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December 29, 2017

<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 remote e-voting) along with the Scrutinizer's Report**

We wish to inform you that, the members of the Company have approved all the resolutions mentioned in the Postal Ballot Notice dated November 7, 2017.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the details regarding the voting results of the business transacted through Postal Ballot process (including remote e-voting) in the prescribed format along with the Scrutinizer's Report.

You are requested to take the same on record.

Thanking you,

Yours faithfully,  
For Adlabs Entertainment Limited

  
**Mayuresh Kore**  
**Chief Financial Officer**



Adlabs Entertainment Ltd.

**Adlabs Entertainment Limited**

Date of declaration of result of Postal Ballot and e-voting		December 29, 2017						
Total number of shareholders on record date (November 17, 2017)		23857						
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 Required : (Special)		1 - Special Resolution for Sale of the hotel business undertaking of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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
Promoter and Promoter Group	E-Voting		44121239	100.0000	44121239	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		44121239	100.0000	44121239	0	100.0000	0.0000
Public Institutions	Total		44121239	100.0000	44121239	0	100.0000	0.0000
	E-Voting		5970505	96.0971	5970505	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5970505	96.0971	5970505	0	100.0000	0.0000
	E-Voting		2879594	9.3456	2877687	1907	99.9338	0.0662
Total	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		4588	0.0149	4235	353	92.3060	7.6940
	Total		2884182	9.3605	2881922	2260	99.9216	0.0784
			52975926	65.2843	52973666	2260	99.9957	0.0043



**Adlabs Entertainment Limited**

**Resolution Required : (Special)**

**2 - Special Resolution for Sale of Investments or shareholding of the Company in Walkwater Properties Private Limited, wholly owned subsidiary company and Surplus Land of 67 acres of the Company**

Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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		44121239	100.0000	44121239	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	44121239	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>44121239</b>	<b>100.0000</b>	<b>44121239</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		5970505	96.0971	5970505	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	6212995	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5970505</b>	<b>96.0971</b>	<b>5970505</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		2879541	9.3454	2875566	3975	99.8620	0.1380
	Poll	30812260	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		4588	0.0149	4235	353	92.3060	7.6940
<b>Total</b>		<b>2884129</b>	<b>9.3603</b>	<b>9.3603</b>	<b>2879801</b>	<b>4328</b>	<b>99.8499</b>	<b>0.1501</b>
<b>Total</b>		<b>81146494</b>	<b>52975873</b>	<b>65.2842</b>	<b>52971545</b>	<b>4328</b>	<b>99.9918</b>	<b>0.0082</b>



Adlabs Entertainment Limited

Resolution Required : (Special) 3 - Special Resolution for Sale of Investments or shareholding of the Company in Blue Haven Entertainment Private Limited, wholly owned subsidiary company

Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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		44121239	100.0000	44121239	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	44121239	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>44121239</b>	<b>100.0000</b>	<b>44121239</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		5970505	96.0971	5970505	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	6212995	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5970505</b>	<b>96.0971</b>	<b>5970505</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		2879541	9.3454	2878063	1478	99.9487	0.0513
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	30812260	4588	0.0149	4335	253	94.4856	5.5144
	<b>Total</b>		<b>2884129</b>	<b>9.3603</b>	<b>2882398</b>	<b>1731</b>	<b>99.9400</b>	<b>0.0600</b>
<b>Total</b>	<b>Total</b>	<b>81146494</b>	<b>52975873</b>	<b>65.2842</b>	<b>52974142</b>	<b>1731</b>	<b>99.9967</b>	<b>0.0033</b>



**REPORT OF SCRUTINIZER**

(Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 as amended by Companies (Management & Administration) Rules, 2015

Date: 28/12/2017

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 07<sup>th</sup> November, 2017 through Postal Ballot**

Dear Sir(s),

I, CS Mohammed Aabid, Practicing Company Secretary, of Aabid & Co. Mumbai has been appointed as Scrutinizer by the Board of Directors of Adlabs Entertainment Limited (herein after called "the Company") for the purpose of scrutinizing the process of voting through remote e-voting and use of ballot pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Rules, 2015 in respect of the below mentioned resolutions proposed through notice dated 7<sup>th</sup> November, 2017.

The Notice for passing the special business along with statement setting out material facts under Section 102 of the Companies Act, 2013 in respect of resolutions proposed through special business to be passed by the shareholders of the Company through remote e – voting and Postal ballot process were sent to the shareholders on 28<sup>th</sup> November, 2017.



The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company. The Company has also provided voting through postal ballot in respect of shareholders who availed the facility for voting.

The Shareholders of the Company holding shares either in physical or dematerialized form as on the cut off date i.e. Friday 17<sup>th</sup> November, 2017 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 3 in the Notice.

The voting period for remote e-voting commenced on Wednesday, 29<sup>th</sup> November, 2017 at 09:00 a.m. and ended on Thursday, 28<sup>th</sup> December, 2017 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then blocked in the presence of two witnesses who were not in the employment of the company. Votes cast through physical ballot forms received till Thursday, 28<sup>th</sup> December, 2017 up to 5:30 pm, were considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms respectively.

I now submit my consolidated report on the results of e-voting and postal ballot conducted in relation to the Resolution.

## **SPECIAL BUSINESS**

### **Item No. 1: Special Resolution**

#### **Sale of the hotel business undertaking of the Company**

(i) Voted in favour of the resolution:

	<b>Number of members voted through electronic voting system and physical mode</b>	<b>Number of Votes cast(Shares)</b>	<b>% of total number of valid votes cast</b>
E-voting	134	5,29,69,431	99.988
Physical	55	4,235	00.008
<b>Total</b>	<b>189</b>	<b>5,29,73,666</b>	<b>99.997</b>



(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	14	1,907	00.004
Physical	6	353	00.00
<b>Total</b>	<b>20</b>	<b>2,260</b>	<b>00.004</b>

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	-	-
Physical	5	769
<b>Total</b>	<b>5</b>	<b>769</b>

**Item No. 2: Special Resolution**

**Sale of investments or shareholding of the Company in Walkwater Properties Private Limited, wholly owned subsidiary company and Surplus Land of 67 acres of the Company**

(i) Voted in favour of 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	135	5,29,67,310	99.984
Physical	55	4,235	00.008
<b>Total</b>	<b>190</b>	<b>5,29,71,545</b>	<b>99.992</b>



(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	12	3,975	00.008
Physical	6	353	00.000
<b>Total</b>	<b>18</b>	<b>4,328</b>	<b>00.008</b>

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	-	-
Physical	5	769
<b>Total</b>	<b>5</b>	<b>769</b>

**Item No. 3: Special Resolution:**

**Sale of investments or shareholding of the Company in Blue Haven Entertainment Private Limited**

(i) Voted in favour of 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	134	5,29,69,807	99.989
Physical	56	4,335	00.008
<b>Total</b>	<b>190</b>	<b>5,29,74,142</b>	<b>99.997</b>





(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	13	1,478	00.003
Physical	5	253	00.00
<b>Total</b>	<b>18</b>	<b>1,731</b>	<b>00.003</b>

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	-	-
Physical	5	769
<b>Total</b>	<b>5</b>	<b>769</b>

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 are 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.: 6625



**Place:** Mumbai  
**Date:** 28/12/2017