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March 26, 2019

<b>The Manager</b> <b>DCS - CRD</b> <b>BSE Limited</b> Phiroze Jeejeeboy Towers, Dalal Street, Fort, Mumbai- 400 001 Fax No.: 22722037/39/41/61/3121/3719 <b><u>BSE Scrip Code: 539056</u></b>	<b>The Manager</b> <b>Listing Department</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 Fax No.: 26598237/38 <b><u>NSE Scrip Symbol: ADLABS</u></b>
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Dear Sirs,

**Sub: Results of Postal Ballot Voting (including e-voting) along with the Scrutinizer's Report**

This is further to our intimation dated February 05, 2019 intimating the Board approval for re-appointment of Mr. Steven A. Pinto and Mr. Ghulam Mohammed as Independent Directors of the Company, subject to the approval of the Shareholders of the Company, proposed to be obtained through Postal Ballot.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder, a Postal Ballot Notice dated February 05, 2019 together with a Postal Ballot Form was sent to the members of the Company seeking their consent to the aforesaid matters, by way of Postal Ballot, including voting by way of electronic means.

The voting commenced on February 23, 2019 and ended on March 24, 2019. Mr. Mohammed Aabid, Partner at Aabid & Co. (Practicing Company Secretary), the Scrutinizer has submitted his report dated March 26, 2019 [Enclosed herewith as **Annexure A**].

Mr. Mayuresh Kore, Chief Financial Officer of the Company has declared the Postal Ballot results today. Resolutions set out in the Postal Ballot notice were duly approved by the shareholders of the Company with requisite majority.

Please find enclosed herewith the voting results of the Postal Ballot, pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**Annexure B**].

Thanking you,

Yours faithfully,

For **Adlabs Entertainment Limited**

  
Divyata Raval

**Company Secretary & Compliance Officer**  
**(Membership No. A28741)**



Encl: a/a

Adlabs Entertainment Ltd.

**REPORT OF SCRUTINIZER**

(Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2015 as amended from time to time)

Annexure - A

Date: March 26, 2019

To,  
The Chairman,  
**ADLABS ENTERTAINMENT LIMITED,**  
30/31, Sangdewadi,  
Khopoli - Pali Road, Taluka-Khalapur,  
District Raigad 410203, Maharashtra.

**Sub: Scrutinizer Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 05<sup>th</sup> February, 2019 through Postal Ballot**

Dear Sir,

I, CS Mohammed Aabid, Practicing Company Secretary, Partner of Aabid & Co. Mumbai has been appointed as Scrutinizer by the Board of Directors of Adlabs Entertainment Limited (hereinafter called "the Company") for the purpose of scrutinizing the process of Postal Ballot including voting through electronic means pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions proposed through Postal Ballot Notice dated February 05, 2019.

The Postal Ballot Notice for passing the special businesses along with statement setting out material facts under Section 102 of the Companies Act, 2013 in respect of resolutions proposed as special business to be passed by the shareholders of the Company through Postal ballot process including voting by electronic means was sent to the shareholders on February 21, 2019. The Company has availed services of Link Intime India Private Limited (herein after called "the LIPL") to provide e-voting facility to its Members.



The Shareholders of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e. Friday, February 08, 2019 were entitled to vote on the proposed resolutions as set out at item nos. 1 and 2 in the Postal Ballot Notice.

The voting period for e-voting commenced on Saturday, February 23, 2019 at 09:00 a.m. and ended on Sunday, March 24, 2019 at 5:00 p.m. and e-voting system of LIPL was blocked immediately thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballot forms received till Thursday, March 24, 2019 up to 5:00 pm, were considered. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the LIPL e-voting system and the Postal Ballot Forms received respectively.

I now submit my consolidated report on the results of e-voting and postal ballot conducted in relation to the Resolutions as under:



**SPECIAL BUSINESS**

**Item No. 1: Special Resolution**

Re-appointment of Mr. Steven A. Pinto (DIN: 00871062) as an Independent Director of the Company

(i) Voted in favour of the resolution:

	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	55	3,86,69,395	75.684
Physical	52	1,24,17,831	24.304
<b>Total</b>	<b>107</b>	<b>51,087,226</b>	<b>99.988</b>

(ii) Voted against the resolution:

	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	3462	0.006
Physical	6	2433	0.004
<b>Total</b>	<b>12</b>	<b>5895</b>	<b>0.011</b>

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast by them
E-voting	0	0
Physical	14	4458
<b>Total</b>	<b>14</b>	<b>4458</b>





**Item No. 2: Special Resolution**

Re-appointment of Mr. Ghulam Mohammed (DIN: 00173420) as an Independent Director of the Company

(i) Voted in favour of the resolution:

	Number of members who Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	55	38669394	75.692
Physical	51	12417829	24.307
Total	107	51,087,223	99.999

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	06	3462	0.006
Physical	07	2435	0.004
Total	13	5897	0.010

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	0	0
Physical	14	4458
Total	14	4458



The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot and the same shall be handed over to the Compliance Officer for safe keeping.

Thanking You  
Yours Faithfully,

For Aabid & Co.  
Company Secretaries



**Mohammed Aabid**

Partner

Membership No.: F6579

C. P. No.: 6525

**Place: Mumbai**

**Date: 26/03/2019**

Countersigned



Authorised Representative

Date of declaration of result of Postal Ballot and e-voting				March 26, 2019				
Total number of shareholders on record date (February 8, 2019)				26,301				
No. of shareholders present in the meeting either in person or through proxy:				Not Applicable				
Promoters and Promoter Group:								
Public:								
No. of Shareholders attended the meeting through Video Conferencing:				Not Applicable				
Promoters and Promoter Group:								
Public:								
Resolution 1 (Special)				1 - Special Resolution for re-appointment of Mr. Steven A. Pinto (DIN: 00871062) as an Independent Director of the Company				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held under the Category	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	29863601	29863601	100.00	29863601	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>29863601</b>	<b>100.00</b>	<b>29863601</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	5986341	5970505	99.74	5970505	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>5970505</b>	<b>99.74</b>	<b>5970505</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	52212181	2838751	5.44	2835289	3462	99.88	0.12
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		12420264	23.79	12417831	2433	99.98	0.02
	<b>Total</b>		<b>15259015</b>	<b>29.23</b>	<b>15253120</b>	<b>5895</b>	<b>99.96</b>	<b>0.04</b>
<b>Total</b>		<b>88062123</b>	<b>51093121</b>	<b>58.02</b>	<b>51087226</b>	<b>5895</b>	<b>99.99</b>	<b>0.01</b>



**Adlabs Entertainment Limited**

<b>Date of declaration of result of Postal Ballot and e-voting</b>	March 26, 2019
<b>Total number of shareholders on record date (February 8, 2019)</b>	26,301
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
Promoters and Promoter Group:	
Public:	
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	Not Applicable
Promoters and Promoter Group:	
Public:	

<b>Resolution 2 (Special)</b>		<b>Special Resolution for re-appointment of Mr. Ghulam Mohammed (DIN: 00173420) as an Independent Director of the Company.</b>						
<b>Whether promoter/ promoter group are interested</b>		<b>No</b>						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	29863601	29863601	100.00	29863601	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>29863601</b>	<b>29863601</b>	<b>100.00</b>	<b>29863601</b>	<b>0.00</b>	<b>100.00</b>
Public Institutions	E-Voting	5986341	5970505	99.74	5970505	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>5970505</b>	<b>99.74</b>	<b>5970505</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	52212181	2838750	5.44	2835288	3462	99.88	0.12
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		12420264	23.79	12417829	2435	99.98	0.02
	<b>Total</b>		<b>15259014</b>	<b>29.23</b>	<b>15253117</b>	<b>5897</b>	<b>99.96</b>	<b>0.039</b>
<b>Total</b>		<b>88062123</b>	<b>51093120</b>	<b>58.02</b>	<b>51087223</b>	<b>5897</b>	<b>99.99</b>	<b>0.01</b>

