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June 8, 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 April 27, 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**



**Manmohan Shetty**  
Chairman

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**

<b>Date of declaration of result of Postal Ballot and e-voting</b>				June 8, 2017				
<b>Total number of shareholders on record date (April 28, 2017)</b>				21647				
<b>No. of shareholders present in the meeting either in person or through proxy:</b>				Not Applicable				
Promoters and Promoter Group:								
Public:								
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>				Not Applicable				
Promoters and Promoter Group:								
Public:								
<b>Resolution Required : (Special)</b>				1 - Special Resolution under Section 42 and 62 of the Companies Act, 2013 for issue of Convertible Warrants on Preferential basis				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				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	[1]	[2]	[3]={(2)/[1]}*100	[4]	[5]	[6]={(4)/[2]}*100	[7]={(5)/[2]}*100
	Poll		44121239	100.00	44121239	0	100.00	0.00
	Postal Ballot	44121239	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44121239</b>	<b>100.00</b>	<b>44121239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		7509444	87.77	7509444	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	8556189	425000	4.97	425000	0	100.00	0.00
	<b>Total</b>		<b>7934444</b>	<b>92.73</b>	<b>7934444</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting		13293406	48.84	13281018	12388	99.91	0.09
	Poll	27220382	0	0.00	0	0	0.00	0.00
	Postal Ballot		6724	0.02	6659	65	99.03	0.97
	<b>Total</b>		<b>13300130</b>	<b>48.86</b>	<b>13287677</b>	<b>12453</b>	<b>99.91</b>	<b>0.09</b>
<b>Total</b>		<b>79897810</b>	<b>65355813</b>	<b>81.80</b>	<b>65343360</b>	<b>12453</b>	<b>99.98</b>	<b>0.02</b>

For Adlabs Entertainment Limited

  
Chairman

Adlabs Entertainment Limited

Resolution Required : (Special)		2 - Special Resolution under Section 42 and 62 of the Companies Act, 2013 for issue of Equity Shares on Preferential basis						
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	[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
	Poll		44121239	100.00	44121239	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		44121239	100.00	44121239	0	100.00	0.00
Public Institutions	E-Voting		7509444	87.77	7509444	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	8556189	425000	4.97	425000	0	100.00	0.00
	<b>Total</b>		7934444	92.73	7934444	0	100.00	0.00
Public Non Institutions	E-Voting		13293341	48.84	13280848	12493	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	27220382	6789	0.02	6724	65	99.04	0.96
	<b>Total</b>		13300130	48.86	13287572	12558	99.91	0.09
<b>Total</b>		79897810	65355813	81.80	65343255	12558	99.98	0.02

For Adlabs Entertainment Limited

  
Chairman

Adlabs Entertainment Limited

Resolution Required : (Special)		3 - 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.						
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	[1]	[2]	[3]={2}/[1]*100	[4]	[5]	[6]={4}/[2]*100	[7]={5}/[2]*100
	Poll		44121239	100.00	44121239	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44121239</b>	<b>100.00</b>	<b>44121239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		7509444	87.77	7509444	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		425000	4.97	425000	0	100.00	0.00
	<b>Total</b>		<b>7934444</b>	<b>92.73</b>	<b>7934444</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting		2858562	10.50	2846094	12468	99.56	0.44
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		6624	0.02	6384	240	96.38	3.62
<b>Total</b>		<b>27220382</b>	<b>2865186</b>	<b>10.53</b>	<b>2852478</b>	<b>12708</b>	<b>99.56</b>	<b>0.44</b>
<b>Total</b>		<b>79897810</b>	<b>54920869</b>	<b>68.74</b>	<b>54908161</b>	<b>12708</b>	<b>99.98</b>	<b>0.02</b>

For Adlabs Entertainment Limited

Chairman



Adlabs Entertainment Limited

Resolution Required : (Special)

4 - Special Resolution under Section 62 of the Companies Act, 2013 for issue of securities to the Qualified Institutional Buyers.

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	[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
	Poll		44121239	100.00	44121239	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44121239</b>	<b>100.00</b>	<b>44121239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		7509444	87.77	7509444	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	8556189	425000	4.97	425000	0	100.00	0.00
	<b>Total</b>		<b>7934444</b>	<b>92.73</b>	<b>7934444</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting		2858562	10.50	2847112	11450	99.60	0.40
	Poll	27220382	0	0.00	0	0	0.00	0.00
	Postal Ballot		6624	0.02	6384	240	96.38	3.62
	<b>Total</b>		<b>2865186</b>	<b>10.53</b>	<b>2853496</b>	<b>11690</b>	<b>99.59</b>	<b>0.41</b>
<b>Total</b>		<b>79897810</b>	<b>54920869</b>	<b>68.74</b>	<b>54909179</b>	<b>11690</b>	<b>99.98</b>	<b>0.02</b>

For Adlabs Entertainment Limited

  
Chairman

**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: 8<sup>th</sup> June, 2017

To,  
The Chairman,  
**ADLABS ENTERTAINMENT LIMITED,**  
30/31 SangdewadiKhopoliPali Road, Taluka-Khalapur  
Raigarh 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 27<sup>th</sup> April, 2017 through Postal Ballot**

Dear Sir(s),

I, CS Mohammed Aabid, Practicing Company Secretaries, of Aabid & Co. Mumbai has been appointed as Scrutinizer by the Board of Directors of Adlabs Entertainment Limited (hereinafter called the Company) for the purpose of scrutinizing the process of 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 27<sup>th</sup> April, 2017 amended vide corrigendum published on 20<sup>th</sup> May, 2017.

The Notice for passing the special business along with statement setting out material facts under Section 102 of the Act in respect of resolutions proposed through special business to be



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passed by the shareholders of the Company through e – voting and poll process were sent to the shareholders on 8<sup>th</sup> May 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. 28<sup>th</sup> April, 2017 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 4 in the Notice.

The voting period for remote e-voting commenced on Tuesday, 09 May, 2017 at 09:00 a.m. and ended on Wednesday, 7<sup>th</sup> June, 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 7<sup>th</sup> June, 2017, 05:30 p.m. 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****Issue of Convertible Warrants on Preferential Basis**

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	145	64911701	99.32
Physical	42	431659	00.66
<b>Total</b>	<b>187</b>	<b>65343360</b>	<b>99.98</b>

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	32	12388	00.018
Physical	1	65	00.002
<b>Total</b>	<b>33</b>	<b>12453</b>	<b>00.02</b>

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Physical	8	866
<b>Total</b>	<b>8</b>	<b>866</b>





**Item No. 2: Special Resolution****Issue of Equity Shares on Preferential Basis**

(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	141	64911531	99.32
Physical	43	431724	00.66
<b>Total</b>	<b>184</b>	<b>65343255</b>	<b>99.98</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	35	12493	0.02
Physical	1	65	0.00
<b>Total</b>	<b>36</b>	<b>12558</b>	<b>0.02</b>

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Physical	6	801
<b>Total</b>	<b>6</b>	<b>801</b>



**Item No. 3: Special Resolution:****Private Placement of Non Convertible Debentures and/or other debt securities**

(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	141	54476777	99.89
Physical	40	431384	00.09
<b>Total</b>	<b>181</b>	<b>54908161</b>	<b>99.98</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	34	12468	00.02
Physical	2	240	00.00
<b>Total</b>	<b>36</b>	<b>12708</b>	<b>00.02</b>

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Physical	8	966
<b>Total</b>	<b>8</b>	<b>966</b>



**Item No. 4: Special Resolution:****Issue of securities to the Qualified Institutional Buyers:**

(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	148	54477795	99.19
Physical	40	431384	00.78
<b>Total</b>	<b>188</b>	<b>54909179</b>	<b>99.98</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	27	11450	0.02
Physical	2	240	0.00
<b>Total</b>	<b>29</b>	<b>11690</b>	<b>0.02</b>

(iii) Invalid votes:

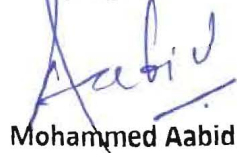
	Total number of members whose votes	Total number of Votes cast(Shares)
E-voting	-	-
Physical	8	966
<b>Total</b>	<b>8</b>	<b>966</b>



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:** 8<sup>th</sup> June, 2017