



theme park • water park • snow park • hotel

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

POSTAL BALLOT 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 the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below for re-appointment of Mr. Steven A. Pinto (DIN: 00871062) and Mr. Ghulam Mohammed (DIN: 00173420), Independent Directors of the Company, are proposed to be passed by the Members through Postal Ballot/Electronic Voting (e-voting).

The statement pursuant to Sections 102 of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto. The Board of Directors of the Company, at its meeting held on February 05, 2019, appointed Mr. Mohammed Aabid, partner at Aabid & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by physical Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respect in the enclosed pre-paid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. (IST) on Sunday, March 24, 2019. Postal Ballot Forms received after 5:00 p.m. (IST) on Sunday, March 24, 2019 will be treated as 'INVALID' and will be treated as no reply has been received from the Member.

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for e-voting facility are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the Postal Ballots (including e-voting). The results of the Postal Ballot will be announced by the Chairman of the Company or in his absence, any other person authorised by him, on or before Tuesday, March 26, 2019 at the Registered Office and Corporate Office of the Company and also by placing the same on the Company's website i.e. www.adlabsimagica.com and on the e-voting website of Link Intime India Private Limited ("LIPL") i.e. <https://instavote.linkintime.co.in>. The results will simultaneously be communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of Indian Limited.

RESOLUTIONS:

1. Re-appointment of Mr. Steven A. Pinto (DIN: 00871062) as an Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV of the Act,

applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Steven A. Pinto (DIN: 00871062) being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office as such for a second consecutive term of (3) three years, commencing from April 04, 2019 up to April 03, 2022."

2. Re-appointment of Mr. Ghulam Mohammed (DIN: 00173420) as an Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV of the Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Ghulam Mohammed (DIN: 00173420) being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office as such for a second consecutive term of (3) three years, commencing from April 04, 2019 up to April 03, 2022."

By Order of the Board of Directors
For Adlabs Entertainment Limited

Sd/-
Divyata Raval
Company Secretary & Compliance Officer

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

Place : Mumbai
Date : February 5, 2019

Notes:

1. A Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the proposed resolution is annexed hereto.
2. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to those Members whose e-mail addresses are registered with the Depositories (in case of electronic shareholding)/ the Company's Registrars and Transfer Agents (in case of physical shareholding), unless any Member has registered for physical copy of the same. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to those members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope. Members may note that this Postal Ballot Notice along with Postal Ballot Forms is available on the Investor Relations section of the Company's website i.e. www.adlabsimagica.com and on the e-voting website of Link Intime India Private Limited ("LIPL") i.e. <https://instavote.linkintime.co.in>.
3. Members who have received this Postal Ballot 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: <https://instavote.linkintime.co.in> 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 5:00 p.m. (IST) on Sunday, March 24, 2019.
4. Resolutions passed by the Members through postal ballot including voting by electronic means will be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. till 5:00 p.m. (IST) on Sunday, March 24, 2019.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members/Beneficial Owners on Friday, February 08, 2019 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by physical Postal Ballot for e-voting.
6. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements)

Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Private Limited ("LIPL") to provide e-voting facility to its Members. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.

7. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, vote casted by way of e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID". A member cannot exercise his vote by proxy on Postal Ballot.
8. 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.
9. Relevant material documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at Company's registered office during business hours on all its working days except Saturdays from the date of dispatch of the Notice till Sunday, March 24, 2019.
10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company Secretary at the Corporate Office i.e. 9th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai – 400053 or download the Postal Ballot Form from the Investor Relations section of Company's website i.e. www.adlabsimagica.com or from the e-voting website of LIPL i.e. <https://instavote.linkintime.co.in>
11. The e-voting period commences on Saturday, February 23, 2019 [9.00 a.m. (IST) onwards] and ends on Sunday, March 24, 2019 [Till 5.00 p.m. (IST)]. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, February 08, 2019, may cast their vote by e-voting. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

12. Voting through electronic means:

- I. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to all its members to enable them to cast their vote electronically.
- II. Instructions for shareholders to vote electronically:

Event Number: 190014

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with Depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT", a confirmation box will be displayed, If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format

- in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- b. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - c. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
12. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call on Tel No. : 022 - 49186000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE.

Item Nos. 1 & 2

Mr. Steven A. Pinto (DIN: 00871062) and Mr. Ghulam Mohammed (DIN: 00173420) were appointed as Independent Directors of the Company, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") and clause 49 of the erstwhile Listing Agreement entered with the Stock Exchanges, for the period of five years starting from April 04, 2014 to April 03, 2019 i.e. for the first term of five years in line with provisions of the Act.

Mr. Steven A. Pinto and Mr. Ghulam Mohammed, Non-Executive and Independent Directors of the Company, have given a declaration to the Board that they continue to meet the criteria of Independence as provided under section 149(6) of the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). They have also confirmed that they are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Listing Regulations for appointment as Independent Director and they are Independent of the management.

The Nomination and Remuneration Committee of the Board of Directors has recommended re-appointment of Mr. Steven A. Pinto and Mr. Ghulam Mohammed as Independent Directors for a second term of 3 (three) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given their background, experience and contributions made by them during their tenure, the continued association of Mr. Steven Pinto and Mr. Ghulam Mohammed would be valuable to the Company and it is desirable to continue to their directorship in the Company as Independent Directors. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Steven Pinto and Mr. Ghulam Mohammed for the office of Independent Directors of the Company.

Accordingly, it is proposed to re-appoint Mr. Steven Pinto and Mr. Ghulam Mohammed as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years starting from April 04, 2019 to April 03, 2022 on the Board of the Company. Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 1 & 2 are provided in the "Annexure I" to this Postal Ballot Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors recommends the special resolutions set out in Item Nos. 1 and 2 for your approval. Other than Mr. Steven Pinto and Mr. Ghulam Mohammed and their relatives to the extent of their respective Directorship in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolutions. Your approval is sought by voting through Postal Ballot or through Electronic Voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution nos. 1 and 2 of this Notice.

By Order of the Board of Directors
For Adlabs Entertainment Limited

Sd/-
Divyata Raval
Company Secretary & Compliance Officer

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

Place : Mumbai

Date : February 5, 2019

Annexure I to the Postal Ballot Notice dated February 05, 2019

Details of Directors seeking re-appointment as required under Secretarial Standard – 2 (SS-2) on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Name	Mr. Steven A. Pinto	Mr. Ghulam Mohammed
Director Identification Number	00871062	00173420
Age & Date of Birth	73 (November 29, 1945)	70 (November 24, 1948)
Qualification	Bachelors' degree in Arts (Economics Hons.) from the University of Mumbai and a master's degree in Management from the University of Mumbai	Bachelors' Degree in Arts from University of Mumbai
Experience (including expertise in specific functional area) / Brief Resume	He has over four decades of experience in the banking industry. Prior to joining our Company he held varied senior management positions in banks and companies.	He has over four decades of experience in manufacturing, IT, international trade and exports, strategic, corporate, financial advisory and new projects. Prior to joining our Company, Ghulam Mohammed has held various senior management positions relating to IT, international trade and setting up new joint ventures and projects in the Mahindra & Mahindra Group of companies.
Terms and Conditions of Appointment/ Re-appointment	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company
Remuneration last drawn (including sitting fees, if any)	Sitting fees paid from April 01, 2018 till the date of Notice ₹ 4, 50,000/-	Sitting fees paid from April 01, 2018 till the date of Notice ₹ 4,75,000/-
Remuneration proposed to be paid	Sitting fees for attending Board/ Committee Meetings of Board of Directors and reimbursement of expenses for attending the meetings	Sitting fees for attending Board/ Committee Meetings of Board of Directors and reimbursement of expenses for attending the meetings
Date of first appointment on the Board	April 04, 2014	April 04, 2014
Shareholding in the Company	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Nil	Nil
Number of meetings of the Board attended during the year 2018-19	4 out of 4 meetings	4 out of 4 meetings
Directorships of other companies	<ol style="list-style-type: none"> 1) Automobile Corporation of Goa Limited 2) Centrum Retail Services Limited 3) Club 7 Holidays Ltd 4) Walkwater Properties Private Limited 5) Catholic Gymkhana Limited 	<ol style="list-style-type: none"> 1) Oriental Industrial Investment Corporation Limited 2) Oswal Industries Limited 3) Indo – IB Capital Partners Private Limited 4) Tribune Corporate and Investment Advisory Services Private Limited 5) GG Universal Data Management Private Limited 6) E2 Labs Information Security Private Limited 7) NCR Indivision Tech Ventures Private Limited 8) Thrill Park Limited 9) NCR Indicare Private Limited 10) Quickspace Technologies Private Limited

Name	Mr. Steven A. Pinto	Mr. Ghulam Mohammed
Membership / Chairmanship of Committees of other Boards	<p>1) <u>Automobile Corporation of Goa Ltd.</u> <u>Chairman:</u> Audit Committee Risk Management Committee <u>Member:</u> CSR Committee</p> <p>2) <u>Walkwater Properties Pvt. Ltd.</u> <u>Chairman:</u> Audit Committee <u>Member:</u> Nomination & Remuneration Committee</p>	<p><u>Thrill Park Limited</u> <u>Chairman:</u> 1. Audit Committee 2. Nomination and Remuneration Committee</p>

