



theme park • water park • snow park • hotel

May 8, 2017

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

Sub: Submission of the Postal Ballot Notice

Pursuant to the 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 Postal Ballot Notice dated April 27, 2017 along with Postal Ballot Form.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For **Adlabs Entertainment Limited**

Madhulika Rawat

Company Secretary and Compliance Officer
(Membership No. F8765)

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: 9th 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 Email: info@adlabsentertainment.com



ADLABS ENTERTAINMENT LIMITED

CIN: L92490MH2010PLC199925

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

Corporate Office : 9th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai - 400 053, Maharashtra, India

Tel : +91 22 4068 0000, **Fax :** +91 22 4068 0088

Email : compliance@adlabsentertainment.com, **Website :** www.adlabsimagica.com

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for transacting the following special business by the Members of Adlabs Entertainment Limited ("the Company") by passing resolutions through Postal Ballot:

Special Business:

1) Issue of Convertible Warrants on preferential basis:

To consider and, if thought fit, to give your assent or dissent to the following resolution as **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 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 Registrar of Companies (the "RoC") 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 create, offer, issue and allot on preferential basis Convertible Warrants (hereinafter referred to as the "Warrants") to BENNETT COLEMAN AND COMPANY LIMITED (hereinafter referred to as BCCL/ Warrant holder) being a person other than Promoter and /or Promoter Group convertible in to such number of equity shares with such warrants carrying an option / entitlement to the warrant holder to subscribe to equity shares of the face value of ₹ 10/- (Rupees Ten Only) each for cash at a minimum price of ₹ 95/- (including premium of ₹ 85/-) per share aggregating up to a maximum amount of ₹ 12,00,00,000/- (Rupees Twelve Crore Only) as may be arrived at in accordance with the SEBI ICDR Regulations as on the 'Relevant Date' i.e. May 9, 2017 or such higher price per share equal to the average of the weekly high and low of the volume weighted average price of the equity share of the Company as quoted on the National Stock Exchange of India Ltd. during the 26 (twenty six) weeks preceding any day of the 17th (seventeenth) month from the date of allotment of warrant, whichever is higher (hereinafter referred as "Formula price") as the Board may think fit.

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 warrants is Tuesday, May 9, 2017 i.e. 30 days prior to the date of declaration of postal ballot and e-voting results on Thursday, June 8, 2017.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares in one or more tranches as may be required to be issued and allotted upon exercise of option by the warrant holder and the equity shares issued on conversion of said warrants shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend with the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT:

- a. The warrants to be offered, issued and allotted shall be subject to the provisions of the Act and the SEBI ICDR Regulations.
- b. An amount equivalent to at least 25% (Twenty Five per cent) of the warrants value, shall become payable for the warrants on or before the date of the allotment of warrants and balance 75% (Seventy Five per cent) of the warrants value shall be paid before the exchange of warrants for equity shares otherwise the said amount be forfeited, in case the option to acquire equity shares is not exercised within a period of 18 months from the date of issue of warrants. The amount paid against warrants shall be adjusted / set off against the price payable for the resultant equity shares.
- c. Subject to applicable provisions of law, such warrants, may at the option of the holder, be exercised for equity shares of the Company, within 18 months from the date of allotment, and on such terms and the conditions, in such form and manner as the Board and the holder of the warrants may, in their absolute discretion, think fit.
- d. The equity shares to be issued and allotted by the Company upon exercise of the warrants in the manner aforesaid shall be in dematerialized form.
- e. The warrants, and pursuant to conversion of warrants, 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.

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 of Directors/Committee(s) of the Board be and are 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 shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions."

2) Issue of equity shares on preferential basis:

To consider and, if thought fit, to give your assent or dissent to the following resolution as **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 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 Registrar of Companies (the "RoC") 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 12,63,158 equity shares of face value of ₹ 10/- each (Rupees Ten Only) fully paid-up for cash at issue price of ₹ 95/- (including premium of ₹ 85/-) per share determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations as on the Relevant Date, to BENNETT COLEMAN AND COMPANY LIMITED (BCCL), 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 Tuesday, May 9, 2017 i.e. 30 days prior to the date of declaration of postal ballot and e-voting results on Thursday, June 8, 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."

3) Private Placement of Non Convertible Debentures and/or other debt securities:

To consider and, if thought fit, to give your assent or dissent to the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (SEBI) (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable SEBI regulations and guidelines, and subject to such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company be and is hereby accorded to 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 constitute to exercise its powers, including the powers conferred by this resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated debentures, bond, and/or other debt securities, etc., on a private placement basis, in one or more tranches, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time of issue, securities to be offered, the number of NCDs, tranches,

issue price, tenor, interest rate, premium / discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign execute and amend any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard.”

4) Issue of securities to the Qualified Institutional Buyers:

To consider and, if thought fit, to give your assent or dissent to the following resolution as **Special Resolution:**

- a) **“RESOLVED THAT** pursuant to Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR”), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the “appropriate authorities”), and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorised to issue, offer and allot equity shares/fully convertible debentures/partly convertible debentures/ non convertible debentures with warrants/ any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as “QIP Securities”), to the Qualified Institutional Buyers (QIBs) as per the SEBI ICDR, whether or not such QIBs are Members of the Company, on the basis of placement document(s), at such time or times in one or more tranche or tranches, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the Lead Managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not exceed ₹ 200 Crore.
- b) **RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Company decide to open the proposed issue, or the date on which the holder of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be (“Relevant Date”).
- c) **RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares being *pari passu* with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.
- d) **RESOLVED FURTHER THAT** such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion thinks fit in accordance with the provisions of law.
- e) **RESOLVED FURTHER THAT** the issue to the holders of the Securities with equity shares underlying such securities shall be, *inter alia*, subject to suitable adjustment in the number of shares, the price and the time period etc., in the event of any change in the equity capital structure of the Company consequent upon any merger, amalgamation, takeover or any other re-organisation or restructuring in the Company.
- f) **RESOLVED FURTHER THAT** the Board may at its absolute discretion issue equity shares at a discount of not more than five per cent or such other discount as may be permitted under the applicable regulations to the QIP Floor Price as determined in accordance with the SEBI ICDR Regulations.
- g) **RESOLVED FURTHER THAT** the QIP Securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under with the SEBI ICDR Regulations.
- h) **RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of QIP Securities or instruments representing the same, as described in paragraph (a) above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing and institutions/ trustees/ agents and similar agreements/and to remunerate the Managers, underwriters and all other agencies/ intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.
- i) **RESOLVED FURTHER THAT** for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of QIP Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage/ hypothecation/ charge on the Company’s assets under Section 180(1)(a) of the said act in respect of the aforesaid QIP Securities either on *pari passu* basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- j) **RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the Government of India/ Reserve Bank of India/ Securities and Exchange Board of India/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/ granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.
- k) **RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For Adlabs Entertainment Limited

Madhulika Rawat
Company Secretary
(Membership No. – F 8765)

Registered Office:

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

Place : Mumbai

Date : April 27, 2017

Notes:

1. A Statement pursuant to Section 102(1) of the Act setting out the material facts concerning each item of business to be transacted is annexed hereto.
2. Notice along with the Postal Ballot Form is being sent to the Members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, April 28, 2017.
3. The Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrars and Transfer Agents (in case of physical shareholding). For Members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
4. Members who have received the Notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the web link: http://www.adlabsimagica.com/investor_docs/Postal%20Ballot%20notice%20&%20form%20-%202027.04.2017.pdf or from the "Investor Relations" section on the Company's website: www.adlabsimagica.com, where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before Wednesday, June 7, 2017.
5. Resolutions passed by the Members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner (in case of electronic shareholding) as on Friday, April 28, 2017.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are annexed to the Notice under Note No. 15.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
10. The Board of Directors has appointed Mr. Mohammed Aabid, Practicing Company Secretary, Mumbai as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website, www.adlabsimagica.com and communicated to the Stock Exchanges.
12. The resolutions, if approved, shall be deemed to have been passed on the date of declaration of postal ballot result, i.e. Thursday, June 8, 2017.
13. Relevant documents referred to in the Notice and the Statement are available for inspection by the Members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till Wednesday, June 7, 2017.
14. The e-voting period commences on Tuesday, May 9, 2017 (9:00 a.m.) and ends on Wednesday, June 7, 2017 (5:00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, April 28, 2017, may cast their vote by e-voting. The 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.
15. **Voting through electronic means**

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of NSDL for the propose of providing e-voting facility to all its Members.

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from NSDL

- (i) Open e-mail 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 for e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote evoting.pdf".
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder - Login.
- (iv) Put your user ID and password & Click - Login.
- (v) Password change menu appears. Change the password 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 e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Adlabs Entertainment Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" 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 aabid@aacs.in with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (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.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- (e) Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

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

Item No. 1 and 2

The Company 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 one of the largest cash outflows for the Company are the marketing expenses. Being a B2C player in an emerging industry such outlays are necessary to communicate the product, promotional offers, etc to the general public.

Bennett Coleman and Company Limited (BCCL), a prominent name in Indian/International media space, has agreed to subscribe to the equity shares and convertible warrants and extend a line of credit to support funding requirements towards brand building through advertising in the print and non-print media. The said investment will augment the medium term resources of the Company and the said association will facilitate the Company to leverage upon BCCL platforms and expand the brand reach within the primary and secondary catchments.

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

The consent of the shareholders is being sought by a special resolution to enable the Board to issue equity shares and convertible warrants as may be permitted under applicable laws to BCCL in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The proposed allottee of equity shares and convertible warrants has not sold any equity shares of the Company during the six months preceding the Relevant Date i.e, Tuesday, May 9, 2017.

Therefore, in compliance with the provisions of applicable laws, the proposed resolutions as set out at Item No. 1 and 2 are recommended for the approval of Shareholders' as Special Resolutions.

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

The object of the issue is to meet funding requirements towards brand building through advertising in the print and non-print media.

B. The total number of securities to be issued

The resolution set out in the accompanying Notice authorizes the Board to issue to persons other than Promoter and Promoter Group up to 12,63,158 equity shares and up to 12,63,158 convertible warrants into equity shares on preferential basis.

C. Issue Price and Relevant Date

a. Equity Shares

The equity shares shall be allotted at a price of ₹ 95/- per share including premium of ₹ 85/- per share determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations considering the Relevant Date, Tuesday, May 9, 2017 i.e. 30 days prior to the date of declaration of results of postal ballot and e-voting results on Thursday, June 8, 2017.

b. Convertible Warrants

The pricing for equity shares shall be higher of the following:

- i. Price as may be arrived at in accordance with the provisions of SEBI ICDR Regulations considering the Relevant Date, Tuesday, May 9, 2017 i.e. 30 days prior to the date of declaration of results of postal ballot and e-voting results on Thursday, June 8, 2017; or
- ii. Price per share equal to the average of the weekly high and low of the volume weighted average price of the equity share of the Company as quoted on the National Stock Exchange of India Ltd. during the 26 (twenty six) weeks preceding any day of the 17th (seventeenth) month from the date of allotment of warrants. (Referred as Formula Price).

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 and convertible warrants.

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

In terms of Chapter VII of the SEBI ICDR Regulations, preferential allotment of convertible warrants and equity shares to an entity belonging to non-promoter group pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolutions at item No. 1 and 2.

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 allottees 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*	
						(Equity & Equity on conversion of Warrants)	No. of equity shares
1	Bennett Coleman and Company Limited	Non Promoter	Nil	Nil	*25,26,316	25,26,316	3.16

* The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No.1 into equity shares and allotment of equity shares on preferential basis at item no. 2. However at the time of conversion of convertible warrants into equity shares, the percentage is likely to be changed.

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

Name and address of the proposed allottee	Category (Promoter/ Non - Promoter)	Names of Ultimate Beneficial Owners of the proposed allottee(s)
Bennett Coleman and Company Limited Times of India Building, Dr. D. N. Road, Mumbai 400 001, India	Non Promoter	Bennett Coleman and Company 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 and convertible warrants, and upon conversion of the convertible warrants, 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

There were no allotment on preferential basis have been made by the Company during the year.

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

S.no.	Category	Pre Issue		Post Issue*	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding				
1	Indian:				
	Individual	29,71,152	3.72	29,71,152	3.60
	Bodies Corporate	4,11,50,087	51.50	4,11,50,087	49.92
	Sub Total	4,41,21,239	55.22	4,41,21,239	53.53
2	Foreign Promoters	-	0.00	-	0.00
	Total (A)	4,41,21,239	55.22	4,41,21,239	53.53
B	Non Promoters' holding				
1	Institutions:				
	Mutual Funds	57,97,444	7.26	57,97,444	7.03
	Foreign Portfolio Investors	26,91,769	3.37	26,91,769	3.27
	Financial Institutions/ Banks	66,976	0.08	66,976	0.08
	Sub Total (B1)	85,56,189	10.71	85,56,189	10.38
2	Non Institution:				
	Bodies Corporate	1,35,26,266	16.93	1,60,52,582	19.48
	Directors and Relatives	178	0.00	178	0.00
	Public	90,53,498	11.33	90,53,498	10.98
	Clearing Members	12,33,257	1.54	12,33,257	1.50
	Foreign Company	25,40,084	3.18	25,40,084	3.08
	HUF	4,99,195	0.62	4,99,195	0.61
	Foreign Nationals	5,000	0.01	5,000	0.01
	Non Resident Indians	2,91,515	0.36	2,91,515	0.35
	Non Resident (Non Repatriable)	49,189	0.06	49,189	0.06
	Trusts	22,200	0.03	22,200	0.03
	Sub Total (B2)	2,72,20,382	34.07	2,97,46,698	36.09
	Total (B1 + B2)	3,57,76,571	44.78	3,83,02,887	46.47
	Grand Total	7,98,97,810	100.00	8,24,24,126	100.00

* The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No.1 into equity shares and allotment of equity shares on preferential basis at item No. 2. However at the time of conversion of convertible warrants into equity shares, the percentage is likely to be changed.

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 year from the date of trading approval for such equity shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.
- ii. The equity shares to be allotted on a preferential basis to entities belonging to the non-promoter group, pursuant to exercise of options against each convertible warrants, shall be subject to 'lock-in' for a period of one year from the date of trading approval for such equity shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.
- iii. The entire pre-preferential allotment shareholding of the proposed allottee, if any, belonging to the non - promoter group, shall be under locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

L. Terms of issue and conversion of convertible warrants to be issued to the proposed allottee

- a) The proposed allottee of warrants shall pay an amount equivalent to at least 25% of the Issue Price at the time of subscription and allotment of each warrant. The balance 75% of the Issue Price shall be payable by the warrant holder upon exercise of the entitlement attached to the warrant(s) to subscribe for equity share(s). The amount paid against warrants shall be adjusted / set off against the Issue Price of the resultant equity shares.
- b) If the entitlement against the warrants to apply for the equity shares is not exercised by the warrant holder, within the specified period stipulated under Regulation 75 of the SEBI ICDR Regulations, the entitlement of the warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the Company.
- c) At any time on or before the expiry of 18 months from the date of allotment of the convertible warrants, the warrant holder will be entitled, to apply for and obtain allotment of such number of equity shares of face value of ₹ 10/- each of the Company, aggregating upto ₹ 12,00,00,000 (Rupees Twelve Crore only) at a price calculated on the basis of Para C above.
- d) Upon exercise of convertible warrants by the warrant holder, the Board (or a Committee authorized by the Board) shall allot such number of equity shares of face value of ₹ 10/- (Rupees Ten Only) each as may be required to be issued and allotted, as would be calculated on the basis of price as determined above. The allotment shall only be made in the dematerialized form.
- e) The equity shares issued pursuant to an exercise of the convertible warrants will be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects including with respect to dividend, with the then fully paid-up equity shares of the Company.
- f) The equity shares to be allotted on exercise of convertible warrants will be subject to lock in for a period of one year from the date of receipt of trading approval from stock exchanges where the Company's equity shares are listed.

M. The Company hereby undertakes that

- a. 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.
- b. 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 allottees.

N. 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 SEBI ICDR Regulations shall be available for inspection at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. (office hours) on all the working days except (Public holidays and Saturdays) upto the date of declaration of results of postal ballot.

O. Report of Registered Valuer

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

It is proposed to obtain 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 Requirements) Regulations, 2015 to issue and allot equity shares and convertible warrants to 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 resolutions.

The Board recommends the passing of the resolutions as set out at item no. 1 and 2 of the accompanying notice as Special resolution.

Item No. 3

The Company would require borrowings for the purpose of expansion, debt repayment, meeting any cash flow mismatches and other general corporate purposes, it is therefore hereby proposed to seek the enabling authorisation to issue and allot Non-Convertible Debentures (NCDs) and/ or other Debt Securities. Structured NCDs may give the Company flexibility to assign coupon payments and/or redemption premiums based upon the expected cash flows.

As per the provisions of Section 42 of the Companies Act, 2013 (the "Act") and its Rules thereunder, a Company offering or making an invitation to subscribe to redeemable secured / unsecured non-convertible debentures on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year.

NCDs including subordinated debentures, bonds, and/or other debt securities, etc. issued on a private placement basis constitute a significant source of borrowings for the Company.

It is proposed to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and/or other debt securities, etc. on private placement basis, in one or more tranches, within the overall borrowing limits of the Company as approved by the Members with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security or otherwise, as it may deem expedient and to do all such

acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and its rules made thereunder as set out in Item No. 3 appended to this notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

Item No. 4

In order to address the requirement of funds for the purposes of repayment/prepayment of debt, expansion and to enhance its global competitiveness and the ability to compete with the peer group in domestic and international markets, the Company needs to strengthen its financial position and net worth by augmenting long term resources.

For the above purposes as also for meeting the requirements for general corporate purposes, as may be decided by the Board from time to time, it is proposed to seek the enabling authorisation of the Members of the Company in favour of the Board of Directors ("Board"), without the need of any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR"), as set out in the resolution at Item No. 4 of the accompanying Notice.

In view of the above, the Board may, in one or more tranches, issue and allot equity shares / fully convertible debentures / partly convertible debentures / non convertible debentures with warrants / any other securities, which are convertible into or exchangeable with equity shares on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"). The QIP Securities proposed to be issued by the Board shall be subject to the provisions of the SEBI ICDR including the pricing, which will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date. The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of allotment of the QIP Securities by the Board pursuant to the applications received by the Company.

For the reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchanges.

The pricing of the equity shares that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price being not less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than five per cent or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.

For the reasons aforesaid, an enabling special resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The QIP Securities issued pursuant to the offering would be listed on the Indian Stock Exchanges.

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by issue of QIP Securities shall not exceed ₹ 200 crore.

The QIP Securities issued pursuant to the offer, if necessary, may be secured by way of mortgage / hypothecation on the Company's assets as may be finalized by the Board in consultation with the Security Holders / Trustees in favour of Security Holders / Trustees for the holders of the said securities. The security that may have to be created for the purposes of this issue, as above may come within the purview of Section 180(1)(a) of the Companies Act, 2013. Necessary approval has already been accorded by Members of the Company for creation of such Security(s) by passing of resolution in the Extraordinary General Meeting of the Company held on January 23, 2015.

Section 62(1)(c) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provide, *inter alia*, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorisation of the Members to the Board of Directors to offer and issue the QIP Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries to offer and issue the QIP Securities to any persons, whether or not they are members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors
For Adlabs Entertainment Limited

Madhulika Rawat
Company Secretary
(Membership No. – F 8765)

Registered Office:

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

Place : Mumbai

Date : April 27, 2017



ADLABS ENTERTAINMENT LIMITED
CIN: L92490MH2010PLC199925

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

Corporate Office : 9th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai - 400 053, Maharashtra, India

Tel : +91 22 4068 0000, **Fax :** +91 22 4068 0088

Email : compliance@adlabsentertainment.com, **Website :** www.adlabsimagica.com

Serial No. _____

POSTAL BALLOT FORM

1. Name and registered address of the sole / first named Member (IN BLOCK LETTERS)
2. Name(s) of the joint Member(s), if any (IN BLOCK LETTERS)
3. Registered Folio Number / DP ID No. / Client ID No.*
4. Number of shares held

(*Applicable to investors holding shares in dematerialised form)

I / We, hereby exercise my / our vote in respect of the 'Special Resolutions' to be passed through Postal Ballot for the Special Business stated in the Notice dated April 27, 2017 of the Company by sending my / our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (✓) at the appropriate column below:

Brief particulars of the item	No. of equity share(s) held	I/we assent to the resolution Please tick (✓)	I/we dissent to the resolution Please tick (✓)
Special Resolution under Section 42 and 62 of the Companies Act, 2013 for issue of Convertible Warrants on Preferential basis			
Special Resolution under Section 42 and 62 of the Companies Act, 2013 for issue of Equity Shares on Preferential basis			
Special Resolution under Section 42 of the Companies Act, 2013 for issue of secured/ unsecured Non Convertible Debentures and/or other debt securities on a private placement basis.			
Special Resolution under Section 62 of the Companies Act, 2013 for issue of securities to the Qualified Institutional Buyers.			

Place:

Date:

(Signature of the Member)

Electronic Voting Particulars

EVEN (E Voting Event Number)	User ID	Password/Pin
106138		

The e-voting facility will be available during the following voting period:

Commencement of e-voting:	Tuesday, May 9, 2017 (9:00 A.M.)
End of e-voting:	Wednesday, June 7, 2017 (5:00 P.M.)

Notes:

1. Please read the instructions printed below carefully before filling up this form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for receipt of postal ballot forms by the Scrutinizer is Wednesday, June 7, 2017 upto 5.30 p.m.

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent by courier at the expense of the Registered Member will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
3. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Wednesday, June 7, 2017. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/ authorization together with the specimen signature(s) of the duly authorised signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. – Link Intime India Private Limited, C-101,247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083).
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the date of dispatch of the Notice.
11. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Pre-paid Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. A Member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item No. 8 above.
14. The Shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as voting through e-voting, then voting done through e-voting shall prevail and voting done through physical form shall be treated as invalid.