THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This exit offer letter ("Exit Offer Letter") is being sent to you as a Residual Shareholder (as defined below) of Regency Hospital Limited ("Company") in respect of the delisting of the equity shares of the Company from the BSE Limited. In case you have recently sold your shares in the Company, please hand over this Exit Offer Letter and the accompanying documents to the member of the stock exchange through whom the sale was effected or the person to whom you sold your shares, as the case may be. Capitalized terms used and not defined herein shall have the meaning given to them in the Original PA and the Offer Letter (each as defined below).

EXIT OFFER LETTER

for Delisting of Equity Shares To the shareholders of

Regency Hospital Limited

Registered Office: A-2, Sarvodaya Nagar, Kanpur – 208005, India Tel: +91 0512 3081111; Fax: +91 0512 2213407; Website: www.regencyhealthcare.in; Email: investor@regencyhealthcare.in; CIN: L85110UP1987PLC008792

From

Dr. Atul Kapoor (Acquirer 1), residing at 117/H-1/197, Pandu Nagar, Kanpur - 208005, Dr. Rashmi Kapoor (Acquirer 2), residing at 117/H-1/197, Pandu Nagar, Kanpur – 208005, Mr. Anant Ram Kapoor (Acquirer 3), residing at 117/L/380 Naveen Nagar, Kanpur-208025 and Mr. Abhishek Kapoor (Acquirer 4), residing at 117/H-1/197, Pandu Nagar, Kanpur – 208005 (Acquirer 1, Acquirer 2, Acquirer 3 and Acquirer 4 are part of Promoter group of the Company and shall be collectively referred to as "Acquirers/Promoters")

inviting you to tender your fully paid up equity shares of face value Rs. 10/- each ("Equity Shares") to the Acquirers/Promoters at the Exit Price of Rs. 52/- per share as announced in the public announcement dated 13th October 2015 pursuant to Regulation 21 of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009, as amended ("Delisting Regulations").

NOTE: THE SHARES OF THE COMPANY WILL BE DELISTED FROM THE BSE LIMITED ("BSE") WITH EFFECT FROM 18th NOVEMBER 2015

THE ENCLOSED EXIT APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE EXIT OFFER ONLY BY HAND DELIVERY OR REGISTERED POST/SPEED POST OR COURIER ALONG WITH ALL APPLICABLE DOCUMENTS IN ACCORDANCE WITH THE TERMS AND CONDITIONS SET OUT IN THIS EXIT OFFER LETTER

EXIT PRICE	Rs. 52/- per fully paid up share of face value Rs. 10/- each
EXIT PERIOD OPENS	18 th November 2015
EXIT PERIOD CLOSES	17 th November 2016

If you wish to tender your Shares to the Acquirers/Promoters, you should:

- Read this Exit Offer Letter and the instructions herein
- Complete and sign the accompanying exit application form ("Exit Application Form") in accordance with the instructions contained therein and in this Exit Offer Letter
- Ensure that (a) you have credited your Equity Shares to the specified special depository account (details of which are set out in paragraph 1.1.2 of this Exit Offer Letter) or (b) in case of shares held in physical form, sent the Exit Application Form together with the share certificate and duly executed transfer deed to the Registrar to the Exit Offer

Dear Shareholder,

This is an invitation to tender your shares in Regency Hospital Limited in favour of the Acquirers/Promoters at an Exit Price of Rs. 52/- per share subject to the terms and conditions provided below ("Exit Offer").

Vide a public announcement dated 16th September 2015 ("Original PA") and Offer Letter dated 16th September 2015 ("Offer Letter"), the Acquirers/Promoters made an offer seeking to acquire up to 27,03,208 share representing 28.88% of the paid-up equity share capital of the Company ("Offer Shares") from the Public Shareholders of the Company ("Delisting Offer") and consequently seeking to delist the shares of the Company from the BSE, being the only stock exchange where the shares were listed, in accordance with the Delisting Regulations. The Public Shareholders holding Equity Shares of the Company were invited to submit bids pursuant to reverse book-building process ("RBP") conducted through Offer to Buy ("OTB") during the Bid Period i.e. 29th September 2015 to 6th October 2015. Vide a public announcement dated 13th October 2015 ("Successful Offer Announcement, the Acquirers/Promoters acquired 21,82,853 Equity Shares from Public Shareholders of the Company at the Exit Price. Consequently, as on the date of this Exit Offer Letter, the Acquirers/Promoters alongwith other promoter group members of the Company holds 94.44% of the fully paid up equity share capital of the Company. On 6th November 2015, the Acquirers/Promoters, made a public announcement ("Public Announcement" or "PA"), informing the Residual Shareholders (hereinafter defined) of the terms and conditions of this Exit Offer.

Following the closure of the Delisting Offer and in accordance with the Delisting Regulations, the Company applied for the delisting of its shares from the BSE and pursuant to the same, the Equity Shares of the Company shall stand delisted from the BSE with effect from 18th November 2015 and shall no longer be traded on the BSE with effect from 9th November 2015 (i.e. w.e.f. closing hours of trading on 6th November 2015) (as per notice of BSE bearing no. 20151103-34).

Delisting of the shares of the Company means that the shares of the Company cannot and will not be traded on the BSE.

In accordance with Regulation 21 of the Delisting Regulations, the Acquirers/Promoters hereby provides an exit opportunity to all Public Shareholders of the Company who did not or were not able to participate in the RBP process conducted through OTB or who unsuccessfully tendered their Equity Shares in the RBP process conducted through OTB ("Residual Shareholders"), to sell their share to the Acquirers/Promoters for a period of one year from the date of delisting. Residual Shareholders will be able to tender their share in favour of the Acquirers/Promoters at the Exit Price, at any time from 18th November 2015 till 17th November 2016 ("Exit Period"), on the terms and subject to the conditions set out in this Exit Offer Letter and the Public Announcement. This Exit Offer Letter has been dispatched to all Residual Shareholders of the Company, who were shareholders of the Company as on 9th November 2015. However, all existing shareholders of the Company (registered or unregistered) are eligible to participate in the Exit Offer any time before and until 17th November 2016.

1. PROCEDURE FOR TENDERING YOUR SHARES UNDER THE EXIT OFFER

Please contact Skyline Financial Services Private Limited ("Registrar to the Exit Offer" or "Registrar") at the contact details given in this Exit Offer Letter, if you require any clarification regarding the procedure for tendering your shares

1.1. Procedure for Residual Shareholders holding shares in demat form

1.1.1. The Residual Shareholders holding shares in dematerialized form, who are desirous of tendering their shares in the Exit Offer must submit (a) the enclosed Exit Application Form duly filled and signed, and (b) a counterfoil / photocopy of their depository participant instruction/inter depository instruction evidencing transfer of dematerialized shares as detailed in paragraph 1.1.2 below, by hand delivery or by registered post/speed post or courier (at their own risk and cost) with the envelope marked "Regency Hospital Limited – Exit Offer" so as to reach the Registrar to the Exit Offer at the addresses given below on or before 17th November 2016. (i.e. the last day of the Exit Period)

Skyline Financial Services Private Limited

D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 Telephone number: +91 11-64732681 Fax number: +91 11-26812682 E-mail: regency.delisting@skylinerta.com Contact person: Mr. Virender Rana SEBI Registration No.: INR000003241 1.1.2. The Residual Shareholders must transfer their dematerialised shares from their respective depository account, in offmarket mode, to the special depository account opened with KK Securities Limited ("Demat Escrow Account"), the details of which are as follows:

Depository Name	National Securities Depository Limited (NSDL)
Depository Account Name	SKYLINE-RHL-DELISTING EXIT OFFER-ESCROW DEMATACCOUNT
Depository Participant	K K Securities Limited
Depository Identification No.	IN300468
Client Identification No.	10091622

The Shareholders having their beneficiary account in Central Depository Services Limited (CDSL) shall use the interdepository delivery instruction slip for the purpose of crediting their equity shares in favor of the Demat Escrow Account

- 1.1.3. A photocopy of the delivery instructions or counterfoil of the delivery instructions/inter depository instructions submitted to the depository participant of the Residual Shareholder's depository account and duly acknowledged by such depository participant crediting the Residual Shareholder's equity shares to the Demat Escrow Account, should be attached to the Residual Shareholder's Exit Application Form. Please note that all such transfers should be in off-market mode. Failure to credit your dematerialised shares into the Demat Escrow Account may result in your tender being invalid.
- 1.1.4. In case your depository participant offers the facility of online transfer of shares, then instead of the photocopy of the acknowledged delivery instruction slip you may attach a printout of the computer generated confirmation of transfer of shares. Note that the transfer should be made in off-market mode
- 1.1.5. It is the responsibility of the Residual Shareholders to ensure that their shares are credited in favour of the Demat Escrow Account and their Exit Application Form reaches the Registrar to the Exit Offer on or before the expiry of the Exit Period.
- 1.1.6. The shares will be held in the Demat Escrow Account until the consideration payable has been dispatched to the eligible Residual Shareholders or the unaccepted shares are credited back to the Residual Shareholder's depository account
- 1.1.7. In case of non-receipt of documents, but receipt of the equity shares held by any registered Residual Shareholders resident in India in the Demat Escrow Account, the Acquirers/Promoters may deem the Exit Offer to have been accepted by such registered Residual Shareholders resident in India
- 1.1.8. Residual Shareholders who are not residents of India should also submit along with their Exit Application Form, all the documents set out in paragraphs 2 and 6 below

1.2. Procedure for Residual Shareholders holding shares in physical form

- 1.2.1. All Residual Shareholders holding shares in the form of physical share certificates ("Physical Shares"), who wish to tender their Physical Shares, should complete the Exit Application Form in accordance with the instructions given below (as applicable) and submit the same along with the following documents by hand delivery or by registered post/speed post or courier (at their own cost and risk) with the envelope marked "Regency Hospital Limited Exit Offer" so as to reach the Registrar to the Exit Offer at the addresses given below on or before 17th November 2016 (i.e. the last day of the Exit Period):
 - a. the enclosed Exit Application Form, duly completed and signed by the Residual Shareholder or all Residual Shareholders (in the case of joint holdings) whose name(s) appear on the Share certificate(s), in the order in which such names appear on the Share certificate(s);
 - b. Original share certificate(s)
 - c. Valid share transfer form (SH 4) duly filled and signed by the transferors (i.e. by all Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place,
 - d. Self-attested copy of the Shareholder's PAN Card,
 - e. Any other relevant documents such as (but not limited to):
 - i. Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Bid Form
 - ii. Notarized copy of death certificate and succession certificate or probated will, if the original Shareholder has deceased

- iii. Necessary corporate authorisations, such as Board Resolutions etc., in case of companies
- iv. Self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport
- f. if the Residual Shareholder(s) is(are) not resident in India, the relevant documents set out in paragraphs 2 and 6 below
- 1.2.2. The Registrar to the Exit Offer will hold in trust the Share certificate(s) and the Share transfer deed until the dispatch of the consideration payable or the unaccepted Share certificates has/have been dispatched to the Residual Shareholder concerned
- 1.3. It shall be the responsibility of the Residual Shareholders tendering in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and the Acquirers/Promoters shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable. The Residual Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares failing which the Exit Application Forms may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to such Residual Shareholders. On receipt of the shares in the Demat Escrow Account, the Acquirers/Promoters shall assume that the eligible Residual Shareholders have submitted their Exit Application Forms only after obtaining applicable approvals, if any. The Acquirers/Promoters reserve the right to reject those Exit Application Forms which are submitted without attaching a copy of such required approvals
- 1.4. The Equity Shares to be acquired under the Exit Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected
- 1.5 Residual Shareholders may tender their Shares to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period. Residual Shareholders should ensure that their Exit Application Form, together with the necessary enclosures is received by the Registrar to the Exit Offer on or before the last day of the Exit Period as per the details below:

Address	Contact Person	Contact Details	Mode of Delivery
Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020	Mr. Virender Rana	Telephone number: +91 11-64732681 Fax number: +91 11-26812682 E-mail: regency.delisting@skylinerta.com	Hand Delivery or Registered Post /Speed Post or Courier

Note: Hand Delivery - Monday to Friday 10 AM to 5 PM, except on public holidays

- 1.6. In case of registered Residual Shareholders resident in India, even in the event of non-receipt of the duly completed Exit Application Form, but receipt of original share certificate(s) and duly signed valid share transfer deed, the Exit Offer would be deemed to have been accepted by such resident Residual Shareholders
- 1.7. In the event of any Residual Shareholder not receiving, or misplacing, this Exit Offer Letter, they may obtain a copy by writing to the Registrar to the Exit Offer, clearly marking the envelope "Regency Hospital Limited Exit Offer". The Residual Shareholder may also download the soft copy of the Exit Offer Letter from website of the Registrar to the Offer i.e. Skyline Financial Services Private Limited at www.skylinerta.com
- 1.8. In the event that Equity Shares are being tendered on behalf of the Shareholders by power of attorney holders ("PoA Holders"), the Exit Application Forms and the share transfer deeds, where applicable, shall be signed by the PoA Holders. Further, a copy of the power of attorney executed in favour of the PoA Holders should also be provided in the event that such power of attorney is not already registered with the Company or the Registrar or the Company's share transfer agent

1.9 Residual Shareholders are requested to submit the below mentioned documents, as applicable, along with the Exit Application Form:

	Procedure	
Category	Physical Demat	
Individual / HUF	 signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificate Original share certificate(s) and Valid share transfer deed(s) duly signed as 	xit Application Form duly filled and signed he duly executed copy of the delivery struction slip/inter depository instruction ip
	 transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Company and duly witnessed at the appropriate place(s) Note: In order to avoid rejection (thumb impressions, signature difference, etc.), it is recommended to get it attested, by a magistrate/ notary public/ bank manager under their official 	
	seal	
Corporate	1.The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by an authorized signatory1.E	xit Application Form duly filled and signed
		he duly executed copy of the delivery
		struction slip/inter depository instructior ip
	 True copy of the board resolution certified by a director or a company secretary of the company providing the authority to the signatory to deal with sale of shares 	
Power of Attorney ("POA") Holders	contained therein, by all shareholders/ POA	xit Application Form duly filled and signed y the POA holders he duly executed copy of the delivery
	share certificate in	struction slip/inter depository instruction
		ip
	transferors by all POA holders in the same di	hareholder should ensure that the POA is uly registered with their depository articipant
	4. Attested copy of POA only if not registered with the Company or its registrar/transfer agent (Note: It is recommended to attach a photocopy of the same)	
Custodian	signed in accordance with the instructions by contained therein, by all shareholders/ POA	xit Application Form duly filled and signed y the POA holders
		he duly executed copy of the delivery struction slip/inter depository instruction
		ip
	 Valid share transfer deed(s) duly signed as transferors by all POA holders in the same order and as per specimen signatures registered with the Company and duly witnessed at the appropriate place(s) 	
	4. Attested copy of POA only if not registered with the Company or its registrar/transfer agent (Note: It is recommended to attach a photocopy of the same)	

2. NON-RESIDENT SHAREHOLDERS

- 2.1. Residual Shareholders who are non-resident Indians, persons resident outside India, overseas corporate bodies ("**OCB**"), Foreign Institutional Investors ("**FII**"), etc. ("**Non-Resident Residual Shareholders**") will have to enclose documents as mentioned in paragraph 1 above and will also need to enclose a copy of the original permission received by them from the Reserve Bank of India ("**RBI**") in relation to the acquisition of the equity shares. Further, Non-Resident Residual Shareholders will have to enclose the original certificate, authorising the Acquirers/Promoters not to deduct tax or as the case may be, to deduct the tax at lower than normal applicable tax rate, obtained from income-tax authorities under Section 195(3) or Section 197 as the case may be, of the Income Tax Act, 1961, and have also attached necessary documentary evidence with respect to period of holding and the cost of acquisition of shares. Further, Non-Resident Residual Shareholders will also have to enclose the documents referred to in paragraph 6 of this Exit Offer Letter
- 2.2. It shall be the responsibility of the Non-Resident Residual Shareholders tendering the equity shares to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and the Acquirers/Promoters shall take no responsibility for the same. The Non-Resident Residual Shareholders should attach a copy of any such approvals to the Application Form, wherever applicable.
- 2.3. If any of the documents referred to in paragraph 2.1 and 2.2 above are not enclosed along with the Non-Resident Residual Shareholder's Application Form, such Non-Resident Residual Shareholder's tender of equity shares under the Exit Offer may be treated as invalid

3. SETTLEMENT

- 3.1. Following fulfillment of the terms and conditions mentioned herein and the Public Announcement, the applicable consideration (after deducting applicable withholding tax) will be paid by the Acquirers/Promoters by way of pay order or demand draft or by means of electronic funds transfer, as applicable. The pay orders or demand drafts will be dispatched to the relevant Residual Shareholders, at their own risk, by way of speed post/registered post or courier. Upon receipt of duly filled valid Application Forms (together with necessary enclosures, if any) and receipt of the shares in the Demat Escrow Account mentioned hereinabove / receipt of physical share certificates (along with duly filled in transfer deeds, as applicable) by the Registrar to the Exit Offer, the Registrar to the Exit Offer shall dispatch the demand draft to Residual Shareholders or the bank shall be instructed to make electronic funds transfer to the Residual Shareholders (as the case may be), who have validly tendered their shares in the Exit Offer, on a monthly basis, within 10 working days of the end of the relevant calendar month ("**Monthly Payment Cycle**"). Payments will be made only to those Shareholders who have validly tendered their Equity Shares, by following the instructions laid out in the Exit Offer Letter and the enclosed Exit Application Form. The first Monthly Payment Cycle shall commence within 10 working days from 30th November 2015. Note that the Acquirers/Promoters reserve the right to make the payment earlier
- 3.2. Residual Shareholders holding shares in **demat form**: The bank details will be obtained from the respective depositories / depository participants for payments. The Residual Shareholders are advised to ensure that bank account details are updated in their respective depository participant accounts as these bank account details would be used for payment of consideration, if any. Please note that failure to do so could result in delays in credit of consideration to the shareholders at their sole risk and the Acquirers/Promoters, the Company or the Registrar to the Exit Offer shall not be responsible for any such delay. Residual Shareholders should also fill up their bank account details in the Exit Application Form
- 3.3. Residual Shareholders holding shares in **physical form**: In order to avoid any fraudulent encashment in transit of the demand draft or payment made by means of electronic funds transfer towards the consideration payable for the Equity Shares tendered under this Exit Application Form, please fill in the details of the sole Residual Shareholder's bank account (or, in the case of joint holders, the first-named Residual Shareholder's bank account) in the Exit Application Form. If the details are not provided any consideration payable will be sent to the first/sole Residual Shareholder at the address based on details obtained from the Residual Shareholders' records maintained by the Company or the Registrar to the Exit Offer
- 3.4. Equity Shares not validly tendered will: (i) in the case of dematerialized Equity Shares deposited in the Demat Escrow Account, be credited back to the respective depository account with the respective depository participants as per the details furnished by the relevant Residual Shareholder in the Exit Application Form; and (iii) in the case of physical Equity Shares, be dispatched together with the share certificate and share transfer deed to the relevant Residual Shareholders by registered post/speed post, at the Residual Shareholder's sole risk, and at the address registered with the Company

4. PERIOD

The Residual Shareholders may tender their Exit Application Forms to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period. The Residual Shareholders are required to ensure that their Exit Application Form, together with the necessary enclosures, is received by the Registrar to the Exit Offer on or before 17th November 2016

5. STATUTORY AND OTHER APPROVALS

- 5.1. To the best of the Acquirers/Promoters knowledge, as on the date of this Exit Offer Letter, there are no other statutory approvals required to acquire the shares from the Residual Shareholders
- 5.2. If any other statutory or regulatory approvals become applicable, the acquisition of the Equity Shares by the Acquirers/Promoters pursuant to this Exit Offer will be subject to such statutory or regulatory approvals
- 5.3. It shall be the responsibility of the Residual Shareholders tendering their shares in this Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Equity Shares held by them in the Exit Offer, and the Acquirers/Promoters shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable
- 5.4. The Acquirers/Promoters reserves the right not to proceed with the acquisition of the shares pursuant to the Exit Offer in the event the approval(s), if any, is/are not obtained, or conditions which the Acquirers/Promoters considers in its sole discretion to be onerous are imposed in respect of such approval(s)

6. TAX TO BE DEDUCTED AT SOURCE

- 6.1. The consideration payable under this Exit Offer would be chargeable as capital gains under Section 45 of the Income Tax Act, 1961 ("IT Act") or as business profits under Section 28 of the IT Act, as the case may be
- 6.2. All Residual Shareholders would be either classified as resident or non-resident. The status as resident or non-resident is to be determined on the basis of criteria laid down in Section 6 of ITAct
- 6.3. As per the provisions of Section 2(37A)(iii) of the IT Act for the purposes of withholding tax under Section 195 the rates of income tax specified in this behalf in the applicable Finance Act or the rate or rates of income tax specified in the double tax avoidance agreement ("DTAA") entered into by the Central Government under Section 90 of the IT Act or an agreement notified by the Central Government under Section 90A of the IT Act, whichever is applicable by virtue of the provisions of Section 90, or Section 90A, as the case may be, i.e. whichever is beneficial, would be the applicable rate of tax. Further, as per the provisions of Section 195(1) of the IT Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Where, the Exit Offer consideration is chargeable to tax as capital gains under the IT Act, the Acquirers/Promoters will need to deduct tax at source (including applicable surcharge and cess). Where, the IT Act, by deducting cost of acquisition from the value of consideration. The rate at which tax is to be deducted at source varies depending upon the period for which the shares tendered under the Exit Offer are held by the non-resident Residual Shareholders. Capital gains would be treated as 'short term capital gains', else the gains would be treated as 'short term capital gains'
- 6.4. As per the provisions of Section 195 of the IT Act, any income by way of capital gains payable to non-resident Indians or foreign companies, shall be liable to the provisions of withholding tax (at applicable tax rates plus surcharge and education cess on the amount of capital gains) and subject to the provisions of the relevant tax treaty. Accordingly, income tax may have to be deducted at source in the case of a non-resident Indian/ foreign company at the rate under the IT Act or under the tax treaty, whichever is beneficial to the selling shareholder unless a lower withholding tax certificate obtained from the tax authorities is furnished to the Acquirers/Promoters.
- 6.5. In case the aforementioned categories of Residual Shareholders require the Acquirers/Promoters not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain a certificate from the income tax authorities either under Section 195 (3) or under Section 197 of the IT Act, and submit the same to the Acquirers/Promoters while submitting the Exit Application Form. In the absence of any such certificate from the income tax authorities, the Acquirers/Promoters will deduct tax as aforesaid, and a certificate in the prescribed form would be issued to that effect
- 6.6. The rate of deduction of tax in case of non-resident public shareholders is dependent on various factors. All Residual Shareholders are required to declare information with respect to inter-alia the following factors while submitting the Exit Application Form
- 6.6.1. residential status of the Residual Shareholder i.e. resident or non-resident
- 6.6.2.documentary evidence with respect to period of holding of the Equity Shares and the cost of acquisition of such Equity Shares; and
- 6.6.3.category to which the non-resident shareholder belongs i.e.; (a) Non Resident Indian (NRI); or (b) Overseas Corporate Body (OCB), or (c) Non-domestic company, or (d) Foreign Institutional Investor ("FII") registered as a company, or (e) FII other than a company, or (f) any other non-resident

- 6.7. In case the withholding tax provisions as mentioned above are applicable, the Residual Shareholder should furnish its/their Permanent Account Number ("**PAN**") obtained from the income tax authorities and also provide a self-attested copy of the PAN card. In case PAN is not mentioned tax would be deducted at source at the rates provided in Section 206AA of the IT Act
- 6.8. In case of the documents/information as requested in the Application Form are not submitted to the Acquirers/Promoters or the Acquirers/Promoters considers the documents/information submitted to be ambiguous/incomplete/conflicting or not to the satisfaction of the Acquirers/Promoters, then the Acquirers/Promoters reserves the right to withhold tax on the gross consideration at the maximum marginal rate as applicable to the category of the Residual Shareholder
- 6.9. All the Residual Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers/Promoters do not accept any responsibility for the accuracy or otherwise of such advice. The tax rates and other provisions may undergo changes

7. COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Ankit Mishra

Address: A-2, Sarvodaya Nagar, Kanpur - 208005, India;

Tel: +91 0512 3081111

Fax: +91 0512 2213407

Email: investor@regencyhealthcare.in

8. GENERAL DISCLAIMER

Every Residual Shareholder who desires to avail the Exit Offer may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claims against the Acquirers/Promoters or the Company or the Registrar to the Exit Offer, whatsoever by reason of any loss which may be suffered by such Residual Shareholder consequent to or in connection with the Exit Offer

Signed by the Acquirers/Promoters

Sd/-	Sd/-	Sd/-	Sd/-
Dr. Atul Kapoor	Dr. Rashmi Kapoor	Mr. Anant Ram Kapoor	Mr. Abhishek Kapoor

Date: 9th November 2015

Enclosure:

- (i) Exit Application Form
- (ii) Blank share transfer deed for public shareholders holding physical share certificates

If you require any clarification in connection with this Exit Offer Letter, you should consult the Registrar to the Exit Offer at:

Skyline Financial Services Private Limited

D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020
Telephone number: +91 11-64732681 Fax number: +91 11-26812682
E-mail: regency.delisting@skylinerta.com Contact person: Mr. Virender Rana SEBI Registration No.: INR00000324

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

EXIT APPLICATION FORM FOR TENDERING EQUITY SHARES OF REGENCY HOSPITAL LIMITED AT THE EXIT PRICE OF RS. 52/- PER EQUITY SHARE

Please read this document along with the Exit Offer Letter dated 9th November 2015 ("Exit Offer Letter") issued by Dr. Atul Kapoor, Dr. Rashmi Kapoor, Mr. Anant Ram Kapoor and Mr. Abhishek Kapoor (collectively referred to as "Acquirers/Promoters"), since the terms and conditions of the Exit Offer Letter are deemed to have been incorporated in and form part of this document.

Unless the context otherwise requires and specifies, capitalized expressions in this Exit Application Form have the same meanings as defined in the Exit Offer Letter for acquiring Shares in Regency Hospital Limited ("Company") by the Acquirers/Promoters by way of an Exit Offer.

EXIT OFFER		
Exit Period Opens	Wednesday	18 th November 2015
Exit Period Closes	Thursday	17 th November 2016
Exit Price per share	Rs. 52/- (Rupees Fifty Two only)	

Residual Shareholders should ensure that their Exit Application Form together with necessary enclosures is delivered by hand or sent by registered post / speed post or courier (at the Residual Shareholders' sole cost and risk) to the Registrar to the Exit Offer on or before the last day of the Exit Period, at the address of the Registrar to the Exit Offer given below:

City	Address	Contact Person	Contact Details	Mode of Delivery
New Delhi	Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020	Mr. Virender Rana	Telephone number: +91 11-64732681 Fax number: +91 11-26812682 E-mail: regency.delisting@skylinerta.com	Hand Delivery or Registered Post/Speed Post or Courier

Note: Hand Delivery - Monday to Friday 10:00 AM to 5:00 PM, except Public Holidays

Dear Sir(s),

Re: Exit Offer for fully paid up Shares of the Company by the Acquirers/Promoters under the Delisting Regulations:

- 1. I/We, having read and understood the terms and conditions set out below and in the Exit Offer Letter and hereby tender my/our shares in response to the Exit Offer at the Exit Price of Rs 52/- per share.
- 2. I/We hereby undertake the responsibility for the Exit Application Form and the shares tendered under the Exit Offer and I/we hereby confirm that the Acquirers/Promoters or the Registrar to the Exit Offer shall not be liable for any delay/loss in transit resulting in delayed receipt or non-receipt of the Exit Application Form along with all requisite documents, or delay/failure in credit of shares to the special depository account within due time, due to inaccurate/incomplete particulars/instructions or any reason whatsoever.
- 3. I/We understand that this application is in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2009 and any amendments thereto ("**Delisting Regulations**") and all other applicable laws.
- 4. I/We also understand that the payment of consideration will be done, if this application is accepted, after due verification of this Exit Application Form, documents and signatures. I/We also understand that should I/we fail to furnish all relevant documents as set out in this Exit Application Form or the Exit Offer Letter, this Exit Application Form may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us.
- 5. I/We hereby confirm that I have never sold or parted/dealt with, in any manner, the shares tendered under the Exit Offer and these shares are free from any lien, equitable interest, charges and encumbrances, whatsoever.
- 6. I/We hereby declare that there are no restraints/injunctions, or other order of any nature which limits/restricts my/our rights to tender these shares and I/we are the absolute and only owner of these shares and legally entitled to tender the shares under the Exit Offer.
- 7. I/We hereby declare that, if for any reason, the income tax authorities were to make a claim and/or seek to recover any tax, interest or penalty from the Acquirers/Promoters (where such claim or recovery pertains to, or is relatable to, my/our tax liability), in connection with the shares tendered by me/us under this Exit Offer, I/we agree to indemnify the Acquirers/Promoters for the same along with costs related thereto.

- 8. I/We authorize the Acquirers/Promoters, Manager to the Offer and Registrar to the Offer to send the payment of consideration by way of crossed account pay order/demand draft/pay order through way of crossed account pay order/demand draft/pay order through registered post or speed post at the address registered with the Company or as the case may be, by RTGS/NEFT/Direct Credit.
- 9. I/We undertake to return the amount received by me/us inadvertently, immediately.
- 10. I/We agree that upon acceptance of the shares by the Acquirers/Promoters, tendered by me/us under the Exit Offer, I/ we would cease to enjoy all right, title, claim and interest whatsoever, in respect of such shares of the Company.
- 11. I/We authorize the Acquirers/Promoters to accept the Shares so offered, which it may decide to accept in terms of the Exit Offer Letter.
- 12. I/We understand that in respect of the shares tendered in physical form, original Share certificate(s) and signed transfer deed(s) will be held in trust for us by the Registrar to the Exit Offer, until such time as the consideration payable has been dispatched to us or if our application is not valid or not accepted for any reason, until such time as the shares are returned back
- 13. My/Our signature on our depository participant instruction has been duly verified and attested by our depository participant as evidenced by our depository participant's stamp of acknowledgement;
- 14. If I/We are a non-resident Residual Shareholder, I/We have also enclosed with this Exit Application Form the relevant documents referred to in the Exit Offer Letter, and that if such documents are not enclosed with this Exit Application Form, the Acquirers/Promoters reserve the right to deduct tax at the maximum marginal rate as may be applicable to the relevant category of Residual Shareholders on the gross consideration amount payable to such Residual Shareholders or may treat this application as invalid;
- 15. I/We further authorize the Acquirers/Promoters to return to me/us, the Share certificate(s) in respect of which this Exit Application Form is found not valid or is not accepted, specifying the reasons thereof and in the case of dematerialized Shares, to the extent not accepted will be released to my depository account at my/our sole risk.
- 16. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of the Exit Offer and agree to abide by the decisions taken in accordance with the applicable laws, rules and regulations.
- 17. I/We hereby confirm that I/We have full power and authority to tender, sell and transfer the Equity Shares I/We are tendering (together with all rights attaching thereto) and there are no restraints/injunctions, or other orders of any nature which limit/restrict my/our rights to tender the Equity Shares and that I/we have never sold or parted/dealt with in any manner with the Equity Shares tendered under the Exit Offer and these Equity Shares are free from any lien, equitable interest, charges & encumbrances, whatsoever.
- 18. I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

Box 1. Name (in Block Letters) (<i>Please write the names of the joint holders in the same order as appearing in the share certificate(s)/ demat account</i>)				
Holder	Name	PAN	Signature	
Sole/First				
Second				
Third				

Box 2. Contact Numbers				
Telephone No.(with STD code)	Mobile No.			
Box 3. Full Address of First Holder (with pin code)				
Pincode:				
Box 4. Email Address				

.....@......@

Box 5. Type of Investor (Please tick (\checkmark) the box to the right of the appropriate category)			
Residential Status			
Resident ¹		Non Resident ¹	
¹ Residential status as determined on the basis of crite	ria laio	down in section 6 of the Income Tax Act, 1961	
Category			
Individual		NRI – Repatriable	
HUF		NRI – Non Repatriable	
Domestic Company		FII/FPI – Corporate	
Mutual Fund		FII/FPI – Others	
Banks		Foreign Company	
Financial Institution		OCB	
Others (Please specify)		Others (Please specify)	

	Box 6. (A) FOR RESIDUAL SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM Details of original share certificate(s) along with duly filled, signed transfer deed(s), as enclosed					
Sr. No.	Folio Number	Share Certificate Number	Distincti	Distinctive Number		
Total If space provided is inadequate please attach a seperate continuation sheet						
Details of	B) FOR RESIDUAL SHAREHOLDERS HOLDING SHARES Details of demat account and delivery instruction executed in Shares are credited into the Special Depository Account in O		n favour of Demat E	scrow Account. Please	e ensure that your	
Name of	the Depository					
Name of	Depository Participant					
Deposito	Depository Participant's ID No.					
Client ID	Client ID no.					
	Date of execution/acknowledgement of delivery instruction/inter depository instruction (copy enclosed)					

Box 7. Other Enclosures, as applicable (Please tick () the box to the right of the appropriate category)				
Power of Attorney		Corporate Authorisation		
Death Certificate		Others (Please specify)		

Box 8. Details of bank Account

In order to avoid any fraudulent encashment in transit of the cheque, pay order or demand draft issued by the Acquirers/Promoters or as the case may be ECS/RTGS/NEFT/Direct Credit towards the consideration payable for the Shares tendered under this Exit Application Form, please fill the following details of the sole Residual Shareholder's bank account (or, in the case of joint holders, the first-named holder's bank account) and any consideration payable will be paid by issuing an instrument carrying the details of the bank account so provided. If you do not provide the following details or the details provided are different from those received electronically from the your depository participant, any consideration payable will be sent to the first/sole Residual Shareholder based on details obtained from the first/sole Residual Shareholders' depository participant (however, there will be no obligation on the Acquirers/Promoters or Manager to the Offer or Registrar to the Offer to do the same), or without such details.

Name of Bank					
Branch Address					
Account No.					
Type of Account (Saving/Curre	ent)				
MICR Code					
IFSC Code					
Box 9. Tax Certification (Non R Investors ("FIIs") / Foreign Po Residual Shareholders ONLY)					
Please refer to the Exit Offer Lette consult their tax advisors in their c					advised to
I/We certify that the Shares ref	ferred to	in Box 6 are held: (please ti	ck (✔))		
On Investment / Capital Account	:	On Trad	e Account / to be tax	ed as Business Profits	5
I/We certify that the tax deducti as applicable)	ion on the	e Shares referred to in Box 6	is to be deducted o	n account of : (Please	e tick (√)
Short Term Gains		Long Term Gains	Bu	siness Profit	
Note: In case the Shares are held on Investment / Capital account and the benefit of the Article on Capital Gains in the Double Taxation Avoidance Agreement ("DTAA") is proposed to be obtained; then please confirm as under : (Please tick (✓) if applicable)					
() I / we hereby certify that I / we are eligible to claim the benefits of a DTAA in force and that I / we have satisfied all the conditions as specified therein to claim the said benefits Note: Where the Shares tendered comprise both long term capital asset and short term capital asset please furnish a statement showing computation of the break up into short term capital gains and long term capital gains. In the case of NRIs only, where the Shares, have been acquired / purchased with or subscribed to in convertible foreign exchange and the Residual Shareholder wants to certify himself as having opted / not opted out of Chapter XII-A of the Income TaxAct, 1961 then please tick (✓) in the appropriate box below					m capital m capital d with or
I certify that:					
() I have not opted out of Chapter XII-A of the Income Tax Act, 1961					
() I have opted out of Chapter XII-A of the Income Tax Act, 1961					
Date of Acquisition of Shares::					
Box 10: Tax Deduction at Sour	се				
I/We have enclosed the following	documen	ts that are applicable to me/us	(Please tick (✔)		
Self-attested Copy of Permanent Account Number (PAN) Letter / PAN Card					
No objection certificate / Tax clear under Section 197 of the Income			orities issued under	Section 195(3) or	
RBI approvals for holding the Shares referred to in Box 6 of this Exit Application Form					
Self-attested Copy of the FII / FPI registration certificate issued by Securities and Exchange Board of India					
Self-attested Copy of the tax residency certificate issued by the tax authorities of the country of residence as applicable and Form 10F as per Rule 21AB(1) of Income-tax rules, 1962 read with section 90(5) of Income-tax Act, 1961					

Bo	Box 11: Documents to be submitted along with the Exit Application Form			
1.	Non-resident Residual Shareholders should enclose a copy of the permission received from RBI for the Shares held by them. If the Shares are held under the general permission of RBI, the non-resident Residual Shareholder should furnish a copy of the relevant notification / circular pursuant to which the Shares are held and state whether the Shares are held on repatriable or non-repatriable basis.			
2.	NRIs holding Shares on non-repatriable basis and OCBs shall also enclose a copy of the permission received from the RBI, if any, for tendering their Shares in the Offer.			
3.	NRIs, OCBs, FIIs / FPIs and non-resident Shareholders are required to furnish bankers' certificates certifying inward remittance of funds for their original acquisition of Shares of the Company. NRIs are also required to furnish (a) written confirmation from their bank confirming that the Shares held by them were acquired from proceeds deposited in the NRO, NRE or FCNR account as the case may be OR (b) a copy of the statement of the NRO / NRE / FCNR account, as the case may be, maintained with the bank in India evidencing that that the Shares held by them were acquired from proceeds deposited in such account OR (c) bankers' certificates certifying inward remittance of funds for the original acquisition of Shares held by them. FIIs / FPIs are also required to furnish (a) written confirmation from their custodian confirming that the Shares held by them were acquired from proceeds deposited in the FII's / FPIs account maintained with the custodian in India OR (b) a copy of the statement of account maintained with an authorized dealer in India evidencing that that the Shares held by them were acquired from proceeds deposited in such account being a foreign currency denominated account or special non-resident rupee account OR (c) bankers' certificates certifying inward remittance of funds for the original acquisition of Shares held by them.			
4.	OCBs are requested to enclose Form OAC of the current year.			
5.	Non-resident Residual Shareholders should enclose a self-attested copy of Permanent Account Number (PAN) letter or a self-attested copy of the PAN card.			
6.	FIIs / FPIs are requested to enclose their registration letter issued by the Securities and Exchange Board of India.			
7.	If the Shares are held on Investment / Capital account and for more than 12 months, in order to avail the benefit of the tax rates as applicable for long term capital gains, kindly enclose a certificate from Chartered Accountant certifying the same along with proof of investment.			
8.	In order to seek benefit of the concessional rate of tax under Chapter XII-A of the Income Tax Act, 1961, NRIs should enclose a certificate from a Chartered Accountant certifying the Shares were purchased in convertible foreign exchange.			
9.	If the Shares are held on Investment / Capital account and if it is intended to claim benefit under the Article on Capital gains in the DTAA entered into between India and your country of residence, kindly enclose a self-attested copy of the tax residency certificate issued by the tax authorities of the country of residence stating that you are a tax resident of that country in terms of the DTAA entered into between India and your country of residence and Form 10F as per Rule 21AB of the Income-tax Rules, 1962 read with section 90(5) of the Income-taxAct, 1961 to avail the benefit under the DTAA.			
10.	In order to seek deduction of tax at a lower rate or on a lower amount, non-resident Residual Shareholders (including NRIs, OCBs, non- domestic company and FIIs / FPIs) should enclose no objection certificate / tax clearance certificate from income tax authorities issued under section 195(3) or under section 197 of the Income Tax Act, 1961, indicating the tax to be deducted, if any, by the Acquirers/Promoters before remittance of consideration. Otherwise, tax will be deducted at the rates as may be applicable to the category and status of the Residual Shareholder, on the full consideration payable by the Acquirers/Promoters.			
	In case of the documents /information as requested are not submitted to the Acquirers/Promoters or the Acquirers/Promoters consider the documents /information submitted to be ambiguous/incomplete /conflicting, the Acquirers/Promoters reserve the right to withhold tax on the entire consideration at the maximum marginal rate as applicable to the category of the Residual Shareholder			

CHECKLIST			
DE	MAT RESIDUAL SHAREHOLDERS	PHYSICAL RESIDUAL SHAREHOLDERS	
1.	EXIT APPLICATION FORM	1.	EXIT APPLICATION FORM
2.	COPY OF ACKNOWLEDGED DEMAT SLIP /	2.	ORIGINAL SHARE CERTIFICATE OF THE
	COPY OF ACKNOWLEDGED PLEDGE		COMPANY
	CREATION SLIP		
3.		3.	VALID SHARE TRANSFER DEED. UNREGISTERED RESIDUAL SHAREHOLDERS TO ADDITIONALLY PROVIDE ORIGINAL BROKER CONTRACT NOTE AND VALID SHARE TRANSFER FORMS AS RECEIVED FROM THE MARKET, DULY STAMPED AND EXECUTED AS THE TRANSFEREE(S) ALONG WITH BLANK TRANSFER FORMS DULY SIGNED AS TRANSFEROR(S) AND WITNESSED ATTHE APPROPRIATE PLACE
4.	OTHER DOCUMENTS, AS APPLICABLE. PLEASE REFER TO THE EXIT OFFER LETTER FOR DETAILS OF DOCUMENTS REQUIRED	4.	OTHERDOCUMENTS, AS APPLICABLE. PLEASE REFER TO THE EXIT OFFER LETTER FOR DETAILS OF DOCUMENTS REQUIRED

Notes:

- 1. All documents/remittances sent by / to the Residual Shareholders will be at their risk and Residual Shareholders are advised to adequately safeguard their interests in this regard.
- 2. Please read these notes along with the entire contents of the Exit Offer Letter.
- 3. In the case of Residual Shareholder(s) other than individuals, any documents, such as a copy of a power of attorney, board resolution, authorization, death certificate, etc., as applicable and required in respect of support/verification of this Exit Application Form shall also be provided; otherwise, the Exit Application Form shall be liable for rejection.
- 4. Please refer to the Exit Offer Letter for details of documents.
- 5. The number of Shares tendered under the Exit Offer should match with the number of Shares specified in the Share certificate(s) enclosed or Shares credited in the Demat Escrow Account under the respective client ID number.
- 6. The consideration shall be paid in the name of sole/first holder.
- 7. In case, the Exit Application Form is not complete in all respects, the same may be liable for rejection.

Box 12: Depository participant instruction

You must have instructed the depository participant of the depository account in which your Shares are presently held, to deposit your Shares into the Demat Escrow Account as detailed below. Failure to credit your Shares into the correct depository account may result in rejection of your offer to tender Shares.

I/We confirm that I/we have enclosed a photocopy/counterfoil of my/our delivery instructions to my / our depository participant (duly acknowledged by such depository participant), crediting my/our Shares to the Demat Escrow Account detailed below:

Depository Name	National Securities Depository Limited (NSDL)
Depository Account Name	SKYLINE-RHL-DELISTING EXIT OFFER-ESCROW DEMAT ACCOUNT
Depository Participant	K K SECURITIES LIMITED
Depository Identification No.	IN300468
Client Identification No.	10091622

Please note that the transfer should be in off-market mode.

Box 13: For Shares in Physical Form

Before submitting this Exit Application Form, you must execute valid Share transfer deed(s) in respect of the Shares intended to be tendered under the Exit Offer and attach thereto all the relevant physical Share certificate(s). The Share transfer deed(s) shall be signed by the Residual Shareholder (or in case of joint holdings by all the joint holders in the same order) in accordance with the specimen signature(s) recorded with the Company and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience. The transfer deed should be in favour of "Dr. Atul Kapoor". All other requirements for valid transfer will be preconditions for acceptance. In case, the sole/any joint holder has died, but the Share certificate(s) are still in the name of the deceased person(s), please enclose the requisite documents, i.e., copies of death certificate/will/probate/succession certificate and other relevant papers, as applicable.

Box 14: For Unregistered Residual Shareholders

Unregistered Residual Shareholders should enclose, as applicable, (a) this Exit Application Form, duly completed and signed in accordance with the instructions contained therein, (b) original Share certificate(s), (c) original broker contract note, (d) valid share transfer form(s) as received from the market, duly stamped and executed as the transferee(s) along with blank transfer form duly signed as transferor(s) and witnessed at the appropriate place. The transfer deed should be in favour of "Dr. Atul Kapoor". All other requirements for valid transfer will be preconditions for acceptance.

ACKNOWLEDGEMENT SLIP

Exit Offer for Regency Hospital Limited

Received from Mr./Ms./M/s._____ an Exit Application Form for _____

equity share(s) of **Regency Hospital Limited** at the Exit Price of Rs. 52/- per equity share

DEMAT RESIDUAL SHAREHOLDER		PHYSICAL RESIDUAL SHAREHOLDER	
DP. ID NO.		FOLIO NO.	
CLIENT ID NO.		SHARE CERTIFICATE NO.	
NO. OF SHARES		NO. OF SHARES	

Received but not verified Share Certificate(s) and Share Transfer Deed

Signature of Official:.....

Date of Receipt:....

All correspondence in relation to this Exit Offer should be addressed to the Registrar to the Exit Offer at the following address:

Registrar to the Exit Offer	
Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 Telephone number: +91 11-64732681 Fax number: +91 11-26812682 E-mail: regency.delisting@skylinerta.com Contact person: Mr. Virender Rana	
SEBI Registration No.: INR00000324	