



theme park • water park • snow park • hotel

November 9, 2017

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

**Sub: Submission of Notice of Extraordinary General Meeting of the Company**

Pursuant to Regulation 30 read with part A of schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of Extraordinary General Meeting scheduled to be held on December 2, 2017 at 12:00 noon at Imagica Theme Park, Imagica Capital, 30/31, Sangdewadi, Khopoli - Pali Road, Taluka Khalapur, District Raigad 410 203.

You are requested to take the same on records.

Thanking you,

Yours faithfully,  
For **Adlabs Entertainment Limited**

**Mayuresh Kore**  
Chief Financial Officer

Encl: a/a

Adlabs Entertainment Ltd.

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-669 900 F: +91-22-4068 0088  
Corporate Office: 9<sup>th</sup> Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088  
Corporate Identity Number (CIN): L92490MH2010PLC199925 Website: [www.adlabsimagica.com](http://www.adlabsimagica.com) Email: [info@adlabsentertainment.com](mailto:info@adlabsentertainment.com)



## ADLABS ENTERTAINMENT LIMITED

**Registered Office :** 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203

**Tel :** +91 2192 669 900 | **Fax :** +91 22 4068 0088 | **Website :** www.adlabsimagica.com

**Email :** compliance@adlabsentertainment.com | **CIN:** L92490MH2010PLC199925

### NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of **Adlabs Entertainment Limited** will be held on Saturday, December 2, 2017 at 12:00 noon at Imagica Theme Park, Imagica Capital, 30/31, Sangdewadi, Khopoli Pali Road, Taluka Khalapur, District Raigad 410 203, to transact the following special business:

#### **Item No. 1: Issue of Equity Shares on Preferential basis:**

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 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder (the “Act”), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of Foreign Exchange Management Act (“FEMA”) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches, on preferential basis, up to 69,15,629 equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up for cash at issue price of ₹ 72.30/- (including premium of ₹ 62.30/-) per equity share aggregating to ₹ 49,99,99,977/- (Rupees Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Seventy Seven Only), which price is determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations as on the Relevant Date, to Shaan Agro Private Limited, the entity belonging to the Non-Promoter category and on such other terms and conditions as may be approved by the Board.

**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price of the equity shares is Thursday, November 2, 2017 i.e. 30 days prior to the date of passing of Special Resolution at the Extraordinary General Meeting of the Company to be held on Saturday, December 2, 2017.

**RESOLVED FURTHER THAT** aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- c) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations;
- d) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval; and
- f) Allotment shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited & National Stock Exchange of India Limited.

**RESOLVED FURTHER THAT** the equity shares proposed to be so allotted shall rank *pari passu* in all respects including as to dividend, with the existing fully paid up equity shares of face value of ₹ 10/- (Rupees Ten Only) each of the Company.

**RESOLVED FURTHER THAT** subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board."

**By Order of the Board of Directors**

**Manmohan Shetty**  
Chairman

Date : November 7, 2017

Place: Mumbai

Registered Office:

30/31, Sangdewadi, Khopoli-Pali Road,  
Taluka Khalapur, District Raigad 410 203

**Notes:**

**1. A member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself 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 per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent 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.**

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note no. 9. The Company will also send details about User ID and password along with a copy of this Notice to the Members.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. A statement pursuant to 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members/Proxies should fill in the Attendance Slip for attending the Meeting.
6. 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.
7. Members holding shares in electronic form are requested to write their DP ID and Client ID number and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Relevant documents referred to in the accompanying Notice 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.
9. Voting through electronic means:
  1. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the

Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Wednesday, November 29, 2017 (9:00 am) and ends on Friday, December 1, 2017 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 25, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL (for Members whose email IDs are registered with the Company/ Depository Participant(s)):

- i. Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- iii. Click on Shareholder - Login.
- iv. Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select “EVEN” of “ADLABS ENTERTAINMENT LIMITED”.
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case a Member receives physical copy of the Notice of Meeting and Attendance Slip (for Members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy):

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the Meeting :

| EVEN (Remote E-voting Event Number) | USER ID | PASSWORD/ PIN |
|-------------------------------------|---------|---------------|
|                                     |         |               |

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, November 25, 2017.

- X. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, November 25, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
- XII. Mr. Sanjay Dholakia, Practicing Company Secretary (Membership No. 2655 & COP No. 1798) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "ballot paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.adlabsimagica.com](http://www.adlabsimagica.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

#### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

The Company (AEL) owns and operates an integrated entertainment holiday destination "IMAGICA" which is built to match global standards and includes a theme park, a water park, a snow park, a hotel and other associated activities such as retail & merchandise, food & beverage etc. and funds are required to augment its working capital and capital expenditure needs as well as to improve its financial ratios in compliance with banking requirements.

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Regulation 72 of the SEBI ICDR Regulations, any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution.

Accordingly, the Company proposes to issue and allot upto 69,15,629 equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid up at a issue price of ₹ 72.30/- (including premium of ₹ 62.30/-) per equity share aggregating to ₹ 49,99,99,977/-.

The proposed allottee of equity shares has not sold any equity shares of the Company during the six months preceding the Relevant Date i.e. Thursday, November 2, 2017.

Further, in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73 of the SEBI ICDR Regulations, the following disclosures are required to be made in the Explanatory Statement to the Notice:

#### **A. The objects of the issue**

It is intended to deploy the net proceeds from the issue of the above mentioned equity shares for funding any one or more of the following: (i) working capital (ii) general corporate purpose, (iii) reduction / repayment of secured/unsecured debt, (iv) investment in joint venture companies, subsidiaries etc., as may be permitted by applicable statutory and regulatory parameters from time to time.

#### **B. The total number of securities to be issued**

The resolution set out in the accompanying Notice authorizes the Board to issue up to 69,15,629 equity shares to the proposed allottee on preferential basis.

#### **C. Issue Price and Relevant Date**

The equity shares shall be allotted at a price of ₹ 72.30/- per equity share including premium of ₹ 62.30/- per equity share determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations considering the relevant date as November 2, 2017 i.e. 30 days prior to the date of passing of Special Resolution at the Extraordinary General Meeting of the Company to be held on Saturday, December 2, 2017.

#### **D. Intention of promoters, directors or key managerial personnel to subscribe to the offer**

None of the Promoters, Directors or Key Managerial Personnel, intends to subscribe to any shares pursuant to this preferential issue of equity shares.

**E. The proposed time within which the allotment shall be completed**

In terms of Chapter VII of the SEBI ICDR Regulations, preferential allotment pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution at item no. 1.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

**F. The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them**

| S. No. | Name of the Proposed Allottee | Category     | Present Holding | % to Pre-Issue Capital | Present Issue | Post Issue Shareholding* |      | Post Issue Shareholding # |      |
|--------|-------------------------------|--------------|-----------------|------------------------|---------------|--------------------------|------|---------------------------|------|
|        |                               |              |                 |                        |               | No. of equity shares     | %    | No. of equity shares      | %    |
| 1      | Shaan Agro Private Limited    | Non Promoter | Nil             | Nil                    | 69,15,629     | 69,15,629                | 7.85 | 69,15,629                 | 7.74 |

\* After considering the proposed issue of equity shares on preferential basis pursuant to above resolution at Item no. 1.

# Change in percentage is due to considering the proposed issue of equity shares on preferential basis pursuant to above resolution at Item No. 1 and assuming the full conversion of 5 warrants allotted on June 20, 2017 convertible into 12,48,684 equity shares to the non-promoter.

**G. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottee is as follows.**

| S. No. | Name and address of the Proposed Allottee   | Category (Promoter/ Non-Promoter) | Names of Ultimate Beneficial Owners of the Proposed Allottee  |
|--------|---|-----------------------------------|---|
| 1      | Shaan Agro Private Limited<br>1001, Sunshine Heights, CST Road, Kalina, Santacruz East, Mumbai - 400 098. | Non- Promoter                     | 100% Equity Share Capital of Shaan Agro Private Limited is held by Business Match Services (India) Private Limited. Mr. Chandir Gobind Gidwani, holds 75.40% Equity Share Capital of Business Match Services (India) Private Limited. |

**H. The change in control, if any, in the Company that would occur consequent to the preferential offer**

As a result of the proposed preferential issue of equity shares there will be no change in the control or management of the Company. However, voting rights will change in accordance with the shareholding pattern.

**I. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

| S. No. | Name of Allottee(s)                 | Number and Type of Securities | Price                       |
|--------|-------------------------------------|-------------------------------|-----------------------------|
| 1      | Bennett Coleman and Company Limited | 12,48,684 equity shares       | ₹ 95/- per share            |
| 2      | Bennett Coleman and Company Limited | 5 Convertible Warrants        | ₹ 2,37,25,000/- per warrant |

**J. The pre issue and post issue shareholding pattern of the Company**

| S. No.   | Category                  | Pre Issue          |                   | Post Issue*        |                   | Post Issue#        |                   |
|----------|---------------------------|--------------------|-------------------|--------------------|-------------------|--------------------|-------------------|
|          |                           | No. of shares held | % of shareholding | No. of shares held | % of shareholding | No. of shares held | % of shareholding |
| <b>A</b> | <b>Promoters' holding</b> |                    |                   |                    |                   |                    |                   |
| <b>1</b> | <b>Indian</b>             |                    |                   |                    |                   |                    |                   |
|          | Individual                | 29,71,152          | 3.66              | 29,71,152          | 3.37              | 29,71,152          | 3.33              |
|          | Bodies Corporate          | 4,11,50,087        | 50.71             | 4,11,50,087        | 46.73             | 4,11,50,087        | 46.08             |
|          | <b>Sub Total</b>          | <b>4,41,21,239</b> | <b>54.37</b>      | <b>4,41,21,239</b> | <b>50.10</b>      | <b>4,41,21,239</b> | <b>49.40</b>      |
| <b>2</b> | <b>Foreign Promoters</b>  | <b>0</b>           | <b>0.00</b>       | <b>0</b>           | <b>0.00</b>       | <b>0</b>           | <b>0.00</b>       |
|          | <b>Total (A)</b>          | <b>4,41,21,239</b> | <b>54.37</b>      | <b>4,41,21,239</b> | <b>50.10</b>      | <b>4,41,21,239</b> | <b>49.40</b>      |

| S. No.   | Category                       | Pre Issue          |                   | Post Issue*        |                   | Post Issue#        |                   |
|----------|--------------------------------|--------------------|-------------------|--------------------|-------------------|--------------------|-------------------|
|          |                                | No. of shares held | % of shareholding | No. of shares held | % of shareholding | No. of shares held | % of shareholding |
| <b>B</b> | <b>Non Promoters' holding</b>  |                    |                   |                    |                   |                    |                   |
| <b>1</b> | <b>Institutions</b>            |                    |                   |                    |                   |                    |                   |
|          | Mutual Fund                    | 32,57,505          | 4.01              | 32,57,505          | 3.70              | 32,57,505          | 3.65              |
|          | Alternate Investment Funds     | 1,41,000           | 0.17              | 1,41,000           | 0.16              | 1,41,000           | 0.16              |
|          | Foreign Portfolio Investors    | 27,13,000          | 3.34              | 27,13,000          | 3.08              | 27,13,000          | 3.04              |
|          | Financial Institutions / Banks | 3,76,712           | 0.46              | 3,76,712           | 0.43              | 3,76,712           | 0.42              |
|          | <b>Sub Total (B1)</b>          | <b>64,88,217</b>   | <b>8.00</b>       | <b>64,88,217</b>   | <b>7.37</b>       | <b>64,88,217</b>   | <b>7.27</b>       |
| <b>2</b> | <b>Non Institution</b>         |                    |                   |                    |                   |                    |                   |
|          | Bodies Corporate               | 1,41,65,274        | 17.46             | 2,10,80,903        | 23.94             | 2,23,29,587        | 25.00             |
|          | Directors and Relatives        | 178                | 0.00              | 178                | 0.00              | 178                | 0.00              |
|          | Public                         | 1,19,91,661        | 14.78             | 1,19,91,661        | 13.62             | 1,19,91,661        | 13.43             |
|          | Clearing Members               | 7,57,863           | 0.93              | 7,57,863           | 0.86              | 7,57,863           | 0.85              |
|          | Foreign Company                | 25,40,084          | 3.13              | 25,40,084          | 2.88              | 25,40,084          | 2.84              |
|          | HUF                            | 6,52,992           | 0.80              | 6,52,992           | 0.74              | 6,52,992           | 0.73              |
|          | Foreign Nationals              | 5,000              | 0.01              | 5,000              | 0.01              | 5,000              | 0.01              |
|          | Non Resident Indians           | 44,669             | 0.06              | 44,669             | 0.05              | 44,669             | 0.05              |
|          | Non Resident (Non Repatriable) | 3,48,792           | 0.43              | 3,48,792           | 0.40              | 3,48,792           | 0.39              |
|          | Trusts                         | 30,525             | 0.04              | 30,525             | 0.03              | 30,525             | 0.03              |
|          | <b>Sub Total (B2)</b>          | <b>3,05,37,038</b> | <b>37.63</b>      | <b>3,74,52,667</b> | <b>42.53</b>      | <b>3,87,01,351</b> | <b>43.33</b>      |
|          | <b>Sub Total (B1 + B2)</b>     | <b>3,70,25,255</b> | <b>45.63</b>      | <b>4,39,40,884</b> | <b>49.90</b>      | <b>4,51,89,568</b> | <b>50.60</b>      |
|          | <b>Grand Total</b>             | <b>8,11,46,494</b> | <b>100.00</b>     | <b>8,80,62,123</b> | <b>100.00</b>     | <b>8,93,10,807</b> | <b>100.00</b>     |

\* After considering the proposed issue of equity shares on preferential basis pursuant to above resolution at item no.1.

# After considering the proposed issue of equity shares on preferential basis pursuant to above resolution at item no.1 and assuming the full conversion of 5 warrants allotted on June 20, 2017 convertible into 12,48,684 equity shares to the non promoter.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares on preferential basis to the proposed allottee.

#### K. Lock-in Period

- i. The equity shares to be allotted on a preferential basis to entities belonging to the non-promoter group shall be subject to 'lock-in' for a period of one (1) year from the date of trading approval for such equity shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the proposed allottee, if any, belonging to the non - promoter group, shall be locked-in from the Relevant Date up to a period of six (6) months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

#### L. The Company hereby undertakes that

- i. It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.
- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.

**M. Auditor's Certificate**

The certificate from M/s. A.T. Jain & Co., Chartered Accountants being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be available for inspection at the Registered Office of the Company during 11:00 am to 5:00 pm (office hours) on all the working days except (Public holidays and Saturdays) upto the date of declaration of the Meeting.

**N. Report of Registered Valuer**

No report of registered valuer is required for the offer, issue and allotment of the equity shares, under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

It is proposed to obtain the consent of Members, pursuant to Section 42, 62 and other applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, to issue and allot equity shares to the proposed allottee, an entity belonging to non-promoter group on preferential basis.

None of the Promoter, Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the above referred resolution.

The Board recommends the passing of the resolution as set out at item no. 1 of the accompanying notice as Special resolution.

**By Order of the Board of Directors**

**Manmohan Shetty**  
Chairman

Date : November 7, 2017

Place: Mumbai

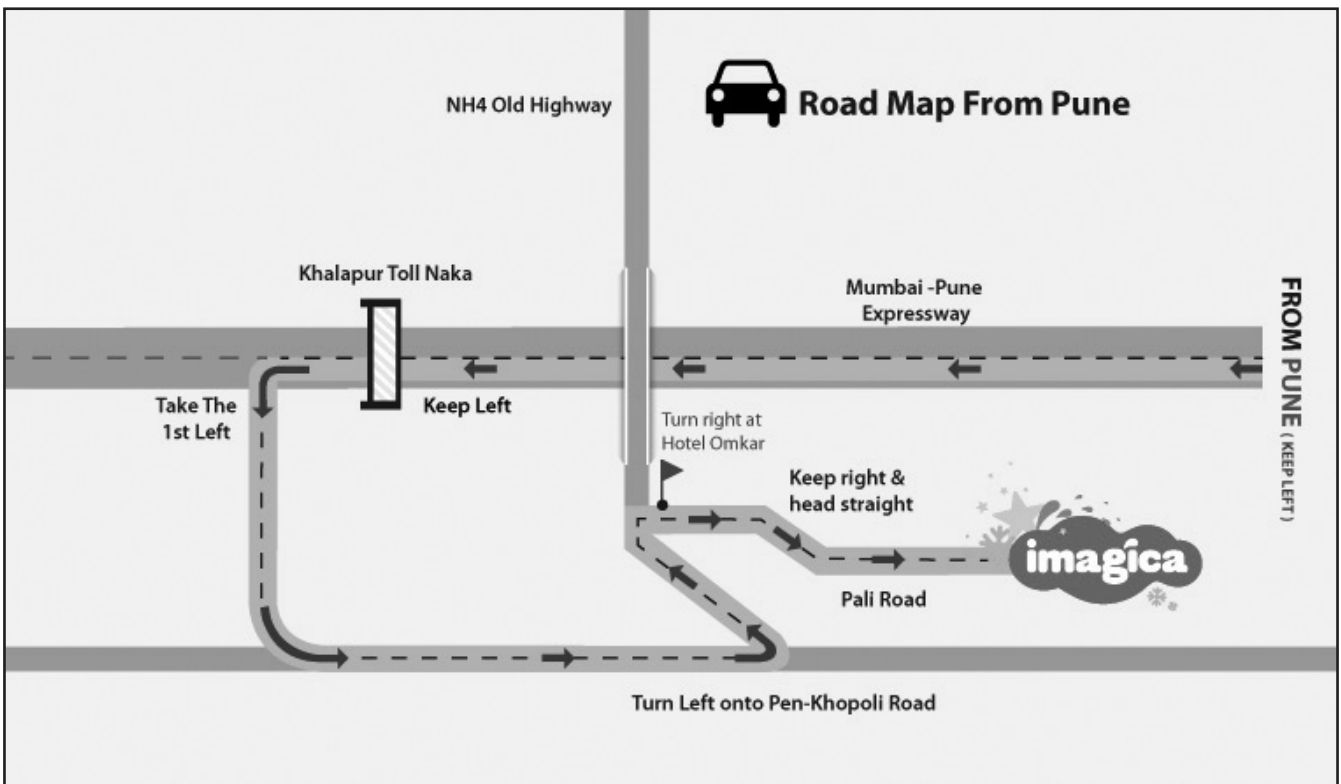
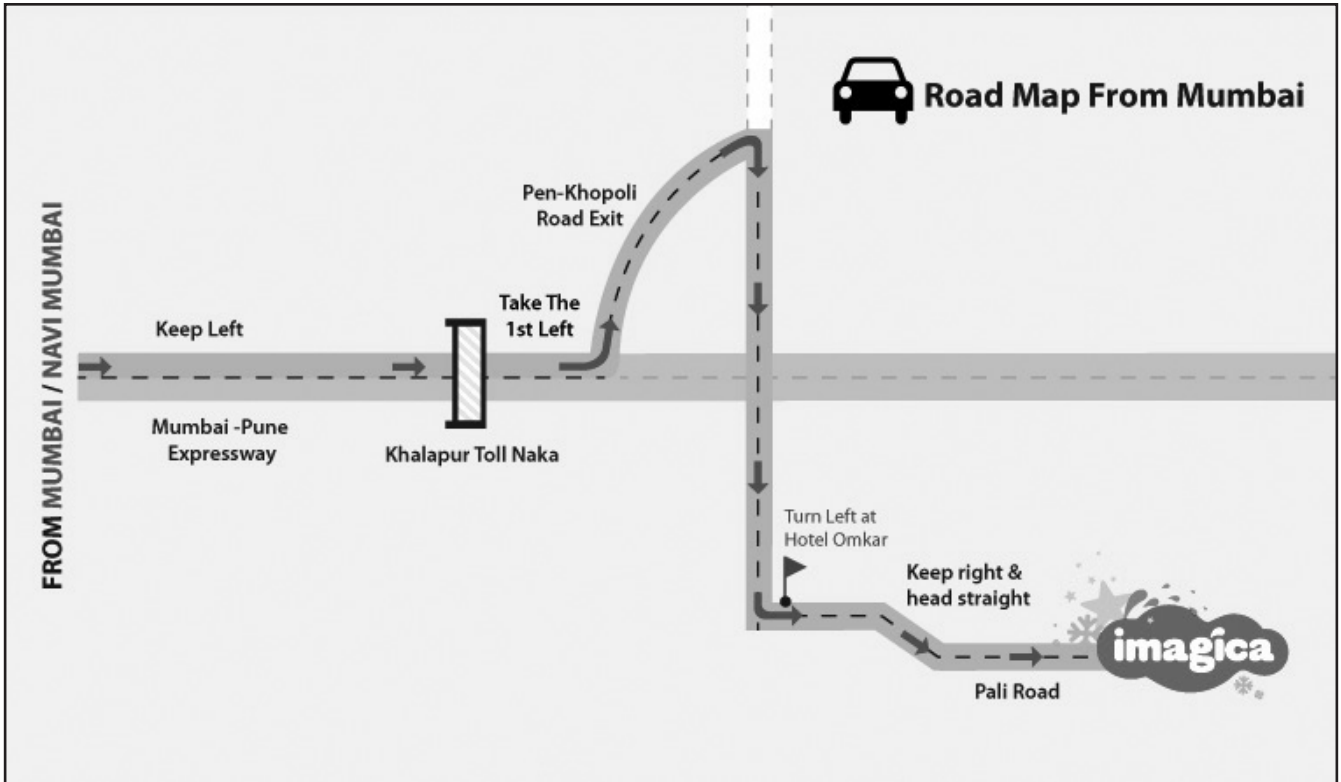
Registered Office:

30/31, Sangdewadi, Khopoli-Pali Road,

Taluka Khalapur, District Raigad 410 203



## ROUTE MAP TO THE VENUE OF EGM



**Note:** Transport facility is not arranged by the Company. Members are requested to reach the EGM Venue on their own. Please refer to the route map given above.



**ADLABS ENTERTAINMENT LIMITED**

**Registered Office :** 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203  
**Tel :** +91 2192 669 900 | **Fax :** +91 22 4068 0088 | **Website :** www.adlabsimagica.com  
**Email :** compliance@adlabsentertainment.com | **CIN:** L92490MH2010PLC199925

**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

**Joint shareholders may obtain additional attendance slip on request.**

|         |  |
|---------|--|
| DP. Id* |  |
|---------|--|

|                 |  |
|-----------------|--|
| Regd. Folio No. |  |
|-----------------|--|

|            |  |
|------------|--|
| Client Id* |  |
|------------|--|

|                      |  |
|----------------------|--|
| No. of Share(s) held |  |
|----------------------|--|

NAME AND ADDRESS OF THE SHAREHOLDER

I/we hereby record my/our presence at the **EXTRAORDINARY GENERAL MEETING** on Saturday, December 2, 2017 at 12:00 noon, at Imagica Theme Park, Imagica Capital, 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203.

\*Applicable for investors holding share(s) in electronic form.

Signature of the shareholder or proxy: \_\_\_\_\_

**E-VOTING PARTICULARS**

| <b>EVEN<br/>(Electronic Voting Event Number)</b> | <b>User ID</b> | <b>Password</b> |
|--|----------------|-----------------|
| <b>107993</b>                                    |                |                 |

**Note:** Please read instructions given at Note No. 9 (Procedure for Voting through electronic means) to the Notice of the Extraordinary General Meeting carefully before voting electronically. The voting time commences from November 29, 2017 (9:00 am) and ends on December 1, 2017 (5:00 pm). The voting module shall be disabled by NSDL for voting thereafter.



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**PROXY FORM - MGT 11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Folio No./ Client ID : \_\_\_\_\_ DP ID : \_\_\_\_\_

I/We being the Member(s) of \_\_\_\_\_ equity shares of ₹ 10/- each of Adlabs Entertainment Limited, hereby appoint:

- 1. Name : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him
- 2. Name : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him
- 3. Name : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Saturday, December 2, 2017 at 12:00 noon at Imagica Theme Park, Imagica Capital, 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203 and at any adjournment thereof in respect of such resolution as indicated below:

| S. No. | Resolutions   | For | Against |
|--------|---|-----|---------|
| 1      | Special Resolution under Section 42 and 62 of the Companies Act, 2013 for issue of equity shares on preferential basis. |     |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

\_\_\_\_\_  
Signature of shareholder

Affix  
Revenue  
Stamp

Signature of Proxy holder(s) \_\_\_\_\_

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**