

ADLABS Entertainment Limited

September 8, 2015

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>	The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th 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>
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Dear Sirs,

Sub: Disclosure as per Clause 35A of the Listing Agreement

Date of the AGM : 7th September 2015

Total number of shareholders on record date: 8443

No. of shareholders present in the meeting either in person or through proxy : 47

Promoters and Promoter Group: 2

Public : 45

No. of Shareholders attended the meeting through Video Conferencing : Not Arranged

Mode of Voting on all Resolutions: E-voting / Poll (Ballot Paper)

In accordance with clause 35A of the Listing Agreement, the details of business transacted at the Annual General Meeting of the Company, Agenda-wise, are furnished below:



Resolution 1: To receive, consider and adopt the Audited Financial statements for the year ended 31st March, 2015 and the Report of the Directors and the Auditors thereon.

Resolution required: Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	45417239	45417239	100.0000	45417239	0	100.0000	0.0000
Public Institutional Holders	9512829	4892163	51.4270	4892163	0	100.0000	0.0000
Public-Others	24967742	13869620	55.5502	13869555	65	99.9995	0.0005
Total(A)	79897810	64179022	80.3264	64178957	65	99.9999	0.0001
Mode of Voting: (Poll)							
Promoter and Promoter Group	45417239	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	9512829	3435205	36.1113	3435205	0	100.0000	0.0000
Public-Others	24967742	2680298	10.7350	2680298	0	100.0000	0.0000
Total(B)	79897810	6115503	7.6542	6115503	0	100.0000	0.0000
Result (A+B)	79897810	70294525	87.9806	70294460	65	99.9999	0.0001



Resolution 2: Appointment of Mr. Manmohan Shetty (DIN 01798896), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	45417239	45417239	100.0000	45417239	0	100.0000	0.0000
Public Institutional Holders	9512829	4892163	51.4270	4213368	678795	86.1248	13.8752
Public-Others	24967742	13869620	55.5502	13868801	819	99.9941	0.0059
Total(A)	79897810	64179022	80.3264	63499408	679614	98.9411	1.0589
Mode of Voting: (Poll)							
Promoter and Promoter Group	45417239	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	9512829	3435205	36.1113	3435205	0	100.0000	0.0000
Public-Others	24967742	2680298	10.7350	2680298	0	100.0000	0.0000
Total(B)	79897810	6115503	7.6542	6115503	0	100.0000	0.0000
Result (A+B)	79897810	70294525	87.9806	69614911	679614	99.0332	0.9668



Resolution 3: Appointment of M/S. A.T. Jain & Co., Chartered Accountants and fix their remuneration.

Resolution required: Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Mode of Voting: (E-voting)			% of Votes in favour on Votes polled	% of Votes Against on Votes polled
				Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled		
Promoter and Promoter Group	45417239	45417239	100.0000	45417239	0	100.0000	0.0000	
Public Institutional Holders	9512829	4892163	51.4270	4213368	678795	86.1248	13.8752	
Public-Others	24967742	13869620	55.5502	13869354	266	99.9981	0.0019	
Total(A)	79897810	64179022	80.3264	63499961	679061	98.9419	1.0581	
Mode of Voting: (Poll)								
Promoter and Promoter Group	45417239	0	0.0000	0	0	0.0000	0.0000	
Public Institutional Holders	9512829	3435205	36.1113	0	3435205	0.0000	100.0000	
Public-Others	24967742	2680298	10.7350	2680298	0	100.0000	0.0000	
Total(B)	79897810	6115503	7.6542	2680298	3435205	43.8279	56.1721	
Result (A+B)	79897810	70294525	87.9806	66180259	4114266	94.1471	5.8529	



Resolution 4: Appointment of Mr. Prashant Purker (DIN: 00082481) as an Independent Director.

Resolution required: Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Promoter and Promoter Group	45417239	45417239	100.0000	45417239	0	100.0000	0.0000
Public Institutional Holders	9512829	4892163	51.4270	4213368	678795	86.1248	13.8752
Public-Others	24967742	12850378	51.4679	12849833	545	99.9958	0.0042
Total(A)	79897810	63159780	79.0507	62480440	679340	98.9244	1.0756
Mode of Voting: (Poll)							
Promoter and Promoter Group	45417239	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	9512829	3435205	36.1113	0	3435205	0.0000	100.0000
Public-Others	24967742	2680298	10.7350	2680298	0	100.0000	0.0000
Total(B)	79897810	6115503	7.6542	2680298	3435205	43.8279	56.1721
Result (A+B)	79897810	69275283	86.7049	65160738	4114545	94.0606	5.9394



Resolution 5: Keeping Register of Members at a place other than the Registered Office

Resolution required: Special

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	45417239	45417239	100.0000	45417239	0	100.0000	0.0000
Public Institutional Holders	9512829	4892163	51.4270	4892163	0	100.0000	0.0000
Public-Others	24967742	13869620	55.5502	13868906	714	99.9949	0.0051
Total(A)	79897810	64179022	80.3264	64178308	714	99.9989	0.0011
Mode of Voting: (Poll)							
Promoter and Promoter Group	45417239	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	9512829	3435205	36.1113	3435205	0	100.0000	0.0000
Public-Others	24967742	2680298	10.7350	2680298	0	100.0000	0.0000
Total(B)	79897810	6115503	7.6542	6115503	0	100.0000	0.0000
Result (A+B)	79897810	70294525	87.9806	70293811	714	99.9990	0.0010



Resolution 6: To increase in remuneration of Kapil Bagla, Whole Time Director and CEO of the Company.

Resolution required: Special

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	45417239	45417239	100.0000	45417239	0	100.0000	0.0000
Public Institutional Holders	9512829	4892163	51.4270	4213368	678795	86.1248	13.8752
Public-Others	24967742	12850378	51.4679	12848438	1940	99.9849	0.0151
Total(A)	79897810	63159780	79.0507	62479045	680735	98.9222	1.0778
Mode of Voting: (Poll)							
Promoter and Promoter Group	45417239	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	9512829	3435205	36.1113	0	3435205	0.0000	100.0000
Public-Others	24967742	2680298	10.7350	2680298	0	100.0000	0.0000
Total(B)	79897810	6115503	7.6542	2680298	3435205	43.8279	56.1721
Result (A+B)	79897810	69275283	86.7049	65159343	4115940	94.0586	5.9414



Resolution 7: To create, grant, offer, issue and allot options exercisable in equity shares under "Adlabs Employees Stock Option Plan 2015" and "Adlabs Employees Stock Option Scheme 2015".

Resolution required: Special

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Promoter and Promoter Group	45417239	45417239	100.0000	45417239	0	100.0000	0.0000
Public Institutional Holders	9512829	4892163	51.4270	3323402	1568761	67.9332	32.0668
Public-Others	24967742	12850378	51.4679	12849062	1316	99.9898	0.0102
Total(A)	79897810	63159780	79.0507	61589703	1570077	97.5141	2.4859
Mode of Voting: (Poll)							
Promoter and Promoter Group	45417239	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	9512829	3435205	36.1113	0	3435205	0.0000	100.0000
Public-Others	24967742	2680298	10.7350	2680298	0	100.0000	0.0000
Total(B)	79897810	6115503	7.6542	2680298	3435205	43.8279	56.1721
Result (A+B)	79897810	69275283	86.7049	64270001	5005282	92.7748	7.2252



ADLABS Entertainment Limited

Based on the above, all resolutions have been passed with requisite majority.

You are requested to take the same on your records.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For Adlabs Entertainment Limited



Ghanshyam Jhala
Company Secretary

(Membership no. A22633)



Cc:

1. The Secretary - National Securities Depository Limited
2. The Secretary - Central Depository Services (India) Limited



SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

213, Gr. Floor, Raghuleela Mall,
Behind Poincur Bus Depot,
Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233
98700 31365

E-mail : sanjayrd65@yahoo.com

Date: 7th September 2015

To,
The Chairman,
ADLABS ENTERTAINMENT LIMITED
Imagica Capital B2, Adlabs - Imagica,
30/31, Sangdewadi, Khopoli-Pali Road
Taluka Khalapur,
Raigad 410 203

Dear Sir,

SCRUTINIZER REPORT

I, Sanjay R. Dholakia, a Practicing Company Secretary have been appointed as a Scrutinizer by ADLABS ENTERTAINMENT LIMITED and I have furnished and submitted my reports as per the provision of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rule 2014.

The Board appointed me at their Meeting of the Company held on 3rd August 2015 as the Scrutinizer for the Ballot conducted and also the Company had appointed me Scrutinizer for the E-Voting facilities, provided by NSDL, for the E-Voting period was which commenced on Friday, 4th September 2015 (9.00 a.m.) to on Sunday, 6th September 2015 (5.00 p.m.).

Based on my scrutiny, I am enclosing herewith my Report.

Thanking you,

Yours faithfully,

For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sanjay R

(SANJAY R. DHOLAKIA)

Practicing Company Secretary

Proprietor

Encl.: as above





SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

213, Gr. Floor, Raghuleela Mall,
Behind Poincur Bus Depot,
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☎ : 2807 3233
98700 31365

E-mail : sanjayrd65@yahoo.com

I have issued Scrutinizer's Reports on E-Voting and on Ballot. As requested by the Management, I submit herewith the combined report on the results of E-Voting and Ballot as under:

RESOLUTION_ID	Resolutions	Votes in favour of the resolutions		Votes in against of the resolutions	
		VOTE COUNT ASSENT	% OF ASSENT VOTES	VOTE COUNT DISSENT	% OF DISSENT VOTES
1	Adoption of audited financial statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.	70294460	99.9999	65	0.0001
2	Appointment of Mr. Manmohan Shetty (DIN: 01798896), who retires by rotation and being eligible, offers himself for re-appointment.	69614911	99.0332	679614	0.9668
3	Appointment of M/S. A.T. Jain & Co., Chartered Accountants and fix their remuneration.	66180259	94.1471	4114266	5.8529
4	Appointment of Mr. Prashant Purker (DIN: 00082481) as an Independent Director.	65160738	94.0606	4114545	5.9394
5	Keeping Register of Members at a place other than the Registered Office	69614911	99.9990	714	0.0010
6	To increase in remuneration of Kapil Bagla, Whole Time Director and CEO of the Company.	65159343	94.0586	4115940	5.9414
7	To create, grant, offer, issue and allot options exercisable in equity shares under "Adlabs Employees Stock Option Plan 2015" and "Adlabs Employees Stock Option Scheme 2015"	64270001	92.7748	5005282	7.2252

Thanking you,

For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sanjay R
(SANJAY R. DHOLAKIA)
Practicing Company Secretary
Proprietor

Place: Mumbai

Date: 7th September 2015

