil                          | NA   | NA   |
| <b>Total - F</b>   | Nil                          | NA   | NA   |
| <b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities</b> |                              | <b>3072100</b>   | <b>3072100</b>                               |
|  |                              |  | <b>100</b>                                   |



## Statement Showing Shareholding Pattern

| Category of Shareholder |  | Table (I)(a)           |                        |  |  | Shares Pledged or otherwise encumbered |                            |                  |
|-------------------------|--|------------------------|------------------------|--|--|--|----------------------------|------------------|
|                         |  | Number of Shareholders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares | As a percentage of (A+B) <sup>1</sup>  | As a percentage of (A+B+C) | Number of shares |
| (I)                     | (II)   | (III)                  | (IV)                   | (V)  | (VI)   | (VII)                                  | (VIII)                     | (IX)             |
| <b>(A)</b>              | <b>Shareholding of Promoter and Promoter Group</b>           |                        |                        |  |  |  |                            |                  |
| <b>1</b>                | <b>Indian</b>  |                        |                        |  |  |  |                            |                  |
| (a)                     | Individuals/ Hindu Undivided Family                          | 6                      | 585574                 | 585574                                       | 19.06  | 19.06                                  | 0                          | 0                |
| (b)                     | Central Government/ State Government(s)                      |                        |                        |  |  |  |                            |                  |
| (c)                     | Bodies Corporate   | 5                      | 459110                 | 459110                                       | 14.95  | 14.95                                  | 0                          | 0.00             |
| (d)                     | Financial Institutions/ Banks                                |                        |                        |  |  |  |                            |                  |
| (e)                     | Any Others(Specify)  |                        |                        |  |  |  |                            |                  |
| (e-i)                   |  |                        |                        |  |  |  |                            |                  |
| (e-ii)                  |  |                        |                        |  |  |  |                            |                  |
|                         |  |                        |                        |  |  |  |                            |                  |
|                         |  |                        |                        |  |  |  |                            |                  |
|                         | <b>Sub Total(A)(I)</b>                                       | <b>11</b>              | <b>1044684</b>         | <b>1044684</b>                               | <b>34.01</b>   | <b>34.01</b>                           | <b>0</b>                   | <b>0.00</b>      |
| <b>2</b>                | <b>Foreign</b>   |                        |                        |  |  |  |                            |                  |
| a                       | Individuals (Non-Residents Individuals/ Foreign Individuals) |                        |                        |  |  |  |                            |                  |
| b                       | Bodies Corporate   |                        |                        |  |  |  |                            |                  |
| c                       | Institutions   |                        |                        |  |  |  |                            |                  |
| d                       | Any Others(Specify)  |                        |                        |  |  |  |                            |                  |
| d-i                     |  |                        |                        |  |  |  |                            |                  |
| d-ii                    |  |                        |                        |  |  |  |                            |                  |



|  |   |      | 0       | 0       | 0      | 0.00   | 0.00 | 0 | 0    | 0.00 |
|--|---|------|---------|---------|--------|--------|------|---|------|------|
|  | <b>Sub Total(A)(2)</b>  |      |         |         |        |        |      |   |      |      |
|  | <b>Total Shareholding of Promoter and Promoter Group</b>                                | 11   | 1044684 | 1044684 | 34.01  | 34.01  | 0    | 0 | 0.00 | 0.00 |
|  | <b>(B) Public shareholding</b>  |      |         |         |        |        |      |   |      |      |
|  | <b>I Institutions</b>   |      |         |         |        |        |      |   |      |      |
|  | (a) Mutual Funds/ UTI   |      |         |         |        |        |      |   |      |      |
|  | (b) Financial Institutions / Banks  |      |         |         |        |        |      |   |      |      |
|  | (c) Central Government/ State Government(s)   |      |         |         |        |        |      |   |      |      |
|  | (d) Venture Capital Funds   |      |         |         |        |        |      |   |      |      |
|  | (e) Insurance Companies   |      |         |         |        |        |      |   |      |      |
|  | (f) Foreign Institutional Investors   |      |         |         |        |        |      |   |      |      |
|  | (g) Foreign Venture Capital Investors   |      |         |         |        |        |      |   |      |      |
|  | (h) Any Other (specify)   |      |         |         |        |        |      |   |      |      |
|  | (h-i)   |      |         |         |        |        |      |   |      |      |
|  | (h-ii)  |      |         |         |        |        |      |   |      |      |
|  |   |      |         |         |        |        |      |   |      |      |
|  | <b>Sub-Total (B)(1)</b>   | 0    | 0       | 0       | 0.00   | 0.00   | 0    | 0 | 0.00 | 0.00 |
|  | <b>B 2 Non-institutions</b>   |      |         |         |        |        |      |   |      |      |
|  | (a) Bodies Corporate  | 68   | 475089  | 425289  | 15.46  | 15.46  |      |   |      |      |
|  | (b) Individuals   |      |         |         |        |        |      |   |      |      |
|  | I Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh | 2033 | 1158429 | 495929  | 37.71  | 37.71  |      |   |      |      |
|  | II ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.   | 17   | 338575  | 308175  | 11.02  | 11.02  |      |   |      |      |
|  | (c) Any Other (specify) NRI   | 2    | 3500    | -       | 0.11   | 0.11   |      |   |      |      |
|  | (c-i) Clearing Member   | 3    | 51823   | 51823   | 1.69   | 1.69   |      |   |      |      |
|  | (c-ii)  |      |         |         |        |        |      |   |      |      |
|  |   |      |         |         |        |        |      |   |      |      |
|  |   |      |         |         |        |        |      |   |      |      |
|  | <b>Sub-Total (B)(2)</b>   | 2123 | 2027416 | 1281216 | 65.99  | 65.99  |      |   |      |      |
|  | <b>(B) Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                                 | 2123 | 2027416 | 1281216 | 65.99  | 65.99  |      |   |      |      |
|  | <b>TOTAL (A)+(B)</b>  | 2134 | 3072100 | 232100  | 100.00 | 100.00 |      |   |      |      |



| (C) | Shares held by Custodians and against which Depository Receipts have been issued |      |         |         |        |        |        |   |   |      |      |      |
|-----|--|------|---------|---------|--------|--------|--------|---|---|------|------|------|
| 1   | Promoter and Promoter Group  |      |         |         |        |        |        |   |   |      |      |      |
| 2   | Public   |      |         |         |        |        |        |   |   |      |      |      |
|     | <b>Sub-Total (C)</b>   | 0    | 0       | 0       | 0      | 0      | 0      | 0 | 0 | 0    | 0    | 0    |
|     | <b>GRAND TOTAL (A)+(B)+(C)</b>   | 2134 | 3072100 | 2325900 | 100.00 | 100.00 | 100.00 | 0 | 0 | 0.00 | 0.00 | 0.00 |



**(D)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

| Sr. No.      | Name of the shareholder      | Details of Shares held |                                   | Encumbered shares (*) |                 |  | Details of warrants     |   | Details of convertible securities     |   | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |          |
|--------------|------------------------------|------------------------|-----------------------------------|-----------------------|-----------------|--|-------------------------|---|---------------------------------------|---|--|----------|
|              |                              | Number of shares held  | As a % of grand total (A)+(B)+(C) | No.                   | As a percentage | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class |  |          |
|              | (I)                          | (II)                   | (III)                             | (IV)                  | (V)             | (VI)=(V)/(III)*100                                     | (VII)                   | (VIII)  | (IX)                                  | (X)   | (XI)   | (XII)    |
| 1            | Satish Kusumbiwal            | 222408                 | 7.24                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| 2            | Dinesh Gupta                 | 194066                 | 6.32                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| 3            | Satish Kusumbiwal HUF        | 61000                  | 1.99                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| 4            | Madhu Kusumbiwal             | 59400                  | 1.93                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| 5            | Dinesh Gupta HUF             | 11500                  | 0.37                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| 6            | Anita Gupta                  | 37200                  | 1.21                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| 7            | Dhakla Marketing Pvt. Ltd.   | 83449                  | 2.72                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| 8            | Abhinkh Trading Pvt. Ltd.    | 84300                  | 2.74                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| 9            | Data Office Product Pvt. Ltd | 103060                 | 3.35                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| 10           | Ameya Finvest Pvt. Ltd.      | 36655                  | 1.19                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| 11           | Anurag Finvest Pvt. Ltd.     | 151646                 | 4.94                              |                       | 0.00            | 0.00   | 0.00                    | 0   | 0                                     | 0   | 0  | 0        |
| <b>TOTAL</b> |                              | <b>1044684</b>         | <b>34.01</b>                      | <b>0</b>              | <b>0.00</b>     | <b>0.00</b>  | <b>0.00</b>             | <b>0</b>  | <b>0</b>                              | <b>0</b>  | <b>0</b>   | <b>0</b> |



(\*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

(D)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

| Sr. No.      | Name of the shareholder      | Number of shares held | Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} | Details of warrants     |   | Details of convertible securities     |  | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|--------------|------------------------------|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
|              |                              |                       |  | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class |  |
| 1            | Explicit Finance Ltd.        | 95432                 | 3.11   | 0                       | 0   | 0                                     | 0  | 0  |
| 2            | Swajay Finance Pvt. Ltd.     | 89531                 | 2.91   | 0                       | 0   | 0                                     | 0  | 0  |
| 3            | Swajay Finance Pvt. Ltd.     | 79378                 | 2.58   | 0                       | 0   | 0                                     | 0  | 0  |
| 4            | FRR Shares & Securities Ltd. | 50173                 | 1.63   | 0                       | 0   | 0                                     | 0  | 0  |
| 5            | Gopal Bhagwatilal Dave (HUF) | 43524                 | 1.42   | 0                       | 0   | 0                                     | 0  | 0  |
| 6            | Gopal Bhagwatilal Dave       | 32442                 | 1.06   |                         |   |                                       |  |  |
| 7            |                              |                       |  |                         |   |                                       |  |  |
| 8            |                              |                       |  |                         |   |                                       |  |  |
| 9            |                              |                       |  |                         |   |                                       |  |  |
| 10           |                              |                       |  |                         |   |                                       |  |  |
|              |                              |                       |  |                         |   |                                       |  |  |
|              |                              |                       |  |                         |   |                                       |  |  |
|              |                              |                       |  |                         |   |                                       |  |  |
|              |                              |                       |  |                         |   |                                       |  |  |
|              |                              |                       |  |                         |   |                                       |  |  |
|              |                              |                       |  |                         |   |                                       |  |  |
| <b>TOTAL</b> |                              | <b>390480</b>         | <b>12.71</b>   | <b>0</b>                | <b>0</b>  | <b>0</b>                              | <b>0</b>   | <b>0</b>   |



