

REPORT OF SCRUTINIZER

(Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2015 as amended from time to time)

Date: March 26, 2019

To,
The Chairman,
ADLABS ENTERTAINMENT LIMITED,
30/31, Sangdewaji,
Khopoli - Pali Road, Taluka-Khalapur,
District Raigad 410203, Maharashtra.

Sub: Scrutinizer Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 05th February, 2019 through Postal Ballot

Dear Sir,

I, CS Mohammed Aabid, Practicing Company Secretary, Partner 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 Postal Ballot including voting through electronic means pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions proposed through Postal Ballot Notice dated February 05, 2019.

The Postal Ballot Notice for passing the special businesses along with statement setting out material facts under Section 102 of the Companies Act, 2013 in respect of resolutions proposed as special business to be passed by the shareholders of the Company through Postal ballot process including voting by electronic means was sent to the shareholders on February 21, 2019. The Company has availed services of Link Intime India Private Limited (herein after called "the LI IPL") to provide e-voting facility to its Members.

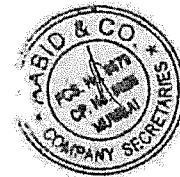


The Shareholders of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e. Friday, February 08, 2019 were entitled to vote on the proposed resolutions as set out at item nos. 1 and 2 in the Postal Ballot Notice.

The voting period for e-voting commenced on Saturday, February 23, 2019 at 09:00 a.m. and ended on Sunday, March 24, 2019 at 5:00 p.m. and e-voting system of LIIPLe was blocked immediately thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballot forms received till Thursday, March 24, 2019 up to 5:00 pm, were considered. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the LIIPLe-voting system and the Postal Ballot Forms received respectively.

I now submit my consolidated report on the results of e-voting and postal ballot conducted in relation to the Resolutions as under:



SPECIAL BUSINESS

Item No. 1: Special Resolution

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

(i) Voted in favour of the resolution:

| | Number of members who voted | Number of votes cast by them | % of total number of valid votes cast |
|--------------|-----------------------------|------------------------------|---------------------------------------|
| E-voting | 55 | 3,86,69,395 | 75.684 |
| Physical | 52 | 1,24,17,831 | 24.304 |
| Total | 107 | 51,087,226 | 99.988 |

(ii) Voted against the resolution:

| | Number of members who Voted | Number of votes cast by them | % of total number of valid votes cast |
|--------------|-----------------------------|------------------------------|---------------------------------------|
| E-voting | 6 | 3462 | 0.006 |
| Physical | 6 | 2433 | 0.004 |
| Total | 12 | 5895 | 0.011 |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of Votes cast by them |
|--------------|---|------------------------------------|
| E-voting | 0 | 0 |
| Physical | 14 | 4458 |
| Total | 14 | 4458 |



Item No. 2: Special Resolution

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

(i) Voted in favour of the resolution;

| | Number of members who Voted | Number of votes cast by them | % of total number of valid votes cast |
|--------------|-----------------------------|------------------------------|---------------------------------------|
| E-voting | 55 | 38669394 | 75.692 |
| Physical | 51 | 12417829 | 24.307 |
| Total | 107 | 51,087,223 | 99.999 |

(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 | 06 | 3462 | 0.006 |
| Physical | 07 | 2435 | 0.004 |
| Total | 13 | 5897 | 0.001 |

(iii) Invalid votes:

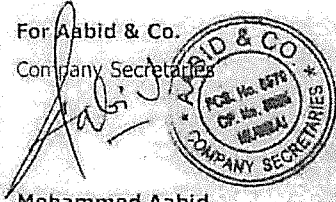
| | Total number of members whose votes were declared invalid | Total number of Votes cast(Shares) |
|--------------|---|------------------------------------|
| E-voting | 0 | 0 |
| Physical | 14 | 4458 |
| Total | 14 | 4458 |



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 shall be 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: 26/03/2019

Countersigned

A handwritten signature in black ink, appearing to be "MCS", written over a horizontal line.

Authorised Representative