

REGENCY TRUST LIMITED

Registered Office: 538, Paresh Mazunder Road, Ground Floor, P.O – Haltu, Kolkata - 700078
Corporate Office: Office No. 715, B Wing, 7th Floor, Crystal Plaza, New Link Road, Andheri West, Mumbai 400053
E-mail: rtltd2011@gmail.com | CIN - L27109WB1988PLC045119 | Website: www.regencytrust.in

Postal Ballot and E-voting:

Start Date	July 07, 2016
End Date	August 06, 2016

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NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 that the following Special Business are proposed to be passed as Special Resolutions by means of Postal Ballot / electronic voting:

Reduction in Share Capital of the Company

The Company is seeking your consent for the proposal as contained in the Resolution appended herein below. The Resolution and the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for which such resolution is proposed is being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed M/s. J. S. Virani & Co., Company Secretaries, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed in the Postal Ballot Form and return the form completed and signed in the enclosed prepaid self-addressed envelope so as to reach the scrutinizer on or before the close of working hours on August 06, 2016.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes of this Notice.

The scrutinizer after completion of scrutiny will submit his report to the Board of Directors of the Company. The results of Postal Ballot will be declared by the Board of Directors on August 09, 2016. In the event the resolutions are assented to by requisite majority of shareholders by means of postal ballot the date of declaration of result shall be deemed to be the date of passing of the said resolution.

SPECIAL BUSINESS

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 100 to 104 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 2013 read with the Articles of Association of the Company and pursuant to relevant rules of the Companies (Court) Rules, 1959 and subject to the Confirmation of the Hon'ble High Court of Kolkata / National Company Law Tribunal and other appropriate authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of the concerned authorities, from time to time, while granting such approvals, consents, permissions or sanctions

and which may be agreed by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to reduce the issued, subscribed and paid-up Equity share capital of Rs. 10,00,00,000/- (Rupees Ten Crores Only) consisting of 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each fully paid-up to Rs. 1,00,00,000/- (Rupees One Crore only) divided into 1,00,00,000 (One Crore) Fully Paid Up Equity shares of Re. 1/- (Rupee One only) each, by writing off the accumulated losses of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implement the arrangement embodied in the Scheme and to accept such modification and / or conditions, if any, which may be required and / or imposed by the Hon’ble High Court of Kolkata / National Company Law Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme.”

For Regency Trust Limited
Sd/-
Rajesh Kapoor
Director (Finance) and CFO
DIN: 02757121

Place: Mumbai

Date: July 06, 2016

Registered Office: 538, Paresh Mazunder Road,
Ground Floor, P.O – Haltu, Kolkata - 700078

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts are appended herein below.
2. The Company has appointed M/s. J. S. Virani & Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed on the attached self-addressed Envelope and unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours (i.e. upto 5:00 pm) on August 06, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
4. The Company has also extended e-voting facility to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
5. Members are requested to register their email id's with Registrar and Transfer Agent. Members who have already registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot can download Postal Ballot Form from www.cdslindia.com or seek duplicate Postal Ballot Form from Purva Sharegistry (India) Private Limited, fill in the details and send the same to the Scrutinizer. Copy of Postal Ballot Notice and Postal Ballot Form is also available on the website of the Company i.e. www.regencytrust.in.
6. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through valid E-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
7. The result of the Postal Ballot shall be declared by the Director or by any person authorized by the Board, on August 09, 2016. The resolutions will be taken as passed effectively, on the date of announcement of the result by the Director or by the authorized person, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolutions.
8. All relevant documents referred in the Explanatory Statement shall be kept open for inspection at the Registered / Corporate Office of the Company on all working days between 11.00 a.m. to 04.00 p.m. upto the date of declaration of the result of Postal Ballot.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. The Board of Directors of Regency Trust Limited ('the Company') at its meeting held on April 21, 2016 had approved the Scheme providing for Reduction in Share Capital of the between Regency Trust Limited (The Company) and its Respective Shareholders ('the Scheme').

The scheme provides the following:

- i. The Company has been incurring losses for the past few years and the accumulated losses of the Company as on 31.03.2016 (Thirty First day of March Two Thousand Sixteen) amounts to Rs. **9,11,66,432/-** (Rupees Nine Crores Eleven Lakhs Sixty Six Thousand Four Hundred and Thirty Two only) while the paid-up share capital of the Company stood at Rs. 10,00,00,000/- (Rupees Ten Crores only).
- ii. In view of substantial erosion of its Net worth, the Company is not in a position to undertake operations in a reasonable way. The Company is also not able to raise any loans from Financial Institutions, whether in the form of equity or debt, which is essential for continuing / expanding / diversifying its business activities.
- iii. After an analysis of the various options available to the Company, the Board felt that the restructuring of the Company's existing share capital becomes imperative. In the present scenario, the reduction in the equity share capital by writing off the accumulated losses is the most practical and economically efficient option available to the Company.
- iv. Hence, after evaluating various alternatives, the Board at its meeting held on April 21, 2016, decided to reduce 90% of the paid up share capital of the Company by reducing the face value of the share from Rs. 10/- each to Rs. 1/- each.
- v. Upon the Scheme becoming effective and after obtaining the necessary approvals, consents, permissions etc, the issued, subscribed, and paid-up equity share capital of the Company shall stand reduced from Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) fully paid-up shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,00,00,000/- (Rupees One Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Re. 1/- (Rupee One only) each and such reduction in the issued, subscribed and paid-up equity share capital of the Company shall be effected by writing off the accumulated losses amounting to Rs. 9,00,00,000/- (Rupees Nine Crore only) out of the total accumulated losses of Rs. **9,11,66,432/-** (Rupees Nine Crores Eleven Lakhs Sixty Six Thousand Four Hundred and Thirty Two only)
- vi. The above set off of loss of Rs. 9,00,00,000/- (Rupees Nine Crores only) shall made by reducing an amount of Rs. 9/- (Rupees Nine only) from each of the 1,00,00,000 (One Crore) Fully Paid Up Equity shares of Rs. 10/- (Rupees Ten only) each.
- vii. As a result of the aforesaid reduction of the Paid-up Capital by way of writing off of the losses of the Company, the issued, subscribed and paid-up equity share capital of the Company will become Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 1,00,00,000 (One Crore) fully paid-up equity shares of Rs. 1/- (Rupee One only) each.
- viii. The reduction of capital will not be prejudicial to any of the parties, whose interests will in no way be affected.
- ix. This resolution is subject to the confirmation of the Hon'ble High Court of Judicature at Kolkata / National Company Law Tribunal.
- x. No-Objection / Observation Letter from the Stock Exchanges:

In-terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company, being a listed company, was required to file application with the Stock Exchanges for obtaining No-objection / Observation Letter to the reduction of capital at least 30 days before the date of filing of the application with the Hon'ble High Court / National Company Law Tribunal. BSE Limited vide its letter dated June 23, 2016, issued no-objection letter / Observation Letter to the reduction of capital.

xi. Capital Structure and shareholding pattern of the Company.

The capital structure and shareholding pattern of the Company pre reduction of capital as on March 31, 2016 and post reduction of capital are as follows:

Capital Structure

Particulars	Pre Reduction (Rs.)	Particulars	Post Reduction (Rs.)
Authorised Share Capital 1,00,00,000 Equity Shares of Rs.10/- each	10,00,00,000	Authorised Share Capital 10,00,00,000 Equity Shares of Re.1/- each	10,00,00,000
TOTAL	10,00,00,000	TOTAL	10,00,00,000
Issued Subscribed and Paid-up Capital: 1,00,00,000 Equity Share of Rs.10/- each	10,00,00,000	Issued, Subscribed and Paid-up Share Capital: 1,00,00,000 equity shares of Re.1/- each	1,00,00,000
TOTAL	10,00,00,000	TOTAL	1,00,00,000

Shareholding Pattern

Particulars	Prior to the Scheme		After the implementation of the Scheme	
	No. of Shares (Rs. 10/- each)	%	No. of Shares (Rs. 1/- each)	%
Promoter's & Group	0	0.00	0	0.00
Foreign Portfolio Investors	431863	4.32	431863	4.32
Shareholders holding upto Rs. 2 lakhs	1043766	10.44	1043766	10.44
Shareholders holding more than Rs. 2 lakhs	5267147	52.67	5267147	52.67
NRI	31725	0.32	31725	0.32
HUFs	233591	2.34	233591	2.34
Clearing Members	29873	0.29	29873	0.29
Body Corporates	2962035	29.62	2962035	29.62
Total	1,00,00,000	100.00	1,00,00,000	100.00

xii. The registered Office of the Company is situated in Kolkata in the State of West Bengal; therefore the Company would file an application for the approval of the reduction of capital before the Hon'ble High Court of Kolkata / National Company Law Tribunal subsequent to Members approval.

- xiii. The Company shall file a certified copy of the order of the Hon'ble High Court / National Company Law Tribunal sanctioning the scheme of capital reduction with the Registrar of Companies, Kolkata.
 - xiv. The Board of Directors of the Company recommends to the shareholders for passing the proposed special resolution.
 - xv. The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme.
 - xvi. Upon approval of the Scheme by the shareholders of the Applicant Company pursuant to this meeting and Postal Ballot and e-voting, the Company will file petition under Section 101 and other applicable provisions of the Act with the Hon'ble High Court of Judicature at Kolkata / National Company Law Tribunal for sanctioning of the Scheme.
 - xvii. No winding up petitions have been pending and/ or admitted against the Company.
 - xviii. This Statement may be treated as Explanatory Statement under Section 102 of the Companies Act, 2013.
 - xix. The following documents will be available for inspection by the Shareholders at the Registered Office and Corporate Office of the Company on all working days except Sundays and Public Holidays (between 11.00 a.m. to 4.00 p.m.) upto August 06, 2016.
 - a. Copies of the Memorandum of Association and Articles of Association of the Company;
 - b. Copy of the audited balance sheet and profit and loss account for the year ended March 31, 2016
 - c. Copies of the Fairness Opinion issued by the Merchant Banker
 - d. Copies of the Complaints reports submitted by the Company with the Stock Exchanges.
 - e. Copies of Observation letters received from BSE Limited dated June 23, 2016
 - f. Copy of the Report of the Audit Committee dated April 21, 2016 for recommendation of the scheme;
2. Your Directors recommend the Resolution as set out in the Notice for approval of the Public Shareholders. In terms of SEBI Circulars, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favor (Assent) are more than the number of votes cast by the Public shareholders against (Dissent) it.
3. None of the Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

For Regency Trust Limited
Sd/-
Rajesh Kapoor
Director (Finance) and CFO
DIN: 02757121

Place: Mumbai

Date: July 06, 2016

Registered Office: 538, Paresh Mazunder Road,
Ground Floor, P.O – Haltu, Kolkata - 700078

**SCHEME OF CAPITAL REDUCTION OF
REGENCY TRUST LIMITED
(UNDER SECTION 100 OF THE COMPANIES ACT, 1956)**

PREAMBLE

This Scheme provides for undertaking capital reduction of REGENCY TRUST LTD.(hereinafter referred as “RTL or “the Company”), whereby the paid-up share capital of the REGENCY TRUST LTD. shall be reduced from Rs. **10,00,00,000/-** divided into **1,00,00,000** equity shares of Rs. **10/-** each fully paid-up to Rs. **1,00,00,000/-** divided into **1,00,00,000** equity shares of Rs. **1/-** each fully paid-up, which has lost or is unrepresented by available tangible assets, as detailed in the Scheme as detailed below:

BENEFITS OF THE SCHEME

The background and circumstances which justify the said scheme are inter- alia as follows:

- a. The Company has accumulated loss of over Rs. **9,00,00,000/-** as on 31st March, 2016. The Continues losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of the Company.
- b. For ensuring that the financial statements of the Company reflects the real picture and the Capital which is lost is not continued to be shown on the face of balance sheet, it is necessary to carry out reduction of capital of the Company.
- c. Since writing off of bad debts has become inevitable for growth of the Company and its shareholders, the Company is now proposing to undertake a scheme of capital reduction exercise whereby the Company would create a “Capital Restructuring Account” from its paid up Equity Share Capital.
- d. The reduction of Capital in the manner proposed would enable the Company to have a rational structure which is commensurate with its remaining business and assets.
- e. Hence, the proposed reduction will be for the benefit of the Company and its shareholder, creditors and all concerned as a whole.

SALIENT FEATURES OF THE SCHEME

1. The Scheme provides for the reduction of equity share capital of REGENCY TRUST LIMITED pursuant to Section 100 read with other relevant provisions of the Companies Act, 1956.
2. The Scheme also provides for various other matters consequential, supplemental and/or otherwise integrally connected herewith.

SECTION OF THE SCHEME

The Scheme is divided into the following parts:

- a. **SECTION 1** which deals with the Definitions and Date of taking effect of the Scheme.
- b. **SECTION 2** deals with reduction of capital of **REGENCY TRUST LIMITED**
- c. **SECTION 3** deals with Other Terms and Conditions.

SECTION 1

DEFINITIONS AND DATE OF TAKING EFFECT OF THE SCHEME

1. DEFINITIONS

In this Scheme (as defined hereinafter), unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- 1.1 “Accumulated Losses” means and includes the total amount shown under the head “Profit and Loss Account” as appearing in the audited Financials of the Company as at 31st March, 2016.
- 1.2 “Act” means the Companies Act, 1956, or as applicable, the Companies Act, 2013 and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.
- 1.3 “Appointed Date” means April 01, 2016 or such other date as may be fixed or approved by the Hon’ble High Court of Judicature at Kolkata.
- 1.4 “Effective Date” means the dates on which certified copies of the Orders of the High Court of Judicature at Kolkata or any other appropriate authority sanctioning the Scheme are filed with Registrar of Companies, Kolkata.
- 1.5 “High Court” means the High Court of Judicature at Kolkata having jurisdiction in the matter.
- 1.6 “RTL” or “the Company” means Regency Trust Ltd., a Company incorporated under provisions of the Companies Act, 1956 and having its registered office at 538, Paresh Mazunder Road, Ground Floor, P. O – Haltu, Kolkata – 700078. The Company is engaged in the business of trading and consultation.
- 1.7 “Record Date”(For Reduction of Capital / Reorganization) means the date to be fixed by the Board of Directors of RTL for the purpose of reckoning name of Equity Shareholders, who shall be entitled to new share certificate, upon coming into effect, the financial restructuring (reduction of capital),of this Scheme.
- 1.8 “Scheme” or “the scheme” or “this scheme” means this Scheme of Capital Reduction of Regency Trust Limited in its present form submitted to High Court or any other appropriate authority or with any modification(s) made under Clause 11 of this Scheme.
- 1.9 “Para” means paragraph of this Scheme.
- 1.10 “Bad debts” means debtors and investments which were not recoverable hence written off of Rs.**9,00,00,000/-** in the balance sheet as on 31st March, 2016.

1.11 "The Board" means the Board of Directors of Regency Trust Ltd. and shall include a duly constituted committee thereof.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein, in its present form or with any modification(s) approved or imposed or directed by the High Court or any other appropriate authority shall be effective from the Appointed Date.

3. SHARE CAPITAL

The Authorized, Issued, Subscribed and Paid up Share Capital of REGENCY TRUST LIMITED as per last audited annual accounts as at 31st March, 2016 is as under:-

Particulars	(Amount in Rs.)
Authorised Share Capital	
1,00,00,000 Equity Shares of Rs. 10/- each	10,00,00,000

Total	10,00,00,000
Issued & Subscribed Capital	
1,00,00,000 Equity Shares of Rs. 10/- each	10,00,00,000

Total	10,00,00,000
Paid-up Share Capital	
1,00,00,000 Equity Shares of Rs. 10/- each	10,00,00,000

Total	10,00,00,000

There is no change in the share capital of the Company since 31st March, 2016.

Section 2

Capital Reduction of Regency Trust Limited

4. Applicability of the Scheme of Capital Reduction of Regency Trust Limited:

The rationale for reduction of Capital is as under.

- 4.1. The Board of Directors of the Company has considered necessary to undertake a scheme of capital reduction so as to show a true and fair view of the Balance Sheet.
- 4.2. The balance in Profit & Loss Account (debit) as at 31st March, 2016 was Rs.9,11,66,432/-.
- 4.3. The company has been incurring continuous losses and the chances of recovery are remote. Hence it is prudent to write off bad debts part of the debit balance in Profit & Loss account to the extent of Rs. 9,00,00,000/- by reducing the paid-up capital from Rs. 10,00,00,000/- to Rs.1,00,00,000/- which has lost or is unrepresented by available tangible assets., in accordance with the provisions of Sections 100 and other applicable provisions of the Companies Act, 1956 (hereinafter referred to as "the act"). The resultant paid-up capital of the Company will be Rs. 1,00,00,000/- divided into 1,00,00,000 equity shares of Re.1/- each fully paid-up.

- 4.4. The financial restructuring will help the Company to reflect better its operational efficiency, improvements in the future years and reflect the true share value.
- 4.5. The restructuring will also not cause any prejudice to the creditors of the Company. For stake of clarity, it is specified that the reduction in Share Capital does not involve either the diminution of any liability in respect of any unpaid capital or the payment to any shareholder of any paid-up capital nor is any call being waived. The creditors of the Company are in no way affected by the proposed restructuring by way of the reduction of capital as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors. There is no actual cash out flow. Further, the proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.
5. This Scheme of Capital Reduction is between **Regency Trust Limited** and its shareholders, wherein;
- 5.1. The Company shall reduce the existing Paid-Up Equity Share Capital FROM **10,00,00,000/-** divided into 1,00,00,000 Equity Shares of Rs.10/- each fully paid up TO **Rs. 1,00,00,000/-** divided into 1,00,00,000 Equity Shares of Re.1/- each fully paid up and that such reduction be effected by reducing Face value of Rs. 9/- each per share, which has lost or is unrepresented by available tangible assets. i.e. Debit balance in Profit & Loss Account.
- 5.2. The reduction in the face value is proportionately among the members of the Company and the same shall be utilized for adjusting the debit in Profit & Loss account.
- 5.3. To effect such reduction in Issued, Subscribed and Paid-Up Equity Share Capital, shareholders of the Company holding 1 (One) equity share of Rs.10/- each fully paid-up as on the Record Date, will receive 1 (One) equity share of Re.1/- each fully paid up.

6. TREATMENT OF FRACTIONAL SHARES

As there is reduction in face value of equity share and no reduction in number of shares there is no fractional shares being generated.

7. The pre reduction and post reduction Capital Structure of the Company is as under:

Particulars	Pre Reduction (Rs.)	Particulars	Post Reduction (Rs.)
Authorised Share Capital 1,00,00,000 Equity Shares of Rs.10/- each	10,00,00,000	Authorised Share Capital 10,00,00,000 Equity Shares of Re.1/- each	10,00,00,000
TOTAL	10,00,00,000	TOTAL	10,00,00,000

Issued Subscribed and Paid-up Capital: 1,00,00,000 Equity Share of Rs.10/- Each	10,00,00,000	Issued, Subscribed and Paid-up Share Capital: 1,00,00,000 equity shares of Re.1/- each	1,00,00,000
TOTAL	10,00,00,000	TOTAL	1,00,00,000

7.1. The pre reduction and post reduction share holding pattern is as under:

Category of Shareholder	Number of Shares (pre reduction)of Rs. 10/- each	Pre Reduction %	Number of Shares (post reduction) of Re.1/- each	Post Reduction %
Promoter And Promoter Group	0	0	0	0
Financial institutions/Bank	4,31,863	4.32	4,31,863	4.32
Bodies Corporate	30,08,607	30.09	30,08,607	30.09
Individual	65,27,805	65.28	65,27,805	65.28
Any Other (OCBs, NRI)	31,725	0.31	31,725	0.31
TOTAL	1,00,00,000	100.00	1,00,00,000	100.00

The Board of Directors, in consultation with the Stock Exchange where the shares of the Company are listed, will fix the record date.

There is no change in the pre and post reduction shareholding pattern of the Company.

8. ACCOUNTING TREATMENT

8.1 The Company will comply with all relevant Accounting Policies and Accounting Standards as regards to accounting for the reduction of capital and writing off of debit balance of Profit and Loss Account.

8.2 The Company will make and pass appropriate entries for all notional adjustments in a prudent and commercial accepted manner.

Section 3

OTHER TERMS AND CONDITIONS

9. BONUS/RIGHT SHARES

After filing the Scheme and up to the Effective Date, the Company shall not issue or allot any shares or other financial instrument by the way of bonus shares, right shares or otherwise.

10. APPLICATIION TO THE HIGH COURT

The Company shall, with all reasonable dispatch make applications to the High Court of Judicature at Kolkata, under whose jurisdiction the registered offices of the Company is situated, for sanctioning this Scheme under Section 100 of the Companies Act, 1956.

11. MODIFICATION/AMENDMENTS TO THE SCHEME

The Company through its Board of Directors may consent on behalf of all persons concerned to any modification or amendments of this Scheme or to any conditions which the Court and/or any other authorities under law may deem fit to approve of or impose or which may otherwise be considered necessary or desirable for setting any question or doubt or difficulty that may arise for carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting this Scheme into effect.

For the purpose of giving effect to this Scheme or to any modifications thereof, the Directors of the Company are authorized to give such directions and / or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

12. CONDITIONALITY OF THE SCHEME

The Scheme is and shall be conditional upon and subject to:

12.1 The consent, approval, sanction, etc., under any law, of the Central Government, or Stock Exchanges or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters provided for in, or relating to, the Scheme for which such consent, approval, sanction, etc., is required;

12.2 The requisite resolutions under the applicable provisions of the said Act being passed by shareholders of the Company for any of the matter provided for or relating to the Scheme as may be necessary or desirable.

12.3 The sanctions of the High Court under sections 100 and other applicable provisions of the said Act in favour of the Company being obtained.

12.4 Certified or authenticated copies of the Order of the High Court sanctioning the Scheme being filed with the Registrar of Companies, Kolkata by the Company.

13. EFFECT OF NON RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the said sanctions and approvals not being obtained and / or the Scheme not being sanctioned by the High Court or such other competent authority by **31st March, 2016** or within such further period or periods as may be agreed upon by Boards of Directors of the Company (and which the Boards of Directors of the Company are hereby empowered and authorized to agree to and to extend the Scheme from time to time without any limitation) this Scheme shall stand revoked, cancelled and will be null and void, save and except in respect of any act or deed done prior thereto as it contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.



Chartered Capital And Investment Limited

Regd. Office : 71, Muljikanil, Opp. V.S. Hospital Ellsbridge Ahmedabad-380 006. Tel. : 079 - 2657 5337 / 2657 7571 / 2657 5029
Fax : 079 - 2657 5731. Email : info@chartercapital.net. Website : www.chartercapital.net. CIN : 1452016U1986PLC038571.

Thursday, April 21, 2016

To
The Board of Directors
REGENCY TRUST LTD
Kolkata

Dear Sirs,

FAIRNESS OPINION CERTIFICATE ON VALUATION OF SHARES OF REGENCY TRUST LTD

With reference to our offer letter dated Monday, April 18, 2016, which has been duly accepted by you, whereby we have been appointed as an Independent Merchant Banker for furnishing a 'Fairness Opinion' on the valuation carried out by the Valuer, M/s. M. E. Arsiwala & Co., Chartered Accountants, vide their report dated April 21, 2016, in terms of circular No. CIR/CFD/CMD/16/2015 dated November 15, 2015 of Securities and Exchange Board of India (SEBI).

We have been given to understand that the objective for this exercise is to obtain the fair value of the Equity Shares of Regency Trust Ltd (RTL) as on appointed date for the purpose of capital reduction through a scheme of arrangement in accordance with the Companies Act, 1956.

We have examined the methodologies used and corresponding share valuation to arrive at the fair value based on the Valuation Report furnished by M/s. M. E. Arsiwala & Co., Chartered Accountants of **Rs. 0.88 (Ten Paisa)** per Equity Share.

We enclose herewith our Report on the Fairness of the Valuation carried out by M/s. M. E. Arsiwala & Co., Chartered Accountants.

Page 1 of 10





We hereby give our consent to present and disclose the Fairness Opinion in accordance with circular No. CIR/CFD/CMD/16/2015 dated November 15, 2015 of Securities and Exchange Board of India (SEBI) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Registrar of Companies, West Bengal, Kolkata, BSE Ltd (BSE) and the Calcutta High Court at Kolkata and any other regulatory / competent authorities in connection with the proposed purpose outlined above.

We highly appreciate the co-operation and support received by us from your representatives during preparation of the said Report.

Thanking you.

Yours faithfully,

For Chartered Capital And Investment Limited



Mohib N Khericha

Mohib N Khericha
Managing Director



FAIRNESS OPINION ON VALUATION OF SHARES OF REGENCY TRUST LTD

CONTENTS

- I. Terms of Reference
- II. Information Received and Relied upon by us for the Fairness Opinion
- III. Brief Background of Company under Reference
- IV. Synopsis Of The Scheme Of Arrangement For Capital Reduction
- V. Method Of Valuation And Valuation Of Regency Trust Ltd
- VI. Fair Value Per Equity Share Of Regency Trust Ltd
- VII. Opinion on Valuation Report





FAIRNESS OF VALUATION OF SHARES

I. TERMS OF REFERENCE

- 1.1 **Regency Trust Ltd (RTL)** is listed on BSE.
- 1.2 The Board of Directors of Regency Trust Ltd is proposing capital reduction through a scheme of arrangement in accordance with the Companies Act, 1956. The fair value of Equity Shares of RTL has been decided based on the Valuation Report prepared by M/s. M. E. Arsiwala & Co., Chartered Accountants.
- 1.3 For the purpose of ascertaining the fairness of the valuation used by Regency Trust Ltd, has appointed, CCIL, for furnishing a **Fairness Opinion** on the valuation carried by the aforesaid Valuer.

II. INFORMATION RECEIVED AND RELIED UPON BY US FOR THE FAIRNESS OPINION

- 2.1 We, CCIL, have prepared the **Fairness Opinion** on the basis of the following information provided to us:
 - a) Memorandum and Articles of Association of the Company
 - b) Audited Annual Accounts and Annual Reports of the Company for the past three years.
 - c) Valuation Report dated April 21, 2016 of M/s. M. E. Arsiwala & Co., Chartered Accountants.
- 2.2 Our work does not constitute an audit or certification of the historical financial statements of Regency Trust Ltd, including their working results referred to in this Report. Accordingly, we are unable to and do not express any opinion on the accuracy of any financial information referred to in this Report. We do not express any opinion on the compliance or otherwise of





the applicable provisions of the Law by the company. We assume no responsibility for any errors in the information/clarifications submitted by the Management and their impact on the present exercise. **This Fairness Opinion has been furnished on the methodologies and resultant share valuation used by the Valuer.**

- 2.3 This Report is issued on the understanding that Regency Trust Ltd has drawn our attention to all the relevant matters, of which they were aware of, concerning the company's financial position and businesses, which may have an impact on this Report.
- 2.4 Our report is also subject to the limitations referred to in the Valuation report.

III. BRIEF BACKGROUND OF COMPANY UNDER REFERENCE

Regency Trust Ltd

RTL is a public limited company having its registered office at 538, Paresh Mazunder Road, Ground Floor, Post Office – Halty, Kolkata-700078, West Bengal. The CIN is L27109WB1988PLC045119. The Company is engaged in the business of trading and consultation.

Management

The Board of Directors of Regency Trust Ltd is as under:

Sr. No.	Name of the Director
1.	Rajesh Balbir Kapoor
2.	Manmohan Vaman Narayan Salvi
3.	Ashok Surji Gangar
4.	Rohit Vijay Thorve
5.	Neha Vijaykumar Badlani

Capital Structure





The capital structure of Regency Trust Ltd. on March 31, 2016 is as under:

Authorised Capital

The Authorised capital of Regency Trust Ltd. is Rs 10,00,00,000/- (Ten Crores) divided in to 1,00,00,000 (One Crore) equity shares of Rs. 10 each.

Issued, Subscribed and Paid up Capital

The issued, subscribed and paid up capital of Regency Trust Ltd. is Rs 10,00,00,000/- (Ten Crores) divided in to 1,00,00,000 (One Crore) equity shares of Rs. 10 each.

IV. SYNOPSIS OF THE SCHEME OF ARRANGEMENT FOR CAPITAL REDUCTION

The Company proposes to reduce the Issued, subscribed and paid up capital so as to show a true and fair view of the Balance Sheet. As against the paid up capital of Rs. 10,00,00,000/-, The balance in Profit & Loss Account (debit) as at 31st March, 2016 was Rs.9,11,66,432/-.

On the effective date and after securing necessary approvals and permission from the relevant body the paid up capital of the company shall be reduced from Rs 10,00,00,000/- comprising of 1,00,00,000 equity shares of Rs. 10/- each fully paid up to Rs. 1,00,00,000/- divided into 1,00,00,000 equity shares of Rs. 1/- each fully paid up and that such reduction shall be effected by canceling the capital which has been lost or is unrepresented by available tangible assets to the extent of Rs. 9/- per share.

V. METHOD OF VALUATION AND VALUATION OF REGENCY TRUST LTD





Valuation of Shares is a subjective exercise and is dependent upon various parameters adopted, method employed, perception of the risk involved, assumption made and judgmental analysis. Further, in the assignment before us it is necessary that we arrive at the value of the share so as to have a sustainable equity capital.

The analysts have used different method in valuation of the shares. The methods tend to change keeping in mind the objective of valuation, nature of the Company, availability of the accurate data and instructions of the participating company. Different methods produce different results and therefore it is very important for the analyst to choose appropriate method and state reason for selection a particular method.

There are many methods that can be used for valuation of shares. Some of the popular ones are:

- 1) Net Assets Value method based on
 - a) Market value of assets
 - b) Book value of the assets
- 2) Going Concern Valuation or Capitalization of Earning methods
- 3) Average quoted price of the equity shares on Stock Exchange in case of listed Companies.

Net Assets Value method

This method involves determining the value of the company on the basis of value of the assets and liabilities as disclosed in its periodical statements as adjusted by any known increase or decrease in the value of the assets or liabilities disclosed therein. This is one of the most conservative approaches in valuation and many time treated as the minimum value for any transaction.





The Net Worth or the Net Asset value of the Company is calculated by deducting the total outside liabilities and the estimated value of contingent liabilities not provided for in the books from the total value of tangible assets & intangible assets in the nature of patents & copyrights. The total value of the assets for this purpose does not include miscellaneous expenditure to the extent not written off such as preliminary expenses and other deferred revenue expenditure.

However, the question arises as to what should be the value of the assets. While one approach suggests that to assess that true net worth of a Company, one should rely on the market value of the Company's assets. In such case, the assets are re-valued by a registered valuer for the purpose of determining the true net worth of the company. This method is particularly used when stress of the valuation is on the market value of the assets held by both the companies and the exercise involves relinquishment of rights in one set of assets in exchange of other.

Alternatively, one may also rely on the book value of the assets as reflected by the latest audited balance sheet. In such case, the net worth can also be arrived at by deducting miscellaneous expenditure to the extent not written off and estimated value of contingent liabilities from the sum of paid up share capital and reserves and surplus.

Profit Earning Capacity Valuation Method

Under this method, the value of the shares of a company is measured by its ability to earn profit. In determining the going concern values, the assumption is that the future earnings are being bought and sold, so it is necessary to establish a worth of these earnings, which will satisfy both the buyer and seller. Once the value is determined by adopting this method, other tests are also applied to find out whether the investment is sufficiently covered by the assets that the Company possesses.





This method to be adopted in any particular case would depends on the facts and circumstances of the case.

Method Adopted

In present case, we have adopted the Book Value of Assets Method since the Market Value of Assets Method is not applicable in the said case as the Company does not have any significant assets and on the same account the Market Value of Assets will be very negligible.

The profit Earning Capacity Valuation will also be not applicable in the case as the Company is not into any significant or sustainable business activity as of now.

Valuation of the Company

Net Assets value Method (At Book Value)

As per the Audited Balance Sheet of the Company for the year ended on March 31, 2016, the Net Worth of the Company is at ₹ 88,33,568/- as per details given below:-

Particulars	Total (₹)
Paid Up Equity Shares Capital	10,00,00,000
Add : Reserves and Surplus	(9,11,66,432)
Net Assets Value	88,33,568
No. Equity shares	1,00,00,000
Value per share	₹ 0.88

Based on the above workings, the per share value of 'RTL' comes to ₹ 0.88/-





VI. FAIR VALUE PER EQUITY SHARE OF REGENCY TRUST LTD

Accordingly, in our opinion, the fair value of an equity share (face value of Rs. 10) in the paid up capital of Regency Trust Ltd is Rs. 0.88 per equity share.

VII. OPINION ON VALUATION REPORT

The fair value of Equity shares of the company has been arrived on the basis of various methodologies explained herein earlier and various qualitative factors relevant to company and the business dynamics and growth potentials of the business of the company, having regard to information base, management representations and perceptions, key underlying assumptions and limitations.

Based on the information, material, data made available to us, including the Valuation Report and working thereto, to best of our knowledge and belief, the methodologies used and corresponding share valuation suggested by M/s. M. E. Arsiwala & Co., Chartered Accountants proposed under the scheme of arrangement are Fair.





REGENCY TRUST LTD.

June 22, 2016

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Dear Sirs,

Sub: Complaint Status Report

Scrip Code: 511585

Please find attached Complaint Status Report for past 21 days. i.e From June 01, 2016 to June 21, 2016.

This is for your information and record.

For **Regency Trust Limited**

Manmohan Salvi
Executive Director
DIN - 03630297

Corp Off: Office No. 715, B Wing, 7th Floor, Crystal Plaza, New Link Road, Andheri West, Mumbai 400053
Reg Off: 538, Paresh Mazunder Road, Ground Floor, P.O - Halty, Kolkata - 700078
CIN: L27109WB1988PLC045119 | Email: rtrtd2011@gmail.com | Tel: 8108892327
Website: www.regencytrust.in



REGENCY TRUST LTD.

Status of Complaints in past 21 days (June 01, 2016 to June 21, 2016)

ANNEXURE III

Format for Complaints Report:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
0	0	0	0

Thanking You,

Yours faithfully,
For **Regency Trust Limited**

Manmohan Salvi
Executive Director
DIN – 03630297

Date – June 22, 2016

Corp Off: Office No. 715, B Wing, 7th Floor, Crystal Plaza, New Link Road, Andheri West, Mumbai 400053
Reg Off: 538, Paresh Mazunder Road, Ground Floor, P.O – Haltu, Kolkata - 700078
CIN: L27109WB1988PLC045119 | Email: rtrtd2011@gmail.com | Tel: 8108892327
Website: www.regencytrust.in

DCS/AMAL/MD/24(f)/ 436 /2016-17

June 23, 2016

The Company Secretary
Regency Trust Ltd.
638, Paresi Mazumdar Road,
Ground Floor, P.O.-Haltu,
Kolkata – 700078.



Sub: Observation letter regarding the Draft Scheme of Reduction of Capital of Regency Trust Ltd.

We are in receipt of Draft Scheme of Scheme of Reduction of Capital of Regency Trust Ltd.

As required under SEBI Circular No. CIR/CFD/CMD/11/2015 dated November 30, 2015; SEBI vide its letter dated June 23, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement.

- *Company shall ensure compliance with the Undertaking submitted by company vide letter dated May 27, 2016, pertaining to preamble as well as para 4.3 of the Scheme of Reduction in share capital is suitably amended / incorporated in the draft scheme.*
- *"Company shall duly comply with various provisions of the Circulars."*

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-a-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed
- e. Status of compliance with the Observation Letters of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange



:2

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Manager

To,

If Undelivered please return to:
Regency Trust Limited
Office No. 715, B Wing,
7th Floor, Crystal Plaza,
New Link Road,
Andheri West,
Mumbai 400053