



theme park • water park • snow park • hotel

July 3, 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: Submission of Notice of 8<sup>th</sup> Annual General Meeting and intimation of book closure 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 a soft copy of the Notice of 8<sup>th</sup> Annual General Meeting scheduled to be held on July 26, 2017 at 12:00 noon at Imagica Theme Park, Imagica Capital, 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203.

Further, we wish to inform you that the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 20, 2017 to Wednesday, July 26, 2017 (both days inclusive) for the purpose of Annual General Meeting.

Further, please find enclosed herewith copy of the Notice of 8<sup>th</sup> Annual General Meeting, remote e-voting information and book closure published in the newspapers i.e. Business Standard and Sakal on July 2, 2017.

You are requested to take the same on records.

Thanking you,

Yours faithfully,

For Adlabs Entertainment Limited

**Madhulika Rawat**

**Company Secretary**

**(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: 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)

## Notice

Notice is hereby given that the 8<sup>th</sup> Annual General Meeting of the Members of **Adlabs Entertainment Limited** will be held on Wednesday, July 26, 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 business:

### Ordinary Business:

- To consider and adopt:
  - the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors' thereon; and
  - the audited consolidated financial statements of the Company for the financial year ended March 31, 2017, the report of the Auditors' thereon.
- To appoint a Director in place of Mr. Manmohan Shetty (DIN: 00013961), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable statutes and laws, if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), M/s. A. T. Jain & Co., Chartered Accountants (Reg. No. 103886W) be and are hereby re-appointed as the Statutory Auditors of the Company for the financial years 2017-18 and 2018-19 i.e. upto the conclusion of the 10<sup>th</sup> Annual General Meeting of the Company, subject to the ratification by Members at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

### Special Business:

- To re-appoint Mr. Kapil Bagla (DIN: 00387814) as a Whole Time Director of the Company.

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 recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V to the Companies Act, 2013 and relevant provisions of Articles of Association of the Company, and subject to all such sanctions and approvals, as may be necessary, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Kapil Bagla (DIN: 00387814), as a Whole Time Director of the Company for a period of 3 (three) years commencing from July 6, 2017 to July 5, 2020 as per the terms and conditions set out in the explanatory statement attached hereto including the remuneration of ₹ 1,51,40,004/- (Rupees One Crore Fifty

One Lakhs Forty Thousand and Four only) to be paid with liberty to the Board of Directors and/or the Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed to between the Company and Mr. Kapil Bagla.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Kapil Bagla, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

**By Order of the Board of Directors**

Date : May 25, 2017  
Place: Mumbai

**Madhulika Rawat**  
Company Secretary

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

### Notes:

- A member entitled to attend and vote at the Annual 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.**

- 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. 18. The Company will also send details about User ID and password along with a copy of this Notice to the Members.
- 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.
- 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 and bring their Attendance Slip along with their copy of the annual report to 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. The Register of Members and Transfer Books of the Company shall remain closed from Thursday, July 20, 2017 to Wednesday, July 26, 2017 (both days inclusive) for the purpose of Annual General Meeting.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company/ Registrar and Transfer Agent, Link Intime India Private Limited (RTA).
11. Non-resident Indian Members are requested to inform Link Intime India Private Limited immediately on:
  - a. the change in the residential status on return to India for permanent settlement; and
  - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
12. The details of the Directors seeking re-appointment under item no. 2 and 4 of the accompanying Notice, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested, to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent, for consolidation into a single folio.
16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. Bus service for the shareholders will be available from the following locations for attending the Meeting of the Company:
 

<p><b><u>Mumbai</u></b></p> <p><b>Borivali</b> (at 7:30 am) Sanjay Gandhi National Park, Western Express Highway, Borivali (East), Mumbai – 400 066</p> <p><b>Dadar</b> (at 9:00 am) Ruia College, L Napoo Road, Dadar (East), Mumbai – 400 019</p>	<p><b><u>Pune</u></b> (at 9:00 am)</p> <p>Near Gate of Fab India Next to Ruby Hall Clinic Sassoon Road, Pune - 411 001</p>
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18. Voting through electronic means:
  - I. 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 Annual General Meeting (AGM) 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 AGM (“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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on July 23, 2017 (9:00 am) and ends on July 25, 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 July 19, 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.nsd.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 AGM 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 AGM :

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.nsd.com](http://www.evoting.nsd.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 Wednesday, July 19, 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. Wednesday, July 19, 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.nsd.com](http://www.evoting.nsd.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 AGM 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 AGM 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 AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the AGM, 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 two days of the conclusion of the AGM, 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.

## Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### Item No. 4

Mr. Kapil Bagla was appointed as a Whole Time Director of the Company by the shareholders in their meeting held on September 30, 2014 for a period of three years with remuneration. The term of three years expires on July 5, 2017.

At the Board Meeting held on May 25, 2017, the Board has, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Kapil Bagla (DIN: 00387814) as a Whole Time Director of the Company for a period of 3 (three) years from July 6, 2017 to July 5, 2020 under the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule V to the Companies Act, 2013 upon the terms and conditions and remuneration hereinafter indicated. The said re-appointment and remuneration payable is subject to the approval of Members of the Company in the Annual General Meeting.

The remuneration payable to and the terms of appointment of Mr. Kapil Bagla as Whole Time Director of the Company during the tenure of his appointment will comprise of salary, allowances, and other perquisites, the aggregate monetary value of such salary, allowances and perquisites, being limited to ₹ 1,51,40,004/- (Rupees One Crore Fifty One Lakhs Forty Thousand and Four only) (Fixed component – ₹ 1,16,69,004/- plus Performance Linked Incentive – ₹ 34,71,000/-) per annum.

The Board/ Nomination and Remuneration Committee is entitled to revise the salary, allowances and perquisites payable to the Mr. Kapil Bagla at any time, such that the overall remuneration payable shall not exceed the limits specified in Schedule V to the Act.

Approval of the Members is accordingly sought for the re-appointment of Mr. Kapil Bagla as Whole Time Director of the Company for a period of 3 (three) years, as set out in Item no. 4 of the accompanying Notice.

Mr. Kapil Bagla fulfills the conditions for eligibility contained in Part II of Schedule V to the Companies Act, 2013. The terms and conditions of appointment and payment of remuneration are set out in the Agreement to be entered into between the Company and Mr. Kapil Bagla.

The draft of the agreement to be entered into between the Company and Mr. Kapil Bagla is available for inspection of the Members on all working days of the Company at the registered office of the Company.

**Information pursuant to the provisions of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting.**

### I. GENERAL INFORMATION:

- Nature of Industry:** Entertainment
- Date of commencement of commercial operations:** The Company commenced its business on November 1, 2013.

- Financial performance based on given indicators (Based on audited published financial statement for the year ended March 31, 2017):**

(₹ in Lakhs)

Particulars	Financial year ended March 31, 2017	Financial year ended March 31, 2016
Total Revenue	23,950.70	25,065.62
Profit/(Loss) before tax	(15,300.35)	(14,152.36)
Tax Expenses		
- Current Tax	-	-
- Deferred Tax	3586.78	5039.04
Profit/(Loss) after tax	(11,713.57)	(9,113.32)

- Foreign investments or collaborations, if any:** There are no foreign investments made by the Company and there is no foreign collaboration in the Company.

### II INFORMATION ABOUT THE APPOINTEE:

- Background details:** Mr. Kapil Bagla holds a bachelor's degree in Mechanical Engineering from Regional College of Engineering and Technology, Surat and a master's degree in Management Studies from the Welingkar Institute of Management and Research, University of Mumbai. He has over two decades of experience in financial services and media industry. Prior to joining the Company he was working with Adlabs Films Limited as the Corporate Head – Strategic Planning and Acquisitions, Centrum Capital Limited as an Executive Director, Calculus Credit Limited as the Assistant Vice President, Apple Industries Limited and Larsen & Toubro Limited. He is also the Chief Executive Officer of the Company and has been instrumental in the creation of "Imagica". He is responsible for business management, strategic planning, project implementation, general management and corporate finance.
- Past remuneration:** ₹ 1,36,00,000/- (Rupees One Crore Thirty Six Lakhs) (fixed plus variable including performance linked incentive) per annum.
- Recognition and Awards:** He has been instrumental in the creation of "Imagica".
- Job Profile and his suitability:** As Whole Time Director, he oversees various functions of the Company namely project implementation, corporate finance, capital market and strategic planning & general management. He has a rich and varied background as a professional in the field of operations and finance management. He imparts solutions to problems, through his foresight and vision planning and implementation.
- Remuneration proposed:** ₹ 1,51,40,004/- (Fixed component – ₹ 1,16,69,004/- plus Performance Linked Incentive – ₹ 34,71,000/-) per annum.
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The remuneration proposed is best suited as compared with industry, size of the Company and profile of the position.
- Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Apart from receiving managerial remuneration, he does not have any other pecuniary relationship with the Company.

### III. OTHER INFORMATION:

1. **Reasons for Loss or Inadequate Profits:** The Company has been posting operating profits from the first year of operations. The profit after tax losses are on account of (i) Depreciation and (ii) Interest on loans. This is not unusual in the initial years for newer companies implementing projects with large capital expenditure.
2. **Steps taken or proposed to be taken to improve performance:** The Company has displayed volume growth of over 45% in the previous year i.e. FY 2015-16 and corresponding revenue growth of 33%. While the management is already committed in enhancing footfalls y-o-y and has engaged multiple measures to this end, there is also an attempt to improve average realizations further thereby boosting overall revenue and profitability. Along with the above, there are active steps being taken to optimize operating costs as well. In FY 2016-17, there is a sizeable increase in operating profits as an outcome of such ongoing efforts.
3. **Expected increase in operating/ capacity utilisation and profits in measurable terms:** The management believes that, considering the operating leverage, a revenue growth of 25% to 30% would enable cash break even for the Company. Necessary steps are being taken to achieve increase in the productivity, sales and thereby expect to achieve cash profits by FY 2018-19.

### IV. DISCLOSURE:

As required, the information is provided under Corporate Governance Section of Annual Report.

Save and except Mr. Kapil Bagla and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

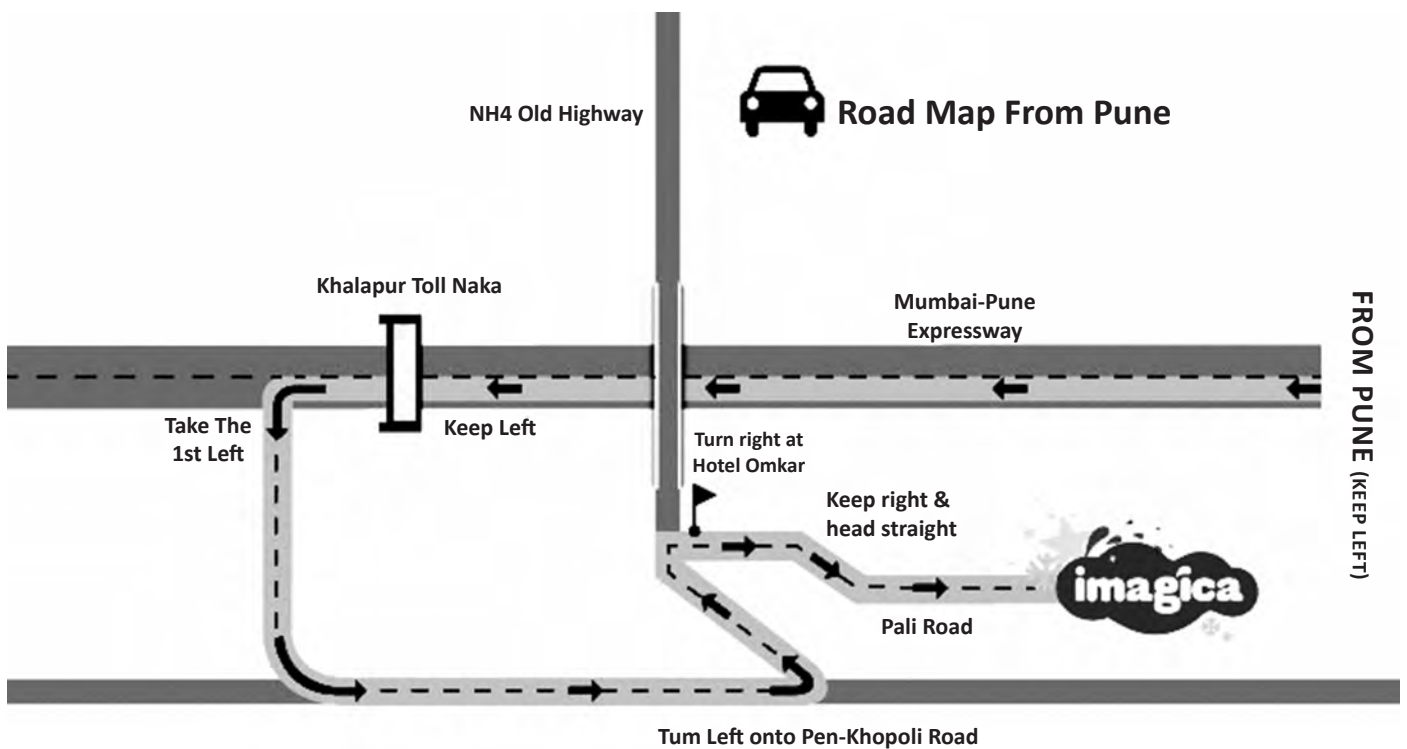
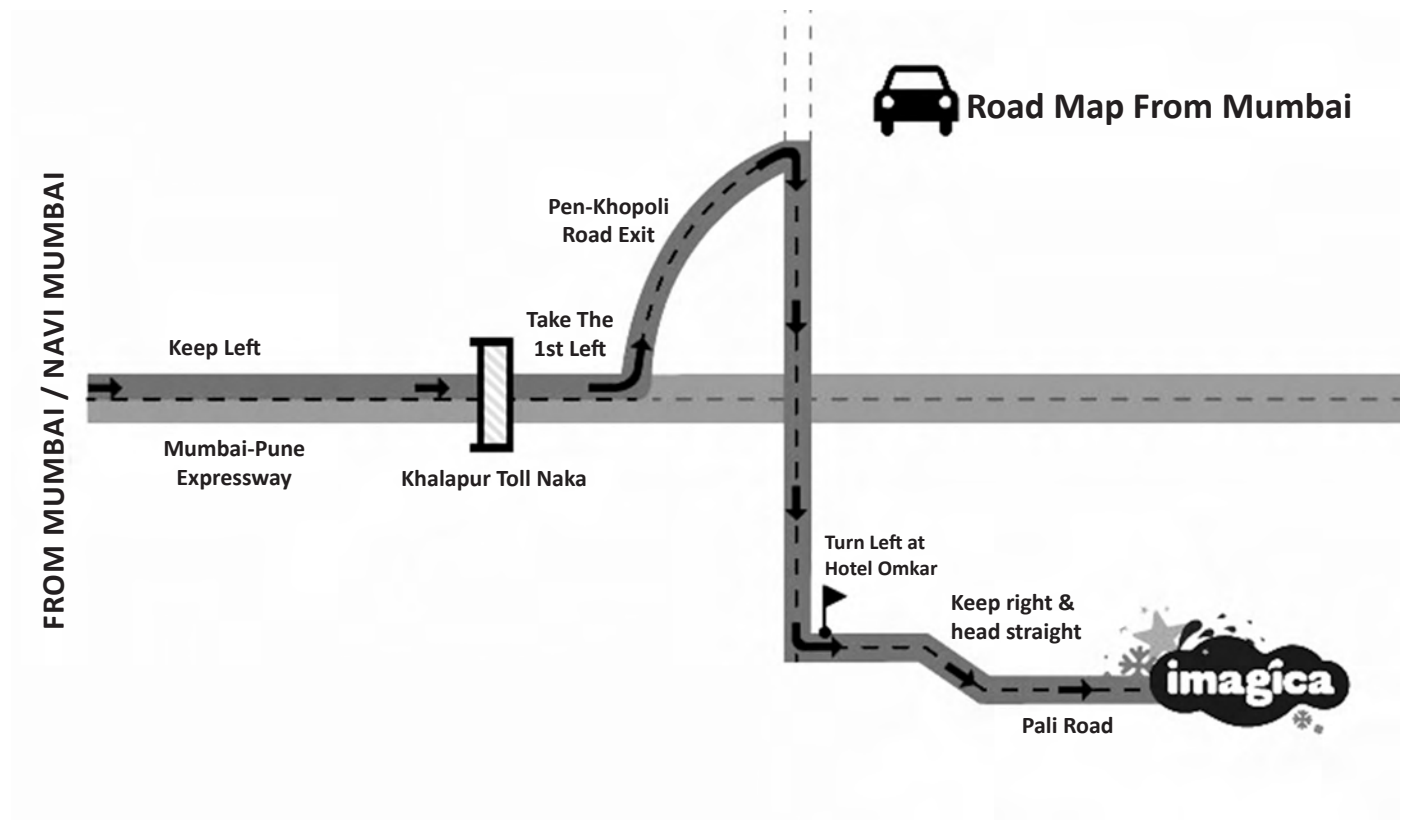
**By Order of the Board of Directors**

Date : May 25, 2017  
Place: Mumbai

**Madhulika Rawat**  
Company Secretary

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

# Route map to the venue of AGM



# 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  
 E-mail: compliance@adlabsentertainment.com | CIN: L92490MH2010PLC199925

## 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 Rs. 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 8<sup>th</sup> Annual General Meeting of the Company, to be held on the 26<sup>th</sup> day of July, 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 resolutions as are indicated below:

S.No.	Resolutions	For	Against
1.	To consider and adopt: a) the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors' thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017, the report of the Auditors' thereon.		
2.	To appoint a Director in place of Mr. Manmohan Shetty (DIN: 00013961), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint Auditors and to fix their remuneration.		
4.	To re-appoint Mr. Kapil Bagla (DIN: 00387814) as a Whole Time Director of the Company.		

Signed this..... day of..... 2017

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

Affix  
Revenue  
Stamp

**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.**



## 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  
E-mail: 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 **8<sup>th</sup> ANNUAL GENERAL MEETING** on Wednesday, July 26, 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

EVEN (Electronic Voting Event Number)	User ID	Password
106328		

**Note:** Please read instructions given at Note No. 18 (Procedure for Voting through electronic means) to the Notice of the 8<sup>th</sup> Annual General Meeting carefully before voting electronically. The voting time commences from July 23, 2017 (9:00 am) and ends on July 25, 2017 (5:00 pm). The voting module shall be disabled by NSDL for voting thereafter.

**ADLABS** Entertainment Limited

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

Corporate Office: 9<sup>th</sup> Floor, Lotus Business Park, New Link Road, Andheri (West),  
Mumbai 400 053, Maharashtra, India. CIN: L92490MH2010PLC199925,  
Tel: +91 22 4068 0000; Fax: +91 22 4068 0088

Email: [compliance@adlabsentertainment.com](mailto:compliance@adlabsentertainment.com) Website: [www.adlabsimagica.com](http://www.adlabsimagica.com)

**NOTICE OF THE 8<sup>th</sup> ANNUAL GENERAL MEETING,  
REMOTE E-VOTING INFORMATION AND BOOK CLOSURE**

Notice is hereby given that the 8<sup>th</sup> Annual General Meeting ("AGM") of Adlabs Entertainment Limited (the "Company") will be held on Wednesday, July 26, 2017 at 12:00 noon at Imagica Theme Park, Imagica Capital, 30/31, Sangdevadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203, to transact the business as set out in the Notice of the AGM dated May 25, 2017.

Notice of AGM, Annual Report along with Attendance Slip and Proxy Form has been sent in electronic mode to the Members whose e-mail IDs are already registered with the Company or Depository Participant(s), unless the Members have registered their request for a hard copy of the same. Physical copies of the same have been sent to all those Members, who have not registered their e-mail IDs with the Company or Depository Participant(s). The Company has completed the dispatch of the Notice and Annual Report on July 1, 2017.

The Notice of AGM and Annual Report are also available on the Company's website viz. [www.adlabsimagica.com](http://www.adlabsimagica.com) and website of NSDL at <https://www.evoting.nsdl.com>. Members, who do not receive the Notice of AGM and Annual Report may download it from the Company's website or may request for a copy of the same by writing to the Company Secretary at [compliance@adlabsentertainment.com](mailto:compliance@adlabsentertainment.com). The documents pertaining to all the items of the business to be transacted in the AGM are open for inspection at the Registered Office of the Company during business hours on any working day up to and including the date of AGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide its Members the facility of "remote e-voting" (i.e. e-voting from a place other than venue of AGM) for casting their votes electronically on all the resolutions as set out in the Notice of AGM dated May 25, 2017.

All the members are further informed that:

1. The business as set out in the Notice of AGM may be transacted through voting by electronic means.
2. The remote e-voting period shall commence on Sunday, July 23, 2017 at 9:00 am.
3. The remote e-voting period shall end on Tuesday, July 25, 2017 at 5:00 pm.
4. Members holding shares either in physical or dematerialized form and whose name appear in the Register of Members as on the cut-off date i.e. July 19, 2017, may cast their vote electronically on all the business as set out in the Notice of AGM.
5. Any person, who acquires the shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. July 19, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [compliance@adlabsentertainment.com](mailto:compliance@adlabsentertainment.com) or [santosh.jaiswal@linkintime.co.in](mailto:santosh.jaiswal@linkintime.co.in). However, if a person is already registered with NSDL for remote e-voting then existing user ID and password can be used for casting vote.
6. The remote e-voting module shall be disabled by NSDL beyond 5:00 pm on July 25, 2017.
7. The facility for voting through ballot paper shall be made available at the AGM 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.
8. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
9. 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 i.e. July 19, 2017, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
10. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Notice is also hereby given pursuant to Section 91 of the Companies Act, 2013; the Register of Members and Share Transfer Books of the Company shall be closed from Thursday, July 20, 2017 to Wednesday, July 26, 2017 (both days inclusive) for the purpose of AGM.

By Order of the Board of Directors  
Madhulika Rawat  
Company Secretary

Place : Mumbai  
Date : July 1, 2017

## अॅडलॅब्स एंटरटेन्मेंट लिमिटेड

नोंदणीकृत कार्यालय : ३०/३१, सांगडेवाडी, खोपोली-पाली मार्ग, तालुका खालापूर, जिल्हा रायगड-४१०  
२०३, महाराष्ट्र, भारत. कॉर्पोरेट कार्यालय : ९ वा मजला, लोटस बिझनेस पार्क, न्यू लिंक रोड, अंधेरी  
(पश्चिम), मुंबई - ४०० ०५३, महाराष्ट्र, भारत. सीआयएन : L92490MH2010PLC199925  
दूर. : +९१ २२ ४०६८ ००००, फॅक्स : + ९१ २२ ४०६८ ००८८ ई-मेल : [compliance@adlabsentertainment.com](mailto:compliance@adlabsentertainment.com)  
[www.adlabsentertainment.com](http://www.adlabsimagica.com) वेबसाइट : [www.adlabsimagica.com](http://www.adlabsimagica.com)

## ८ व्या वार्षिक सर्वसाधारण सभेची सूचना, परोक्ष ई-मतदानाची माहिती व बुक क्लोजर

याद्वारे सूचना देण्यात येत आहे की, अॅडलॅब्स एंटरटेन्मेंट लिमिटेड (कंपनी) ची ८ वी वार्षिक सर्वसाधारण सभा (एजीएम) बुधवार, दि. २६ जुलै, २०१७ रोजी दु. १२.०० वाजता इमॅजिका थीम पार्क, इमॅजिका कॉम्प्लेक्स, ३०/३१, सांगडेवाडी, खोपोली-पेग मार्ग, तालुका खालापूर, जिल्हा रायगड-४१० २०३ येथे एजीएमची सूचना दि. २५ मे, २०१७ मध्ये विहित विषयांवर विचारविनिमय करण्यासाठी आयोजित करण्यात येत आहे. उपस्थिती पत्र व प्रतिनिधी फॉर्मसमवेत एजीएमची सूचना, वार्षिक अहवाल, सभासदांनी सदर दस्तावेजांच्या हार्ड कॉपीची विनंती नोंद केलेली नसल्यास, ज्या सभासदांचे ई-मेल आयडीज् याआधीच कंपनी वा डिपॉझिटरी पार्टिसिपंट्सकडे नोंदवलेले असतील त्यांना इलेक्ट्रॉनिक पद्धतीने पाठवण्यात आलेले आहेत. ज्या सभासदांनी आपले ई-मेल आयडीज् कंपनी वा डिपॉझिटरी पार्टिसिपंट्सकडे नोंदवलेले नसतील त्यांना सदर दस्तावेजांच्या प्रत्यक्ष प्रती पाठवण्यात आलेल्या आहेत. सूचना व वार्षिक अहवालाची पाठवणी कंपनीने दि. १ जुलै, २०१७ रोजी पूर्ण केली आहे. एजीएमची सूचना व वार्षिक अहवाल कंपनीची वेबसाइट [www.adlabsimagica.com](http://www.adlabsimagica.com) वर व एनएसडीएलची वेबसाइट <https://www.evoting.nsdl.com> वर उपलब्ध आहे. ज्या सभासदांना एजीएमची सूचना व वार्षिक अहवाल प्राप्त झालेला नाही ते कंपनीच्या वेबसाइटवरून ते डाऊनलोड करू शकतील किंवा कंपनी सचिवांना [compliance@adlabsentertainment.com](mailto:compliance@adlabsentertainment.com) वर ई-मेल लिहून त्याकरिता विनंती करू शकतील. एजीएममध्ये विचारविनिमय करावयाच्या सर्व विषयांचा समावेश असलेले दस्तावेज परोक्षगर्भ कंपनीच्या नोंदणीकृत कार्यालयात एजीएमच्या दिवसासहित त्या दिवसापर्यंत कोणत्याही कार्यदिवशी कामकाजाच्या वेळेत उपलब्ध असतील.

कंपन्या कायदा, २०१३ चे अनुच्छेद १०८ च्या तरतुदी सहवाचन कंपनी (व्यवस्थापन व प्रशासन) नियम, २०१४ चे नियम २० सुधारित केल्यानुसार तसेच भारतीय प्रतिभूती व विनिमय मंडळ (सूची अनिवार्यता व किमोचन आवश्यकता) विनियमन, २०१५ च्या विनियमन ४४ (सूची विनियमन) अंतर्गत कंपनी आपल्या सभासदांना एजीएम सूचना दि. २५ मे, २०१७ मध्ये विहित सर्व ठरावांवर आपली मते इलेक्ट्रॉनिक स्वरूपात देता येण्यासाठी परोक्ष ई-मतदान (अर्थात एजीएमच्या ठिकाणाव्यतिरिक्त अन्य ठिकाणाहून) सुविधा देऊ करित आहे. सर्व सभासदांना पुढे सूचित करण्यात येत आहे की,

१. एजीएमच्या सूचनेमध्ये विहित विषयांवर इलेक्ट्रॉनिक साधनांद्वारे मतदानाच्या माध्यमातून विचारविनिमय करता येईल.
२. परोक्ष ई-मतदानाचा कालावधी रविवार, दि. २३ जुलै, २०१७ रोजी स. ९.०० वाजता सुरू होईल.
३. परोक्ष ई-मतदानाचा कालावधी मंगळवार, दि. २५ जुलै, २०१७ रोजी सायं. ५.०० वाजता संपेल.
४. प्रत्यक्ष स्वरूपात किंवा डीमॅटरेयलाइज्ड स्वरूपात भागधारक असलेले व निर्धारित अंतिम तारीख अर्थात दि. १९ जुलै, २०१७ रोजीनुसार सभासदांच्या रजिस्टरमध्ये नाव असलेले सभासद एजीएमच्या सूचनेमध्ये विहित सर्व विषयांवर आपली मते इलेक्ट्रॉनिक स्वरूपात देऊ शकतील.
५. एजीएमच्या सूचनेच्या पाठवणीपश्चात एखाद्या व्यक्तीने कंपनीचे शेअर्स संपादित केले असतील व कंपनीचा सभासद बनली असल्यास व निर्धारित अंतिम तारीख अर्थात दि. १९ जुलै, २०१७ रोजीनुसार भागधारक असल्यास सदर व्यक्ती [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) वा [compliance@adlabsentertainment.com](mailto:compliance@adlabsentertainment.com) वा [santosh.jaiswal@linkintime.co.in](mailto:santosh.jaiswal@linkintime.co.in) येथे विनंती पाठवून लॉग इन आयडी व पासवर्ड प्राप्त करू शकते. तथापि, एखादी व्यक्ती आधीच एनएसडीएलकडे परोक्ष ई-मतदानाकरिता नोंदणीकृत असल्यास सदर व्यक्ती मत देण्यासाठी विद्यमान युजर आयडी व पासवर्ड वापरू शकते.
६. दि. २५ जुलै, २०१७ रोजी सायं. ५.०० पश्चात एनएसडीएलद्वारे परोक्ष ई-मतदानाचे मॉड्युल अकार्यरत करण्यात येईल.
७. एजीएमच्या ठिकाणी मतपत्रिकेद्वारे मतदानाची सुविधा उपलब्ध असेल व परोक्ष ई-मतदानाद्वारे आपले मत न दिलेल्या सभेस उपस्थित सभासदास मतपत्रिकेद्वारे सभेच्या ठिकाणी मत देता येईल.
८. परोक्ष ई-मतदानाद्वारे आपला मतदानाचा हक्क बचावल्यानंतरही सभासद एजीएममध्ये सहभाग घेऊ शकतो, परंतु त्याला एजीएममध्ये पुन्हा मत देता येणार नाही.
९. निर्धारित अंतिम तारीख अर्थात दि. १९ जुलै, २०१७ रोजीनुसार एखाद्या व्यक्तीचे नाव सभासदांचे रजिस्टर किंवा डिपॉझिटरीजद्वारे तयार करण्यात आलेल्या ह्यभाषी मालकांच्या रजिस्टरमध्ये नोंद असल्यास सदर व्यक्ती केवळ परोक्ष ई-मतदान तसेच एजीएममध्ये मतपत्रिकेद्वारे मतदान करण्यास पात्र असेल.
१०. कोणत्याही प्रकारच्या चौकशीसंदर्भात तुम्ही <https://www.evoting.nsdl.com> च्या Downloads sections वर उपलब्ध सभासदांकरिताचे Frequently Asked Questions (FAQs) व सभासदांकरिताचे e-voting user manual वाचावे किंवा एनएसडीएलशी १८००-२२२-९९० या टोल फ्री क्रमांकावर संपर्क साधावा.

कंपन्या कायदा, २०१३ च्या अनुच्छेद ११ अंतर्गत याद्वारे अशीही सूचना देण्यात येत आहे की, एजीएमच्या निमित्ताने कंपनीचे सभासदांचे रजिस्टर व शेअर ट्रान्सफर बुक्स गुरुवार, दि. २० जुलै, २०१७ ते बुधवार, दि. २६ जुलै, २०१७ दरम्यान (दोन्ही दिवस समाविष्ट) बंद राहतील.

ठिकाण : मुंबई  
दिनांक : १ जुलै, २०१७

संचालक मंडळाच्या आदेशाद्वारे  
मधुलिका रावत  
कंपनी सचिव