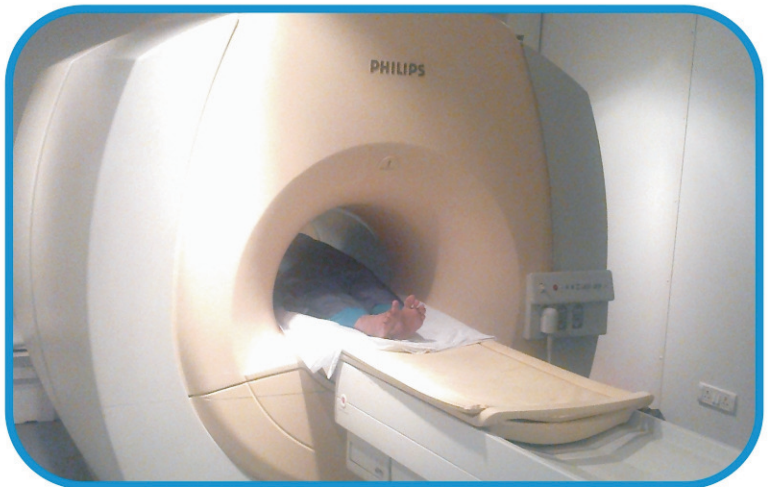




Regency Hospital Ltd.

*25th
Annual Report
2013-14*





BOARD OF DIRECTORS

| | | |
|------------------------|---|---------------------|
| Mr. R.L. SRIVASTAVA | - | CHAIRMAN |
| Dr. ATUL KAPOOR | - | MANAGING DIRECTOR |
| Dr. RASHMI KAPOOR | - | WHOLE-TIME DIRECTOR |
| Mr. ANIL KUMAR KHEMKA | - | DIRECTOR |
| Mr. RAJIV KUMAR BAKSHI | - | DIRECTOR |

COMPANY SECRETARY

Mr. ANKIT MISHRA

CHIEF FINANCIAL OFFICER

Mr. DEEPAK KUMAR GUPTA

AUDITORS

M/s JAIN DHINGRA & ASSOCIATES
CHARTERED ACCOUNTANTS
KANPUR

BANKERS

BANK OF BARODA, KANPUR
ALLAHABAD BANK, KANPUR
SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA (SIDBI), KANPUR
YES BANK LTD., KANPUR

REGISTERED OFFICE

A-2, SARVODAYA NAGAR,
KANPUR- 208005

REGISTRAR AND SHARE TRANSFER AGENT

SKYLINE FINANCIAL SERVICES (P) LIMITED
D-153/A, 1ST FLOOR, OKHALA INDUSTRIAL AREA, PHASE-1,
NEW DELHI- 110020

CONTENTS

| | |
|--------------------------------|----|
| Notice | 01 |
| Directors' Report | 11 |
| Management Discussion Analysis | 14 |
| Corporate Governance Report | 17 |

Consolidated Financial Statements

| | |
|---|----|
| Auditors' Report | 27 |
| Consolidated Balance Sheet | 28 |
| Consolidated Statement of Profit and Loss | 29 |
| Consolidated Cash Flow Statement | 30 |
| Notes forming part of the Consolidated Financial Statements | 31 |

Standalone Financial Statements

| | |
|---|----|
| Auditors' Report | 49 |
| Balance Sheet | 52 |
| Statement of Profit and Loss | 53 |
| Cash Flow Statement | 54 |
| Notes forming part of the Financial Statements | 55 |
| Form of Proxy | 73 |
| Assent / Dissent Form for voting on AGM resolutions | 75 |
| Attendance Slip | 76 |

REGENCY HOSPITAL LIMITED

Registered Office: A-2, Sarvodaya Nagar, Kanpur- 208005

CIN: L85110UP1987PLC008792

e-mail: investor@regencyhospital.in; website: www. regencyhospital.in

Ph: 2242201 to 03, 2234306, 2242201 to 08; Fax: (91) (512) 2213407

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of **REGENCY HOSPITAL LIMITED** will be held on Tuesday, 30th September, 2014 at 11.00 A.M. at the Registered Office of the Company at A-2, Sarvodaya Nagar, Kanpur-208005 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Dr. Rashmi Kapoor (DIN: 01818323), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
3. To appoint Auditor and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s Jain Dhingra & Associates, Chartered Accountants (Registration No. 000987C), be and are hereby appointed as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :-

“RESOLVED THAT pursuant to Section 196, 197, 203, schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the revision of remuneration of Dr. Atul Kapoor (DIN: 01449229) Managing Director of the Company for a period of three years with effect from 01st April, 2014 on the following terms & conditions as recommended by the Nomination and Remuneration committee:

Remuneration:

A. Basic Salary:

Rs. 3,50,000 (Rupees three lacs fifty thousand only) per month for the period from 01st April, 2014 to 31st March, 2017.

B. Commission:

The Managing Director shall be paid commission with effect from 01st April, 2014, at the maximum of 0.50% for each financial year on the net profit of the Company as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.

Perquisites:

- A. The Managing Director will be provided furnished accommodation and in case no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance, utilization of gas, electricity, water, reimbursement of medical expenses and leave travel concession for self and family including dependents, club fees, payment towards personal accident insurance, mediclaim and reimbursement of petrol expenses and reimbursement of personal driver's salary and all other payments in the nature of perquisites and allowances as agreed, subject to an overall ceiling of Rs. 18,00,000/- per annum without restriction to any sub-limit on individual perquisite.
- B. Loan and other schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.
- C. Other benefits and amenities: Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.
- D. Reimbursement of costs, charges and expenses: The Company shall pay or reimburse to the Managing Director and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

Benefits and Amenities:

In addition to the salary, allowances and perquisites as above, the Managing Director shall be entitled to the following perquisites which shall not be included in the computation of the ceiling of remuneration specified as above:

- A. Gratuity: Upto half a month's salary for each completed year of service subject to maximum amount of Rs. 10.00 (Ten) Lacs.
- B. Leave Encashment: As per the rules of the Company but not exceeding one month for every eleven months of completed service and unavailed leaves will be allowed to be encashed at the end of the tenure.
- C. Conveyance: The Company shall provide car with driver for discharge of official responsibilities by the Directors.

- D. Telephone, Telefax and other communication facilities: The Company shall provide / reimburse expenses in respect of one or more cellular phones (with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at the Directors' residences.
- E. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

EXPLANATION

"Family here means the spouse, dependent children and dependent parents of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration committee) be and is hereby authorised to alter, vary, modify the terms and conditions of appointment of Dr. Atul Kapoor from time to time during the tenure of his appointment as Managing Director of the Company. Provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under schedule V and all other applicable provisions of the Companies Act, 2013 including any statutory notification(s) of re-enactment thereof for the time being, be in force.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, Dr. Atul Kapoor, Managing Director (DIN: 01449229) shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :-

"RESOLVED THAT pursuant to Section 196, 197, 203, schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the revision of remuneration of Dr. Rashmi Kapoor, (DIN: 01818323) Whole-Time Director of the Company for a period of three

years with effect from 01st April, 2014 on the following terms & conditions as recommended by the Nomination and Remuneration committee:

Remuneration:

- A. Basic Salary:

Rs. 3,40,000 (Rupees three lacs forty thousand only) per month for the period from 01st April, 2014 to 31st March, 2017.

- B. Commission:

The Whole-Time Director shall be paid commission with effect from 01st April, 2014, at the maximum of 0.50% for each financial year on the net profit of the Company as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.

Perquisites:

- A. The Whole-Time Director will be provided furnished accommodation and in case no accommodation is provided by the Company, the Whole-Time Director shall be entitled to House Rent Allowance, utilization of gas, electricity, water, reimbursement of medical expenses and leave travel concession for self and family including dependents, club fees, payment towards personal accident insurance, mediclaim and reimbursement of petrol expenses and reimbursement of personal driver's salary and all other payments in the nature of perquisites and allowances as agreed, subject to an overall ceiling of Rs. 18,00,000/- per annum without restriction to any sub-limit on individual perquisite.
- B. Loan and other schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.
- C. Other benefits and amenities: Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.
- D. Reimbursement of costs, charges and expenses: The Company shall pay or reimburse to the Whole-Time Director and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

Benefits and Amenities :

In addition to the salary, allowances and perquisites as above, the Whole-Time Director shall be entitled to the following perquisites which shall not be included in the computation of the ceiling of remuneration specified as above:

- A. Gratuity: Upto half a month's salary for each completed year of service subject to maximum amount of Rs. 10.00 (Ten) Lacs.
- B. Leave Encashment: As per the rules of the Company but not exceeding one month for every eleven months of

completed service and unavailed leaves will be allowed to be encashed at the end of the tenure.

- C. Conveyance: The Company shall provide one fully insured car with driver for discharge of official responsibilities by the Directors.
- D. Telephone, Telefax and other communication facilities: The Company shall provide / reimburse expenses in respect of one or more cellular phones (with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at the Directors' residences.
- E. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

EXPLANATION

"Family here means the spouse, dependent children and dependent parents of the Whole-Time Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration committee) be and is hereby authorised to alter, vary, modify the terms and conditions of appointment of Dr. Rashmi Kapoor from time to time during the tenure of his appointment as Whole-Time Director of the Company. Provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under schedule V and all other applicable provisions of the Companies Act, 2013 including any statutory notification(s) of re-enactment thereof for the time being, be in force.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, Dr. Rashmi Kapoor, (DIN: 01818323) Whole-Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

To appoint Shri Anil Kumar Khemka (DIN: 00270032) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the

following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Anil Kumar Khemka (DIN: 00270032), whose period of office, was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2019 not liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

To appoint Shri Rajiv Kumar Bakshi (DIN: 00264007) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Rajiv Kumar Bakshi (DIN: 00264007), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 2 (Two) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2016 not liable to retire by rotation."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the 24th Annual General Meeting of the Company and pursuant to Section 180(1)(a) (previously being section 293(1)(a) of the Companies Act, 1956) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act'), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee

as may be authorized by the Board of Directors to mortgage and / or charge any of its movable and / or immovable properties wherever situated both present and future, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any banks(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for an amount not exceeding Rs 1,25,00,00,000/- (Rupees One Hundred Twenty Five Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior / pari passu subservient with / to the mortgages and / or charges already created or to be created by the Company as may be agreed to between the concerned parties."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the 24th Annual General Meeting of the Company and pursuant to Section 180(1)(c) (previously being section 293(1)(d) of the Companies Act, 1956) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act'), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorized by the Board of Directors to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company by way of availing of term loans and all kinds of financial assistance, secured / unsecured, fund and non-fund based from bank(s), financial institution(s), bodies corporate, by way of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum or otherwise, from persons, institutional investors, Foreign Institutional Investors, qualified institutional buyers, resident public financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trust, scientific and / or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident

Indians (through NRO accounts), trusts, firms, corporate or issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise of the Company's assets and properties, whether movable or immovable notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and / or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 1,25,00,00,000/- (Rupees One Hundred Twenty Five Crores only).

RESOLVED FURTHER THAT the Board or such Committee / or person(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution** :

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into related party transaction by the Company with effect from 1st April, 2014 upto the maximum per annum amounts as appended below:

| | | |
|---|---|---------------------|
| Name of related party | Regency Nephrocare Pvt. Ltd. | |
| Name of Director / KMP who is related, if any | Dr. Atul Kapoor and Dr. Rashmi Kapoor | |
| Nature of relationship | Relatives of Director | |
| Nature, material terms, monetary value and particulars of contract or arrangement | | Rs. in Lacs / Annum |
| | Leasing of Land & Building | 48 |
| | Renting of Medical equipments | 48 |
| | Availing services of kit / package for Dialysis | 600 |
| Tenure of Contract | The contract would be for a period of 3 years w.e.f. 01.04.2014 | |

RESOLVED FURTHER THAT although all these transactions are based on ordinary course of business and at the arms' length basis, the aforesaid consent is sought as an abundant caution, and thus the Board of Directors and / or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above

Resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalise any documents and writings related thereto."

Registered Office:

A-2, Sarvodaya Nagar,
Kanpur-208005

By Order of the Board
For Regency Hospital Limited

(Ankit Mishra)
Company Secretary

Kanpur, August 14, 2014

Notes:

- A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

- A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 24th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive)
- Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to

advise any change in their address or bank mandates immediately to the Company / Skyline.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Skyline.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means. The Company has fixed August 15, 2014, as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 25th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently the same cut-off date i.e. August 15, 2014 would record entitlement of the shareholders, who do not cast their vote electronic, to cast their vote at the 25th AGM on September 30, 2014
12. The e-voting period will commence at 9:00 a.m. on Wednesday, September 24, 2014 and will end at 6:00 p.m. on Friday, September 26, 2014. The Company has appointed Mr. Surendra Kumar Sahu, FCS of SKS & Company, Company Secretaries, Kanpur, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

PROCEDURE FOR E-VOTING

1. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:
 - (a) In case of Members receiving an e-mail from NSDL:
 - (i) Open the PDF file 'RHL e-voting.pdf' attached to the e-mail, using your client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password.'
 - (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
 - (v) Password change menu will appear. Change the

Password with a new password of your choice. Please keep a note of the new password. It is strongly recommended not to share your password with any person and take utmost care to keep it confidential.

- (vi) Home page of e-voting will open. Click on e-voting –Active Voting Cycles.
 - (vii) Select 'EVEN' of Regency Hospital Limited.
 - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by an e-mail at sksko2001@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance slip
 - (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip

| EVEN (E-Voting) Event Number | USER ID | PASSWORD |
|---------------------------------|---------|----------|
| | | |
 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
 2. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and e-voting user manual available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.
 3. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
 4. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
 5. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are shareholder.
 6. The voting rights shall be as per the number of equity share held by the member(s) as on Friday, August 15, 2014. Members are eligible to cast vote electronically only if they are holding shares as on that date.