



**One Stop
Destination.**

**Non Stop
Fun.**





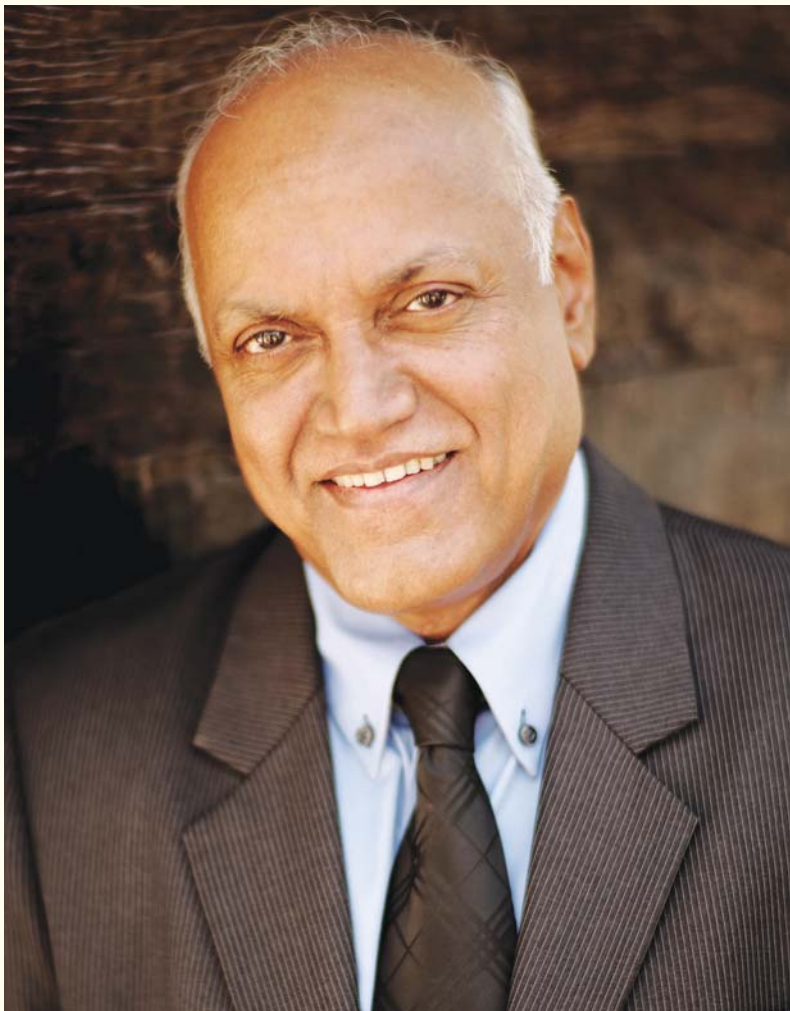
**INDIA'S PREFERRED
FAMILY DESTINATION**




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Chairman's Message



It is my pleasure and privilege to address you in our maiden Annual Report post listing. I am grateful to you for believing and supporting our vision and plans.



I am happy that all the pieces of the vision are now ready and we are moving forward as an integrated entertainment holiday destination - the first of its kind in India.

2.4

million people have visited the parks Since April 2013.

Entertainment has always been at the core of my previous company 'Adlabs Films Limited' where we endeavoured to give world-class theatrical entertainment to the Indian audiences. At Adlabs Entertainment Limited, my vision was to create a premium outdoor and participative entertainment experience with a Theme Park that compares with the best parks globally.

The project was envisioned as an entertainment holiday destination with a theme park, water park and hotel. I am happy that all the pieces of the vision are now ready and we are moving forward as an integrated entertainment holiday destination - the first of its kind in India.

To establish the highest standard of quality at both parks, we engaged with some of the finest technical and design consultants from around the world. We bought equipment from the best manufacturers in the world, we created infrastructure to support our belief in water conservation by creating water reservoirs large enough to sustain our plans along with installing the best filtration plant in the world. We have created an environment that can put India on the global map and allow Indian consumers to experience a safe

and truly world-class park at affordable Indian prices. We brought in the Accor group's Novotel resorts to manage our hotel to provide our guests with the best and most memorable experiences possible.

Since April 2013, over 2.4 million people have visited the parks. While these numbers and guest feedback give us a good idea of their expectation and appreciation of the product, we still have a long way to go in making this project every Indians must visit holiday destination.

We have actively pursued every stream of potential revenue such as Food and Beverages, Retail, Advertising & Sponsorships, Weddings, and MICE and continue to believe that we are merely at the brink of a large potential in every stream.

In addition to all this, we have surplus land of 170 acres still available for further development. Globally, it has been proven that land around entertainment destination like theme parks become highly prized for further development. This has been the case in Sentosa, Florida and Dubai and many other destinations where theme parks have become an anchor

and development of land across. Our 100% subsidiary Walkwater Properties has applied to the Government of Maharashtra for an approval for a special township. Walkwater Properties has plans to engage with reputed real estate players to develop a township on this land, and thus monetize it. This will lead to alternative sources of cash flow and income for the Company in the medium to long term.

We are committed to making our entertainment holiday destination a success and believe that a lot of the creative, technical and Intellectual Property creation has been already done. This allows us to create newer formats of engagement with our consumers and in due course, add atleast one more large scale Park in a potent location in India.

We thank all the new shareholders for having the faith and for investing in the IPO. We are excited to have you on board and are we remain committed to making people happy and taking this company to its full potential.

Yours sincerely,

Manmohan Shetty
Chairman



85 % people
rated 4.5 star
and above



ShimulModi, Mumbai, India
"Paradise for Kids"

Reviewed
30 June 2015



Off the Mumbai Pune Expressway. India's best Amusement Park. They have rides for all ages. Children to adults everyone can enjoy. The food and service here is good as well.

Amonkar, Pune
"India's only theme park"

Reviewed
6 July 2015



An experience way beyond Indian standards. This place has awesome theme rides like I for India, Mr India etc. Also, various rides like Nitro, Dare to drop, Scream machine etc. There are kids ride as well.

Pratik_Karnik, Mumbai, India
"India's finest international standard theme park!!"

Reviewed
7 July 2015



Finally a theme park which can match international standards of Universal Studios, Disneyland etc. It beats all other amusement parks i have visited in India. The rides are insanely good and conceptually brilliant. Nitro and Scream are a MUST MUST visit.

haffyfeet, Bangalore
"Highly recommended"

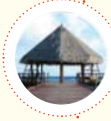
Reviewed
7 July 2015



I have see a couple of amusement parks around the world. Adlabs Imagica matches up to those. Very safe and exciting rides which are world class. Do take the fast pass if you are headed there during the summer of holiday seasons, which save you time from standing in long queues.

Akki_gunjal01
"Awesome day like never before"

Reviewed
5 June 2015



It was really awesome day in Aqua Imagica Khopali never saw a such type of place where you can spend your holiday with your family or friends.

facebook.

Adlabs Imagica rated

★★★★★ 4.5 star

8,65,596

likes on Facebook

Aquamagica rated

★★★★☆ 4.3 star

3,14,938

likes on Facebook

YouTube

31,33,063

views on Adlabs Imagica
Youtube channel

The Imagica Awards



The Imagica Experience



Ticket Price



Frequency of Visit



Corporate Social Responsibility

Drinking Water supply to Mirkutwadi

Raigad Times, Ratnagiri Times, Sakal | 4/8/2014



Adlabs has started providing pure drinking water to Mirkut wadi. 6,000 Liters is being provided through pipe line twice a day.

Visit of Local Schools & Journalists

Raigad Times, Punyanagari, Krushival, Sakal | 10/3/2013



Organised free trip for the students and teachers of surrounding schools. 732 students and 55 teachers from 12 nearby schools visited and were given breakfast and lunch.

Merit Students

Dainik Krushival, Pudhari | 7/4/2014



Merit list students of standard X & XII from Khopoli with their family at a function. Gifts were also given to 12 students.

Sneh Sadan Lonavala

Krushival, Raigad Times | 2/16/2015



Sneh Sadan Lonavala: Organised free trip for the 33 students who lost their parents and are studying at Sneh Sadan.

Borderless World Foundation

Krushival, Raigad Times, Pudarhar | 2/24/2015



The trip was organised for these 27 Kashmiri students who lost their parents in militancy attacks.

Ashram Shala, Umbre

Krushival, Raigad Times, Sagar | 3/30/2015



Free trip for the nearby Adivasi Ashram School, Umbre was organised. 111 students and 16 teachers visited the park.

Make A Wish Foundation, Pune Division

Krushival | 4/15/2015



Visit for the 5 children of Make A Wish Foundation, their families and facilitators was organised.

Medical Camp for Adivasi wadiv Khanav

Krushival, Punya Nagari | 7/16/2015



Medical camp organised at Khanav. A total of 134 patients were checked and provided with free medicines.

Blood Group checking RZP School, Khanav

7/22/2015



Free Blood testing camp organised for the 84 students of Primary School, Khanav

Medical Camp for Golevadi

7/29/2015



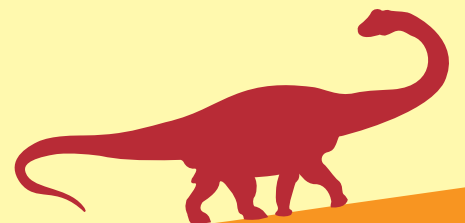
Medical check up & first aid camp organised at Golevadi



Mr. Manmohan Shetty and Mrs. Pooja Shetty Deora along with Board of Directors

Left to Right:

Mr. Kapil Bagla, Mr. Ghulam Mohammed, Mr. Manmohan Shetty, Mrs. Pooja Shetty Deora,
Mr. Steven A. Pinto and Mr. Prashant Purkar





Mr. Manmohan Shetty with the Leadership Team

Standing Left to Right:

Mr. Ujwal Mehta, Mr. Harjeet Chhabra, Mr. Manish Miranda, Mr. Vincent Pijnenburg, Mr. Anirudh Kalia, Mr. Priyabrata Dash and Mr. Ashutosh Kale

Sitting Left to Right:

Mr. Rajesh Dhaktode, Mr. Dhimant Bakshi, Mr. Balanand Anand, Mr. Manmohan Shetty, Mr. Kapil Bagla, Mr. Rakesh Khurmi and Mr. Mohinder Singh





Company Information

Board of Directors

Chairman

Mr. Manmohan Shetty

Whole Time Director

Mr. Kapil Bagla

Non Executive Directors

Mr. Prashant Purker

Mr. Ghulam Mohammed

Ms. Anjali Seth

Mr. Steven A. Pinto

Chief Financial Officer

Mr. Rakesh Khurmi

Company Secretary & Compliance Officer

Mr. Ghanshyam Jhala

Auditors

M/s. A.T. Jain & Co., Chartered Accountants
(Firm Registration No. 103886W)

Internal Auditors

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants

Bankers and Financial Institutions

Union Bank of India

Indian Overseas Bank

Bank of Baroda

Corporation Bank

Jammu and Kashmir Bank

Bank of India

Central Bank of India

Syndicate Bank

Punjab and Sind Bank

Vijaya Bank

Dena Bank

Life Insurance Corporation of India

Tourism Finance Corporation of India Limited

ICICI Bank Limited

HDFC Bank Limited

Registered Office

30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur,
District Raigad - 410 203.

T: +91-2192 669 900 F: +91-22 4068 0088

Email: compliance@adlabsentertainment.com

CIN : U92490MH2010PLC199925

Registrar & Transfer Agents

Link Intime India Private Limited

C - 13, Pannalal Silk Mills Compound,

L.B.S Marg, Bhandup (W),

Mumbai - 400 078

Maharashtra, India

Tel: (022) 2596 3838 Fax: (022) 2594 6969

website: www.linkintime.co.in

Notice

Notice is hereby given that the 6th Annual General Meeting of the Members of **Adlabs Entertainment Limited** will be held on Monday, September 7, 2015 at 12.00 noon at the Imagica Capital B2, Adlabs - Imagica, 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203, to transact the following businesses:

Ordinary Business:

1. To consider and adopt the audited Balance Sheet as at March 31, 2015, the audited statement of Profit and Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manmohan Shetty, who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 M/s. A.T. Jain & Co., Chartered Accountants (Firm Registration No. 103886W), be and is hereby appointed as the Auditor of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business:

4. **To Appoint Mr. Prashant Purker (DIN: 00082481) as an Independent Director**

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 Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Prashant Purker (DIN : 00082481), who qualifies for being appointed as an Independent Director 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 appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to May 26, 2020.”

5. **Keeping Register of Members at a place other than the Registered Office**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**


“RESOLVED THAT pursuant to provisions of Section 94(1) of the Companies Act, 2013 and all other applicable provisions and relevant Rules applicable, if any, consent of the Company be and is hereby accorded to keep the Register of Members at the office of Registrar and Transfer Agents of the Company i.e. Link Intime India Private Limited situated at Pannalal Silk Mills Compound, C-13, Lal Bahadur Shastri Road, Bhandup - (West), Mumbai - 400 078 and such register shall remain open for inspection by members during business hours on all working days.

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to notify the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

6. **To increase the remuneration of Kapil Bagla, Whole Time Director and CEO 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 provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and subject to all such sanctions and approvals, as may be necessary, consent of the members of the Company be and is hereby accorded for payment of remuneration of ₹ 1.36 Crore (Rupees One Crore Thirty Six Lakhs) per annum, to Mr. Kapil Bagla (holding DIN 00387814) as a Whole Time Director & CEO of the Company with effect from April 1, 2015.



RESOLVED FURTHER THAT Mr. Kapil Bagla, Whole Time Director & CEO shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- c) Encashment of leave at the end of the tenure.

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."

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"**

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 provisions of Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Share Capital and Debenture) Rules, 2014, the rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI Regulations"), and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be, prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee as provided under section 178 of the Act, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution), to create, grant, offer, issue and allot at any time or from time to time such number of Options, exercisable into equity shares (hereinafter collectively referred to as "Shares") to or for the benefit of such person(s), who are in permanent employment of the Company or directors of the Company, whether whole time or not but excluding an independent

director, whether working in India or abroad or otherwise, except the Promoter or any member of the Promoter Group or a Director who either himself or through his relative or through anybody corporate holds more than 10% of the outstanding shares of the Company, under the Plan titled as "ADLABS Employees Stock Option Plan 2015" ("ESOP 2015"), and "Adlabs Employees Stock Option Scheme 2015" ("ESOP Scheme 2015") notified thereunder, the salient features of which are detailed in the Explanatory Statement relevant to this Resolution, not exceeding 3,994,891 (Thirty Nine Lakhs Ninety Four Thousand Eight Hundred and Ninety One only) options, each Option giving the right but not obligation to the holder, to subscribe for cash, one fully paid Equity Share of Rs. 10/- (Ten) each of the Company, at such price, in such manner, during such period, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in its absolute discretion and in accordance with the provisions of the law or guidelines issued by the relevant Authority;

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 3,994,891 (Thirty Nine Lakhs Ninety Four Thousand Eight Hundred and Ninety One only) options/ equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued;

RESOLVED FURTHER THAT in case the Equity Shares of the Company are consolidated, then the number of Equity Shares to be allotted and the price of acquisition payable by the Option Grantees under the ESOP 2015 and schemes notified thereunder shall automatically stand reduced and augmented, respectively, in the same proportion as the present face value of Rs. 10/- (Ten) per Equity Share bears to the revised face value of the Equity Shares of the Company after such consolidation, without affecting any other rights or obligations of the said allottees;

RESOLVED FURTHER THAT the Company shall comply with the disclosure and accounting policies prescribed under the SEBI Regulations and any other appropriate authority from time to time and shall use the intrinsic value method to value its Options granted;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee/ Board be and is hereby authorised to formulate, evolve, implement, administer, interpret, decide upon and bring into effect the ESOP

2015 and schemes notified thereunder on such terms and conditions as contained in the Explanatory Statement to this item in the Notice, and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP Scheme 2015 from time to time in conformity with the provisions of the Companies Act, 2013, the Companies (Share Capital and Debenture) Rules, 2014, the Memorandum and Articles of Association of the Company, the SEBI Regulations and any other applicable laws, including but not limited to, amendment(s) with respect to Vesting, Vesting Period and schedule, number of options, Exercise Price, Exercise Period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOP 2015 and the schemes notified thereunder;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee/ Board be and is hereby authorised to formulate and bring into effect one or more Employee Stock Option Schemes with such terms and conditions which are within the parameters of ESOP 2015

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the ESOP 2015 and schemes notified thereunder and such Equity Shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares of the Company allotted under the ESOP 2015 and schemes notified thereunder on the Stock Exchanges, where the Equity Shares of the Company are listed, as per the provisions of the Listing Agreement executed with the concerned Stock Exchanges, the SEBI Regulations, and other guidelines, rules and regulations as may be applicable;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors of the Company with a

power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

By Order of the Board of Directors


Ghanshyam Jhala
Company Secretary

Registered Office:
30/31, Sangdewadi, Khopoli-Pali Road,
Taluka Khalapur,
District Raigad 410203


August 3, 2015

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 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 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 communication relating to remote e-voting which *inter alia* would contain details about User ID and password along with a copy of this Notice to the Members, separately.
- 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.
- 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.

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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 Company has notified closure of Register of Members and Transfer Books from Tuesday, September 1, 2015 to Monday, September 7, 2015 (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. Re-appointment of Directors:

In terms of Section 152 of the Companies Act, 2013, Mr. Manmohan Shetty (DIN: 00013961), Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company re-recommend his re-appointment. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, 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 at 9.00 a.m. for attending the AGM of the Company on Monday, September 7, 2015:
 - a. Borivali
Sanjay Gandhi National Park,
Western Express Highway,
Borivali East - 400 066.
 - b. Dadar
Ruia College,
L Nappo Road,
Dadar East - 400 019
 18. Voting through electronic means
 - i. In compliance with provisions of 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 and Clause 35B of the Listing Agreement, 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).

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- 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 September 4, 2015 (9:00 am) and ends on September 6, 2015 (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 August 31, 2015, 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 Participants(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.nsdl.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 with a copy marked to 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 Participants(s) or requesting physical copy):
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number), USER ID and 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.nsdl.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 Monday, August 31, 2015

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- 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. Monday, August 31, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or compliance@adlabsentertainment.com or santosh.jaiswal@linkintime.co.in.

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.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. 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.
- XII. 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.
- XIII. 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.
- XIV. 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 "remote e-voting" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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 the 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:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of Members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Prashant Purker be appointed as an Independent Director of the Company. The appointment of Mr. Prashant Purker shall be effective upon approval by the Members in the Meeting.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Prashant Purker for the office of Director of the Company.

Mr. Prashant Purker is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.


The Company has received a declaration from Mr. Prashant Purker that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Prashant Purker fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Prashant Purker is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Resume of Mr. Prashant Purker

Mr. Prashant Purker holds a bachelor's degree in Technology (Metallurgical Engineering) from the Indian Institute of Technology, Kanpur and holds a post graduate diploma in Management from Indian Institute of Management, Ahmedabad. He has over two decades of experience in global financial markets and Indian capital markets, across equity and debt instruments.

He does not hold any shares of the Company in his name.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Prashant Purker is appointed as an Independent Director of the Company.



Copy of the draft letter for appointment of Mr. Prashant Purker as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

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

Item No.5:

The Register of Members under Section 94 of the Companies Act, 2013 is presently required to be maintained in the Registered Office of the Company. In terms of proviso to Section 94(1) and Rule 5 (2) of Companies (Management and Administration) Rules, 2014, the Register of Members required to be maintained at the registered office can be maintained at any other place in India, in which more than one-tenth of total Members reside, if so authorised by way of a Special Resolution. It is proposed to keep the Register of Members at the office of Registrar and Transfer Agents of the Company i.e. Link Intime India Private Limited situated at Pannalal Silk Mills Compound, C-13, Lal Bahadur Shastri Road, Bhandup - (West), Mumbai - 400 078, since more than 10% of the Members reside in Mumbai which needs the approval of Members by way of Special Resolution. Your Directors recommend the resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution set out at Item No. 5 of the Notice.

Item No. 6:

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

He is also the Chief Executive Officer of the Company and has been instrumental in the creation of "Adlabs Imagica" and "Adlabs Aquamagica". He is responsible for business management, strategic planning, project implementation, general management and corporate finance. He has been a Director of the Company since its incorporation.

Mr. Bagla's role has always been to provide support to develop, grow and manage the knowledge and capabilities of existing and new businesses of the Company with a focus on value

creation, and developing long term strategy as well as to build system oriented organization. Mr. Bagla has made significant contribution to the project implementation stage providing a thrust to the Company's business activities.

Mr. Kapil Bagla is having wide experience in the field of financial management and project administration of several years and being director of this Company he is devoting his whole time towards day to day working of the Company.

It is proposed to seek the members' approval for the increase in the remuneration payable to Mr. Kapil Bagla as Whole Time Director and in terms of the applicable provisions of the Companies Act, 2013.

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, professional remuneration and the other perquisites. The aggregate monetary value of such salary, allowances and perquisites, being limited to ₹ 1.36 Crore (Rupees One Crore Thirty Six Lakhs only) (fixed plus variable including Performance Linked Incentive) per annum.

The terms and conditions set-out for appointment and payment of remuneration herein and/or in the agreement may be altered and varied from time to time by the Board/Nomination and Remuneration Committee as it may, at its discretion, deem fit within the overall ceiling fixed herein.

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 the Schedule V to the Companies Act, 2013.

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 revised 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 between 11.00 a.m. and 5.00 p.m. at the registered office of the Company till the date of the meeting.

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 General Meeting.

I. GENERAL INFORMATION

(1) Nature of Industry

The Company is engaged in the business of development and operations of theme based entertainment destinations in India, including theme parks, water parks and associated activities including retail merchandising and food and beverages. The flagship project of the Company is located at Khalapur, on Mumbai Pune Expressway and is branded 'Adlabs Imagica' for the theme park component and "Adlabs Aquamagica" for the water park component. The Company is developing a 287 room hotel at the same location by the name "Novotel Imagica" which is expected to commence operation in the financial year 2015-2016.

(2) Date of commencement of commercial operations

The Company commenced its business on November 1, 2013.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

The Company had availed term loan from consortium and as such appraisal of the project had been completed by team of bankers and the Company was sanctioned a loan of ₹ 1474.80 Crores from consortium. 'Adlabs Imagica', the Theme Park and 'Adlabs Aquamagica', the water park is already operational. The Company is developing a 287 room hotel at the same location by the name 'Novotel Imagica' which is expected to commence operation in the financial year 2015-2016.

(4) Financial performance based on given indicators (Based on Audited published financial statement for the year ended March 31, 2015)

(₹ in Million)

Particulars	Financial Year Ended March 31, 2015	Financial Year Ended March 31, 2014
Total Revenue	1,912.52	1,070.13
Profit/(Loss) before tax and exceptional items	(1,719.60)	(659.90)
Exceptional items	-	(3.72)
Profit/(Loss) before tax	(1,719.60)	(663.62)
Tax expenses	648.00	136.05
Profit/(Loss) after tax	(1,071.60)	(527.57)

(5) Export Performance and net foreign exchange collaborations

Not Applicable

(6) Foreign Investments or Collaborators, if any

There is no foreign collaboration or investment.

II INFORMATION ABOUT THE APPOINTEE

MR. KAPIL BAGLA

1) Background details:

Mr. Kapil Bagla has been associated with the project since the project was started by the partnership firm "M/s Dream Park" and is also a Director of the Company since incorporation.

He 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. He is also the Chief Executive Officer of the Company and has been instrumental in the creation of "Adlabs Imagica" and "Adlabs Aquamagica". He is responsible for business management, strategic planning, project implementation, general management and corporate finance.

2) Past remuneration:

₹ 1,21,84,250/- (Rupees One Crore Twenty One Lakh Eighty Four Thousand Two Hundred Fifty only) (fixed plus variable including Performance Linked Incentive) for the FY 2014-15.

3) Recognition and Awards:

Mr. Kapil Bagla has been instrumental in the creation of "Adlabs Imagica" and "Adlabs Aquamagica".

4) 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.

5) Remuneration proposed:

Details of proposed remuneration are presented in the resolution and also in the statement under Section 102 of the Companies Act, 2013

6) Industry Trend

The Company can be broadly classified as an Entertainment and Tourism Industry and there are many large corporate houses in this Industry, where the remuneration is substantially higher in line with their turnover and profits. The Company could be classified as a large sized Entertainment Company and considering its size in terms of project being undertaken, expected turnover and future profits, the proposed remuneration could be considered to be reasonable. The proposed remuneration is as per Section 197 and Schedule V of Companies Act, 2013, which is in comparison with prevailing remuneration payable to the managerial person in the industry.

- 7) Mr. Kapil Bagla does not have any pecuniary relationship with the Company or any of its managerial personnel.

III. Other Information:

1) Reasons for Loss or Inadequate Profits

The Company has posted operating profits from the first year of operation. The losses are on account of (i) Depreciation and (ii) Interest on loans. This is a normal phenomenon for new companies implementing large projects in the initial years.

2) Steps taken or proposed to be taken to improve performance

With the commencement of operations of the water park and the soon-to-be-launched hotel, the Company will be able to offer more dynamic pricing to account for seasonal fluctuations in attendance. The Company also aims to achieve better cost optimisation through economies of scale by measures such as company-wide and centralised procurement and sourcing strategy and integrated marketing campaigns. In addition, the Company aims to benefit from shared services such as security, ticketing, F&B and general administration of the parks.

3) Expected increase in operating/ capacity utilisation and profits in measurable terms

EBIDTA margins to increase from 12% to 30-35%. The average capacity utilization of the park is less than 20% and the market potential and target customer base is substantial. The Company believes that increased attendance at the parks and an increase in the per capita spending will allow us to make the business

more profitable because of the relatively fixed cost-base and the high operative leverage involved in the business. The above steps taken/proposed to be taken by the Company are expected to increase the productivity and profits of the Company.

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 / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7:

Stock option provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands. "Employee Stock Option Scheme" represents a reward system for the employees.

Such schemes help the companies to attract, retain and motivate the best available talent in the increasingly competitive environment.

In view of the prospective requirements of the Company vis a vis the employee benefits, the management is of the opinion that the Company may formulate another Employee Stock Option Scheme in order to motivate the employees and create and offer additional shares for the benefit of Employees of the Company.

With the above objectives in mind, it is proposed to introduce a new employee stock option plan to be known as Adlabs Employee Stock Option Plan 2015 or ESOP 2015 and "Adlabs Employees Stock Option Scheme" ("ESOP Scheme 2015") notified thereunder for the benefit of eligible employees of the company and such other persons as may be permitted from time to time, under prevailing laws, rules and regulations and/ or amendments thereto from time to time. Further, with the objectives in mind, it is proposed to introduce further schemes with such terms and conditions which are within the parameters of ESOP 2015.

The main features of the Adlabs Employees Stock Option Scheme 2015 (ESOP Scheme 2015) are as under:

Disclosures as per Regulation 14 and Regulation 6(2) of the Securities and Exchange Board of India (Share Based Employee



Benefits) Regulations, 2014 and Circular dated June 16, 2015 issued by SEBI as mentioned below:

Sr. No.	Particulars	Disclosures
1.	Total number of options that could be issued under the Scheme	The total number of shares that can be issued under the Scheme pursuant to exercise of Options shall not exceed 3,994,891 Shares of Rs. 10/- each of the Company, to eligible employees. The Nomination and Remuneration Committee constituted by the Board reserves the right to increase or reduce the numbers of shares as it deems fit.
2.	Identification of classes of employees entitled to participate in the Scheme	All employees and directors of the Group, whether a whole time director or not but excluding an independent director; but does not include - (a) an employee who is a Promoter or a person belonging to the Promoter Group; or (b) a Director who either himself or through his Relative or through any corporate body, directly or indirectly, holds more than 10 percent of the outstanding Shares of the Company, subject to such criteria as may be decided by the Nomination and Remuneration Committee constituted for the purpose shall be entitled to participate in the Scheme.
3.	Appraisal process for determining the eligibility of the employees for Scheme	The appraisal process for determining the eligibility of the employees will be determined by the Nomination and Remuneration Committee at its sole discretion.
4.	Requirement of vesting and period of vesting	Vesting of options will commence after a period of 12 months from the date of grant. The percentage of vesting each year shall be 25% of the options granted. Except in case of death/permanent disability/ permanent incapacitation of the employee, for a valid vesting, an employee is required to be in service with the Company including subsidiary /parent/group and associate Company (as defined under the SEBI Regulations) on the Vesting Date and must neither be serving his notice for termination of service nor be subject to any disciplinary proceedings pending against him on the Vesting Date. In case of death/permanent disability /permanent incapacity all unvested options shall vest immediately. and vested options can be exercised by the legal heirs/nominees of the deceased employee with a specified time (i.e. within the period of one year or the period as may be extended at the company's discretion)
5.	Maximum period within which the options shall be vested	The maximum period within which the options shall be vested shall be 4 years from the Grant Date.
6.	Exercise Price or Pricing formula	The exercise price for the first grant shall be at a discount of 30% of IPO price (i.e. INR 180) or closing market price as on August 3, 2015 on National Stock Exchange (i.e INR 169.9), whichever is higher. The exercise price for the subsequent grant shall be at a discount upto 30% of market price (as per the SEBI Regulations) as on the grant date.
7.	Exercise Period and the process of exercise	The exercise period would commence from the date of vesting and will expire on completion of 84 months from the date of grant of options or until the cessation of employment, whichever is earlier. The options will be exercisable by the employees by a written application to the Company to exercise the options in such manner and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time. The options will lapse if not exercised within the specified exercise period
8.	Lock - in Period	The Shares allotted pursuant to the exercise of the vested options shall not be subject to any lock-in period.
9.	Maximum number of Options/shares to be issued per employee and in the aggregate	The maximum aggregate number of Shares that may be allotted under the Plan shall not exceed 5% of the issued share capital. Maximum number of shares to be allotted individually to each employee shall be decided by the Nomination and Remuneration Committee at its own discretion.



Sr. No.	Particulars	Disclosures
10.	Maximum Quantum of benefits to be provided per employee under the scheme	The maximum quantum of benefits to be provided per employee will be determined by the Nomination and Remuneration Committee at its sole discretion.
11.	Implementation and administration of the scheme	The scheme will be implemented and administered directly by the company
12.	Issuance of shares	The scheme involves fresh issue of shares by the company
13.	Method of Valuation	The Company shall use intrinsic value method to value its equity shares as defined under the SEBI Regulations as may be determined by the Board. In case the Company calculates the employee compensation cost using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the directors' report and also the impact of this difference on profits and on Earnings Per Share ('EPS') of the Company shall also be disclosed in the Directors' Report.
14.	Conditions for lapse of options	All unvested options shall lapse upon resignation (other than termination of employment on account of transfer of any of its subsidiaries) or on retirement. Upon termination with cause all vested and unvested options shall lapse. For any other reason, options shall lapse at the discretion of the Board, subject to SEBI Regulations and provisions of the Act.
15.	The period of exercise in event of proposed termination of employment or resignation	In case of resignation (other than termination of employment on account of transfer of any of its subsidiaries) the eligible Participants shall exercise the vested options within a period of 6 months unless the committee decides otherwise. Upon retirement/death/permanent disability/ permanent incapacity the vested Options can be exercised within the period of one year or the period as may be extended at company's discretion.
16.	Compliance with applicable accounting standards	The Company will comply with the disclosure and accounting policies and accounting standards, as applicable.

The Board recommends the Resolution for consideration and approval.

A copy of Adlabs Employee Stock Option Plan 2015 and "Adlabs Employees Stock Option Scheme 2015" notified thereunder is available for Inspection at the Registered Office of the Company.

The Directors, Key Managerial Personnel and their respective relatives may be deemed to be concerned or interested in the resolutions set out at item no. 7, by virtue of and to the extent as an employee of the Company or otherwise who may be eligible to be granted options as determined by the Nomination and Remuneration Committee/Board and /or of shares held in the paid up share capital of the Company as its shareholder.

By Order of the Board of Directors

Ghanshyam Jhala
Company Secretary

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

August 3, 2015

Directors' Report

**To,
The Members,**

Your Directors present the 6th Annual Report on the business and operations of the Company and the audited financial accounts for the year ended March 31, 2015.

FINANCIAL HIGHLIGHTS

The standalone performance of the Company for the financial year ended March 31, 2015 is summarized below:

Particulars	₹ in Million)	
	Financial Year Ended March 31, 2015	Financial year ended March 31, 2014
Total Revenue	1,912.52	1,070.13
Profit/(Loss) before tax and exceptional items	(1,719.60)	(659.90)
Exceptional items	-	(3.72)
Profit/(Loss) before tax	(1,719.60)	(663.62)
Tax expenses	648.00	136.05
Profit/(Loss) after tax	(1,071.60)	(527.57)
Add : Balance brought forward from previous year	(548.20)	(20.63)
Balance carried to Balance Sheet	(1,619.80)	(548.20)

FINANCIAL PERFORMANCE

Company recorded Revenue from operations of ₹ 1,894.2 Million in FY 2014-15 compared to ₹ 1,038.0 Million in FY 2013-14 registering a growth of 82.5%. Revenue growth was led by robust growth in footfall which grew from 0.814 Million in FY 2013-14 to 1.064 Million in FY 2014-15, registering a growth of 30.6% on full year basis.

Gross realisation per visitor (weighted average for both parks put together) was ₹ 1,776/-. The break-up of the realisation is as follows:

	₹ per visitor
Ticket	1,328
F&B	278
Retail	123
Digi Photo	16
Others	31
Total	1,776

Variable cost is primarily the cost of material for Food and Beverage (F&B) and Retail business and some of the Transaction charges paid for Online sales through our website. Cost of goods sold (COGS) for F&B and retail business is as follows:

- F&B COGS is 31% (₹ 97.55 Million).
- Retail COGS is 46% (₹ 63.49 Million).
- Weighted average COGS is 36%.

Rest of the cost is relatively fixed in nature. Though the sales and marketing spend may vary from quarter to quarter but on full year basis company spent ₹ 447.91 Million which is 24% of revenue of FY 2014-15. Key elements under this head are Advertisement and Marketing, Commission to channel partners, Sales Promotional expenses.

Employee cost is another material cost and company spent ₹ 479.14 Million for FY 2014-15 which is around 25% of gross revenue. It has increased in current year as Aquamagica has started operations in September / October 2014.

As the Water Park has started operations in second half of FY 2014-15, the Interest & Depreciation has been higher as compared to last year.

Weighted average Rate of interest is 12.9% p.a.

The EBITDA for the year has been ₹ 205.2 Million in FY 2014-15 compared to ₹ 38.5 Million in FY 2013-14, registering a growth of approx. 433.1%. EBITDA does not include other income.

THE STATE OF COMPANY AFFAIRS

The Company owns and operates an integrated one stop family entertainment destination near Mumbai. The Company has brought world-class and international standard outdoor entertainment with its two marquee projects - Adlabs Imagica - the Theme Park and Adlabs Aquamagica - the Water Park. The destination includes Novotel Imagica, a 287 room family hotel - Novotel Imagica.

Adlabs Imagica is India's first and only world-class theme park offering complete fun, thrill, entertainment, dining, shopping at a single location. It is an all-weather entertainment destination with 25 exciting rides, colourful events and attractions like live parade with characters. There is fun for every one of every

age. It also has five theme restaurants as well as a number of kiosk eating options. There are a number of stores for retail and merchandising selling Imagica branded fun products that visitors can carry back as a fond memory of their experience.

The Water Park, Adlabs Aquamagica has been modeled on a very contemporary Mykonos theme with various structures, painting in white and blue tones. Aquamagica has 14 thrilling rides and 5 exquisite restaurants. Many of the rides are for the first time available in this country for the guests.

With the launch of operations Novotel Imagica, the Company will emerge as a complete holiday and entertainment destination where families can spend multiple days experiencing the fun and adventure of Theme Park and Water Park with an enjoyable stay at the hotel.

There is a significant gap in the market for premium outdoor entertainment destination in the country comparable with the best in the world. The small and mid-level amusement parks currently do not offer the same quality of fun and entertainment as international theme parks. India conspicuously lacked a world-class, international quality, premium theme park experience destination. With Imagica and Aquamagica, we have put India on the global map of top theme parks. The park has been designed by international designer and the rides and equipments are supplied by global Original Equipment Manufacturers (OEMs). These designers and OEMs have been associated with various large format theme parks across the world.

Looking forward, Company's journey will become more thrilling and exciting. We are eagerly working towards the launch of the Novotel Imagica - Khopoli in the month of August 2015. The launch of Snow Park in collaboration with Acme Entertainment and the commencement of the Adventure Park are the other two big events planned for the coming year.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of annual return is enclosed in *Annexure 1*.

DIVIDEND

Your Directors have not recommended any dividend on equity shares for the financial year under review.

TRANSFER TO RESERVES

Loss of ₹ 1,071.60 Million was transferred to the reserves during FY 2014-15.

NUMBER OF BOARD MEETINGS

During the year ended March 31, 2015, the Board of Directors met 13 times. The maximum gap between any two meetings was less than four months. The details of the board meetings

and the attendance of directors are provided in the Corporate Governance Report.

INITIAL PUBLIC OFFER

Your Board is pleased to inform that the Company has successfully completed the Initial Public Offer (IPO) and equity shares of the Company were listed on both National Stock Exchanges of India Limited (NSE) and BSE Limited (BSE) w.e.f. April 6, 2015. The issue was open for subscription from March 10, 2015 to March 17, 2015.

The Company allotted 18,326,227 (Eighteen Million Three Hundred Twenty Six Thousand Two Hundred and Twenty Seven) equity shares of face value ₹ 10 (Rupees Ten only) each by way of fresh issue and 2,000,000 (Two Million) equity shares of face value ₹ 10 (Rupees Ten only) were transferred by way of an offer for sale equity shares by Thrill Park Limited (the "Selling Shareholder").

The equity shares of face value of ₹ 10/- (Rupees Ten Only) each were allotted to applicants at a price as mentioned hereunder including premium:

1. QIB at ₹ 180/- (Rupees One Hundred Eighty only) per equity share;
2. Anchor Investor at ₹ 221/- (Rupees Two Hundred Twenty One only) per equity share;
3. Non Institutional at ₹ 180/- (Rupees One Hundred Eighty only) per equity share; and
4. Retail Portion at ₹ 168/- (Rupees One Hundred Sixty Eight only) per equity share.

COMPULSORILY CONVERTIBLE DEBENTURES (CCDS)

During the year under review, the Company had issued:

1. 474, 978 CCDs to NYLIM Jacob Ballas India Holdings IV; and
2. 24,999 CCDs to Jacob Ballas Capital India Private Limited

CHANGES IN CAPITAL STRUCTURE

During the year under review, the Company has,

1. Allotted 95 equity shares of face value of ₹ 10/- each to NYLIM Jacob Ballas India Holdings IV on preferential basis.
2. Allotted 5 equity shares of face value of ₹ 10/- each to Jacob Ballas Capital India Private Limited on preferential basis.
3. Allotted 10,434,775 equity shares of face value of ₹ 10/- each to India Advantage Fund S3 I pursuant to Conversion of 1,439,999 Compulsorily Convertible Debentures held.
4. Allotted 2,539,989 equity shares of face value of ₹ 10/- each to NYLIM Jacob Ballas India Holdings IV pursuant to conversion of 474,978 Compulsorily Convertible Debentures held.

5. Allotted 133,684 equity shares of face value of ₹ 10/- each to Jacob Ballas Capital India Private Limited pursuant to conversion of 24,999 Compulsorily Convertible Debentures held.
6. Allotted 18,326,227 equity shares of face value of ₹ 10/- each in the Initial Public Offer.

Consequently, the paid up equity share capital has increased to ₹ 798,978,100/- divided into 79,897,810 equity shares of ₹ 10/- each.

COMPOSITION OF AUDIT COMMITTEE

The composition Audit Committee of the Company is as follows:

- 1) Mr. Steven A. Pinto; Chairman;
- 2) Mr. Ghulam Mohammed;
- 3) Mr. Prashant Purker; and
- 4) Ms. Anjali Seth.

DECLARATION OF INDEPENDENCE BY DIRECTORS

The Independent Directors of the Company have confirmed and certified that they continue to meet and abide by all the requirements specified under:

- Section 149(6) of the Companies Act, 2013; and
- Code for Independent Directors pursuant to Section 149(8) and Schedule IV of the Companies Act, 2013.

DIRECTORS

Pursuant to Section 152 of the Companies Act, 2013, Mr. Kapil Bagla, Director of the Company shall retire by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

During the year under review, Mr. Ghulam Mohammed, Mr. Steven A. Pinto and Ms. Anjali Seth were appointed as Independent Directors of the Company with effect from April 4, 2014. Their appointments were also confirmed in the Extra-Ordinary General Meeting of the Company held on April 11, 2014.

Mr. Praveen Nischol and Mr. Naresh Patwari had resigned from the Directorship of the Company with effect from April 4, 2014. The Board places on record its sincere appreciation for the active involvement and support of Mr. Praveen Nischol and Mr. Naresh Patwari during their tenure.

A brief profile of the Director being proposed to be re-appointed at the ensuing Annual General Meeting, their nature of expertise in specific functional areas and names of Companies in which they hold directorships and/or Memberships/Chairmanship of Committees of the Board as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are given in the section of Corporate Governance elsewhere forming part of this Annual Report.

KEY MANAGERIAL PERSONNELS

During the year under review,

- 1) Mr. Kapil Bagla was re-appointed as Whole Time Director and CEO of the Company in the Annual General Meeting of the Company held on September 30, 2014 for a period of three years from July 6, 2014 to July 5, 2017.
- 2) Mr. Rakesh Khurmi was appointed as Chief Financial Officer of the Company with effect from October 1, 2014.
- 3) Mr. Ghanshyam Jhala, Company Secretary of the Company resigned on August 14, 2014 and then was re-appointed as Company Secretary of the Company with effect from August 14, 2014 after being appointed as Company Secretary of Thrill Park Limited, the holding Company of the Company in compliance with Section 203 of the Companies Act, 2013.

SUBSIDIARY COMPANIES

During the year under review, Walkwater Properties Private Limited became wholly owned subsidiary of the Company with effect from September 11, 2014.

Pursuant to the Section 136 of the Companies Act, 2013 which has exempted companies from attaching the Annual Reports and other particulars of its subsidiary companies along with Annual Report of the Company, the Annual Report of Walkwater Properties Private Limited is not attached with this Annual Report. However, a statement giving certain information required in the aforesaid section is placed along with the Consolidated Accounts.

The financial statement of the subsidiary company is kept for inspection by the shareholders at the Registered Office of the Company.

DEPOSITS

The Company has not invited any deposits pursuant to Section 73 of the Companies Act, 2013.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, there were no such orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has adequate internal control procedures commensurate with its size and nature of business. The business control procedures ensure efficient use and protection of Company's resources and compliance with policies, procedures and statutory requirements. Further Internal auditors are appointed to carry audit assignments and to periodically review the transactions across the divisions and evaluate effectiveness of internal control systems.

LOANS AND INVESTMENTS BY THE COMPANY

Details of loans and investments by the Company, to other body corporates or persons are given in notes to the financial statements.

RELATED PARTY TRANSACTIONS

All the related party transactions are done on arm's length basis. The Company presents a statement of all related party transactions before the Audit Committee. Details of such transactions in the prescribed form AOC 2 are given in the *Annexure 2*.

The related Party Transactions Policy as approved by the Board is uploaded on the Company's website.

RISK MANAGEMENT

The Company follows a well-established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board.

The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

The Risk Management Committee assists the Board in its oversight of the Company's management of key risks, including strategic and operational risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks under the aegis of the overall business risk management framework.

The heads of departments /functions of the Company are required to provide a compliance report and certificate and assess internal controls within their respective functions monthly, and issue assurance statements on the effectiveness of such controls. These statements are consolidated at the entity level by way of an assurance statement from the Compliance Officer and presented to the Board.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135(5) of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy)

Rules, 2014 and schedule VII of the Companies Act, 2013, the Company has duly constituted CSR Committee comprising of Mr. Steven A. Pinto, Mr. Prashant Purker and Mr. Manmohan Shetty. The Committee has decided the activities to be undertaken by the Company and the expenditures to be incurred on the same and recommended the same to the Board and the Board approved the CSR policy. Further the CSR policy is annexed herewith for your kind perusal and information as *Annexure 3*.

The Company did not have net profits for the year ended March 31, 2014 and March 31, 2015. Although, the Company had undertaken some CSR activities voluntarily at Khopoli and nearby areas where its integrated theme park is located and functional.

NOMINATION AND REMUNERATION POLICY

The Company follows a policy on remuneration of Directors and Senior Management Employees. The Policy is approved by the Nomination and Remuneration Committee of the Company. More details on the same are given in the Corporate Governance Report.

SECRETARIAL AUDITOR AND SECRETARIAL AUDITOR REPORT

The Board had appointed M/s. Aabid & Co., Company Secretaries to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2014-15. The Report of Secretarial Auditor is annexed to this report as *Annexure 4*.

The Report does not contain any qualification.

MATERIAL CHANGES AND COMMITMENTS


No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually and independent directors have also in their separate meeting reviewed the performance of non-independent directors and the Board as a whole, the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors and assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The criteria for evaluation of performance of Directors and the Board were as follows:

1. Attendance and contribution at Board and Committee meetings.

- 
2. His/her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards.
 3. His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.
 4. His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
 5. Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
 6. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
 7. Recognize the role which he/she is expected to play, internal Board relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
 8. His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
 9. Quality of decision making and understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, human resources etc.
 10. His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
 11. His/her contribution to enhance overall brand image of the Company.
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
 - (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - (d) the directors have prepared the annual accounts on a going concern basis;
 - (e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
 - (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Ratings on the performance was given within minimum 1 and maximum 10, the rating 1 being least effective and 10 being most effective.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS 23 and AS 27 issued by the Institute of Chartered Accountants of India form part of this Annual Report.

AUDITORS AND AUDITORS' REPORT


M/s. A. T. Jain & Co., Chartered Accountants, the auditors of the Company hold office until the conclusion of the ensuing AGM and are eligible for re-appointment as per Section 139 of the Companies Act, 2013.

The Company has received letter from M/s. A. T. Jain & Co., Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act, 2013.

The observations and comments given by Auditors in their report read together with notes to Accounts are self explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 and the rules framed thereunder forms part of this report. However, in terms of Section 136(1) of the Companies Act, 2013, the Report and Accounts are being sent to the



members and other entitled there to, excluding the Statement of particulars of Employees. The Annexure is available for inspection by the members at the Registered Office of the Company during business hours on working days upto the date of the ensuing Annual General Meeting. If any member is interested in obtaining a copy there of, such member may write to the Company Secretary, whereupon a copy would be sent.

HUMAN RESOURCES

The Company regards human resources as a valuable asset. The Company encourages a performance driven culture and enables the employees with focused training at regular intervals. Further, the training needs of the staff at all Divisions are periodically assessed and training programmes are conducted using internal resources and/or engaging external facilitators and trainers. The total number of employees including payroll & contract as on the year end were 1,290.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Companies Act, 2013 are provided in *Annexure 5* to this Report.

CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements under the Companies Act, 2013, and as stipulated under the listing agreement entered with the stock exchanges. A separate section on corporate governance under the listing agreement, along with certificate from the auditors confirming the compliance, is annexed and forms part of the Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the listing agreement with the Stock Exchanges in India is presented in a separate section forming part of the Annual Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Policy on Prevention of Sexual Harassment at Workplace has been formulated by the Company. The policy aims to develop a harmonious and productive working environment free from sexual harassment. The Company also ensures all allegations of sexual harassment are investigated and dealt with effectively and appropriately.

During the year, the Company received 3 complaints pertaining to sexual harassment. All the complaints have been resolved as on March 31, 2015.

ACKNOWLEDGMENTS

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from shareholders, bankers, financial institutions, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff of the Company during the financial year.

For and on behalf of the Board of Directors

Manmohan Shetty
Chairman
(DIN: 00013961)

Place: Raigad
Date: August 3, 2015

Annexure 1

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	CIN	: U92490MH2010PLC199925
2	Registration Date	: February 10, 2010
3	Name of the Company	: Adlabs Entertainment Limited
4	Category	: Company Limited by shares
5	Company Sub Category	: Indian Non Government Company
6	Address of the Registered office and contact details	: 30/31, Sangdewadi, Khopoli Pali Road, Taluka-Khalapur, Khalapur - 410203, Maharashtra Tel: +91-2192 669 900 Fax: +91-22 4068 0088
7	Whether listed company	: Yes
8	Name, Address and Contact details of Registrar and Transfer Agent, if any	: Link Intime India Pvt. Ltd. Pannalal Silk Mills Compound, C-13, Lal Bahadur Shastri Road, Bhandup - (West), Mumbai - 400 078 Tel: (022) 2596 3838, 25946970 Fax: (022) 2594 6969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Amusement Park	932 -Other amusement and recreation activities	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AN ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	Thrill Park Limited 9 th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai 400 053	U92190MH2007PLC175250	Holding Company	53.29%	2(87)((ii)
2	Walkwater Properties Private Limited 9 th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai 400 053	U45400MH2007PTC175247	Subsidiary Company	100.00%	2(87)((ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category wise Shareholding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A) PROMOTERS									
1 Indian									
(a) Individual/HUF	2,842,152	1,775	2,843,927	5.87	2,842,152	0	2,842,152	3.56	-2.31
(b) Central Government	0	0	0	0	0	0	0	0	0
(c) State Government(s)	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	45,616,795	0	45,616,795	94.13	42,575,087	0	42,575,087	53.29	-40.84
(d) Banks/ FI	0	0	0	0	0	0	0	0	0
(e) Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)	48,458,947	1,775	48,460,722	100.00	45,417,239	0	45,417,239	56.85	-43.15
2 Foreign									0
(a) NRI - Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	0	0	0	0	0	0	0	0	0
(d) Banks/FIs	0	0	0	0	0	0	0	0	0
(e) Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	48,458,947	1,775	48,460,722	100.00	45,417,239	0	45,417,239	56.84	-43.15
(B) PUBLIC SHAREHOLDING									
1 Institutions									
(a) Mutual Funds/ UTI	0	0	0	0	5,259,009	0	5,259,009	6.58	6.58
(b) Banks/FI	0	4	4	0	2,853,866	0	2,853,866	3.57	3.57
(c) Central Government	0	0	0	0	0	0	0	0	0
(d) State Government(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	652,210	0	652,210	0.82	0.82
(f) Insurance Companies	0	0	0	0	4,074,464	0	4,074,464	5.10	5.10
(g) Foreign Institutional Investors	0	0	0	0	3,355,921	0	3,355,921	4.20	4.20
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(h) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	0	4	4	0	16,195,470	0	16,195,470	20.27	20.27
2 Non-institutions									0
(a) Bodies Corporate									
(i) Indian	0	0	0	0	12,614,918	0	12,614,918	15.79	15.79
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
i. Individual shareholders holding nominal share capital up to ₹ 1 lakh.	0	1,953	1,953	0	2,097,486	0	2,097,486	2.62	2.62
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	0	0	0	0	948,138	0	948,138	1.19	1.19

	Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(c)	Others (specify)									0
	1. N R I	0	0	0	0	84,297	0	84,297	0.11	0.11
	2. Directors & Relatives		356	356		178	0	178	0	0
	3. Foreign Company	0	0	0	0	2,540,084	0	2,540,084	3.18	3.18
	Sub-Total (B)(2)	0	2,309	2,309	0	18,285,101	0	18,285,101	22.89	22.89
	Total Public Shareholding (B)= (B)(1)+(B)(2)	0	2,313	2,313	0	34,480,571	0	34,480,571	43.15	43.15
	TOTAL (A)+(B)	48,458,947	4,088	48,463,035	100.00	79,897,810	0	79,897,810	100.00	0
(C)	Shares held by Custodians for GDRs and ADRs	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	48,458,947	4,088	48,463,035	100.00	79,897,810	0	79,897,810	100.00	0

(ii) Shareholding of Promoter

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Thrill Park Limited	45,616,795	94.13	48.27	42,575,087	53.29	29.28	-40.84
2	Manmohan Shetty	2,842,152	5.87	Nil	2,842,152	3.56	Nil	-2.31
	Total	48,458,947	100.00	48.27	45,417,239	56.85	29.28	-43.15

(iii) Change in Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Thrill Park Limited				
	At the beginning of the year	45,616,795	94.13		
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity etc.)#	#		#	
	At the end of the year	42,575,087	53.29*		
2.	Manmohan Shetty - There is no change in shareholding of Mr. Manmohan Shetty				
3.	Aarti Shetty				
	At the beginning of the year	1775	0.00		
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity etc.) #	#		#	
	At the end of the year	0	0.00		

* The decrease in % of total shares of the Company from 94.13% to 53.29% is due to Initial Public Offer and allotment of 18,326,227 equity shares.

#

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Thrill Park Limited	45,616,795	94.13					
				28-08-2014	1,775	Purchase	45,618,570	57.10
				31-01-2015	(952,903)	Transfer	44,665,667	55.90
				02-02-2015	(90,580)	Transfer	44,575,087	55.79
				27-03-2015	(2,000,000)	Offer for Sale	42,575,087	53.29
2	Aarti Shetty	1,775	0.00					
				28-08-2014	(1,775)	Transfer	0	0.00

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the shareholder	Shareholding		Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01/04/2014 to 31/03/2015)	
		Number of shares at the beginning (01/04/2014)/ end of the year (31/03/2015)	% of total shares of the Company			No. of shares	% of total shares of the Company
1	India Advantage Fund S3 I	4	0.00	10,434,775	Conversion of Compulsorily Convertible Debentures	10,434,779	13.06
2	NYLIM Jacob Ballas India Holdings IV *	0	0.00	2,540,084	Allotment in IPO and Conversion of Compulsorily Convertible Debentures	2,540,084	3.18
3	Kotak Mahindra Bank Limited*	0	0.00	2,038,484	Allotment in IPO	2,038,484	2.55
4	Bajaj Allianz Life Insurance Company Ltd.*	0	0.00	1,528,803	Allotment in IPO	1,528,803	1.91
5	HDFC Standard Life Insurance Company Limited*	0	0.00	1,373,777	Allotment in IPO	1,373,777	1.72
6	SBI Contra Fund*	0	0.00	1,138,227	Allotment in IPO	1,138,227	1.42
7	Sundaram Mutual Fund A/C Sundaram Smile Fund*	0	0.00	1,034,775	Allotment in IPO	1,034,775	1.30
8	Kotak Mahindra Old Mutual Life Insurance Limited*	0	0.00	1,019,242	Allotment in IPO	1,019,242	1.28
9	Integrated Core Strategies Asia Pte Ltd*	0	0.00	875,186	Allotment in IPO	875,186	1.10
10	ICICI Bank Limited*	0	0.00	815,382	Allotment in IPO	815,382	1.02
11	Mayuresh Kore #	1,775	0.00	0.00	Nil movement during the year	1,775	0.00
12	Kapil Bagla #	178	0.00	0.00	Nil movement during the year	178	0.00
13	Chandir Gidwani #	178	0.00	0.00	Nil movement during the year	178	0.00
14	Deepak Agrawal #	178	0.00	0.00	Nil movement during the year	178	0.00

* Not in the list of Top 10 shareholders as on 01/04/2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2015.

Ceased to be in the list of Top 10 shareholders as on 31/03/2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01/04/2014.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the shareholder	Shareholding		Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01/04/2014 to 31/03/2015)	
		Number of shares at the beginning (01/04/2014)/ end of the year (31/03/2015)	% of total shares of the Company			No. of shares	% of total shares of the Company
1.	Mr. Manmohan Shetty (Chairman & Director)	2,842,152	2.34	0.00	Nil movement during the year	2,842,152	2.34
2.	Mr. Kapil Bagla (CEO and Whole Time Director)	178	0.00	0.00	Nil movement during the year	178	0.00
3.	Mr. Rakesh Khurmi (Chief Financial Officer)	0	0.00	0.00	-	0	0.00
4.	Mr. Ghanshyam Jhala (Company Secretary)	0	0.00	0.00	-	0	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Million)

	Secured Loans excluding deposits	Unsecured Loans/ Debenture	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	1,960.10	-	1,960.10
Secured Term Loan	8,083.31	-	-	8,083.31
Secured Buyers Credit	1,357.03	-	-	1,357.03
ii) Interest due but not paid	5.63	-	-	5.63
iii) Interest accrued but not Due	3.77	-	-	3.77
Total (i+ii+iii)	9,449.74	1,960.10	-	11,409.84
Change in Indebtedness during the financial year				
· Addition	1,769.70	70.00	-	1,839.70
· Reduction	(74.43)	(1,440.00)	-	(1,514.42)
Net Change	1,695.28	(1,370.00)	-	325.28
Indebtedness at the end of the financial year				
i) Principal Amount	-	590.10	-	590.10
Secured Term Loan	9,848.21	-	-	9,848.21
Secured Buyers Credit	1,286.95	-	-	1,286.95
ii) Interest due but not paid	1.28	-	-	1.28
iii) Interest accrued but not due	8.57	-	-	8.57
Total (i+ii+iii)	11,145.01	590.10	-	11,735.12

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of Whole Time Director	Total Amount
		Mr. Kapil Bagla	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	8,522,468 Nil Nil	8,522,468 Nil Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	8,522,468	8,522,468
	Ceiling as per the Act	₹ 13,098,926/-	

Note: Gross Salary mentioned in the table is the amount paid during the FY 2014-15

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Steven A. Pinto	Mr. Ghulam Mohammed	Ms. Anjali Seth	Mr. Prashant Purker**	
3.	Independent Directors					
	· Fee for attending board committee meetings	7,90,000	9,65,000	6,15,000	-	23,70,000
	· Commission	-	-	-	-	-
	· Others, please specify	-	-	-	-	-
	Total (1)	7,90,000	9,65,000	6,15,000	-	23,70,000
4.	Other Non-Executive Directors					
	· Fee for attending board committee meetings	-	-	-	7,80,000	7,80,000
	· Commission	-	-	-	-	-
	· Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	7,80,000	7,80,000
	Total (B)=(1+2)	7,90,000	9,65,000	6,15,000	7,80,000	31,50,000
	Total Managerial Remuneration*					₹ 11,672,468/-
	Overall Ceiling as per the Act					₹ 13,098,926/-

* Total Remuneration to Managing Director, Whole Time Director and other Directors (being the total of A and B)

** Prashant Purker, being nominee director of ICICI Venture Funds Management Company Limited (as Investment manager of India Advantage Fund S3 I) (IVEN), the sitting fees paid to him was in favour of IVEN.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Kapil Bagla (CEO)	Mr. Rakesh Khurmi (Chief Financial Officer)	Mr. Ghanshyam Jhala (Company Secretary)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,522,468	4,528,174	1,635,178	14,685,820
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission				
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify...				
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	8,522,468	4,528,174	1,635,178	14,685,820

Note: Gross Salary mentioned in the table is the amount paid during the FY 2014-15

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ compounding fees involved	Authority (RD/ NCLT/ Court)	Appeal Made, if any (Give Details)
A. Company					
Compounding	297	Company had filed an application, with the RoC on July 8, 2014 pursuant to a petition of the Company before the Company Law Board, Mumbai Bench ("CLB") for compounding of the offence of not having taken prior approval of the Central Government under Section 297 of the Companies Act, 1956 prior to entering into the leave and license agreement dated December 14, 2012 with Walkwater Properties Private Limited, for the furniture and fixtures at its Corporate Office.	₹ 25,000/- compounding fees	Company law Board	NA
B. Directors - Mr. Kapil Bagla and Mr. Manmohan Shetty					
Compounding	297	Company had filed an application, with the RoC on July 8, 2014 pursuant to a petition of the Company before the Company Law Board, Mumbai Bench ("CLB") for compounding of the offence of not having taken prior approval of the Central Government under Section 297 of the Companies Act, 1956 prior to entering into the leave and license agreement dated December 14, 2012 with Walkwater Properties Private Limited, for the furniture and fixtures at its Corporate Office.	₹ 25,000/- each compounding fees	Company law Board	NA

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ compounding fees involved	Authority (RD/ NCLT/ Court)	Appeal Made, if any (Give Details)
C. Other Officers in Default - Mr. Ghanshyam Jhala - Company Secretary					
Compounding	297	Company had filed an application, with the RoC on July 8, 2014 pursuant to a petition of the Company before the Company Law Board, Mumbai Bench ("CLB") for compounding of the offence of not having taken prior approval of the Central Government under Section 297 of the Companies Act, 1956 prior to entering into the leave and license agreement dated December 14, 2012 with Walkwater Properties Private Limited, for the furniture and fixtures at its Corporate Office.	₹ 25,000/- compounding fees	Company law Board	NA

Annexure 2

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

2. Details of material contracts or arrangement or transactions on an arm's length basis:

Name (s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Pooja Deora, Daughter of Manmohan Shetty	Amendment of consultancy agreement for appointment to office or place of profit as Consultant for implementing the Second Phase of the Project i.e. Water Park and Setting up of Hotel etc	April 1, 2012 to July 31, 2017 (inclusive of both dates) Amendment in Remuneration with effect from August 1, 2014.	To provide consultancy services for implementing the Second Phase of the Project i.e. Water Park and Setting up of Hotel etc of the Company at a remuneration which shall not exceed ₹ 5,00,000/- (Rupees Five Lakh Only) per month with effect from August 1, 2014 and on other terms and conditions as contained in the amendatory consultancy agreement.	August 14, 2014	Nil
Aarti Shetty, Daughter of Manmohan Shetty	Amendment of consultancy agreement for appointment to office or place of profit as Consultant for implementing the Second Phase of the Project i.e. Water Park and Setting up of Hotel etc	April 1, 2013 to July 31, 2017 (inclusive of both dates) Amendment in Remuneration with effect from August 1, 2014.	To provide consultancy services for implementing the Second Phase of the Project i.e. Water Park and Setting up of Hotel etc of the Company at a remuneration which shall not exceed ₹ 5,00,000/- (Rupees Five Lakh Only) per month with effect from August 1, 2014 and on other terms and conditions as contained in the amendatory consultancy agreement.	August 14, 2014	Nil
Walkwater Properties Private Limited (WPPL)	Sale/ transfer of land	Permanent	To transfer, sell, assign, deliver or otherwise dispose of the Company's part of surplus land in the first phase admeasuring to approximately 138 acres situated at Khanav, Vadval and Devnahve, Tehsil Khalapur, District Raigad, Maharashtra to WPPL for a consideration of issuance and allotment of equity shares of ₹ 1,057,566,026/- (Rupees One Hundred five crores seventy five lakhs sixty six thousand and twenty six only) and on such terms and conditions and in such manner as may be decided by the Board and WPPL. The expenses of ₹ 40,50,000 (Forty Lakhs Fifty Thousand Only) incurred by the Adlabs Entertainment Limited for the purpose of design consultancy of the said land also transferred to WPPL for a consideration of issuance and allotment of equity shares of WPPL of ₹ 40,50,000 (Forty Lakhs Fifty Thousand Only).	August 14, 2014	Nil



Annexure 3

CORPORATE SOCIAL RESPONSIBILITY POLICY

Preamble

Corporate Social Responsibility (“CSR”) is a company’s sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by business to behave ethically and contribute to economic development of the society at large and building capacity for sustainable livelihoods. The Company believes in conducting its business responsibly, fairly and in a most transparent manner. It continually seeks ways to bring about an overall positive impact on the society and environment where it operates and as a part of its social objectives.

This policy has been formally formulated and adopted in terms of Section 135 of the Companies Act, 2013 and the CSR Rules to undertake CSR activities, the Company has always made consistent efforts to maintain an active corporate social responsibility portfolio.

Our CSR Vision

To actively contribute towards good stewardship of the environment, reduce our carbon footprint in the region of our operation and act responsibly towards social and economic development of communities residing in the area we operate in. To encourage creative ways of thinking towards sustainable development, for the communities around the park, thereby raising the country’s human development index.

Our CSR Mission

To conduct our business in an ethical manner, create products, initiatives and environments that encourage and inspire positive change in the world. Focusing initiatives and programs that support better and dignified livelihoods, initiate social change and promote creative ways of thinking and doing things. We seek to encourage our Guests and Society at large to join us in creating a better world.

Our Activities

The **four focus areas** where special Community Development programs would be run are:

- 1. ERADICATING HUNGER, POVERTY AND MALNUTRITION:** Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water.
- 2. EDUCATION:** Promoting education, including special education and employment enhancing vocation skills, especially among young adults, women and the differently abled and livelihood enhancement projects. Contribution by providing employment enhancing vocational skills.
- 3. RURAL DEVELOPMENT PROJECTS:** Strengthening rural areas by improving drinking water, sanitation and livelihoods, thereby creating sustainable villages.
- 4. ENVIRONMENTAL SUSTAINABILITY:** Ensuring environmental sustainability, ecological balance, protection of flora & fauna, afforestation, conservation of natural resources and maintaining quality of soil, air and water.

Such other activities as the Board may consider to be appropriate.

Approach to Implementation

A step by step implementation plan needs to be initiated. Some ideas are already in motion; others can be mobilized within couple of weeks, while some may need more deliberated planning for the future. Suggestions for possible activities under the 4 areas identified are as under-

- 1. ERADICATING HUNGER, POVERTY AND MALNUTRITION:**
 - I. Provision of Healthcare and Emergency care to the communities around us in the radius of 10 Kms
 - II. Facilitate health camps and awareness building programs focusing water and sanitation.



2. EDUCATION:

- I. Vocational training for youth for Villages in our periphery.
- II. Educational workshops for children & women.
- III. Sponsored School Trips to Imagica for Children from Underprivileged backgrounds/Schools.

3. RURAL DEVELOPMENT PROJECTS:

I. Project under Swachh Bharat Abhiyan:

- o Focusing on local Adivasis and supporting livelihoods.
- o Mobilization & Capacity Building workshop towards finding livelihood opportunities through waste.
- o Creative thinking and design training.
- o Product development through recycling of waste.
- o Establish a Social Entrepreneurship Program for waste collection, segregation and disposal/recycling.
- o Training for home-based workers/women to produce merchandise and souvenirs.
- o Marketing support for products developed through ADLABS sales outlets.

II. Provide capacity building workshops and trainings as and when required

- o Utilization of local produce in Imagica/Aquamagica and Hotel.
- o Shelf space for design based and other allied products.

III. Awareness building and behavioral change trainings on better/quality lifestyles.

4. ENVIRONMENTAL SUSTAINABILITY:

- I. Develop an afforestation program in collaboration with government initiatives.
- II. Reduce Carbon emission, Recycle Water, Conserve Electricity and Utilization of Alternate Sources of Energy.
- III. With the help of Adivasi (Kathkaris) communities around Imagica develop an awareness building program.

Any other activities as consider appropriate by management.

CSR Committee

CSR Committee shall consist of the following directors:

1. Mr. Steven A. Pinto
2. Mr. Prashant Purker
3. Mr. Manmohan Shetty

RESPONSIBILITIES OF THE COMMITTEE

The responsibilities of the CSR Committee include:


- 1) Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken.
- 2) Recommending the amount of expenditure for the CSR activities.
- 3) Monitoring CSR activities from time to time.

CSR Funds

The corpus for the purpose of carrying on the aforesaid activities would include the followings:

- 2% of the average Net Profit made by the Company during immediately preceding three Financial Years.
- Any income arising there from.
- Surplus arising out of CSR activities carried out by the company and such surplus will not be part of business profit of the company.



- 
- Special Note - In the absence of a profit by the Company for the applicable years, the Company pledges to allocate & spend the following resources to carryout CSR initiatives.
 - o ₹ 4 Lac per Quarter or ₹ 16 Lac per year.
 - o 10% increment on spend in the subsequent years.

Monitoring

The CSR department will provide regular progress report to the CSR Committee of the Board. This report would indicate:

1. Achievement since last progress report in terms of coverage compared to the target and reasons for variance.
2. Achievement of the year-to-date in terms of coverage compared to the target, plans to overcome shortfalls if any and support required from the CSR Committee/Board to overcome the shortfalls.
3. Actual year-to-date spends compared to the budget and reasons for variance.
4. In respect of activities undertaken through outside Trust/Society/NGO's etc. there will be mechanism of annual reporting of progress on each such activities and the amount incurred thereon.

The Board shall seek a short progress report from the CSR Committee on an annual basis.



Annexure 4

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,

Adlabs Entertainment Limited.

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Adlabs Entertainment Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing opinion thereon.

Based on our verifications of the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder,
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder is not applicable to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

Since the Equity Shares of the Company listed on April 6, 2015 the above Clause (v) Sub-clause(c) and (f) is only applicable to the company during the Financial Year under Audit.

- (vi) The other Laws applicable specifically to the company is Annexed with this Report as **ANNEXURE- II**

We have also examined Compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Equity Shares of the Company Listed with the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) on April 6, 2015 accordingly the compliance of the provisions of the Listing Agreement is not applicable to the Company during the Financial Year under Audit.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

Adequate notices were found while audit which are to be given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda at least seven days in advance, and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the Minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period, the company has Issued 20,326,227 Equity Shares of ₹ 10 each through Public Issue comprising of Fresh issue of 18,326,227 equity shares and an Offer for Sale of 2,000,000 Equity Shares.

For Aabid & Co

Place: Mumbai
Date: May 27, 2015
FCS NO.: 6579
C.P.No.: 6625

(Mohammad Aabid)
Partner

ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the Financial Year ended March 31, 2014.
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration committee, along with Attendance Register held during the financial year under report.
4. Minutes of General Body Meetings held during the financial year under report.
5. Agenda papers submitted to all the directors/members for the Board Meetings and Committee meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of Companies Act, 2013.
7. E-forms filed by the company, from time to time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the financial year under report.
8. Intimations / documents/ reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under report.
9. Statutory Registers viz.
 - Register of Directors' & Key Managerial Personnel (KMP)
 - Register of Members
 - Register of Charges



ANNEXURE - II

List of Applicable Laws to the Company

Registered Office:

30/31 Sangdewadi, Khopoli Pali Road, Taluka-Khalapur, Khalapur - 410203.

Corporate Office:

9th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai - 400 053

Since July 2014, the Company has been temporarily operating from the below mentioned office:

3rd Floor, Nimbus Centre, SAB TV Road, Andheri (West), Mumbai - 400 053.

Under the Major Group and Head :

- 1) Companies Act, 2013
- 2) The Maternity Benefit Act, 1961
- 3) The Payment of Gratuity Act, 1972
- 4) The Maharashtra Shops & Establishment Act, 1972
- 5) The Employee's State Insurance Act, 1948
- 6) Employee's Compensation Act, 1923
- 7) The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975
- 8) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- 9) The Employees Provident Funds and Miscellaneous Provisions Act, 1952
- 10) The Profession Tax Act, 1975.
- 11) Tourism Policy of Maharashtra, 2006
- 12) The Food, Safety & Standard Act, 2006
- 13) The Bombay Prohibition Act, 1949
- 14) Legal Metrology Act, 2009
- 15) The Environment (Protection) Act, 1986
- 16) Water (Prevention and Control of Pollution) Act, 1974
- 17) Air (Prevention and Control of Pollution) Act, 1981
- 18) Environment Protection Act, 1986
- 19) Hazardous Waste (Management, Handling & Transboundary Movement) Rules, 2008
- 20) Bombay Police Act, 1951
- 21) Entertainment Duty Act, Bombay 1923
- 22) Maharashtra Fire Prevention & Life Safety Measures Act, 2006
- 23) Income Tax Act, 1961
- 24) Relevant provisions of the Service Tax and Rules and Regulations thereunder.
- 25) The Foreign Exchange Management Act, 1999, Rules and Regulations made thereunder.



Annexure 5

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Company (Accounts) Rules, 2014.

A. Conservation of Energy

- (i) the steps taken or impact on conservation of energy:

The following steps have been taken to conserve energy during FY 2014-15:

Water Park :

- (a) Trimming of Pump Impellers for 13 Pumps & Installation of Variable Frequency Drives for operation of 2 pumps.
- (b) Optimization of running hours of the rides at the Water Park based on Guest Population - Green Initiative.

Theme Park :

- (a) Manual Operation of Air Compressor with strict controls on operational timings and re-alignment / re-connection of existing Air Compressor to increase loading and subsequently increasing its efficiency.
- (b) Operations of HVAC Units were optimized. Machines were kept in Fan Mode during winters, redundant machines were switched OFF and Green Initiative was implemented to run only one Chiller during the operational hours.
- (c) Optimization of running hours of filtering systems without compromising on the quality of water.
- (d) Optimization of running hours of the rides at the Theme Park based on Guest Population - Green Initiative.

- (ii) the steps taken by the Company for utilising alternate sources of energy:

The Company has installed of 42 Solar Lights in its Car Parking Area.

- (iii) the capital investment on energy conservation equipments:

Trimming of Impeller : ₹ 47,000/-.

Variable Frequency Drive : ₹ 3,44,963/-

Solar Lights : ₹ 7,18,875/-.

B. Technology Absorption

- 1) **The efforts made towards technology absorption:**

As the Company is an end user of Ride systems and not into manufacturing, the technology absorption is not relevant. Detailed operations and maintenance manuals are provided by the vendor and are followed in our maintenance routine.

- 2) **The benefits derived like product improvement, cost reduction, product development or import substitution:**

The Company has developed a domestic vendor database for certain Electrical and Mechanical components like authorised distributors of the products and sales outlets in India.

For general replacement parts and components, the Company has also developed import substitution such as Bearings, Allen Bradley Electronic products (like detectors, sensors), Electrical drives, Drive brakes, Drive chains, Rope drives, Drive tyres etc.

There are also efforts taken to reduce electrical consumption with Green initiatives and by using LED lighting wherever possible.

- 3) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

the details of technology imported;

the year of import;

whether the technology been fully absorbed; and

if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.

As the Company is an end user of Ride systems and not into manufacturing, the technology absorption is not relevant.

Detailed operations and maintenance manuals are provided by the vendor and are followed in our maintenance routine.



4) The expenditure incurred on Research and Development: NIL

C. Foreign Exchange Earnings and Outgo:

Activities related to exports, initiatives taken to increase exports; development of new export markets for products and services; and export plans:

The Company does not possess any foreign technology. The Company has however engaged a few theme park professionals for maintenance, inspection, creation of design development and project management.

Total foreign exchange earnings and outgo for the financial year is as follows:

- a. Total Foreign Exchange earnings : Nil
- b. Total Foreign Exchange outgo : ₹ 57.07 Million



Management Discussion and Analysis

AN OVERVIEW OF THE INDUSTRY

The Global Parks Industry

The global parks industry traces its origins to the 1950s when the first parks were open in the USA and Canada. These were a natural extension of the town fairs that were held periodically to coincide with cultural and religious events. According to the International Association of Amusement Parks and Attractions (IAAPA), an Amusement Park is defined as 'a large, high-profile attraction that offers guests a complex of rides, food services and games'.

Park format are broadly classified as amusement parks, theme parks and water parks. A theme park is defined as a unique setting or rides with specific themes. Water parks, on the other hand, offer a range of water based activities.

Market - Size

There are over 800 Parks in the world today, attracting over 600 Million visitors annually. USA leads the Parks industry in terms of both number of parks as well as number of visitors with over 400 Parks and an annual attendance in excess of 300 Million visitors. The USA is followed by Europe which has approximately 330 Parks attracting about 165 Million visitors a year.

The power of parks to attract visitors is underlined by the fact that in spite of the recent economic recession, attendance at theme parks has actually increased. Between 2007 and 2010, attendance rates at the 25 largest theme parks increased from 187.6 Million to 189.1 Million. Water-parks also reflect the same trend with attendance at the largest 20 water parks increasing from 19.4 Million in 2007 to 26.9 Million in 2013.

The total global parks industry was estimated at US\$ 28 billion in terms of revenues. This is expected to rise to US\$ 29.5 billion by 2015 and US\$ 32 billion by 2017. Geographically, parks in the USA and Europe are near maturity levels now, and Asia is fast emerging as the new growth hot-spot for in the industry.

Currently, Asia has nine of the top 25 amusement and theme parks, as well as over half of the top 2- water parks in the world. The opening of the Shanghai Disney in 2015 is expected to boost the park industry in Asia tremendously. Countries like India, Singapore, Malaysia and Indonesia are experiencing rapid growth rates in the parks industry.

Global Growth Trends in the Parks Industry

The global park industry has picked up pace since 2010, with Asia emerging as a key player on the back of many new parks being developed in the region.

Footfalls and Attendance

In terms of footfalls, there was an increase of 4.3 per cent in 2013 compared to 2012. In absolute terms, total global footfalls increased to 214.7 Million in 2013 compared to 205.9 Million in 2012. The following table shows attendance at major theme parks of the world:

Region Theme Parks	Attendance (in Million)	
	2009	2013
Magic Kingdom	17.2	18.6
Disney Land	15.9	16.2
Tokyo Disney Land	13.6	17.2
Tokyo Disney Sea	12.0	14.1
Epcot	11.0	11.2
Disney's Hollywood Studios	9.7	10.1
Disney's Animal Kingdom	9.6	10.2
Universal Studios Japan	8.0	10.1
Disney California Adventure	6.1	8.5

(Source : IMAcS Report, Jan 2015)

Compared to this, footfalls in the top 20 theme parks in Asia increased by approximately 7.5 per cent. Overall, the top 20 parks in Asia recorded footfalls of 116.8 Million compared to 135.1 Million in the USA. In water parks, Asia surpassed North America in 2013 with a total footfall of 17 Million compared to 13 Million in the USA. The rise of footfalls at major parks in Asia is shown in the table below:

Name of the Park	Attendance (in Million)		CAGR (%)
	2009	2013	
OCT Parks China	15.8	26.3	13.6
Ocean Park	4.8	7.5	11.8
Disneyland Hong Kong	4.6	7.4	12.6

(Source : IMAcS Report, Jan 2015)

Ticket Prices

Throughout 2014, ticket prices in the USA and Europe have largely remained constant, and at best, increased marginally over the previous year. In contrast, ticket prices in Asia shows



a significant rise, reflecting the overall shift of economic growth momentum towards Asia. The fast growing affluent middle class across Asia are emerging as the key drivers of consumption in the region.

Peripheral Infrastructure

Globally, most parks invest in peripheral infrastructure like hotels, Food & Beverage (F&B) establishments and retail areas that include merchandising stalls. These are intended to create diverse revenue streams, and augment the tickets revenues. Hotels induce longer stays, while F&B establishments and merchandising stall enhance customer experience, resulting in higher spends. Hotels developed around the theme parks are particularly important as they are instrumental in converting one-day outings into multiple day stays for larger groups and families.

The Indian Parks Industry

The parks industry in India is still in its early days. There are a total of about 150 parks in India presently. The total size of the parks industry in India is estimated at INR 25 billion to INR 30 billion in revenue terms. In terms of total footfalls, the total annual footfalls is estimated to be about 50 Million. The industry is estimated to have grown between 20 per cent and 25 per cent in the past five years.

However, India has all the blocks in the right places for the parks industry to take off in the years to come. The aggressive economic progress at over 7.5 per cent for the next few years, a growing middle class that is fast adapting to western lifestyle and consumption patterns, higher disposable income and a confident-driven propensity to spend on leisure and entertainment are the main factors that are expected to drive growth in the industry.

The Indian parks industry is categorised based on the annual attendance as under:

Type	No. of Parks	Annual Visitors
Large Parks	~ 15	More than 0.5 Million
Medium Parks	~ 50	Between 0.3 to 0.5 Million
Small Parks	~ 100	Less than 0.3 Million

(Source : IMAcS Report, Jan 2015)

The table below sets out the details of major Parks in India:

Name of Park	Location	Annual Attendance (in Million)	Area (in acres)	No. of rides
Adlabs Imagica	Mumbai	1.01	1322	403
Essel World and Water Kingdom	Mumbai	1.84	90 (approximate)	75

Name of Park	Location	Annual Attendance (in Million)	Area (in acres)	No. of rides
World of Wonders	Noida	N.A.	147	30
Nicco Park	Kolkata	1.5	40 (approximate)	33
Ramoji Film City ¹	Hyderabad	1.5	2,000 (approximate) 5	-
Wonderla	Bangalore	0.9	82	50+
Veega Land	Cochin	1.0	~30	55
MGM Dizzee World	Chennai	1.0	45	60
Kishkintha	Chennai	0.7	120	25
VGP Universal Kingdom	Chennai	N.A.	-	11
Ocean Park	Hyderabad	N.A.	20	33
Snow World	Hyderabad	N.A.	<0.5	N.A.
Kingdom of Dreams ²	Gurgaon	0.4	6	N.A.
Black Thunder	Coimbatore	0.5	65	23
Adventure Island	Delhi	0.7	24	26
Fun N Food Village	Delhi	0.5	-	-
GRS Fantasy Park	Mysore	N.A.	-	10
Queensland	Chennai	N.A.	70	51
Jurassic Park	Sonepat	N.A.	-	-

(Source : IMAcS Report, Jan 2015)

Notes:

1. World's largest film studio complex and a popular destination for tourists seeking recreation and amusement park experience.
2. Live entertainment and leisure destination.

There is a significant gap in the market for premium outdoor entertainment destination in the country comparable with the best in the world. The small and mid-level amusement parks currently do not offer the same quality of fun and entertainment as international theme parks. India conspicuously lacked a world-class, international quality, premium theme park experience destination.



Ticket Prices

While ticket prices in India have to be adjusted to suit the local markets, ticket prices are now fast being aligned to international levels. The typical ticketing model in India is the single-pay ticket priced between INR 600 to INR 1000 per adult. Some parks are also offering pay-as-you-go tickets. There are discounts ranging from 15 per cent to 20 per cent for children, while some parks also offer the same discounts for senior citizens.

The following table shows the ticket prices at major parks in India compared to parks globally:

Name of Park	Established Prices* (₹)
INDIAN PARKS	
Essel World	790
Wonderla	870
Adlabs Imagica [#]	1,999
Water Kingdom	890
Aquamagica [#]	999
GLOBAL PARKS**	
Universal Studios Singapore	4,670
Atlantis Dubai	4,200

(Source : IMAcS Report, Jan 2015)

* Indicates peak ticket prices for adults

** Conversion rate used - SGD to INR - 47.65, AED to INR - 16.80

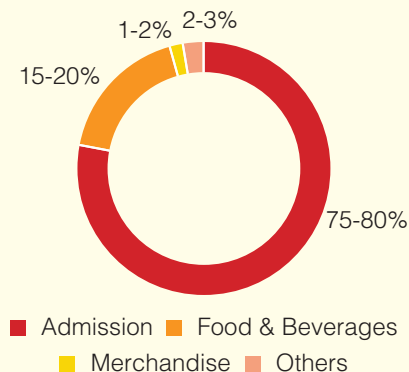
Non-peak ticket prices are ₹ 1,599 for Adlabs Imagica and ₹ 799 for Aquamagica.

Revenue Mix

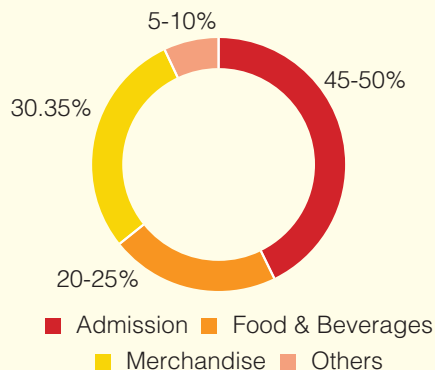
In India, the revenue from parks is still highly dominated by admission tickets forming about 75 per cent to 80 per cent to the total revenues. Internationally, admission tickets revenues account for about 50 per cent of the total revenue. The share of F&B, retailing and merchandise sales is low in India. However, this mix is fast changing and the revenue mix is expected to be aligned to international trend.

The following chart showcases the typical revenue break-up :

INDIAN PARK REVENUE SPLIT



INTERNATIONAL PARK REVENUE SPLIT



(Source : IMAcS Report, Jan 2015)

Peripheral Infrastructure

Compared to international parks, Indian parks have a conspicuous absence of peripheral infrastructure. This is understandable as the park industry in India is still at a nascent stage. This is also reflected in the ticket revenue break-up mentioned in the earlier section, which illustrates the heavy dominance of admission ticket revenue to total revenues. Trips to parks in USA and Europe are considered as weekend getaways or short holiday excursions, while in India, they still remain a one-day outing. The evolved concept of a park vacation is still a few years away in India.

Company and Business Overview

Adlabs Entertainment Limited is the brainchild of Mr. Manmohan Shetty who has been closely associated with the entertainment business in India. As one of the pioneers of the multiplex business in India, Mr. Shetty was instrumental in transforming the film exhibition business through India's first IMAX theatre and Adlabs chains of multiplexes, that brought world class cinematic experience to the Indian audiences.

Continuing with his vision to bridge the gap between international and Indian entertainment, he launched Adlabs Entertainment Limited in April 2013 to bring world-class outdoor entertainment in India with premium theme parks and water parks.

Adlabs Entertainment Limited owns and operates Adlabs Imagica and Adlabs Aquapark that have set new benchmarks in the park business in India, surpassing every other parks in size, scale and scope by a long distance.

Adlabs Imagica was completed in a record time of 24 months and launched in April 2013. It is very conveniently located off the Mumbai-Pune Expressway, just 74 kms. from Mumbai. Spread across a sprawling area of 132 acres, Imagica is a ONE STOP destination for NON STOP fun with an estimated daily capacity of 15,000 visitors. It offers a one-of-its kind experience with 25 rides. Visitors can explore the pre-historic world of dinosaurs



on a *Rajasaurus River Adventure* and re-discover the wonders of ancient Indian civilisation at the *Wrath of the Gods* VFX show. At *Nitro*, India's largest roller-coaster ride, visitors can experience adrenaline-rushing thrill and hop on to *I for India*, a simulated helicopter ride that flies them over India's best known attractions. In addition, there are live performances by acrobats, magicians, dancers, musicians and other artists all through the day to ensure there is never a dull moment.

The concept and design of the theme park was done by the internationally acclaimed design consultant Peter Smulders of Attraction International. The rides and attractions have been designed and sourced from global industry leaders like Bolliger & Mabillard Inc., Switzerland, Zamperla Asia Pacific Inc., Italy, Sally Industries Inc., USA, E2M Technologies B.V., Netherland, Premier Rides, USA, Hafema Rides GmbH, Germany and Santec Fabricators (India) P.Ltd. - part of the Sanderson Group, Australia.

The Company also owns and operates a range of Food & Beverages (F&B) outlets at Imagica. These include *Roberto's Food Court* - a multi-cuisine food court with a separate Jain restaurant, *Red Bonnet* - an American diner-styled restaurant, Imagica Capital - an Indian buffet restaurant as well as *Zeze bar and grill* themed on an African Zulu village. There is also *Armada* - a café and bar modelled as a ship giving a panoramic view of the entire theme park. In addition to these, there are several kiosks dotted across the park.

To enable visitors take back fond memories of the experiences at Imagica, we have six retail stores and numerous kiosks all over the park. The retail & merchandising on offer includes toys, apparel, bags, caps and mementos with a prominent Imagica branding based on rides and attractions at the park. The Company has also recently launched sale of Imagica merchandise on-line through its own website as well as other popular e-commerce websites.

The Company has a strict quality and safety policy with all its vendors compliant with international standards and certifications like - ASTM, European or EN Standards. TUV SUD South Asia Pvt. Ltd. was engaged to carry out inspection, testing and installation certifications.

Imagica became fully operational on November, 2013. There was an immediate and overwhelming response as visitors were awed and amazed at the world-class and international standard of experience that they could now enjoy in India. In FY 2015, the annual number of visitors to Imagica was 10,64,493.

On October, 2014, the Company launched *Aquamagica* - its water park, adjacent to Imagica. Inspired by the Greek island of Mykonos that is famous of its typical blue-and-white painted buildings, Aquamagica offers a range of 14 water slides and wave pools including *Zip Zap Zoom* - a high speed mat racer

that moves through enclosed looping aqua tubes, *Loopy Woopy* - a ride inside a launch capsule leading to a vertical drop of 72 feet, *Screamer* - a series of twists and turns and oscillations through " rattles" which change shape, and *Topsy Turvy* - a water coaster with drops and curves. There are other water-based entertainment options like the beach-front, waterfalls, cabanas and separate family play areas, kid-zones and toddler play equipment. The estimated daily capacity of Aquamagica is about 5,000 visitors.

The water slides and the equipment at Aquamagica have been sourced from global industry leaders like Whitewater West Industries Ltd., Canada, Polin Dis Tic Ltd., Turkey and Neptune Benson (Defender Water Filtration Systems), USA. Our consultants and vendors have worked with many leading theme parks and water parks globally and have provided invaluable expertise in brining international experience in India.

The positioning of Aquamagica has been primarily focussed on the youth and young party goer, our offerings are therefore, aligned to this positioning. Events that connect with the youth like Bollywood events, electronic dance music events, popular Indian and international DJs parties are held over the weekend. Accordingly, the F&B offerings also are primarily designed as 'grab and go' options. In addition, there is Ammos - a street styled, dine-in, multi-cuisine food court. Other F&B options include *Sun Beatz* - Pizzeria, Lebanese & Bar located next to the wave pool, *Cones* - offering a variety of ice-creams and sundaes, *Sandy Sippys* - offering a choice of juices, shakes and smoothies, and many more.

In addition to the two parks, the Company is also promoting a 287 key hotel - *Novotel Imagica Khopoli* through a management agreement with AAPC India Hotel Management Private Limited (AAPC), a company of the Accor Group, which operates several hotel chains. The Company has also entered into a service agreement with AAPC for certain consultancy and design services.

The first phase of Novotel Imagica Khopoli comprises of 116 rooms and is expected to be launched in August 2015. Facilities will include banquet halls, conference rooms, speciality restaurants, a gourmet bar, recreation areas, swimming pool, spa, kids activity areas and a fitness centre.

The launch of Novotel Imagica Khopoli will complete the entertainment destination as guests will have option to spend multiple days and enjoy different experiences of Imagica, Aquamagica and hospitality of Novotel Imagica.

The Company has also entered into a memorandum of understanding (MOU) with ACME Entertainment to conceptualize, construct, install, erect and run a *Snow Park* on a Build-Own-Transfer (BOT) and revenue sharing basis. The snow park will further build upon the experience by adding a



totally new option and augment Adlabs Imagica's positioning as a ONE STOP ENTERTAINMENT destination.

In addition to all this, the company has surplus land of 170 acres still available for further development. Globally, it has been proven that land around entertainment destination like theme parks become highly prized for further development. This has been the case in Sentosa, Florida and Dubai and many other destinations where theme parks have become an anchor and development of land across. Our 100% subsidiary Walkwater Properties Private Limited, has applied to the Government of Maharashtra for an approval for a special township. Walkwater Properties Private Limited has plans to engage with reputed real estate players to develop a township on this land, and thus monetize it. This will lead to alternative sources of cash flow and income for the Company in the medium to long term.

Business Review

The Company delivered an impressive performance during the year ended March 31, 2015. Some of the highlights are:

Particulars	FY15	FY14	YoY %
Footfall	10,64,493	8,14,924	30.6%
Revenue from Operations (₹ in million)	1,894.2	1,038.0	82.5%
EBITDA* (₹ in million)	205.2	38.5	433.1%

* EBITDA does not include other income.

Average Realization and Operating Costs

Gross realisation per visitor (weighted average for both parks put together) was ₹ 1,776. The break-up of the realisation is as follows:

Particulars	Average Realization per person
Ticket	1,328
Food & Beverages	278
Retail & Merchandise	139
Others	31
Total	1,776

Variable cost is primarily the cost of material for F&B and Retail business and some of the Transaction charges paid for Online sales through our website. Cost of goods sold (COGS) for F&B and retail business is as follows:

- Food & Beverages COGS is 31% (₹ 97.55 Million).
- Retail & Merchandising COGS is 46% (₹ 63.49 Million).

Rest of the operating costs is relatively fixed in nature. Though the sales and marketing spend may vary from quarter to quarter but on full year basis company spent ₹ 447.91 Million which is

24% of revenue of FY 2014-15. Key elements under this head are as Advertisement and Marketing, Commission to channel partners, and Sales Promotional expenses.

Employee cost is another material cost and company spent ₹ 479.14 Million for FY 2014-15 which is around 25% of gross revenue. It has increased in current year as Aquamagica has started operations in October 2014.

As our Water Park has started operations in second half of FY 2014-15 the Interest & Depreciation has been higher as compared to last year.

Weighted average Rate of interest is 12.9% p.a.

Initial Public Offering

During the year, the Company also came out with its IPO for ₹ 3,746 Million including offer for sale of ₹ 367 Million. The shares of the company were list on NSE & BSE on April 6, 2015. From the IPO proceeds, a debt of INR 2,483 Million was paid off June 30, 2015, according the outstanding debt as on June 30, 2015 is ₹ 8,746.9 Million.

Key Strengths of the Company

Our primary competitive strengths are set out below:

- **We are uniquely Positioned to Capitalise on the Increasing Propensity of Indians to Spend on Entertainment**

Favourable macroeconomic and demographic factors such as economic growth, rising disposable income, a growing young population, an expanding middle class and rapid urbanisation have resulted in the Indian population spending more on entertainment. With the rise in education levels and exposure to international trends, Indian consumers are willing to pay a premium for quality entertainment.

Adlabs Imagica is the Only One Stop Entertainment Destination in India, designed to provide a wholesome and 'value for money' entertainment option for guests. We offer entertainment options for all age groups through a variety of rides and attractions, which we believe are comparable to and provide the international standards of experience that leading theme parks and water parks offer globally. Our offerings are also customised to Indian tastes. This positions Adlabs Imagica to capitalise on the increasing number of Indian customers spending on good quality entertainment.

- **We are strategically Located in an Attractive Catchment Area**

Adlabs IMAGICA is located off the Mumbai - Pune Expressway. Currently, we attract guests from Mumbai, Pune and the rest of Maharashtra and Gujarat, which



are some of the more economically developed areas in India. Mumbai is well connected to other large cities in India by air, road and rail with multiple flight options in a day. Further, Adlabs Imagica is located in an area that experiences suitable weather throughout the year to spend a day outdoors. In addition, the majority of our rides, attractions and queuing areas in our parks are covered to avoid any inconvenience during the monsoon season.

- **Rides and Attractions of International Quality Standards which are Customised to Indian Tastes and Preferences**

Our parks are attractively themed and deliver high-quality entertainment, aesthetic appeal, shopping and dining options.

Our park has been designed by, an internationally acclaimed design consultant Attractions International for entertainment destinations. The rides and attractions for our theme park have been designed by and sourced from global industry leaders such as Bolliger & Mabillard Inc., Zamperla Asia Pacific Inc., Sally Industries Inc., E2M Technologies B.V. and Santec Fabricators (India) Private Limited, which is a part of the Sanderson Group. The water slides and equipment in our water park have been sourced from global industry leaders such as Whitewater West Industries Limited, Neptune Benson (Defender Water Filtration Systems) and Polin Dis Tic. Ltd. Sti. We also follow high levels of park security and safety standards to offer a safe and injury free environment for our guests to enjoy the parks.

- **Competitive Advantage through Entry Barriers**

We have the ability to leverage the ‘first-mover advantage’ through Adlabs Imagica. There are significant barriers to entry in the business of theme and water parks in India and it is difficult to replicate a project of similar scale and size in India. Among the most important of these barriers is the need for significant capital expenditure to set up theme and water parks, the difficulty to identify and purchase large and suitable parcels of land on commercially viable terms and the long lead-time from the conceptualisation to the launch of rides and attractions. We believe that our location off the Mumbai - Pune Expressway, the large parcel of land owned by us, our rides and attractions of international quality and standards and our qualified management and operations team provide us with a significant competitive advantage over any new park.

- **We are well-positioned Brand and Marketing Focus**

In our short operational history, we believe that we have been able to establish brand recognition in Mumbai, Pune and the rest of Maharashtra and Gujarat markets. We

believe that we have been able to achieve this through a combination of factors:

- o Delivering superior visitor experiences in our parks through our diverse offerings of rides and attractions and other entertainment options and thus, developing a brand recall through word of mouth publicity;
- o We have also actively focused on attracting school groups as we believe that school children who visit our parks act as our brand ambassadors and have the potential of bringing the entire family back on another visit;
- o Dynamic and attractive pricing strategy to coincide with various events, festivals, seasons and holidays throughout the year;
- o Existing well-established position of the ‘Adlabs’ brand in the media and entertainment industry; and
- o Engaging with various target groups through focused marketing, consisting of regular electronic, print and digital media campaigns and direct sales efforts.

- **Proven and Experienced Management Team and Execution Strength**

Our senior management team includes experienced media and entertainment, marketing and consumer businesses executives, with an average tenure of more than 15 years in such industries. Mr. Manmohan Shetty is a well known entrepreneur in the media and entertainment business in India and has more than three decades of experience in consumer-facing entertainment businesses.

OUTLOOK AND OPPORTUNITIES


The all-round India growth story continues to remain strong and attractive. Both IMF and World Bank (WB) have predicted the Indian economy to grow at 7.5% in 2015-16 and 2016-17. The key drivers of growth for the India economy are in place for a sustained and uninterrupted growth in the future. Both favourable macroeconomic factors as well as dynamic demographics indicate to a period of assured uptrend and growth in the Indian amusement parks industry.

Against this positive and optimistic outlook of the economy, the outlook for the Company is extremely favourable and exciting, with a high potential for accelerated growth and expansion. The company is adopting the following business strategies to grow the business in the future:

- **Develop Adlabs Imagica as an Integrated Holiday Destination**

Currently, a significant majority of our guests are residents of our catchment area, Mumbai, Pune, rest of Maharashtra and Gujarat who make day-trips to our theme park off the





Mumbai - Pune Expressway. With the launch of our hotel Novotel Imagica, we intend to market Adlabs Imagica as a multiple day holiday destination and attract guests for a longer stay. We intend to offer various cost promotion and combination packages of admission tickets to our parks and stay at our hotel to take advantage of cross selling opportunities. In addition, we aim to market our facilities as a suitable venue for hosting wedding receptions, parties, conferences and meetings and other corporate events.

- **Continue to Focus on Increasing the Number of Guests Hosted at our Parks**

We plan to increase attendance at our parks through the following strategies:

- o Increasing awareness of our parks, 'Adlabs', 'Imagica' and 'Aquamagica' brands through effective media and marketing campaigns, aimed at various target groups including families, young kids, college students and young professionals. We will also continue to reach out to a greater number of schools and corporates for increasing attendance at our parks;
- o Offering a variety of ticket options and disciplined pricing and promotional strategies to coincide with events and holidays throughout the year. We also aim to follow a dynamic pricing model which will enable us to adjust admission prices for our parks based on expected demand and attract diverse segments of customer base;
- o By periodically introducing new attractions, differentiating experiences and enhancing service offerings. We believe that word of mouth is our most important marketing tool and, therefore, our primary business objective is to make the time spent by the guests in our parks as enjoyable as possible. We specifically focus on entrance and security procedures, queue management, cleanliness, quick availability of F&B products and retail merchandise to make the guests' experiences as comfortable and entertaining as possible; and
- o Focusing on sales and marketing initiatives in the secondary catchment areas, such as our print campaign from time to time in major cities like Delhi NCR, Bangalore, Hyderabad and Jaipur, to attract tourists visiting the Mumbai - Pune region.

- **Diversify our Revenue Streams**

Sales of admission tickets comprised a significant portion of our total income, going forward we intend to increase our non-ticketing revenue through the following strategies:

- o Focus on F&B and retail & merchandise operations by targeting the per capita spending of our guests. We believe that by providing our guests additional and enhanced offerings at various price points, we can increase spending in our parks. We will continue to innovate in our F&B offerings to cater to the diverse preferences of our guests.
- o Monetise the crowd movement in our parks by offering sponsorship opportunities to advertisers for special events, naming rights for our rides and attractions, partnering in destination advertising and assisting in products and brand activations;
- o With the completion of our hotel, we intend to position Adlabs Imagica as a destination for varying customer requirements, including for entertainment, corporate meetings and off-sites and other social events;
- o We aim to develop an emotional connect with our guests through our brands and characters developed by us, which we believe will provide us with opportunities to leverage our intellectual property portfolio, and to develop new media and entertainment options and to increase the sale of consumer products, in and outside Adlabs Imagica.

- **Increase Profitability and Achieve Cost Optimisation**

We believe that increased attendance at our parks and an increase in the per capita spending will allow us to make our business more profitable because of the relatively fixed cost-base and the high operative leverage involved in our business. We will continue to focus on F&B and retail and merchandise spending to improve our operating margins. With the commencement of operations of our water park and the soon-to-be-launched hotel, we will be able to offer more dynamic pricing to account for seasonal fluctuations in attendance. We also aim to achieve better cost optimisation through economies of scale by measures such as company-wide and centralised procurement and sourcing strategy and integrated marketing campaigns. In addition, we aim to benefit from shared services such as security, ticketing, F&B and general administration of our parks.

- **Expand our Existing Operations and Foray into New Geographies in India**

In addition to the ongoing development of our hotel, we aim to pursue other expansion opportunities at our parks. We intend to add three to four rides and attractions over the next five years, including one major ride or attraction every two years, at our parks. We intend to use the existing areas available inside our parks for these new rides and attractions.



We also intend to set up integrated holiday destinations in other locations in India, either through parks owned and operated by us or through a partnership or a franchise model. We believe we should two more parks apart from Mumbai park i.e one in south and one in north. The size and scale of the parks will be designed basis the market potential of that region and financial viability.

PARK SECURITY AND SAFETY

Our Company recognise park security and safety as one of our most important focus areas in ensuring the success of our parks. Our park security and safety plan is based on three principles: being proactive, the utilisation of an optimum combination of technology and manpower and meeting international standards on security and safety. Some of the key features of our security and safety plan are set out below:

- **Security Agency:** We have engaged one of the leading security solutions providers in India for our security needs and have developed a security plan based on a study of threats and vulnerabilities. The scope of services provided by our security solutions service provider includes the development of, setting up and operating the security infrastructure in our parks, deploying security personnel and carrying out regular training for our employees for security related issues, particularly emergency response situations.
- **Identified Perimeters and Zones:** We have divided our parks into various layers with defined internal and external perimeters for effective monitoring and response. We have deployed access control measures at the identified entry and exit points to reduce trespassing and monitor crowd movement. We have also divided the parks into various zones to facilitate effective emergency response, evacuation and deployment of resources and manpower.
- **Command Centre:** Our command centre has been planned as an integrated set-up, capable of monitoring and controlling the management of the parks and responding to all circumstances which may have an adverse effect on guest experiences. The functions of our command centre include controlling and monitoring all access controls across our parks, including the entry and exit points and for our rides and attractions; coordinate the response to any situation that requires attention; operate the public address system which is designed for effective communication for functions such as crowd management;

Our security infrastructure consists of necessary equipment's such as metal detectors, explosive vapour and trace detectors, radio sets, forced entry resistant door system, panic buttons, hooters and retractable barriers, which have been deployed at vantage points across our parks.


- **Safety Procedures:** The most important aspect of our safety procedures is regular training and assessment of our ride operators and attendants to prevent accidents or injuries resulting from unsafe acts and conditions. In addition to monitoring for any hazard or unsafe condition, our ride operators carry out inspections at pre-designated intervals and report any unsafe condition to our maintenance department for correction. We follow a more detailed inspection and monitoring procedure for some of our critical rides and attractions, such as the roller-coasters. We also engaged over 50 qualified lifeguards, who are on duty during the operating hours of our water park.
- **Fire and Medical Emergency Plan:** We also have a comprehensive fire and medical emergency response plan. We have installed smoke and heat detectors in our offices and indoor attractions and water sprinkler and fire hydrant systems and fire extinguishers across our parks. In addition, we have a team of fire-men stationed in the theme park throughout the operational hours. We have a medical centre in the theme park & water park including a five-bed ward, which is staffed by a team of one doctor and eight nurses to respond to any medical emergency in the theme park up to such time that the guests are moved to the nearby hospitals. We have two ambulances which are deployed in the parks throughout the operational hours.

MAINTENANCE

Our maintenance team is responsible for the inspection, upkeep, repair and testing of our rides and attractions. We have appointed a safety officer as a member of each of our theme park and water park management team to supervise the maintenance and ride operations teams, and carry out regular audits and surprise inspections.

Every ride and attraction at our parks is inspected regularly, according to daily, weekly, monthly, and annual schedules. We have formulated detailed maintenance guidelines and checklists for each of our rides and attractions with the objective of ensuring that the rides and attractions are operating within the manufacturer's criteria and that maintenance is conducted according to internal standards, industry best practice and standards, as well as the ride designer or manufacturer's specifications. We recently installed a networked enterprise software system which is used to plan and track all our maintenance activities. The maintenance system of some of our rides and attractions is also linked over VPN to the respective vendors to ensure effective monitoring, data sharing and resolution of issues, if any. All ride maintenance personnel are trained to perform their duties according to internal training processes, in addition to recognised industry certification programs for maintenance activities. Our infrastructure





maintenance function comprises upkeep, repair, preventive maintenance and improvement of the parks infrastructure.

We obtain safety certifications from our vendors stating that the rides and attractions installed at our parks have been designed and manufactured in accordance with international standards such as the American Society for Testing and Materials, or the ASTM standard, the European, or the EN standard or the Deutsches Institut für Normung e.V., or the DIN standard. We have also engaged TUV SUD South Asia Pvt. Ltd., a leading global technical services organisation to carry out inspection, testing and installations certifications for our rides and attractions. We also periodically engage the services of third-party maintenance audit agencies to inspect our maintenance procedures.

RISKS

- **Our business is seasonal in nature, and may be affected by weather conditions, school vacations, public holidays and weekends.**

The theme and water park industry is seasonal in nature. Our parks could experience volatility in attendance as a result of school vacations, public holidays, weekends and adverse weather conditions such as excessive heat and monsoons. We believe that attendance at the theme and water park and revenues from F&B and retail and merchandise operations is, and will continue to be, higher during school vacations, public holidays and weekends. In addition, the water park is expected to generate higher revenues in the summer months. Conversely, we may face a reduction in revenues during the monsoon months. Further, unfavourable weather conditions such as forecasts of excessive rainfalls or heat may reduce the attendance at our parks.

- **Our business and results of operations could be adversely affected by changes in public and consumer tastes or a decline in discretionary consumer spending, consumer confidence and general economic conditions.**

The success of our parks depends substantially on consumer tastes and preferences that can change in often unpredictable ways. We must adapt to these changes to meet consumer tastes and preferences. We carry out research and analysis before opening new rides and attractions and often invest substantial time and resources to gauge the extent to which these new rides and attractions will earn consumer acceptance. Further, our success depends to a significant extent on discretionary consumer spending, which is heavily influenced by general economic conditions and the availability of disposable income. Actual or perceived difficult economic conditions and inflationary

periods may adversely impact park attendance figures, the frequency with which guests choose to visit our parks and guest spending patterns at our parks. Both attendance and total per capita spending at our parks are key drivers of our revenue and profitability, and reductions in either can adversely affect our business and results of operations.

- **Incidents or adverse publicity concerning our parks or the theme or the water park industry generally could harm our brands or reputation as well as negatively impact our business.**

Our brands and our reputation are among our most important assets. Our ability to attract and retain guests depends, in part, upon the external perceptions of our parks, the quality of our parks and services and performance of our operations team. The operation of our parks involves the risk of accidents, contagious, airborne or waterborne diseases and other incidents that may negatively affect guest satisfaction and the perception of our guests in relation to safety, health and security of our parks, which could negatively impact our brands and reputation and our business and results of operations.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has internal controls commensurate with its size. It has also adopted standard operating procedures, policies and process guidelines. These guidelines are well documented with clearly defined authority limits corresponding with the level of responsibility for each functional area. They are designed to ensure that transactions are conducted and authorised within their framework. Further, the Company's reporting guidelines ensure that transactions are recorded and reported in conformity with generally accepted accounting principles. These guidelines are regularly reviewed and updated to meet the expectations of the current business environment. The Company's Code of Business Conduct lays down ethical standards expected from each of its personnel's and business associates in their day-to-day actions. The Company's robust internal audit programme which works to conduct a risk-based audit not only tests the adherence to laid down policies and procedures but also suggests improvements in the current processes and systems. The audit program is agreed upon with the Audit Committee. Internal Audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations. Company has appointed Deloitte Haskins & Sells LLP as the internal auditor during the financial year 2014-15.

Significant Development in Human Resources

People are one of the key and critical success factors for the Company. The Theme Park and Amusement Park industry in



India is in the nascent stages. As such to find skilled manpower having experience of the industry is challenging. The company has developed a very strong on-job training and development program, which cuts across the junior team members as well as the middle management layer. The senior technical & engineering team has been trained under supervision of global experts of theme park industry. The Company engaged these experts during the development and initial operations of the Park.

Being located in the outskirts of Mumbai and Pune, we need to make sure that the employees are motivated enough to travel the distance for work. The Company provides employee friendly transport and local stay facilities for the same. Employee satisfaction is a top priority, and the Company ensures that all its employees enjoy a safe, healthy and progressive work environment at all its offices. The Company's HR team works cohesively with the employees to help them in their personal as well as professional development. The Company has a well-defined Code of Conduct that guides all employees in their interaction with the various stakeholders of the Company. The

Company has a unique work-culture based on team building and bonding through cross-job training.

As of March 31, 2015, the company employed 1290 personnel.

CAUTIONARY STATEMENT

This document contains statements about expected future events, financial and operating results of Adlabs Entertainment Limited, which are forward looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis section.



Corporate Governance Report

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2015.

Compliance with Corporate Governance Guidelines

Your Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges with regard to corporate governance. Your Company's compliance with these requirements is presented in the subsequent section of this Report.

Our corporate governance philosophy

Corporate Governance encompasses a set of systems, practices and processes guided by the core principles of transparency, disclosure, accountability, compliances, ethical conduct and the commitment to promote the interests of all stakeholders. The policies and the code are reviewed periodically to ensure their continuing relevance, effectiveness and responsiveness to the needs of our stakeholders.

Governance practices beyond regulatory requirements

Our governance practices go beyond the mere letter and spirits of statutory and regulatory requirements. With this in mind, we have formulated a number of policy documents and introduced the following set of governance practices:

- Code of Conduct
- Code of Fair Disclosure
- Code of Conduct for Prohibition of Insider Trading
- Vigil Mechanism and Whistle Blower Policy
- Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions
- Corporate Social Responsibility Policy
- Policy for determining material subsidiaries
- Nomination and Remuneration Policy
- Integrated Management System (Quality, Health, Safety and Environmental) Policy

I. BOARD OF DIRECTORS

1. Board composition - Board strength and representation

The Board consisted of six members. The composition of and the category of directors on the Board of the Company were as under:

Category	Names of directors
Promoter Director	Mr. Manmohan Shetty
Whole Time Director	Mr. Kapil Bagla
Independent Directors	Mr. Steven A. Pinto
	Mr. Ghulam Mohammed
	Mr. Prashant Purker
	Ms. Anjali Seth

Notes:

- a. None of the directors are related to any other director.
- b. None of the directors have received any loans and advances from the Company during the year.
- c. Mr. Prashant Purker was a nominee of ICICI Venture Funds Management Company Limited (as Investment manager of India Advantage Fund S3 I) (IVEN) on the Board of the Company on November 20, 2013. His nomination was withdrawn by IVEN w.e.f. May 13, 2015. He is then appointed as an Independent Director on the Board of the Company w.e.f May 27, 2015.



Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

Familiarisation Programmes for Independent Directors

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

Periodic programs / presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

The programs / presentations also familiarize the Independent Directors with their roles, rights and responsibilities.

The details of the familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://www.adlabsimagica.com/Familiarisation%20programme%20for%20Independent%20Directors.pdf>.

2. CONDUCT OF BOARD PROCEEDINGS

The day to day business is conducted by the executives and the business heads of the Company under the direction of the Board. The Board holds minimum four meetings every year to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

The Board performs the following specific functions in addition to overseeing the business and the management:

- i. review, monitor and approve major financial and business strategies and corporate actions;
- ii. assess critical risks facing the Company - review options for their mitigation;
- iii. provide counsel on the selection, evaluation, development and compensation of senior management;
- iv. ensure that processes are in place for maintaining the integrity of
 - a. the Company
 - b. the financial statements
 - c. compliance with law
 - d. relationships with all the stakeholders
- v. delegation of appropriate authority to the senior executives of the Company for effective management of operations.

3. BOARD MEETINGS

The Board held 13 meetings during financial year 2014-15 on April 4, 2014, May 17, 2014(1), May 17, 2014(2), August 14, 2014, October 10, 2014, November 1, 2014, January 23, 2015, January 30, 2015, February 10, 2015, March 9, 2015, March 19, 2015, March 20, 2015, March 27, 2015. The maximum time gap between any two meetings was 89 days and the minimum time gap was 0 days. The meetings were held at Mumbai.

The Board periodically reviews compliance reports of all laws applicable to the Company.

Performance evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually and Independent Directors have also in their separate meeting reviewed the performance of non-independent directors and the Board as a Whole, the performance of the Chairperson of the Company,

taking into account the views of executive directors and non-executive directors and assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. ATTENDANCE OF DIRECTORS

Attendance of directors at the Board meetings held during financial year 2014-15 and the last Annual General Meeting held on September 30, 2014 and the number of other directorships, Committee Chairmanships and Memberships held by the directors in various companies are as under:

Name of the Director	Attendance at meetings during 2014-15		No. of other directorship(s) (1)	No. of Membership(s)/ Chairmanship(s) of Board Committees in other companies (2)	
	Board	AGM		Membership	Chairmanship
Mr. Manmohan Shetty	13	Yes	7	1	Nil
Mr. Kapil Bagla	13	Yes	6	1	Nil
Mr. Prashant Purker	10	Yes	7	4	1
Mr. Steven A. Pinto	11	No	4	Nil	1
Mr. Ghulam Mohammed	13	No	5	1	1
Ms. Anjali Seth	10	No	6	2	Nil
Mr. Naresh Patwari*	1	NA	NA	NA	NA
Mr. Praveen Nischol*	Nil	NA	NA	NA	NA

(1) The Directorships, held by directors as mentioned above, do not include directorships in foreign companies.

(2) The information provided above pertains to the following committees in accordance with the provisions of Clause 49 of the listing agreement: i. Audit Committee and ii. Stakeholders' Relationship committee in all public companies (including Adlabs Entertainment Limited) has been considered.

(3) Membership of Committees includes chairmanship, if any.

*Ceased to be a director w.e.f. April 4, 2014.

5. DETAILS OF DIRECTORS

The abbreviated resumes of all Directors are furnished hereunder:

Manmohan Shetty

Mr. Manmohan Shetty, 67, is the Chairman of the Company. He has passed his first year arts examination from the University of Mumbai. He has more than three decades of experience in the media and entertainment business which includes running a film processing laboratory, theatrical exhibition business, film production and digital cinema. He is responsible for the Company's overall business operations and is responsible for conceptualising and launching "Adlabs Imagica". Prior to the incorporation of the Company, he founded Adlabs Films Limited which went public in January 2001. He was also instrumental in introducing the 'IMAX' exhibition format by setting up India's first IMAX theatre in Mumbai. He was also the former Chairman of the National Film Development Corporation set up by the Government of India and the former President of the Film and Television Producers Guild of India.

He is also a Director of Whistling Woods International Limited, Centrum Capital Limited, United Producers Forum, P & M Infrastructures Limited, Thrill Park Limited, Mukta Arts Limited and Walkwater Media Limited.

He is a member of IPO Committee, Corporate Governance Committee, Corporate Social Responsibility Committee and Risk Management Committee in Adlabs Entertainment Limited.

He is a member of Audit Committee of Thrill Park Limited. He holds 2,842,152 Equity shares in the Company as of March 31, 2015.

Kapil Bagla

Mr. Kapil Bagla, 46, 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 “Adlabs Imagica” and “Adlabs Aquamagica”. He is responsible for business management, strategic planning, project implementation, general management and corporate finance.

He is also a director of Thrill Park Limited, Idea Count Education Pvt Ltd, I Rock Media Pvt. Ltd, Blue Haven Entertainment Pvt Ltd., Swapnajyoti Trading Pvt. Ltd., and Walkwater Properties Private Limited.

He is a member of Stakeholders' Relationship Committee, Nomination and Remuneration Committee and IPO Committee in Adlabs Entertainment Limited. He holds 178 equity shares in the Company as on March 31, 2015.

He is a member of Nomination and Remuneration Committee of Thrill Park Limited.

Prashant Purker

Mr. Prashant Purker, 53, holds a bachelor's degree in Technology (Metallurgical Engineering) from the Indian Institute of Technology, Kanpur and holds a post graduate diploma in Management from Indian Institute of Management, Ahmedabad. He has over two decades of experience in global financial markets and Indian capital markets, across equity and debt instruments.

He is also a director of Crest Gear Tech Private Limited, Devyani International Limited, BTI Payments Private Limited, Sainik Mining and Allied Services Limited, RJ Corp Limited, ICICI Venture Funds Management Co. Limited, Walkwater Properties Private Limited.

He is a member of Audit Committee, IPO Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Governance Committee and Corporate Social Responsibility Committee in Adlabs Entertainment Limited.

He is a member of Audit Committee and Nomination and Remuneration Committee in Devyani International Limited. He is a member of Compensation Committee and Chairman of Audit Committee in BTI Payments Private Limited. He is a member of Audit Committee and Nomination and Remuneration Committee in RJ Corp Limited. He does not hold any share in the Company as of March 31, 2015.

Anjali Seth

Ms Anjali Seth, 56, holds a bachelors' degree in Law from the University of Delhi. She has over two decades of experience as a legal counsel in the banking and real estate space. Prior to joining the Company, she worked both as a litigator and corporate lawyer with banks, real estate companies and acted as a legal consultant to both Indian and international standard companies such as World Gold Council and Kalpataru Power Transmission Limited.

She is also a director of JMC Projects (India) Limited, Caprihans (India) Limited, Walkwater Properties Private Limited, ADF Foods Limited, Kalpataru Power Transmission Pvt. Ltd., and Kalpataru Limited.

She is a member of Audit Committee, Stakeholders' Relationship Committee and Corporate Governance Committee in Adlabs Entertainment Limited. She does not hold any share in the Company as of March 31, 2015.

Ghulam Mohammed

Mr. Ghulam Mohammed, 66, holds a bachelors' degree in Arts (Hons.) from the University of Mumbai. He has over four decades of experience in manufacturing, IT, international trade and exports, strategic, corporate, financial advisory and new projects. Prior to joining the 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.

He is also a Director in Tribune Corporate and Investment Advisory Services Private Limited, Oswal Industries Limited, Indo - IB Capital Partners Private Limited, Jsoft Solutions Limited and Thrill Park Limited.

He is a member of Audit Committee, Nomination and Remuneration Committee and IPO Committee in Adlabs Entertainment Limited.


He is also a member of Audit Committee and Nomination and Remuneration Committee of Thrill Park Limited. He does not hold any share in the Company as of March 31, 2015.

Steven A. Pinto

Mr. Steven Pinto, 69, holds a bachelors' degree in Arts (Economics Hons.) from the University of Mumbai and a master's degree in Management from the University of Mumbai. He has over four decades of experience in the banking industry. Prior to joining the Company he held varied senior management positions in banks and companies.

He is also a director of Automobile Corporation of Goa Limited, Easyaccess Financial Services Limited, Crif High Mark Credit Information Services Private Limited and Centrum Retail Services Limited.





He is the Chairman of Audit Committee, Nomination and Remuneration Committee and a member of Corporate Social Responsibility Committee in Adlabs Entertainment Limited. He does not hold any share in the Company as of March 31, 2015.

II. Audit Committee

In terms of Clause 49 of the listing agreement as well as Section 177 of the Companies Act, 2013, the Board has constituted Audit Committee of the Board of Directors. Members of the Audit Committee possess financial /accounting expertise/ exposure.

Composition of the Committee

Mr. Steven A. Pinto (Chairman of the Committee)
Mr. Ghulam Mohammed
Mr. Prashant Purker
Ms. Anjali Seth

The Audit Committee, inter alia advises the management on the areas where systems, processes, measures for controlling and monitoring revenue assurance, internal audit can be improved. The minutes of the meetings of the Audit Committee are placed before the Board. The terms of reference of the Audit Committee are in accordance with all the items listed in Clause 49 of the listing agreement as follows:


Powers of Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions; and
 - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;

- 
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 21. Reviewing financial statements, in particular the investments made the Company's unlisted subsidiary company.
 22. Review the following informations:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Chief internal auditor / Internal auditor.

Attendance at the meetings of the Audit Committee held during 2014-15.

The Audit Committee held its meetings on August 14, 2014, November 1, 2014, January 23, 2015 and February 10, 2015. The maximum gap between any two meetings was 83 days and the minimum gap was 18 days.

Members	Number of Meetings held during the tenure	Number of Meetings attended
Mr. Steven A. Pinto	4	4
Mr. Ghulam Mohammed	4	4
Ms. Anjali Seth	4	2
Mr. Prashant Purker	4	4

The meetings considered all the points in terms of its reference at periodic intervals.

Mr. Ghanshyam Jhala, Company Secretary of the Company acts as the Secretary to the Audit Committee.

During the year, the Committee discussed with the Company's auditors the overall scope and plans for the independent audit. The Management represented to the Committee that the Company's financial statements were prepared in accordance with prevailing laws and regulations. The Committee discussed the Company's audited financial statements, the rationality of significant judgments and the clarity of disclosures in the financial statements. Based on the review and discussions conducted with the Management and the auditors, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with prevailing laws and regulations in all material aspects.

The Committee has also reviewed the internal controls put in place to ensure that the accounts of the Company are properly maintained and that the accounting transactions are in accordance with the prevailing laws and regulations. In conducting such reviews, the Committee found no material discrepancy or weakness in the internal control systems of

the Company. The Committee also reviewed the financial policies of the Company and expressed its satisfaction with the same. The Committee, after review expressed its satisfaction on the independence of both the internal and the statutory auditors.

Based on the committee's discussion with the Management and the auditors and the committee's review of the representations of the Management, the Committee has recommended the following to the Board of Directors:

1. The audited annual financial statements of the Company for the year ended March 31, 2015, be accepted by the Board as a true and fair statements of the financial status of the Company.
2. The audited consolidated financial statements of the Company and its subsidiaries for the year ended March 31, 2015, be accepted by the Board as a true and fair statements of the financial status.

III. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

The Key Objectives of the Committee are:

- a) to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

The role of the Committee inter alia are as follows:

- a) to formulate a criteria for determining qualifications, positive attributes and independence of a Director;
- b) to recommend to the Board the appointment and removal of Senior Management;
- c) to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance;
- d) to recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Director's remuneration and incentive;
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- g) to devise a policy on Board diversity; and
- h) to develop a succession plan for the Board and to regularly review the plan.

The Company has formulated a Nomination and Remuneration Policy.

The Nomination and Remuneration Committee comprises of four directors i.e. Mr. Steven A. Pinto, Chairman and Mr. Ghulam Mohammed, Mr. Kapil Bagla and Mr. Prashant Purker as members. During the year, the Nomination and Remuneration Committee met on May 17, 2014 and August 14, 2014.

Attendance at the meeting of the Nomination and Remuneration Committee held during 2014 - 15.

Members	Number of Meetings held during the year	Number of Meetings attended
Mr. Steven A. Pinto	2	2
Mr. Ghulam Mohammed	2	2
Mr. Kapil Bagla	2	2
Mr. Prashant Purker	2	2

Mr. Kapil Bagla, being the whole time director received a total remuneration of ₹ 8,522,468/- from the Company in the financial year 2014-15.

Criteria for making payments to non executive directors:

The remuneration to non executive directors is benchmarked with the relevant market and performance oriented, balanced between financial and sectoral market, comparative scales, aligned to corporate goals, role assumed and number of meetings attended.

Details of Sitting fees paid to the Directors during the financial year ended March 31, 2015 are as under:

Name of the Director	Sitting Fees (₹ in lac)*
Mr. Manmohan Shetty	Nil
Mr. Kapil Bagla	Nil
Mr. Prashant Purker**	7.80
Mr. Steven A. Pinto	7.90
Ms. Anjali Seth	6.15
Mr. Ghulam Mohammed	9.65

* sitting fees is paid at ₹ 15,000/- for Board Meeting held on April 4, 2014 and at ₹ 50,000/- and ₹ 25,000/- for the Board and Other Committee Meetings respectively held after April 4, 2014 during the financial year 2014-15.

** Prashant Purker, being the nominee director of IVEN, sitting fees was paid to him in favour of IVEN.

Notes:

- There were no other pecuniary relationships or transactions of non executive directors vis-à-vis the Company.
- Pursuant to the limits approved by the Board, all directors being non executive, are paid sitting fees of ₹ 50,000/- for attending each meeting of the Board and ₹ 25,000/- for attending each meeting of Other Committees of Board.
- No remuneration by way of commission to the non executive directors was proposed for the Financial Year 2014-15.

IV. Stakeholders' Relationship committee

The Stakeholders' Relationship Committee consist of three Directors of the Company, viz; Ms. Anjali Seth, Mr. Kapil Bagla and Mr. Prashant Purker. The Company has appointed Link Intime India Private Limited to act as Registrar and Transfer Agent of the Company.

The Committee, *inter alia*, is primarily responsible to review all matters related to Company's transfer of securities and redressal of shareholders'/ investors'/ security holders' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.

The Committee's composition and the terms of reference meet with the requirements of clause 49 of the Listing Agreement and provisions of Companies Act, 2013.

There were no meetings of Stakeholders' Relationship Committee held during the FY 2014-15.

V. Corporate Governance Committee

The members of the Corporate Governance Committee are:

- Anjali Seth;
- Manmohan Shetty; and
- Prashant Purker.

The Corporate Governance Committee was constituted by the Board of Directors at their meeting held on April 4, 2014.

The terms of reference of the Corporate Governance Committee include the following:

- to implement the corporate governance code in accordance with the Clause 49 of the Equity Listing Agreement and amendments made in the Equity Listing Agreement from time to time;
- to implement the Companies Act, 2013 and rules made under the Companies Act, 2013 to the extent notified and as may be notified from time to time; and

c) any other matters as may be relevant to corporate governance in listed companies.

There were no meetings of Corporate Governance Committee held during the FY 2014-15.

VI. Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. Steven A. Pinto;
2. Prashant Purker; and
3. Manmohan Shetty.

The Corporate Social Responsibility committee was constituted by the Board of Directors at their meeting held on April 4, 2014. The terms of reference of the Corporate Social Responsibility Committee includes formulating, recommending to the Board, and monitoring from time to time, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and recommend the amount to be incurred on such activities.

During the year, the Corporate Social Responsibility Committee met on March 25, 2015.

Attendance at the meeting of the Corporate Social Responsibility Committee held during 2014-15.

Members	Number of Meetings held during the year	Number of Meetings attended
Mr. Steven A. Pinto	1	1
Mr. Prashant Purker	1	0
Mr. Manmohan Shetty	1	1

VII. Risk Management Committee

The members of the Risk Management Committee are:

1. Manmohan Shetty, Chairman;
2. Kapil Bagla; and
3. Col. Ashutosh Kale.

The Risk Management Committee was constituted by the Board of Directors at their meeting held on January 23, 2015. The terms of reference of the Risk Management Committee of the Company include framing, implementing and monitoring the risk management plan of the Company.

There were no meetings of Risk Management Committee held during the FY 2014-15.

VIII. Compliance Officer

Mr. Ghanshyam Jhala, Company Secretary is the Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreements entered with the Stock Exchanges.

IX. General Body Meetings:

The Company held its last three Annual General Meetings as under:

Year	Date and Time	Whether Special Resolution Passed or not	Location
2013-14	September 30, 2014 3.00 p.m.	Yes 1. To appoint Pooja Deora to office or place of profit 2. To appoint Aarti Shetty to office or place of profit 3. To re-appoint Kapil Bagla as Whole Time director of the Company	30/31, Sandewadi, Khopoli Pali Road, Taluka-Khalapur, District Raigad - 410203
2012-13	September 30, 2013 3.00 p.m.	Yes 1. To appoint Mr.Manmohan Shetty as Chairman and Managing Director without Remuneration.	30/31, Sandewadi, Khopoli Pali Road, Taluka-Khalapur, District Raigad - 410203
2011-12	September 5, 2012 11 a.m.	No	9 th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai - 400 053

X. Special Resolutions passed in the Extra-Ordinary General Meeting held during FY 2014-15

Sl. No.	Date	Special Resolution Passed	Location
1	April 11, 2014	<ol style="list-style-type: none"> 1. Noting of resignation of Mr. Praveen Nischol and Mr. Naresh Patwari. 2. Appointment of Mr. Ghulam Mohammed as Independent Director. 3. Appointment of Mr. Steven A. Pinto as Independent Director. 4. Appointment of Ms. Anjali Seth as Independent Director. 5. Appointment of Mr. Prashant Purker as Nominee Director. 6. Approval of Initial Public offer (IPO) of the Company. 	9 th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai - 400 053
2	May 17, 2014	<ol style="list-style-type: none"> 1. Adoption of New set of articles of association in Part I and Part II. 2. Issue and Offer of shares in Initial Public Offer (IPO) of the Company in supersession of earlier resolution passed on April 11, 2014. 3. Authorisation for entering into Issue Agreement with Centrum Capital Limited. 	First Floor, ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025
3	September 27, 2014	<ol style="list-style-type: none"> 1. To Issue Equity Shares. 2. To Issue Compulsorily Convertible Debentures. 3. Sale/ Transfer of Land. 	3 rd Floor, Nimbus Centre, Oberoi Complex, Off. New Link Road, Andheri (West), Mumbai - 400 053
4	January 23, 2015	<ol style="list-style-type: none"> 1. To approve the borrowing limits pursuant to Section 180(1)(c) of the Companies Act, 2013. 2. To approve creation of charge/ mortgage on assets of the Company pursuant to Section 180(1) (a) of the Companies Act, 2013. 	Meeting Room, ICICI Venture House, Apasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025

XI. Means of communication

- Quarterly Results:** Quarterly Results are published in Business Standard, English daily newspaper circulating in substantially the whole of India and in Sakaal, Marathi vernacular daily newspaper and are also posted on the Company's website www.adlabsimagica.com.
- Media Releases and Presentations:** Official media releases are sent to the Stock Exchanges before their release to the media for wider dissemination. Presentations made to media, analysts, institutional investors, etc. are posted on the Company's website.
- Website:** The Company's website contains a separate dedicated section 'Investor Relations'. It contains comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and the services rendered/ facilities extended by the Company to our investors, in a user friendly manner. The basic information about the Company as called for in terms of clause 54 of the Listing Agreement with the Stock Exchanges is provided on Company's website and the same is updated regularly.
- Annual Report:** Annual Report containing, *inter alia*, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report and is displayed on Company's website.
- Corporate Filing and Dissemination System (CFDS):** The CFDS portal jointly owned, managed and maintained by BSE and NSE is a single source to view information filed by listed companies. All disclosures and communications to BSE and NSE are filed electronically through the CFDS portal and hard copies of the said disclosures and correspondence are also filed with the Stock Exchanges.
- National Electronic Application Processing System (NEAPS):** The NEAPS is web based system designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media

releases, among others are also filed Electronically on NEAPS.

- g. **BSE Corporate Compliance & Listing Centre (the 'Listing Centre')**: BSE's Listing Centre is a web based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre
- h. **Designated email-id**: The Company has also designated the email-id compliance@adlabsentertainment.com exclusively for investor servicing.
- i. **SEBI Complaints Redress System (SCORES)**: The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

XII. Compliance with other mandatory requirements

1. Management Discussion and Analysis

A Management Discussion and Analysis Report forms part of this Annual Report and includes discussions on various matters specified under clause 49(VIII)(D) of the listing agreement.

2. Subsidiaries

The Company monitors performance of the subsidiary, inter-alia, by following means:

- a) Financial statements, in particular the investments made by unlisted subsidiary companies are reviewed quarterly by the Audit Committee of the Company.
- b) Minutes of the meetings of the Board of Directors of all subsidiary companies are placed before the Company's Board regularly.
- c) A statement containing all the significant transactions and arrangements entered into by the unlisted subsidiary companies is placed before the Company's Board / Audit Committee.
- d) Quarterly review of Risk Management process by the Audit Committee / Board.

The Company has formulated a policy for determining 'material' subsidiaries and such policy has been disclosed on the Company's website and can be accessed at <http://www.adlabsimagica.com/Material%20Subsidiary%20Policy.pdf>.

3. Disclosures

- a. There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory Authority.

- b. **Related party transactions**

During the year 2014-15, no transactions of material nature had been entered into by the Company with the Promoters or Directors or Management or their relatives, or subsidiaries that may have a potential conflict with interest of the Company. The related party transactions are disclosed in Notes to Accounts. A copy of the policy on dealing with related party transactions has been posted on the Company's website and can be accessed at <http://www.adlabsimagica.com/Related%20Party%20Transaction%20Policy.pdf>.

- c. **Accounting treatment**

In the preparation of financial statements, the Company has followed the Accounting Standards as prescribed under Companies (Accounting Standards) Rules, 2006, (as amended and applicable).

The financial statements have been prepared and presented under the historical cost convention and in accordance with the accounting standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions to the extent applicable.

The Accounting Policies followed by the Company to the extent relevant, are set out elsewhere in this Annual Report.



d. **Risk management**

The Company has laid down a robust Risk Management Policy, defining Risk profiles involving Strategic, Technological, Operational, Financial, Organisational, Legal and Regulatory risks within a well defined framework. The Risk Management Policy acts as an enabler of growth for the Company by helping its businesses to identify the inherent risks, assess, evaluate and monitor these risks continuously and undertake effective steps to manage these risks.

The Senior executives of the Company periodically reviews the robustness of the Risk Management Policy. The periodical update on the risk management practices and mitigation plan of the Company and subsidiaries are presented to the Audit Committee and Board of Directors. The Audit Committee and Board periodically review such updates and findings and suggest areas where internal controls and risk management practices can be improved.

e. **Code of conduct**

The Company has adopted the code of conduct and ethics for directors and senior management. The code has been circulated to all the members of the Board and senior management and the same has been put on the company's website www.adlabsimagica.com. The Board members and senior management have affirmed their compliance with the code and a declaration signed by the CEO of the Company is given below:

It is hereby declared that the Company has obtained from all members of the Board and senior management personnel affirmation that they have complied with the code of conduct for directors and senior management of the Company for the financial year 2014-15".

Kapil Bagla
CEO

f. **CEO/CFO certification**

Mr. Kapil Bagla, CEO and Mr. Rakesh Khurmi, CFO of the Company have provided certification on financial reporting and internal controls to the Board as required under Clause 49 (IX) of the Listing Agreement.

g. **Review of Directors' Responsibility statement**

The Board in its report have confirmed that the annual accounts for the year ended March 31, 2015 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

XIII. Policy on insider trading

The Company has formulated a Code of Conduct for Prevention of Insider Trading (Code) in accordance with the guidelines specified under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations. The Board has appointed Mr. Ghanshyam Jhala, Company Secretary as the Compliance Officer under the Code responsible for complying with the procedures, monitoring adherence to the rules for the preservation of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board. The Company's Code, *inter alia*, prohibits purchase and/or sale of shares of the Company by an insider, while in possession of unpublished price sensitive information in relation to the Company and also during certain prohibited periods.

XIV. Compliance of Clause 5A of Listing Agreement

There are no unclaimed share certificates lying with the Company or its Registrar and Transfer Agents as referred to in Clause 5A of the Listing Agreement made with the Stock Exchanges.

XV. General shareholder information

The mandatory and various additional information of interest to investors are voluntarily furnished in a separate section on investor information in this annual report.

Practicing Company Secretary's Certificate on corporate governance

The Practicing Company Secretary's Certificate on compliance of clause 49 of the Listing Agreement relating to corporate governance is published elsewhere in this annual report.

Review of governance practices

We have in this report attempted to present the governance practices and principles being followed at Adlabs, as evolved over the period, and as best suited to the needs of our business and stakeholders.

Our disclosures and governance practices are continually revisited, reviewed and revised to respond to the dynamic needs of our business and ensure that our standards are at par with the globally recognized practices of governance, so as to meet the expectations of all our stakeholders.

XVI. Whistle Blower Policy / Vigil Mechanism

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

The Company has a Vigil Mechanism and Whistle Blower Policy. This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

Investor Information

IMPORTANT POINTS

Hold Securities in Dematerialised Form

Investors should hold their securities in dematerialised form as the same is beneficial due to following:-

- A safe and convenient way to hold securities;
- Elimination of risks associated with physical certificates such as bad delivery, fake securities, delays, thefts etc.;
- Immediate transfer of securities;
- No stamp duty on electronic transfer of securities;
- Reduction in transaction cost;
- Reduction in paperwork involved in transfer of securities;
- No odd lot problem, even one share can be traded;
- Availability of nomination facility;
- Ease in effecting change of address as change with Depository Participants gets registered with all companies in which investor holds securities electronically;
- Easier transmission of securities as the same done by Depository Participants for all securities in demat account; and
- Automatic credit into demat account of shares, arising out of bonus/ split/ consolidation/ merger etc.

Hold Securities in Consolidated form

Investors holding shares in multiple folios are requested to consolidate their holding in single folio. Holding of securities in one folio enables shareholders to monitor the same with ease.

Register for SMS alert Facility

Investor should register with Depository Participants for the SMS alert facility. Both National Securities Depository Limited and Central Depository Services (India) Limited alert investors through SMS of the debits and credits in their demat account.



Deal only with SEBI Registered Intermediaries

Investors should deal with SEBI registered intermediary so that in case of deficiency of services, investor may take up the matter with SEBI.

Corporate Benefits in Electronic Form

Investor holding shares in physical form should opt for corporate benefits like split / bonus etc. in electronic form by providing their demat account details to Company's Registrar and Transfer Agents.

Register e-mail address

Investors should register their email address with the Company / Depository Participants. This will help them in receiving all communication from the Company electronically at their email address. This is faster and also avoids delay in receiving communications from the Company.

Book closure dates for the purpose of AGM

Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 1, 2015 to Monday, September 7, 2015 (both days inclusive) for the purpose of AGM for the year ended March 31, 2015.

Annual General Meeting

The 6th Annual General Meeting (AGM) will be held on Monday, September 7, 2015 at 12.00 noon at the Imagica Capital B2, Adlabs - Imagica, 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203.

Financial year of the Company

The financial year of the Company is from April 1 to March 31.

Website

The Company's website www.adlabsimagica.com contains a separate dedicated section called 'Investor Relations'. It contains comprehensive data base of information of interest to our investors including the financial results, annual reports, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and services rendered/ facilities extended to our investors.

Dedicated email id for investors

For the convenience of our investors, the Company has designated an email id i.e. compliance@adlabsentertainment.com

Registrar and Transfer Agent (RTA)

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S Marg, Bhandup (W), Mumbai-400 078.

Tel: (022) 2596 3838 , 2594 6970

Fax: (022) 2594 6969

e-mail: rnt.helpdesk@linkintime.co.in

Shareholders' / Investors' are requested to forward share transfer documents, dematerialization requests (through their Depository Participant) and other related correspondence directly to Company's RTA at the above address for speedy response.

Share transfer system

Shareholders' / Investors' are requested to send share certificate(s) along with share transfer deed in the prescribed form no. SH-4, duly filled in, executed and affixed with share transfer stamps, to the Company's RTA. If the transfer documents are in order, the transfer of shares is registered within 7 days of receipt of transfer documents by Company's RTA.

Permanent Account Number (PAN) for transfer of shares in physical form mandatory

SEBI has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company's RTA for

registration of such transfer of shares.

Shareholding pattern as on March 31, 2015:

Category Code	Category of shareholder	No. of Shareholders	Total Number of Shares	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	2	45,417,239	56.84
(2)	Foreign	0	0	0
	Total Shareholding of promoter and Promoter Group	2	45,417,239	56.84
(B)	Public Shareholding			
(1)	Institutions	34	16,195,470	20.27
(2)	Non Institutions	13,320	18,285,101	22.89
	Total Public Shareholding	13,354	34,480,571	43.16
(C)	Shares held by Custodians and against which the depository receipts have been issued			
(1)	Promoter and Promoter Group	0	0	0
(2)	Public	0	0	0
	TOTAL(A)+(B)+(C)	13,356	79,897,810	100.00

Distribution of shareholding

Category (Shares)	Holders	Shares	% of total shares
Upto - 5000	11,935	1,193,263	1.49
5001 - 10000	1,309	839,893	1.05
10001 - 20000	6	8,990	0.01
20001 - 30000	6	13,910	0.02
30001 - 40000	2	6,890	0.01
40001 - 50000	9	39,260	0.05
50001 - 100000	6	38,285	0.05
1000001 and above	83	77,757,319	97.32
TOTAL	13,356	79,897,810	100.00

Dematerialisation of Shares

The Company has admitted its shares to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialisation of Shares. The International Securities Identification Number (ISIN) allotted to the Company is INE172N01012. The equity shares of the Company are compulsorily traded in dematerialised form as mandated by Securities and Exchange Board of India (SEBI).

Status of Dematerialisation of shares

As on March 31, 2015, 100.00 per cent of the Company's equity shares are held in dematerialised form.

Investors' grievances attended

Number of complaints received : 6

Number of complaints resolved : 6

There was no complaint pending as on March 31, 2015.

Notes:

1. The shareholder base was 13,356 as of March 31, 2015 and 8 as of March 31, 2014.
2. Investors' queries / grievances are normally attended within a period of three days from the date of receipt thereof, except in cases involving external agencies or compliance with longer procedural requirements specified by the authorities concerned.

Build-up Equity Share Capital

Date of Allotment	No. of Equity Shares Allotted	Reason for allotment	Cumulative Number of Equity Shares
February 11, 2010	100,000	Initial subscribers to the Memorandum of Association	100,000
February 15, 2010	31,284,257	Allotment to the erstwhile partners of M/s. Dream Park	31,384,257
February 22, 2011	5,883,340	Preferential allotment to Thrill Park	37,267,597
December 14, 2011	4,649,070	Preferential allotment to Thrill Park	41,916,667
June 15, 2012	1,473,333	Preferential allotment to Thrill Park	43,390,000
August 25, 2012	186,667	Preferential allotment to Thrill Park	43,576,667
December 7, 2012	2,295,455	Preferential allotment to Centrum Financial Services Limited. The Equity Shares were allotted upon conversion of outstanding loan availed from Centrum Financial Services Limited into Equity Shares	45,872,122
August 31, 2013	2,590,909	Preferential allotment	48,463,031
September 11, 2013	4	Preferential allotment to India Advantage Fund S 3 I	48,463,035
October 10, 2014	95	Preferential allotment to NYLIM Jacob Ballas India Holdings IV	48,463,130
October 10, 2014	5	Preferential allotment to Jacob Ballas Capital India Private Limited	48,463,135
January 30, 2015	10,434,775	Allotment to India Advantage Fund upon conversion of India Advantage Fund S3 I compulsorily convertible debentures	58,897,910
January 30, 2015	2,539,989	Allotment to NYLIM Jacob Ballas India Holdings IV upon conversion of 474,978 compulsorily convertible debentures of face value ₹ 1,000 each	61,437,899
January 30, 2015	133,684	Allotment to Jacob Ballas Capital India Private Limited upon conversion of 24,999 compulsorily convertible debentures	61,571,583
March 27, 2015	18,326,227	Allotment pursuant to Initial Public Offer	79,897,810

Stock price and volume

As the Company was listed on BSE and NSE on April 6, 2015, the stock price and volume for the FY 2014-15 will not be applicable.

Stock Exchange listings

Equity Shares

Stock Exchanges on which the shares of the Company are listed:

The Company's equity shares are actively traded on the BSE and NSE.

1. BSE Limited (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.
E-mail: corp.relations@bseindia.com
Website : www.bseindia.com
2. National Stock Exchange of India Limited (NSE)
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051.
E-mail : cmlist@nse.co.in
Website : www.nseindia.com

Stock Code and ISIN

	Stock Code	ISIN
BSE (Equity shares)	539056	INE172N01012
NSE (Equity shares)	ADLABS	INE172N01012

Payment of Listing Fees

Annual listing fees for the year 2015-16 (as applicable) have been paid by the Company to the stock exchanges.

Share Price Performance in comparison to broad based indices- BSE Sensex and NSE Nifty as on March 31, 2015

As the Company was listed on BSE and NSE on April 6, 2015, Share Price Performance in comparison to broad based indices- BSE Sensex and NSE Nifty as on March 31, 2015 will not be applicable.

Key Financial Reporting Dates for the Financial Year 2015-16

Unaudited results for the first quarter ended June 30, 2015	: On or before August 14, 2015
Unaudited results for the second quarter ended September 30, 2015	: On or before November 14, 2015
Unaudited results for the second quarter ended December 31, 2015	: On or before February 14, 2016
Audited results for the financial year 2014-15	: On or before May 30, 2016

Depository services

For guidance on depository services, shareholders may write to the RTA of the Company or National Securities Depository Limited, Trade World, 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Tel: +91 22 2499 4200, Fax: +91 22 2497 2993 / 2497 6351, e-mail: info@nsdl.co.in, website: www.nsdl.com or Central Depository Services (India) Limited, Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Mumbai 400 023. Tel: +91 22 2272 3333 Fax: +91 22 2272 3199 / 2072, website: www.cdslindia.com, email: investors@cdslindia.com.

Communication to members

The annual financial results of the Company was announced within 60 days of the end of the financial year 2014-15. They are made available on Company's website: www.adlabsimagica.com. These are also published in leading newspapers. The Company's media releases are also published in leading newspapers.

Investors' correspondence may be addressed to the Registrar and Transfer Agent of the Company

Shareholders' / Investors' are requested to forward documents related to share transfer, dematerialisation requests (through their respective Depository Participant) and other related correspondence directly to Link Intime India Private Limited at the below mentioned address for speedy response.

Link Intime India Private Limited

C 13, Pannalal Silk Mills Compound
LBS Marg, Bhandup (West),
Mumbai 400 078

Shareholders/ Investors can also send the above correspondence to the Compliance Officer of the Company at the following address :

The Company Secretary
Adlabs Entertainment Limited
3rd Floor, Nimbus Centre, SAB TV Road,
Andheri (West), Mumbai 400 053, Maharashtra
Tel: +91 22 4068 0000; Fax: +91 22 4068 0088
Email: compliance@adlabsentertainment.com

Units:

30/31, Sangdewadi,
Off Mumbai - Pune Express Highway,
Khopoli - Pali Road, Khalapur, Pin 410203
Maharashtra, India

3rd Floor, Nimbus Centre,
SAB TV Road, Andheri (West),
Mumbai - 400 053.

9th Floor, Lotus Business Park,
New Link Road, Andheri (West),
Mumbai - 400 053



Practicing Company Secretary's Certificate on Corporate Governance

To the Members of

ADLABS ENTERTAINMENT LIMITED

Re: Certificate regarding compliance of conditions of Corporate Governance

I have examined the compliance of conditions of Corporate Governance by ADLABS ENTERTAINMENT LIMITED, for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I state that no investor grievance is pending for a period exceeding one month against the Company as per the RTA records.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Aabid & Co.

Place: Mumbai
Date: August 3, 2015

Mohammed Aabid
Membership No. 6579
COP No. 6625

Financial Highlights - Standalone

(₹ in Million)

Particulars	2014-2015	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
FINANCIAL RESULTS						
Revenue from operations	1,894.22	1,038.02	-	-	-	-
Total Revenue	1,912.52	1,070.13	39.30	-	-	-
Earnings before interest, tax, depreciation and amortization (EBITDA)	223.55	70.61	(21.24)	(5.30)	-	-
Depreciation and amortisation expense	797.48	305.18	0.13	-	-	-
Exceptional Items	-	-	0.63	-	-	-
Profit / (Loss) after tax for the year	(1,071.61)	(527.57)	(14.57)	(6.06)	-	-
FINANCIAL POSITION						
Equity Share Capital	798.98	484.63	458.72	419.17	430.23	347.34
Reserves and Surplus	6,295.67	2,651.77	2,635.25	2,084.77	1,858.38	1,564.21
Shareholders Funds	7,094.65	3,136.40	3,093.97	2,503.94	2,288.61	1,911.55
Loan Funds	11,233.49	11,400.44	7,881.03	1,980.83	454.90	232.38
Gross Fixed Assets	15,860.57	14,274.57	10,728.90	4,470.67	2,715.08	2,422.84
Net Fixed Assets	14,733.17	13,944.63	10,704.12	4,457.14	2,707.82	2,420.70
Current Assets, Loans & Advances	4,511.32	914.26	834.20	218.50	144.74	75.30
Total Assets	20,040.11	15,002.36	11,545.74	4,675.64	2,856.20	2,499.28
EQUITY SHARE DATA						
Earnings Per Share	(20.96)	(11.29)	(0.33)	(0.16)	-	-



Independent Auditors' Report

TO THE MEMBERS OF ADLABS ENTERTAINMENT LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Adlabs Entertainment Limited (the Company), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b. In the case of the Statement of Profit and Loss, of the Loss of the Company for the year ended on that date; and
- c. In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 (the Order) issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Account) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.7 to the standalone financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For A. T. Jain & Co.
Chartered Accountants
Firm Registration No. 103886W

A. T. Jain
Partner
Membership No.: 014095

Place : Mumbai
Date : May 27, 2015




Annexure to the Auditors' Report

(Referred to in paragraph 1 of report on other legal and Regulatory requirement of even date)

1.
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. As per the information and explanations given to us, Fixed Assets were physically verified during the year by the management as per its programme, which in our opinion is reasonable considering the size and the nature of its business. The frequency of verification is reasonable and no material discrepancies have been noticed on such verification.
2.
 - a. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. Stock of Food Items, Merchandise, stores and spare parts are reported to be physically verified in accordance with the procedure followed by the management.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c. In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. The company has not granted loan to any party covered in the register maintained under Section 189 of the Act. Therefore the provisions of clause 3(iii)(a) and 3(iii) (b) of the Companies (Auditors Report) Order, 2015 is not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for purchase of inventories and fixed assets and for the sale of goods and services. We have not observed any continuing failure to correct major weaknesses in such internal controls.
5. As per the information's and explanations given to us the company has not accepted any deposits from the public during the year. Therefore the provisions of paragraph 3(v) of the Order are not applicable to the Company.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013.
7.
 - a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

As explained to us, the Company did not have any dues on account of employees' state insurance. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
 - c. According to the information and explanations given to us, there were no amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
8. The Company has accumulated losses at the end of the financial year, however the loss has not exceeded fifty percent of its net worth. The Company has incurred cash losses in the current financial year and in the immediately preceding financial year



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9. According to the information and explanation given to us and based on the documents and records examined by us, in our opinion the company has not defaulted in repayment of loans due to banks.
 10. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
 11. In our opinion and on the basis of information and explanations given to us, the term loans raised during the year by the company were applied for the purposes for which the loans were obtained.
 12. According to the information and explanations given to us, no fraud on or by the company was noticed or reported during the course of our audit.

For A. T. Jain & Co.
Chartered Accountants
Firm Registration No. 103886W

A. T. Jain
Partner
Membership No.: 014095

Place : Mumbai
Date : May 27, 2015

Balance Sheet

as at March 31, 2015

(₹ in Million)

	Notes	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Fund			
Share capital	3	798.98	484.63
Reserves and surplus	4	6,295.67	2,651.77
		7,094.65	3,136.40
Non Current Liabilities			
Long-term borrowings	5	10,393.49	10,880.44
Long-term provisions	6	20.93	15.44
		10,414.42	10,895.88
Current Liabilities			
Short-term borrowings	7	840.00	520.00
Trade payables	8	284.08	146.87
Other current liabilities	9	1,401.10	302.65
Short-term provisions	10	5.86	0.56
		2,531.04	970.08
Total		20,040.11	15,002.36
ASSETS			
Non-current Assets			
Fixed Assets			
- Tangible assets	11	13,102.16	12,587.60
- Intangible assets	12	323.93	356.14
- Capital work- in-progress		1,306.68	1,000.89
- Intangible assets under development		0.40	-
		14,733.17	13,944.63
Non Current Investments	13	4.15	-
Deferred tax assets (net)	28	791.47	143.47
Long-term loans and advances	14	107.65	103.57
		15,636.44	14,191.67
Current Assets			
Inventories	15	105.17	49.49
Trade receivables	16	58.92	6.33
Cash and bank balances	17	3,935.67	355.77
Short-term loans and advances	18	3.77	2.05
Other current assets	19	300.14	397.05
		4,403.67	810.69
Total		20,040.11	15,002.36
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For A. T. JAIN & CO.
Firm Registration No: 103886W
Chartered Accountants

A. T. Jain
Partner
Membership No : 014095

For and on behalf of the Board of Directors of
ADLABS Entertainment Limited

Manmohan Shetty
Chairman

Kapil Bagla
Whole Time Director

Rakesh Khurmi
Chief Financial Officer

Ghanshyam Jhala
Company Secretary

Place : Mumbai
Date : May 27, 2015

Place : Mumbai
Date : May 27, 2015

Statement of Profit and Loss

for the year ended March 31, 2015

(₹ in Million)

	Notes	For the Year ended March 31, 2015	For the Year ended March 31, 2014
INCOME			
Revenue from operations	20	1,894.22	1,038.02
Other income	21	18.30	32.11
Total Revenue [I]		1,912.52	1,070.13
EXPENSES			
Cost of material consumed	22	97.55	70.59
Purchase of trading goods			
- Merchandise		81.31	43.06
(Increase)/decrease in inventories	23	(17.83)	(10.58)
Personnel expenses	24	479.14	200.05
Operating and other expenses	25	1,048.80	696.40
Total Expenses [II]		1,688.97	999.52
Earnings before interest, tax, depreciation and amortization (EBITDA) [I-II]		223.55	70.61
Less:			
Depreciation and amortisation expense (Refer note 2.3 and 2.6)	11 & 12	(797.48)	(305.18)
Interest & Finance costs	26	(1,145.67)	(425.33)
Total		(1,943.15)	(730.51)
Profit / (Loss) before exceptional and extraordinary items and tax		(1,719.60)	(659.90)
Less : Prior period items		-	(3.72)
Profit / (Loss) before tax		(1,719.60)	(663.62)
Tax Expenses			
- Current tax		-	-
- Deferred tax charge	28	648.00	136.05
Total tax expense		648.00	136.05
Profit / (Loss) after tax for the year		(1,071.60)	(527.57)
Earnings per share	27	(20.96)	(11.29)
Basic and Diluted (Nominal value of shares ₹ 10 each)			
Summary of Significant Accounting Policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For A. T. JAIN & CO.
Firm Registration No: 103886W
Chartered Accountants

A. T. Jain
Partner
Membership No : 014095

Place : Mumbai
Date : May 27, 2015

For and on behalf of the Board of Directors of
ADLABS Entertainment Limited

Manmohan Shetty
Chairman

Kapil Bagla
Whole Time Director

Rakesh Khurmi
Chief Financial Officer

Ghanshyam Jhala
Company Secretary

Place : Mumbai
Date : May 27, 2015

Cash Flow Statement

for the year ended March 31, 2015

(₹ in Million)

	For the Year ended March 31, 2015	For the Year Ended March 31, 2014
A: CASH FLOW FROM OPERATING ACTIVITIES		
Net loss before tax	(1,719.60)	(663.62)
Adjustments for:		
Depreciation and amortization	797.48	305.15
Prior period items	-	3.72
Interest income	(5.38)	(4.26)
Interest expense and finance cost	1,145.67	425.33
Operating Loss before Working Capital Changes	218.17	66.32
Movements in working capital :		
Decrease / (increase) in trade receivables	(52.59)	(6.33)
(Decrease) / increase in trade payables	137.21	138.34
Decrease / (increase) in inventories	(55.68)	(49.49)
Decrease / (increase) in other current and non current assets	91.84	67.96
(Decrease) / increase in current and non current liabilities	9.29	(243.55)
Cash Generated from Operations	348.24	(26.75)
Direct taxes paid (net of refunds)	(3.19)	(2.49)
Net Cash used in Operating Activities	345.05	(29.24)
B: CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets and change in capital work-in-progress	(1,422.55)	(3,580.24)
Purchase of Non Current Investments	(0.10)	-
Interest income	5.38	4.26
Fixed Deposit Matured	38.36	(79.10)
Net Cash Used in Investing Activities	(1,378.91)	(3,655.08)
C: CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares / loan from promoters	3,877.36	520.00
Share issue expenses paid	(90.51)	-
IPO proceeds pending refund	352.28	-
Proceeds from Unsecured Term Loans from promoter	70.00	-
Proceeds from long term borrowings (net)	1,444.81	3,568.91
Proceeds from short term borrowings increase / (decrease) net	250.00	-
Interest expense and finance cost paid	(1,251.82)	(425.33)
Net Cash generated from Financing Activities	4,652.12	3,663.58

Cash Flow Statement

for the year ended March 31, 2015

(₹ in Million)

	For the Year ended March 31, 2015	For the Year Ended March 31, 2014
Net increase in cash and cash equivalents (A + B + C)	3,618.26	(20.74)
Cash and cash equivalents at the beginning of the year	276.67	297.41
Cash and cash equivalents at the end of the period	3,894.93	276.67
Components of cash and cash equivalents as at	March 31, 2015	March 31, 2014
Cash on hand	24.31	5.83
With banks - on current account	3,861.82	154.04
Fixed deposits with bank	8.80	8.46
Liquid fund investment	-	108.34
Cash and cash equivalent in cashflow statement	3,894.93	276.67

Notes :

1. Comparative figures are regrouped wherever necessary.
2. The cashflow statement has been prepared under 'Indirect Method' as set out in Accounting Standard - 3 on cashflow statement issued under Companies (Accounting Standard) Rules, 2006.
3. Figures in bracket represent cash outflow.

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For A. T. JAIN & CO.
Firm Registration No: 103886W
Chartered Accountants

A. T. Jain
Partner
Membership No : 014095

For and on behalf of the Board of Directors of
ADLABS Entertainment Limited

Manmohan Shetty Kapil Bagla
Chairman Whole Time Director

Rakesh Khurmi Ghanshyam Jhala
Chief Financial Officer Company Secretary

Place : Mumbai
Date : May 27, 2015

Place : Mumbai
Date : May 27, 2015



Notes forming part of the financial statements

1. GENERAL NOTE ON BUSINESS:

The Company is engaged in the business of development and operations of theme based entertainment destinations in India, including theme parks, water parks and associated activities including retail merchandising and food and beverages. The flagship project of the company is located at Khalapur, on Mumbai Pune Expressway and is branded “Adlabs Imagica” for the theme park component and “Adlabs Aquamagica” for the water park component. The Company is developing a 287 room hotel at the same location by the name “Novotel Imagica” which is expected to commence operation in the financial year 2015-2016.

NOTES TO THE ACCOUNTS ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015.

2. SIGNIFICANT ACCOUNTING POLICIES:

2.1 Basis of Preparation of Financial Statements

The Company follows Mercantile System of Accounting. The financial statements have been prepared and presented under the historical cost convention and in accordance with the accounting standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions to the extent applicable.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

2.2 Use of Estimates

The Presentation of the financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting year. Difference between the actual results and estimates are recognized in the year in which the results are known / materialized.

2.3 Fixed Assets & Depreciation

Fixed assets are valued at cost less accumulated depreciation. All cost comprises of purchase price, duties levies attributable to the fixed assets are capitalized. Costs also include interest and financing costs, test and trial run cost till commencement of commercial operations of amusement park project, net charges on foreign exchange contracts (Buyers credit) and adjustments arising from exchange rate variations including mark to market provisions attributable to the fixed assets are also capitalized.

Fixed assets retired from active use and held for disposal are stated at lower of their net book value and net realizable value and are disclosed separately.

Depreciation is charged on Straight Line Method in Accordance with the rate and in the manner specified in Schedule II of the Companies Act, 2013 or on the basis of useful lives of the assets as estimated by management, whichever is lower. Useful life of the assets is tabulated below.



Notes forming part of the financial statements

Sr. No	Nature of Asset	Estimated Useful Life
1.	Building	30 Years
2.	Roads	5 Years
3.	Plant and Machinery	15 Years
4.	Furniture and fittings	
	(a) General furniture and fittings	10 Years
	(b) Furniture and fittings used in hotels and restaurants.	8 Years
5.	Motor Vehicles	
	(a) Motor cycles	8 Years
	(b) Motor buses and motor cars	8 Years
	(c) Electrically operated vehicles including battery powered or fuel cell powered vehicles	8 Years
6.	Office equipments	5 Years
7.	Computers and data processing units	
	(a) Servers and networks	6 Years
	(b) End user devices, such as, desktops, laptops, etc.	3 Years
8.	Electrical Installations and Fittings	10 Years
9.	Pipes & Fittings	15 Years
10.	Trees & Nursery	3 Years to 30 Years

2.4 Revenue Recognition

The Company has revenue recognition policies for its various operating segments that are appropriate to the nature of each business.

Tickets

Revenues from theme park/water park ticket sales are recognized when the tickets are issued.

During the year the Company has changed its accounting policy for recognizing revenue from sale of Open Pass/Gift Passes or Open Day Tickets with all days validity which are Non-Refundable in nature. Previously revenue from sale of such Passes/Tickets was recognized when they were sold/ booked. The Company now recognizes the revenue when Passes/ Tickets are utilized or expired.

Management believes that such change will result into more appropriate presentation of financial statements.

The impact of this voluntary change in accounting policy on the financial statement of March 31, 2014 is as follows

	As reported	Adjustment	Restated
	(₹ in Million)		
Revenue from ticket sales for the year ended March 31, 2014	713.83	(0.95)	712.88
Advance against ticket sales as on March 31, 2014 (Under the head Other Current Liability)	0.96	0.95	1.91

Had the company continued to use earlier method of recognizing revenue, the revenue from ticket sales for the year ended March 31, 2015 would have increased by ₹ 0.17 Million and the advance against ticket sales as on March 31, 2015 (Under the head Other Current Liability) would reduce by ₹ 0.17 Million.

Notes forming part of the financial statements

Food / Beverages

Revenue is recognized when food/ drinks are supplied or served or services rendered. Sales are inclusive of VAT.

Merchandise

Retail sale are recognized on delivery of the merchandise to the customer, when the property in goods and significant risk and rewards are transferred for a price and no effective ownership control is retained.

Others

The revenue is recognized on accrual basis and when significant risk and rewards are transferred.

2.5 Inventories

Inventories are valued at lower of cost and net realizable value. Cost is arrived in the following manner:

Food items	:	Weighted Average Basis
Merchandise	:	Cost
Consumable & Spare Parts	:	Cost

2.6 Intangible Assets

- Intangible Assets are stated at Cost of Acquisition net of recoverable taxes less accumulated amortizations/deletions.
- Depreciation is charged, based on the useful lives of the assets as estimated by the management.

Sr. No	Nature of asset	Estimated Useful Life
1.	Trademarks and Logos	10 Years
2.	Softwares	6 Years
3.	Films	10 Years

2.7 Provisions, Contingent Liabilities and Contingent assets

A provision is recognized when the company has a present obligation as a result of a past event, and is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date. A contingent liability is disclosed unless the possibility of an outflow of resources embodying economics benefits is remote. A contingent asset is neither recognized nor disclosed.

Contingent Liabilities

A suit has been filed by one vendor under Section 18 to be read with Section 17 of Micro, Small and Medium Enterprises Act 2006 and as on March 31, 2015 has claimed an amount of ₹ 9.74 Million. The Company has acknowledged only ₹ 0.96 Million and has rejected the further claim of ₹ 8.78 Million as frivolous. The Company is pursuing all legal remedies and is confident of a favourable outcome.

2.8 Foreign Currency Transactions

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions. Gains and losses, if any, at the year-end in respect of monetary assets and monetary liabilities not covered by the forward contracts are transferred to Profit & Loss Account except for Long Term Foreign Currency Monetary Items.

The Company as per provisions under para 46A of AS-11 notification, has added/deducted from the Cost of Assets the Exchange Fluctuation including mark to market provisions arising on reporting of Long Term Foreign Currency Monetary Item utilized for acquiring the said Fixed Assets. The amount of Exchange Difference adjusted to Fixed Assets during the reporting year is ₹ 88.20 Million (net).

Notes forming part of the financial statements

2.9 Borrowing Cost (Interest and Finance Charges)

Borrowing costs that are attributable to acquisition and construction of qualifying assets are capitalized till the asset is put to use. All other borrowing costs are recognized as expenditure in the year in which they are incurred.

Borrowing cost incurred for qualifying assets is capitalised up to the date the asset is ready for intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset.

Capitalized borrowing costs amounted to ₹ 106.60 Million (previous year: ₹ 1,544.90 Million) and related to Fixed Assets.

Average cost for capitalization & financial charges thereon of 9.74% (previous year:10.77%) was used as a basis for capitalization for assets which are still under Work in Progress.

2.10 Employee Benefit

The company has provided for leave encashment and gratuity as per actuarial valuation done on projected unit credit method. Both the liabilities are non funded.

2.11 Income Tax

Current Tax:

Provision for current Income Tax is made on the estimated taxable income using the applicable tax rates and tax laws.

Deferred Tax:

Deferred Tax arising on the timing differences and which are capable of reversal in one or more subsequent year is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax asset is not recognized unless there is a virtual certainty as regards to the reversal of the same in future years.

2.12 Investments

Long term investments are stated at cost less other than temporary diminution in value, if any. Current investments are stated at lower of cost and fair value. Fair value of investments in mutual funds is determined on a portfolio basis.

2.13 Lease

(a) Where the company is a Lessor:

The Company has given on lease three premises/place for period of 5 years to 15 years. The lease rentals received during the reporting year amount to ₹ 1.18 Million.

The future minimum lease receipts of such operating leases as at March 31, 2015 are summarized as below.

(₹ in Million)

	March 31, 2015	March 31, 2014
Amount receivable within one year from the balance sheet date.	1.21	0.65
Amount receivable in the period between one year and five years	4.77	2.92
Amount receivable beyond five years	7.14	7.98
Total	13.12	11.55

(b) Where the Company is a Lessee:

The Company has taken certain assets like Land, Office premises, furniture and fixtures and apartments on lease. They are on rental lease term which range between 10 months to 7 years. The lease rentals paid during the year amount to ₹ 16.27 Million.

Notes forming part of the financial statements

The future minimum lease payments in respect of such operating leases as at March 31, 2015 are summarized below.

	(₹ in Million)	
	March 31, 2015	March 31, 2014
Amount payable within one year from the balance sheet date	45.52	42.23
Amount payable in the period between one year and five years	47.83	87.79
Amount payable beyond five years	0.03	0.58
Total	93.38	130.60

The above lease payments are exclusive of service tax.

2.14 Impairment of Asset

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An Impairment Loss is charged to the Profit & Loss Account in the year in which the asset is identified as impaired. The impairment loss recognized in prior accounting year is reversed if there has been a change in the estimate of recoverable amount.

2.15 Measurement of Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)

As permitted by the Guidance Note the Company has elected to present EBITDA as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit / (loss) from continuing operations. In its measurement, the Company does not include depreciation and amortization, finance costs, tax expense and, where applicable, prior period items.

2.16 Details of dues to micro and small enterprises as per MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises (MSME). On the basis of the information and records available with the Company, the following disclosures are made for the amounts due to the Micro and Small enterprises.

	(₹ in Million)	
	As at March 31, 2015	As at March 31, 2014
Principal amount due to any supplier as at the period end	3.69	2.32
Interest due on the principal amount unpaid at the period end to any supplier	0.39	-
Amount of Interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period	-	-
Payment made to the enterprises beyond appointed date under Section 16 of MSMED	0.31	-
Amount of Interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the period, but without adding the interest specified under MSMED	0.16	-
The amount of interest accrued and remaining unpaid at the end of each accounting period; and	0.55	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due as above is actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED.	-	-

Notes forming part of the financial statements

3. SHARE CAPITAL

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Authorised Capital		
200,000,000 (Previous Year: 200,000,000)		
Equity shares of ₹ 10/- each	2,000.00	2,000.00
Total	2,000.00	2,000.00
Issued, Subscribed and Fully Paid up		
79,897,810 (Previous Year: 48,463,035)		
Equity shares of ₹ 10/- each, fully paid up	798.98	484.63
Total	798.98	484.63

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at March 31, 2015		As at March 31, 2014	
	Number of shares	(₹ in Million)	Number of shares	(₹ in Million)
Shares outstanding at the beginning of the year	48,463,035	484.63	45,872,122	458.72
Add :- Debentures converted during the year	13,108,448	131.08	-	-
Add :- Issued during the year	18,326,327	183.27	2,590,913	25.91
Outstanding at the end of the year	79,897,810	798.98	48,463,035	484.63

(b) Details of shares held by holding Company

Name of the Shareholder	No of Shares	
	As at March 31, 2015	As at March 31, 2014
Equity Shares		
Thrill Park Limited	42,575,087	45,616,795

(c) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholders	As at March 31, 2015		As at March 31, 2014	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Thrill Park Limited	42,575,087	53.29	45,616,795	94.13
India Advantage Fund S3 I	10,434,779	13.06	-	-
Mr. Manmohan Shetty	-	-	2,842,152	5.86

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Notes forming part of the financial statements

4. RESERVES AND SURPLUS

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Securities Premium Account		
Opening balance	3,199.97	2,655.88
Add :- Premium received during the year on account of conversion of debentures	1,808.91	-
Add :- Premium received during the year on account of issue of shares	3,194.10	544.09
Less :- Initial public offer expenses (IPO) (refer note no.42)	(287.51)	-
Closing Balance	7,915.47	3,199.97
Surplus / (Deficit) in the statement of profit and loss		
Opening balance	(548.20)	(20.63)
Surplus / (deficit) in the statement of Profit and Loss	(1,071.60)	(527.57)
Net surplus/(deficit) in the statement of Profit and Loss	(1,619.80)	(548.20)
Total reserves and surplus	6,295.67	2,651.77

5. LONG TERM BORROWINGS

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Term Loans		
- From banks (refer note no. 36)	8,674.41	7,345.25
- From financial institutions (refer note no. 36)	923.80	738.06
- Buyers credit from banks	1,286.95	1,357.03
	10,885.16	9,440.34
Less :- Amount disclosed under the head "Other current liabilities"	491.77	-
	10,393.39	9,440.34
Other Loans		
- Loans and advances from a related party	0.10	0.10
Debentures		
- 14,39,999 0% Unsecured Compulsory Convertible Debentures of ₹ 1,000/- each	-	1,440.00
	10,393.49	10,880.44
The above amount includes		
Secured	10,885.16	9,440.33
Unsecured	0.10	1,440.10
Note :- Loan guaranteed by promoters	10,885.16	9,440.33

6. LONG TERM PROVISIONS

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Provision for gratuity	13.03	7.02
Provision for leave encashment	7.90	8.42
Total	20.93	15.44

Notes forming part of the financial statements

7. SHORT TERM BORROWINGS

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
- From banks (Secured) (refer note no. 47)	250.00	-
- Loan from promoters (Unsecured)	590.00	520.00
Total	840.00	520.00

8. TRADE PAYABLES

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Expenses trade payable (refer note no. 2.16)	284.08	146.87
Total	284.08	146.87

9. OTHER CURRENT LIABILITIES

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
- Advance received against tickets sales	5.25	0.96
- Interest accrued but not due on borrowings	8.57	3.77
- Interest accrued and due on borrowings	1.28	5.63
- Current maturity of long term borrowings	491.77	-
Other liabilities for		
- Statutory dues	17.46	24.29
- Security deposits from sales agents	1.55	0.50
- Sundry creditors for land purchase	29.14	29.36
- Sundry creditors for capital goods and services (Refer note no.2.16)	296.80	238.14
- IPO Proceeds Payable (OFS)	352.28	-
- IPO Expense Payable	197.00	-
Total	1,401.10	302.65

10. SHORT-TERM PROVISIONS

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Provisions for employee benefits		
- Provision for gratuity	0.66	0.05
- Provision for leave travel allowance	4.36	-
- Provision for leave encashment	0.84	0.51
Total	5.86	0.56

Notes forming part of the financial statements

11. TANGIBLE ASSETS

(₹ in Million)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at April 1, 2014	Additions during the Year	Deductions/Decapitalized during the Year	As at March 31, 2015	As at April 1, 2014	Depreciation for the Year	Deduction during the Year	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014
Land (refer note no. 36, 40, 41 and 47)	2,442.75	0.25	-	2,443.00	-	-	-	-	2,443.00	2,442.75
Computer and Software	100.78	11.78	-	112.56	7.01	17.78	-	24.79	87.77	93.77
Computer Others	19.31	5.52	-	24.83	9.63	5.61	-	15.24	9.59	9.68
Electrical Installation	757.76	79.44	0.13	837.07	31.45	79.85	-	111.30	725.77	726.31
Furniture & Fixtures	640.51	74.48	1.17	713.82	31.95	70.93	-	102.88	610.94	608.56
Office Equipments	223.65	5.74	0.26	229.13	21.01	45.34	-	66.35	162.78	202.64
Plant & Machinery (refer note no. 2.8)	5,279.13	518.83	87.94	5,710.02	146.28	383.29	-	529.57	5,180.45	5,132.85
Building	3,195.31	498.21	15.26	3,678.26	46.69	114.39	-	161.08	3,517.18	3,148.62
Building Road	35.47	55.86	-	91.33	2.93	12.33	-	15.26	76.07	32.53
Pipes and Fitting	29.18	103.87	-	133.05	0.80	6.24	-	7.04	126.01	28.37
Vehicles	23.32	4.35	0.09	27.58	5.75	3.31	-	9.06	18.52	17.57
Nursery	22.23	8.72	-	30.95	3.04	8.86	-	11.90	19.05	19.19
Electrical Vehicle	3.92	-	-	3.92	0.20	0.49	-	0.69	3.23	3.71
Nursery - Tree	7.01	1.02	-	8.03	0.10	0.27	-	0.37	7.66	6.91
Rides & Attraction - Bandit of Robinhood (refer note no. 48)	117.44	-	-	117.44	3.30	-	-	3.30	114.14	114.14
Total - A	12,897.77	1,368.07	104.85	14,160.99	310.14	748.69	-	1,058.83	13,102.16	12,587.60

12. INTANGIBLE ASSETS

(₹ in Million)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at April 1, 2014	Additions during the Year	Deductions/Decapitalized during the Year	As at March 31, 2015	As at April 1, 2014	Depreciation for the Year	Deduction during the Year	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014
Software	78.30	16.59	-	94.89	11.36	15.02	-	26.38	68.51	66.94
Logo and Trade Mark	6.78	-	-	6.78	0.40	0.68	-	1.08	5.70	6.38
Film	290.83	-	-	290.83	8.02	33.09	-	41.11	249.72	282.82
Total - B	375.91	16.59	-	392.50	19.78	48.79	-	68.57	323.93	356.14
Grand Total - A+B	13,273.68	1,384.66	104.85	14,553.49	329.92	797.48	-	1,127.40	13,426.09	12,943.74

Notes forming part of the financial statements

13. NON CURRENT INVESTMENTS

(₹ in Million)

	No. of Shares	As at March 31, 2015	As at March 31, 2014
Investment in subsidiary company			
Walkwater Properties Private Limited (F.V ₹ 10/-) (refer note no 39)	415,000	4.15	-
Total		4.15	-
Aggregate value of investment at cost		4.15	-

14. LONG-TERM LOANS AND ADVANCES

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Capital Advances		
Advance for land at Khalapur (Unsecured, considered good)	66.76	66.76
Security Deposits (Unsecured, considered good)	36.16	32.88
Other		
Advance income taxes (net)	3.19	2.49
Deposits with government authorities	1.54	1.44
Total	107.65	103.57

15. INVENTORIES

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Raw material		
- Food Items	9.91	10.57
Trading goods		
- Merchandise	28.41	10.58
Consumables & spares parts	66.85	28.34
Total	105.17	49.49

16. TRADE RECEIVABLES

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good unless stated otherwise		
Over six months	-	-
Other	58.92	6.33
Total	58.92	6.33

Notes forming part of the financial statements

17. CASH AND BANK BALANCES

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Cash and cash equivalents		
Balance with banks	3,861.82	154.04
Cash on hand	24.31	5.83
Fixed deposit	8.80	8.46
Liquid fund investment	-	108.34
Total A	3,894.93	276.67
Other bank balances		
Fixed deposits (pledge with banks)	40.74	79.10
Total B	40.74	79.10
Total (A+B)	3,935.67	355.77

18. SHORT-TERM LOANS AND ADVANCES

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Loan to employees	3.77	2.05
Total	3.77	2.05

19. OTHER CURRENT ASSETS

(₹ in Million)

	As at March 31, 2015	As at March 31, 2014
Share application money	125.00	125.00
Custom duty refund receivable	0.65	2.98
Deposits- secured	6.02	64.48
Deposit- others	35.68	19.97
Stamp duty refund receivable	0.10	2.56
Advances to suppliers	127.00	157.93
Prepaid expenses & insurance	5.58	21.43
Other receivables	0.11	2.70
Total	300.14	397.05

Notes forming part of the financial statements

20. REVENUE FROM OPERATIONS

(₹ in Million)

	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Sale of products	1,863.03	1,017.86
Other operating revenue	31.19	20.16
Revenue from operations (Net)	1,894.22	1,038.02
Details of Product sold		
Tickets sales	1,415.31	713.83
Food and beverages	311.12	240.21
Merchandise sales	136.59	63.82
Total	1,863.02	1,017.86
Details of Other operating revenue		
Income from parking services	10.85	9.69
Income from third party logistic services	8.37	6.56
Income from space on hire	4.75	1.95
Income from lockers	6.08	-
Misc. Income	1.13	1.96
Total	31.18	20.16

21. OTHER INCOME

(₹ in Million)

	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Income from liquid fund investments	12.92	27.80
Interest Income - bank deposits	5.38	4.26
Gain on Sale of Assets	-	0.05
Total	18.30	32.11

22. COST OF MATERIAL CONSUMED

(₹ in Million)

	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Cost of food and beverage, others	91.23	69.94
Cost of liquor	6.32	0.65
Total	97.55	70.59

Notes forming part of the financial statements

23. (INCREASE) / DECREASE IN INVENTORIES

(₹ in Million)

	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Stock in trade at the beginning of the year		
- Merchandise	10.58	-
Less: Stock in trade at the end of the year		
- Merchandise	28.41	10.58
Total	(17.83)	(10.58)

24. PERSONNEL EXPENSES

(₹ in Million)

	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Salaries, wages and bonus	365.59	156.71
Contribution to provident fund	23.46	9.21
Employee welfare and other amenities	90.09	34.13
Total	479.14	200.05

25. OPERATING AND OTHER EXPENSES

(₹ in Million)

	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Consumables & spares parts	44.80	12.12
Rent	17.07	11.99
Rates and taxes	23.18	13.86
Repairs and Maintenance (Plant & Machinery)	70.88	29.04
Power, fuel and water	134.22	54.74
Freight and forwarding expenses	1.77	1.76
House keeping expenses	51.72	25.79
Event & entertainment expenses	49.06	21.08
Advertisement, sales and marketing expenses	395.40	369.33
Insurance expense	21.43	8.33
Communication expenses	5.77	2.08
Travelling and conveyance expenses	53.16	23.49
Payment to auditors (refer note 29)	1.20	1.14
Legal and professional fees	37.62	29.94
Preliminary expenses	-	10.51
Foreign exchange loss (net)	0.29	2.59
Commission	52.51	29.80
Security and safety expenses	62.63	31.46
Printing and stationery expenses	7.59	4.62
Directors sitting fees	3.58	0.06
Other operating expenses	14.92	12.67
Total	1,048.80	696.40

Notes forming part of the financial statements

26. INTEREST AND FINANCE COST

(₹ in Million)

	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Interest	1,114.31	414.74
Bank charges	31.36	10.59
Total	1,145.67	425.33

27. EARNINGS PER SHARE (EPS)

Sr. No	Particulars	For the Year ended March 31, 2015	For the Year ended March 31, 2014
1	Net (Loss) as per Profit and Loss Account attributable to Equity Shareholders in Rupees in Million	(1071.60)	(527.57)
2	Weighted Average number of equity shares used as denominator for calculating EPS*	50,897,529	46,745,224
3	Basic and Diluted Earnings per share in Rupees	(20.96)	(11.29)
4	Face Value per equity share in Rupees	10.00	10.00
	*Adjusted for issue of additional equity shares at premium in April 2014 to March 2015		

28. DEFERRED TAX ASSET (NET)

(₹ in Million)

	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Deferred Tax Assets		
On account of Business Loss	1161.77	357.43
On account of Other Items	1.02	1.69
Expenditure allowed on payment basis	7.62	5.44
Gross Deferred Tax Assets (A)	1170.41	364.56
Deferred Tax Liabilities		
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books.	378.94	221.09
Gross Deferred Tax Liabilities (B)	378.94	221.09
Deferred Tax Asset (Net) (A-B)	791.47	143.47

The timing differences result in a net deferred asset, relating mainly to unabsorbed depreciation and carried forward losses under the Income Tax Act, 1961.

The Company has commenced its operations in last reporting year, therefore the company has recognised deferred tax assets on unabsorbed business losses and unabsorbed depreciation in view of operation of Theme Park and Water Park picking up pace and increasing footfalls. Further in the financial year 2015 -2016 the Company will commence its hotel operations which will lead to increased footfalls. Also with the successful IPO and prepayment of loans to bank, the profitability of Company is likely to improve.

Notes forming part of the financial statements

29. AUDITORS REMUNERATION:

(₹ in Million)

	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Audit Fees	1.12	1.12
Reimbursement of expenses	-	0.02
Taxation Matters	0.08	-
IPO Matters*	1.78	-
Total	2.98	1.14

* Payment of ₹ 1.78 Million made to auditors for IPO matters are reduced from securities premium account as IPO expenses. (Refer note 42)

30. Estimated amount of contracts remaining to be executed on capital account and not provided for is ₹ 344.62 Million as on March 31, 2015.

31. RELATED PARTY DISCLOSURES (AS IDENTIFIED BY THE MANAGEMENT).

a) Related Party Relationship

- i) Holding Company
 - Thrill Park Limited
- ii) Subsidiary Company
 - Walkwater Properties Private Limited (w.e.f. September 11, 2014)(WPPL)
- iii) Key Managerial Personnel
 - Mr. Manmohan Shetty
 - Mr. Kapil Bagla
 - Mr. Harjeet Chhabra
 - Mr. Vincent Pijnenburg
 - Mr. Rakesh Khurmi
- iv) Relatives
 - Mrs. Pooja Deora
 - Ms. Aarti Shetty
- v) Entities controlled by Relatives of Director
 - Walkwater Properties Private Limited (up to September 10, 2014)(WPPL)

Notes forming part of the financial statements

b) Transaction with Related Parties (Excluding Reimbursements).

(₹ in Million)

Sr. No	Nature of Transaction	Holding Company	Subsidiary Company	Key Managerial Personnel	Relatives	Entities Controlled by Relatives of Director
1	Capital					
	Issued during the year (Transfer from Advance against Equity) (Incl Share Premium)	- (450.00)	- (-)	- (120.00)	- (-)	- (-)
2	Loan from Promoters					
	Received During the year	70.00 (70.00)	- (-)	- (-)	- (-)	- (-)
3	Investments					
	Subscription of equity share of WPPL	- (-)	4.05 (-)	- (-)	- (-)	- (-)
	Purchase equity share of WPPL	- (-)	- (-)	- (-)	0.10 (-)	- (-)
4	Advances					
	Received During the year	27.00 (-)	- (-)	- (-)	- (-)	- (-)
	Repaid During the year	27.00 (-)	- (-)	- (-)	- (-)	- (-)
	Advances given during the year	- (-)	- (-)	- (-)	- (-)	0.27 (-)
5	Current Liabilities					
	Amount Payable towards IPO Proceed	368.58 (-)	- (-)	- (-)	- (-)	- (-)
6	Expenses					
	Rent	- (-)	- (-)	8.24 (29.97)	- (-)	- (6.07)
	Fees	- (-)	- (-)	- (-)	11.01 (4.72)	- (-)
	Remuneration	- (-)	- (-)	28.07 (13.10)	- (-)	- (-)
	Royalty	- (-)	- (-)	0.11 (0.56)	- (-)	- (-)

Note : Figures in the Bracket represent previous year figures

Notes forming part of the financial statements

c) Outstanding as at March 31, 2015

(₹ in Million)

	As at March 31, 2015	Maximum o/s bal. during the year	As at March 31, 2014	Maximum o/s bal. during the year
1 Long Term Borrowing				
Holding Company				
Thrill Park Limited	0.10	0.10	0.10	0.10
2 Short Term Borrowing				
Loan from Promoter				
Manmohan Shetty	450.00	450.00	450.00	570.00
Loan from Holding Co.				
Thrill Park Limited	140.00	140.00	70.00	520.00
3 Current Liabilities				
Holding Company				
Thrill Park Limited	352.28	368.58	-	-
Others				
Mr. Manmohan Shetty	0.11	0.11	-	-
Mrs. Pooja Deora	3.33	3.33	-	-
Ms. Aarti Shetty	3.07	3.07	-	-
4 Non Current Investment				
Walkwater properties Pvt.Ltd.	4.15	4.15	-	-
5 Current Assets				
Walkwater properties Pvt.Ltd.	1.38	1.38	1.11	3.89

Note

- Figures in the Bracket represent previous year figures
- Capital issued during the year represents value of shares issued to Thrill Park Limited of ₹ NIL [P.Y. ₹ 450.00 Million] and Mr. Manmohan Shetty of ₹ NIL [P.Y. ₹ 120.00 Million].
- Equity share purchased of Walkwater Properties Pvt. Ltd. during the year from Mrs. Pooja Deora ₹ 0.05 Million (P.Y ₹ NIL), Ms. Aarti Shetty ₹ 0.05 Million (P.Y ₹ NIL).
- Equity share subscribed during the year of Walkwater Properties Pvt. Ltd. ₹ 4.05 Million (P.Y ₹ NIL)
- The details of Consultancy fees paid to Ms. Aarti Shetty ₹ 5.39 Million (P.Y. ₹ 2.17 Million), and Mrs. Pooja Deora ₹ 5.62 Million (P.Y. ₹ 2.55 Million).
- The Remuneration paid to Mr. Kapil Bagla ₹ 8.52 Million (P.Y. ₹ 7.85 Million), Mr Harjeet Chhabra ₹ 7.41 Million (P.Y ₹ Nil), Mr. Vincent Pijnenberg ₹ 7.61 Million (P.Y ₹ 5.25 Million) and Mr Rakesh Khurmi ₹ 4.53 Million (P.Y ₹ NIL)
- Rent paid towards use of office premises located at 9th floor, Lotus Business Park, New Link Road, Andheri-West, Mumbai-400053. to Mr. Manmohan Shetty amounted to ₹ 8.24 Million (P.Y. ₹ 29.97 Million) and rent paid towards use of furniture and fixtures to Walkwater Properties Pvt. Ltd. amounted to ₹ NIL (P.Y. ₹ 6.07 Million).
- The Company has paid royalty of ₹ 0.11 Million (P.Y. ₹ 0.56 Million) to Mr. Manmohan Shetty
- The details of IPO Proceed payable to holding company Thrill Park Limited amounted to ₹ 368.58 Million (P.Y ₹ Nil)

Notes forming part of the financial statements

32. SEGMENTAL REPORTING AS PER AS – 17 IS APPLICABLE TO THE COMPANY FOR THE YEAR UNDER CONSIDERATION.

(₹ in Million)

	Tickets	Food and Beverages	Merchandise	Other Operations	Un-allocable	Total
Segment Revenue	1,415.31	311.12	136.59	31.19	12.92	1,907.13
	(713.83)	(240.21)	(63.82)	(20.16)	(27.85)	(1,065.87)
Segment Result before Interest and Taxes	-498.67	128.52	18.70	-14.94	-212.92	-579.31
	(-260.89)	(59.98)	(2.65)	(-4.81)	(-39.47)	(-242.54)
Less : Interest expense	-	-	-	-	-1,145.67	-1,145.67
	-	-	-	-	(-425.33)	(-425.33)
Add : Interest and dividend income	-	-	-	-	5.38	5.38
	-	-	-	-	(4.26)	(4.26)
Profit before tax	-498.67	128.52	18.70	-14.94	-1,353.21	-1,719.60
	(-260.89)	(59.98)	(2.65)	(-4.81)	(-460.54)	(-663.61)
Deferred tax	-	-	-	-	648.00	648.00
	-	-	-	-	(136.05)	(136.05)
Profit after tax	-498.67	128.52	18.70	-14.94	-705.21	-1,071.60
	(-260.89)	(59.98)	(2.65)	(-4.81)	(-324.50)	(-527.57)
Other Information						
Segment assets	10,696.02	353.99	218.58	2.72	8,768.80	20,040.11
	(9,975.52)	(341.52)	(183.95)	(1.63)	(4,499.74)	(15,002.36)
Segment liabilities	1,357.93	15.60	9.12	65.33	11,497.48	12,945.46
	(1,562.35)	(16.51)	(6.61)	(4.63)	(10,275.86)	(11,865.96)
Capital expenditure during the year	1,253.28	17.40	9.15	-	-	1,279.83
	(10,211.95)	(355.72)	(187.75)	-	-	(10,755.42)
Depreciation and amortisation	759.95	29.11	8.42	-	-	797.48
	(290.32)	(11.72)	(3.14)	-	-	(305.18)

Figures in the Bracket represent previous year figures

33. a) Earnings in Foreign Currency: ₹ Nil

b) Expenditure in Foreign Currency :

(₹ in Million)

	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Ride & Attraction	19.14	85.52
Software	0.60	0.25
Professional Fees	22.72	17.40
Interest	14.61	11.85
Total	57.07	115.02

Figure Reported under expenditure in foreign currency includes Bank charges and advances paid to suppliers.

Notes forming part of the financial statements

34. VALUE OF IMPORTS ON C.I.F. BASIS BY THE COMPANY ARE AS FOLLOWS:

	(₹ in Million)	
	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Raw Materials	Nil	Nil
Components and Spare Parts	24.20	0.71
Capital goods	133.27	580.07

35. The Current assets, Loans & Advances (including capital advances) have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the balance sheet. Current assets, Loans & Advances (including capital advances) are subject to Confirmation and Reconciliation. Other known liabilities are adequate and not in excess of what are required.

36. The company has mortgaged 298 acres of land with IDBI Trusteeship Services Ltd. as security for the sanctioned term loan from financial consortium with Union Bank of India as the lead banker with pari passu charge.

Term loan by the Company will be repaid over period of 10 years in unequal monthly instalments starting from April 2015. The loan is secured by first pari passu charge on the fixed assets and current assets of the Company

Interest rate on term loan taken from Banks and Financial institutions varies from base rate plus 2.60 to 3.00.

Interest rate on Loan taken in form of Buyers Credit varies from 0.48 to 3.25.

37. The Company equity shares are in dematerialized form with the Central Depository Services (India) Limited (CDSL) and with National Securities Depository Limited (NSDL) having ISIN No. INE172N01012.

38. The previous year figures have been reworked, regrouped, rearranged and re-classified, wherever necessary. Amount and other disclosure for the preceding year are included as an integral part of the current year financial statement and are to be read in relation to the amounts and other disclosures relating to that year.

39. During the year the Company has acquired 100% Shareholding of Walkwater Properties Private Limited.

40. The Company has executed a deed of conveyance on 29th September, 2014 to sell 137.33 acres of land for a total consideration of ₹ 1,057.56 Million to its 100% subsidiary Walkwater Properties Pvt. Ltd. The said conveyance shall be effective and subject to various approvals and no-objection from the consortium of lenders, and fulfillment of other conditions as per conveyance deed.

41. The Company has executed an agreement to sale on 7th November, 2014 to sell 32.58 acres of land for a total consideration of ₹ 273.71 Million to its 100% subsidiary Walkwater Properties Pvt. Ltd., subject to receipt of approval from the Directorate of Industries / Government of Maharashtra ("DIC") and a no objection (NOCs) from the lenders.

42. Share Issue Expenses

Share issue expenses as at March 31, 2015 comprised of expenses incurred in connection with issue of equity shares and there listing on stock exchanges. The total expenses in connection with the IPO were share between the Company and the Holding Company M/s Thrill Park Limited in the proportion of the amount received from the IPO proceeds. The Company share of issue expenses were adjusted against securities premium account u/s 52(2)(c) of the Companies act 2013.

43. The company has made an Initial Public Offering (IPO) during the year of 20,326,227 equity shares of face value of ₹ 10 each. The issue comprised of a fresh issue of equity shares to public of 18,326,227 and an Offer for Sale of 2,000,000 equity shares by the holding company of Adlabs Entertainment Limited, which is M/S Thrill Park Limited. The equity shares were issued at a

Notes forming part of the financial statements

price of ₹ 180 per share (including premium of ₹ 170 thereon) subject to a discount of ₹ 12 per share to retail investor and at a price of ₹ 221 per share to anchor investors(including premium of ₹ 211 thereon).

44. As per the investment agreements with India Advantage Fund, a fund managed by ICICI Ventures Fund Management Company Limited and NYLIM Jacob Ballas India Holding IV and Jacob Ballas Capital India Private Limited, the said investor were allotted equity shares against Compulsory Convertible Debenture held by them as per said agreements. The details are as under.

Sr. No.	Name of Allottee	No. of Compulsory Convertible Debentures held	No. of Equity Shares allotted	Issue Price per equity share in ₹
1.	India Advantage Fund	1,439,999	10,434,775	138
2.	NYLIM Jacob Ballas India Holding IV	474,978	2,539,989	187
3.	Jacob Ballas Capital India Private Limited	24,999	133,684	187

45. The fresh equity shares were allotted by the Company on March 27, 2015 and the equity shares were listed on National Stock Exchange of India Limited and BSE Limited on April 6, 2015.

46. UTILIZATION OF IPO PROCEEDS

The utilisation of Initial Public Offer (IPO) proceeds up to March 31, 2015 is given below:

	(₹ in Million)
	Amount
Proceeds from IPO (Net of amount payable to shareholders under offer for sale)	3,377.36
Less: Utilized Amount	-
Unutilized amount held in Bank (Current Account)	3,377.36

47. The company has mortgaged 25 acres of land for Short Term facilities taken with Union Bank of India at interest rate at Base Rate plus 4%. The facility will be repaid in six months.
48. The company has suspended operation of Bandit of Robinhood ride on account of malfunctioning and it has filed with the vendor for damages including compensation for loss of business. The company has separately disclosed it as retired asset under fixed asset schedule and is carried at lower of Net Book Value or Net Realisable value.

For A. T. JAIN & CO.
Firm Registration No: 103886W
Chartered Accountants

A. T. Jain
Partner
Membership No: 014095

Place: Mumbai
Date: May 27, 2015

For and on behalf of the Board of Directors of
ADLABS Entertainment Limited

Manmohan Shetty Kapil Bagla
Chairman Whole Time Director

Rakesh Khurmi Ghanshyam Jhala
Chief Financial Officer Company Secretary

Place: Mumbai
Date: May 27, 2015



Independent Auditors' Report

TO THE MEMBERS OF ADLABS ENTERTAINMENT LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Adlabs Entertainment Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2015, and their consolidated Loss and their consolidated cash flows for the year ended on that date.



Other Matters

We did not audit the financial statements of Walkwater Properties Pvt Ltd subsidiary, whose financial statements reflect total assets of ₹ 59.67 Million as at March 31, 2015, total revenues of ₹ 0.04 Million and net cash flows amounting to ₹ 0.05 Million for the year ended on that date, as considered in the consolidated financial statements. This financial statement have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary company incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities— Refer Note 2.7 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company incorporated in India.

For A.T Jain & Co.
Chartered Accountants
Firm Registration No. 103886W

A.T Jain
Partner
Membership No.: 014095

Mumbai
Date : May 27, 2015




Annexure to the Auditors' Report

(Referred to in paragraph 1 of report on other legal and Regulatory requirement of even date)

1.
 - a. The Group has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. As per the information and explanations given to us, Fixed Assets were physically verified during the year by the management as per its programme, which in our opinion is reasonable considering the size and the nature of its business. The frequency of verification is reasonable and no material discrepancies have been noticed on such verification.
2.
 - a. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. Stock of Food Items, Merchandise, stores and spare parts are reported to be physically verified in accordance with the procedure followed by the management.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the group and the nature of its business.
 - c. In our opinion and on the basis of our examination of the records, the Group is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. The group has not granted loan to any party covered in the register maintained under Section 189 of the Act. Therefore the provisions of clause 3(iii)(a) and 3(iii) (b) of the Companies (Auditors Report) Order, 2015 is not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the group and the nature of its business for purchase of inventories and fixed assets and for the sale of goods and services. We have not observed any continuing failure to correct major weaknesses in such internal controls.
5. As per the information's and explanations given to us the group has not accepted any deposits from the public during the year. Therefore the provisions of paragraph 3(v) of the Order are not applicable to the group.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013.
7.
 - a. According to the information and explanations given to us and on the basis of our examination of the records of the group, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the group with the appropriate authorities.

As explained to us, the group did not have any dues on account of employees' state insurance. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
 - c. According to the information and explanations given to us, there were no amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.



- 
8. The Group has accumulated losses at the end of the financial year, however the loss has not exceeded fifty percent of its net worth. The Group has incurred cash losses in the current financial year and in the immediately preceding financial year.
 9. According to the information and explanation given to us and based on the documents and records examined by us, in our opinion the group has not defaulted in repayment of loans due to banks.
 10. In our opinion and according to the information and the explanations given to us, the group has not given any guarantee for loans taken by others from banks or financial institutions.
 11. In our opinion and on the basis of information and explanations given to us, the term loans raised during the year by the group were applied for the purposes for which the loans were obtained.
 12. According to the information and explanations given to us, no fraud on or by the group was noticed or reported during the course of our audit.

For A.T Jain & Co.
Chartered Accountants
Firm Registration No. 103886W

A.T Jain
Partner
Membership No.: 014095

Mumbai
Date : May 27, 2015

Consolidated Balance Sheet

as at March 31, 2015

(₹ in Million)

	Notes	As at March 31, 2015
EQUITY AND LIABILITIES		
Shareholders' Fund		
Share capital	3	798.98
Reserves and surplus	4	6,294.19
		7,093.17
Non Current Liabilities		
Long-term borrowings	5	10,393.49
Long-term provisions	6	20.93
		10,414.42
Current Liabilities		
Short-term borrowings	7	840.00
Trade payables	8	284.08
Other current liabilities	9	1,463.82
Short-term provisions	10	5.86
		2,593.76
Total		20,101.35
ASSETS		
Non-current Assets		
Fixed Assets		
- Tangible assets	11	13,105.83
- Intangible assets	12	336.45
- Capital work- in-progress		1,306.68
- Intangible assets under development		0.40
		14,749.36
Deferred tax assets (net)		791.47
Long-term loans and advances	13	102.25
		15,643.08
Current Assets		
Inventories	14	105.17
Trade receivables	15	58.92
Current Investment	16	5.70
Cash and bank balances	17	3,935.94
Short-term Loans and Advances	18	7.05
Other current assets	19	345.49
		4,458.27
Total		20,101.35
Summary of significant accounting policies	2	

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For A. T. JAIN & CO.
Firm Registration No: 103886W
Chartered Accountants

A. T. Jain
Partner
Membership No: 014095

For and on behalf of the Board of Directors of
ADLABS Entertainment Limited

Manmohan Shetty
Chairman

Kapil Bagla
Whole Time Director

Rakesh Khurmi
Chief Financial Officer

Ghanshyam Jhala
Company Secretary

Place : Mumbai
Date : May 27, 2015

Place : Mumbai
Date : May 27, 2015

Consolidated Statement of Profit and Loss

for the year ended March 31, 2015

(₹ in Million)

	Notes	For the Year ended March 31, 2015
INCOME		
Revenue from operations	20	1,894.22
Other income	21	18.32
Total Revenue [I]		1,912.54
EXPENSES		
Cost of material consumed	22	97.55
Purchase of trading goods		
- Merchandise		81.31
(Increase)/decrease in inventories	23	(17.83)
Personnel expenses	24	479.14
Operating and other expenses	25	1,049.12
Total Expenses [II]		1,689.29
Earnings before interest, tax, depreciation and amortization (EBITDA) [I-II]		223.25
Less:		
Depreciation and amortisation expense (Refer note 2.3 and 2.6)	11&12	(798.65)
Interest & Finance costs	26	(1,145.67)
Total		(1,944.32)
Profit / (Loss) before tax		(1,721.07)
Tax Expenses		
- Current tax		-
- Deferred tax charge / (credit)		(648.00)
Total tax expense		(648.00)
Profit / (Loss) after tax for the period		(1,073.07)
Earnings per share (Non anualised)	27	(21.08)
Basic and Diluted (Nominal value of shares ₹ 10 each)		
Summary of Significant Accounting Policies	2	

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For A. T. JAIN & CO.
Firm Registration No: 103886W
Chartered Accountants

A. T. Jain
Partner
Membership No: 014095

For and on behalf of the Board of Directors of
ADLABS Entertainment Limited

Manmohan Shetty
Chairman

Kapil Bagla
Whole Time Director

Rakesh Khurmi
Chief Financial Officer

Ghanshyam Jhala
Company Secretary

Place : Mumbai
Date : May 27, 2015

Place : Mumbai
Date : May 27, 2015

Consolidated Cash Flow Statement

for the year ended March 31, 2015

(₹ in Million)

	For the Year ended March 31, 2015
A: CASH FLOW FROM OPERATING ACTIVITIES	
Net loss before tax	(1,722.78)
Adjustments for:	
Depreciation and amortisation	799.70
Sundry Balance w/off	0.39
Interest income	(5.38)
Interest expense and finance cost	1,145.68
Operating Loss before Working Capital Changes	217.62
Movements in working capital :	
Decrease / (increase) in trade receivables	(97.81)
(Decrease) / increase in trade payables	177.15
Decrease / (increase) in inventories	(55.68)
Decrease / (increase) in other current and non current assets	91.83
(Decrease) / increase in current and non current liabilities	9.29
Cash Generated from Operations	342.40
Direct taxes paid (net of refunds)	(3.19)
Net Cash used in Operating Activities	339.21
B: CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of fixed assets and change in capital work-in-progress	(1,422.55)
Purchase of Non Current Investments	(0.10)
Interest income	5.38
Repayment of advance by related party	11.57
Investment in Mutual Fund	(5.70)
Fixed Deposit Matured	38.36
Net Cash Used in Investing Activities	(1,373.03)
C: CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds from issue of equity shares / loan from promoters	3,877.36
Share issue expenses paid	(90.51)
IPO proceeds pending refund	352.28
Proceeds from Unsecured Term Loans from promoter	70.00
Proceeds from long term borrowings (net)	1,444.83
Proceeds from short term borrowings increase / (decrease) net	250.00
Interest expense and finance cost paid	(1,251.82)
Net Cash generated from Financing Activities	4,652.13

Consolidated Cash Flow Statement

for the year ended March 31, 2015

(₹ in Million)

	For the Year ended March 31, 2015
Net increase in cash and cash equivalents (A + B + C)	3,618.31
Cash and cash equivalents at the beginning of the year	276.90
Cash and cash equivalents at the end of the period	3,895.21
Components of cash and cash equivalents as at	March 31, 2015
Cash on hand	24.31
With banks - on current account	3,862.09
Fixed deposits with bank	8.80
Cash and cash equivalent in cashflow statement	3,895.21

Notes :

1. Comparative figures are regrouped wherever necessary.
2. The cashflow statement has been prepared under 'Indirect Method' as set out in Accounting Standard - 3 on cashflow statement issued under Companies (Accounting Standard) Rules, 2006.
3. Figures in bracket represent cash outflow.

As per our report of even date
For A. T. JAIN & CO.
Firm Registration No: 103886W
Chartered Accountants

A. T. Jain
Partner
Membership No: 14095

Place : Mumbai
Date : May 27, 2015

For and on behalf of the Board of Directors of
ADLABS Entertainment Limited

Manmohan Shetty Kapil Bagla
Chairman Whole Time Director

Rakesh Khurmi Ghanshyam Jhala
Chief Financial Officer Company Secretary

Place : Mumbai
Date : May 27, 2015



Notes forming part of the financial statements

1. General note on Business:

Adlabs Entertainment Limited (the Company) is engaged in the business of development and operations of theme based entertainment destinations in India, including theme parks, water parks and associated activities including retail merchandising and food and beverages. The flagship project of the company is located at Khalapur, on Mumbai Pune Expressway and is branded “Adlabs Imagica” for the theme park component and “Adlabs Aquamagica” for the water park component. The Company is developing a 287 room hotel at the same location by the name “Novotel Imagica” which is expected to commence operation in the financial year 2015-2016.

Walkwater Properties Private Limited (the Subsidiary) is engaged in the business of developing real estate and leasing of properties.

Together referred as “Group”

NOTES TO THE ACCOUNTS ANNEXED TO AND FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015.

2. SIGNIFICANT ACCOUNTING POLICIES:

2.1 Basis of Preparation of Financial Statements

The group follows Mercantile System of Accounting. The consolidated financial statements have been prepared and presented under the historical cost convention and in accordance with the accounting standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions to the extent applicable.

The consolidated financial statement of assets and liabilities of the Group as on March 31, 2015, and the related financial statement of profits and losses and cash flows for the year ended March 31, 2015 (herein collectively referred to as “Consolidated financial statements”) have been compiled by the management from the Standalone financial statements of the Group for the year ended March 31, 2015.

The Consolidated Financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company’s separate financial statements except for the rate and method of charging of Depreciation (Refer Note 2.3).

In respect of the Subsidiary company, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like item of assets, liabilities, incomes and expenses, after fully eliminating intra-group balances and unrealised profits/losses on intra-group transactions as per Accounting Standard 21 - “Consolidated Financial Statements”.

The excess of cost to the Company of its investment in the Subsidiary Company over the Company’s share of net assets of the Subsidiary Company is recognised in the financial statements as goodwill, which is tested for impairment at each balance sheet date. The excess of Company’s share of net assets of the Subsidiary Company over the cost of acquisition is treated as capital reserve.

The results of operations of a Subsidiary are included in the Consolidated Financial Statements from the date on which the parent-Subsidiary relationship comes into existence.

The Notes and Significant Accounting Policies to the Consolidated Financial Statements are intended to serve as a guide for better understanding of the Group’s position. In this respect, the Group has disclosed such notes and policies, which represent the requisite disclosure.

All assets and liabilities have been classified as current or non-current as per the group’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time



Notes forming part of the financial statements

between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - noncurrent classification of assets and liabilities.

2.2 Use of Estimates

The Presentation of the consolidated financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the consolidated financial statements and reported amount of revenues and expenses during the reporting year. Difference between the actual results and estimates are recognized in the year in which the results are known / materialized.

2.3 Fixed Assets & Depreciation

Fixed assets are valued at cost less accumulated depreciation. All cost comprises of purchase price, duties levies attributable to the fixed assets are capitalized. Costs also include interest and financing costs, test and trial run cost till commencement of commercial operations of amusement park project, net charges on foreign exchange contracts (Buyers credit) and adjustments arising from exchange rate variations including mark to market provisions attributable to the fixed assets are also capitalized.

Fixed assets retired from active use and held for disposal are stated at lower of their net book value and net realizable value and are disclosed separately.

The Company charges depreciation on Straight Line Method in accordance with the rate and in the manner specified in Schedule II of the Companies Act, 2013 or on the basis of useful lives of the assets as estimated by management, whichever is lower. Useful life of the assets is tabulated below.

Sr. No	Nature of Asset	Estimated Useful Life
1.	Building	30 Years
2.	Roads	5 Years
3.	Plant and Machinery	15 Years
4.	Furniture and fittings	
	(a) General furniture and fittings	10 Years
	(b) Furniture and fittings used in hotels and restaurants.	8 Years
5.	Motor Vehicles	
	(a) Motor cycles	8 Years
	(b) Motor buses and motor cars.	8 Years
	(c) Electrically operated vehicles including battery powered or fuel cell powered vehicles.	8 Years
6.	Office equipments	5 Years
7.	Computers and data processing units	
	(a) Servers and networks	6 Years
	(b) End user devices, such as, desktops, laptops, etc.	3 Years
8.	Electrical Installations and Fittings	10 Years
9.	Pipes & Fittings	15 Years
10.	Trees & Nursery	3 Years to 30 Years

Depreciation is charged by the Subsidiary on the following basis:

On assets purchase on or after April 1, 2014



Notes forming part of the financial statements

Depreciation is charged by using Written down Value Method at the rate and in the manner specified in Schedule II of the Companies Act, 2013, or on the basis of useful lives of the assets as estimated by management, whichever is lower. Useful life for the assets is tabulated below.

Sr. No	Nature of asset	Estimated Useful Life
1.	General Furniture and fittings	10 Years
2.	Office equipments	5 Years

On assets purchased before April, 1 2014

Pursuant to requirement of Schedule II of the Companies Act, 2013, the Subsidiary has depreciated carrying amount of assets as on March 31, 2014 over the remaining useful life of the asset as stated in Schedule II of Companies Act, 2013.

2.4 Revenue Recognition

The Group has revenue recognition policies for its various operating segments that are appropriate to the nature of each business.

Tickets

Revenues from theme park/water park ticket sales are recognized when the tickets are issued.

During the year the Group has changed its accounting policy for recognizing revenue from sale of Open Pass/Gift Passes or Open Day Tickets with all days validity which are Non-Refundable in nature. Previously revenue from sale of such Passes/Tickets was recognized when they were sold/ booked. The Group now recognizes the revenue when Passes/ Tickets are utilized or expired.

Management believes that such change will result into more appropriate presentation of financial statements.

Had the group continued to use earlier method of recognizing revenue, the revenue from ticket sales for the year ended March 31, 2015 would have increased by ₹ 0.17 Million and the advance against ticket sales as on March 31, 2015 (Under the head Other Current Liability) would reduce by ₹ 0.17 Million.

Food/Beverages

Revenue is recognized when food/ drinks are supplied or served or services rendered. Sales are inclusive of VAT.

Merchandise

Retail sale are recognized on delivery of the merchandise to the customer, when the property in goods and significant risk and rewards are transferred for a price and no effective ownership control is retained.

Others

The revenue is recognized on accrual basis and when significant risk and rewards are transferred.

2.5 Inventories

Inventories are valued at lower of cost and net realizable value. Cost is arrived in the following manner:

Food items	:	Weighted Average Basis
Merchandise	:	Cost
Consumable & Spare Parts	:	Cost

2.6 Intangible Assets

- i) Intangible Assets are stated at Cost of Acquisition net of recoverable taxes less accumulated amortizations/deletions.
- ii) Depreciation is charged, based on the useful lives of the assets as estimated by the management.



Notes forming part of the financial statements

Sr. No	Nature of asset	Estimated Useful Life
1.	Trademarks and Logos	10 Years
2.	Softwares	6 Years
3.	Films	10 Years

2.7 Provisions, Contingent Liabilities and Contingent assets

A provision is recognized when the group has a present obligation as a result of a past event, and is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date. A contingent liability is disclosed unless the possibility of an outflow of resources embodying economics benefits is remote. A contingent asset is neither recognized nor disclosed.

Contingent Liabilities

A suit has been filed against the Company by one vendor under Section 18 to be read with Section 17 of Micro, Small and Medium Enterprises Act 2006 and as on March 31, 2015 has claimed an amount of ₹ 9.74 Million. The Company has acknowledged only ₹ 0.96 Million and has rejected the further claim of ₹ 8.78 Million as frivolous. The Company is pursuing all legal remedies and is confident of a favourable outcome.

2.8 Foreign Currency Transactions

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions. Gains and losses, if any, at the year-end in respect of monetary assets and monetary liabilities not covered by the forward contracts are transferred to Profit & Loss Account except for Long Term Foreign Currency Monetary Items.

The group as per provisions under para 46A of AS-11 notification, has added/deducted from the Cost of Assets the Exchange Fluctuation including mark to market provisions arising on reporting of Long Term Foreign Currency Monetary Item utilized for acquiring the said Fixed Assets. The amount of Exchange Difference adjusted to Fixed Assets during the reporting year is ₹ 88.20 Million (net).

2.9 Borrowing Cost (Interest and Finance Charges)

Borrowing cost incurred for qualifying assets is capitalised up to the date the asset is ready for intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset. All other borrowing costs are recognized as expenditure in the year in which they are incurred.

Capitalized borrowing costs amounted to ₹ 106.60 Million

Average cost for capitalization & financial charges thereon of 9.74% was used as a basis for capitalization for assets which are still under Work in Progress.

2.10 Employee Benefit

The Group has provided for leave encashment and gratuity as per actuarial valuation done on projected unit credit method. Both the liabilities are non funded.

2.11 Income Tax

Current Tax:

Provision for current Income Tax is made on the estimated taxable income using the applicable tax rates and tax laws.

Notes forming part of the financial statements

Deferred Tax:

Deferred Tax arising on the timing differences and which are capable of reversal in one or more subsequent year is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax asset is not recognized unless there is a virtual certainty as regards to the reversal of the same in future years.

2.12 Investments

Long term investments are stated at cost less other than temporary diminution in value, if any. Current investments are stated at lower of cost and fair value. Fair value of investments in mutual funds is determined on a portfolio basis.

2.13 Lease

(a) Where the group is a Lessor:

The group has given on lease three premises/place for period of 5 years to 15 years. The lease rentals received during the reporting year amount to ₹ 1.18 Million.

The future minimum lease receipts of such operating leases as at March 31, 2015 are summarized as below.

	(₹ in Million)
	As at March 31, 2015
Amount receivable within one year from the balance sheet date.	1.21
Amount receivable in the period between one year and five years	4.77
Amount receivable beyond five years	7.14
Total	13.12

The above lease receipts are exclusive of service tax

(b) Where the group is a Lessee:

The group has taken certain assets like Land, Office premises, furniture and fixtures and apartments on lease. They are on rental lease term which range between 10 months to 7 years. The lease rentals paid during the year amount to ₹ 16.27 Million.

The future minimum lease payments in respect of such operating leases as at March 31, 2015 are summarized below.

	(₹ in Million)
	As at March 31, 2015
Amount payable within one year from the balance sheet date.	45.52
Amount payable in the period between one year and five years	47.83
Amount payable beyond five years	0.03
Total	93.38

The above lease payments are exclusive of service tax.

2.14 Impairment of Asset:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An Impairment Loss is charged to the Profit & Loss Account in the year in which the asset is identified as impaired. The impairment loss recognized in prior accounting year is reversed if there has been a change in the estimate of recoverable amount.

Notes forming part of the financial statements

2.15 Measurement of Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)

As permitted by the Guidance Note the Group has elected to present EBITDA as a separate line item on the face of the statement of consolidated profit and loss. The group measures EBITDA on the basis of profit / (loss) from continuing operations. In its measurement, the group does not include depreciation and amortization, finance costs, tax expense and, where applicable, prior period items.

2.16 Details of dues to micro and small enterprises as per MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises (MSME). On the basis of the information and records available with the group, the following disclosures are made for the amounts due to the Micro and Small enterprises.

(₹ in Million)

	As at March 31, 2015
Principal amount due to any supplier as at the period end	3.69
Interest due on the principal amount unpaid at the period end to any supplier	0.39
Amount of Interest paid by the group in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period	-
Payment made to the enterprises beyond appointed date under Section 16 of MSMED	0.31
Amount of Interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the period, but without adding the interest specified under MSMED	0.16
The amount of interest accrued and remaining unpaid at the end of each accounting period; and	0.55
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due as above is actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED.	-

3. SHARE CAPITAL

(₹ in Million)

	As at March 31, 2015
Authorised Capital	
200,000,000 (Previous Year: 200,000,000)	
Equity shares of ₹ 10/- each	2,000.00
Total	2,000.00
Issued, Subscribed and Fully Paid up	
79,897,810 (Previous Year: 48,463,035)	
Equity shares of ₹ 10/- each, fully paid up	798.98
Total	798.98



Notes forming part of the financial statements

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at March 31, 2015	
	Number of shares	(₹ in Million)
Shares outstanding at the beginning of the year	48,463,035	484.63
Add :- Debentures converted during the year	13,108,448	131.08
Add :- Issued during the year	18,326,327	183.27
Outstanding at the end of the year	79,897,810	798.98

(b) Details of shares held by holding Company

Name of the Shareholder	No of Shares As at March 31, 2015
Equity Shares	
Thrill Park Limited	42,575,087

(c) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholders	As at March 31, 2015	
	No. of Shares Held	% of Holding
Thrill Park Limited	42,575,087	53.29
India Advantage Fund S3 I	10,434,779	13.06

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

4. RESERVES AND SURPLUS

	(₹ in Million)
	As at March 31, 2015
Securities Premium Account	
Opening balance	3,199.97
Add:- Premium received during the year on account of shares allotted	5,003.01
Less:- Initial public offer expenses (IPO)	(287.51)
Closing Balance	7,915.47
Surplus / (Deficit) in the statement of profit and loss	
Opening balance	(548.20)
Surplus / (deficit) in the statement of Profit and Loss	(1,073.07)
Net surplus/(deficit) in the statement of Profit and Loss	(1,621.27)
Total reserves and surplus	6,294.19



Notes forming part of the financial statements

5. LONG TERM BORROWINGS

(₹ in Million)

	As at March 31, 2015
Term Loans	
- From banks (refer note 34)	8,674.41
- From financial institutions (refer note 34)	923.80
- Buyers credit from banks	1,286.95
	10,885.16
Less:- Amount disclosed under the head "Other current liabilities"	491.77
	10,393.39
Other Loans	
- Loans and advances from a related party	0.10
Total	10,393.49
The above amount includes	
Secured	10,885.16
Unsecured	0.10
Note :- Loan guaranteed by director & promoter	10,885.16

6. LONG TERM PROVISIONS

(₹ in Million)

	As at March 31, 2015
Provision for gratuity	13.03
Provision for leave encashment	7.90
Total	20.93

7. SHORT TERM BORROWINGS

(₹ in Million)

	As at March 31, 2015
- From banks (Secured)	250.00
- Loan from promoters (Unsecured)	590.00
Total	840.00

8. TRADE PAYABLES

(₹ in Million)

	As at March 31, 2015
Expenses trade payable	284.08
Total	284.08



Notes forming part of the financial statements

9. OTHER CURRENT LIABILITIES

(₹ in Million)

	As at March 31, 2015
- Advance received against tickets sales	5.25
- Interest accrued but not due on borrowings	8.57
- Interest accrued and due on borrowings	1.28
- Current maturity of long term borrowings	491.77
Other liabilities for	
- Statutory dues	17.48
- Liability for expenses	1.20
- From other (Advance for project)	11.50
- Deposit for project	50.00
- Security deposits from sales agents	1.55
- Sundry creditors for land purchase	29.14
- Sundry creditors for capital goods and services (Refer note no.2.16)	296.80
- IPO Proceeds Payable (OFS)	352.28
- IPO Expense Payable	197.00
Total	1,463.82

10. SHORT-TERM PROVISIONS

(₹ in Million)

	As at March 31, 2015
Provisions for employee benefits	
- Provision for gratuity	0.66
- Provision for leave travel allowance	4.36
- Provision for leave encashment	0.84
Total	5.86



Notes forming part of the financial statements

11. Tangible Assets

(₹ in Million)

	GROSS BLOCK				DEPRECIATION					NET BLOCK
	As at April 1, 2014	Additions during the Year	Deductions/ Decapitalized during the Year	As at March 31, 2015	As at April 1, 2014	Depreciation for the Year	Deduction during the Year	Addition / Adjustment	As at March 31, 2015	As at March 31, 2015
Land	2,442.75	0.25	-	2,443.00	-	-	-	-	-	2,443.00
Computer and Software	100.78	11.78	-	112.56	7.01	17.78	-	-	24.80	87.76
Computer Others	19.31	5.52	-	24.83	9.63	5.61	-	-	15.24	9.59
Electrical Installation	757.76	79.44	0.13	837.07	31.45	79.85	-	-	111.29	725.78
Furniture & Fixtures	659.97	74.48	2.72	731.74	45.45	72.99	1.15	-	117.29	614.44
Office Equipments	227.59	5.74	0.26	233.07	23.29	45.50	-	1.29	70.08	162.98
Plant & Machinery	5,279.13	518.83	87.94	5,710.03	146.28	383.29	-	-	529.57	5,180.46
Building	3,195.31	498.21	15.26	3,678.26	46.69	114.39	-	-	161.08	3,517.17
Building Road	35.47	55.86	-	91.32	2.93	12.33	-	-	15.26	76.06
Pipes and Fitting	29.18	103.87	-	133.05	0.80	6.24	-	-	7.04	126.00
Vehicles	23.32	4.35	0.09	27.58	5.75	3.31	-	-	9.07	18.51
Nursery	22.23	8.72	-	30.95	3.04	8.86	-	-	11.90	19.05
Electrical Vehicle	3.92	-	-	3.92	0.20	0.49	-	-	0.69	3.22
Nursery - Tree	7.01	1.02	-	8.03	0.10	0.27	-	-	0.36	7.67
Rides & Attraction - Bandit of Robinhood (Ref Note No.38)	117.44	-	-	117.44	3.30	-	-	-	3.30	114.14
Total- A	12,921.17	1,368.07	106.40	14,182.85	325.92	750.91	1.15	1.29	1,076.97	13,105.83

12. INTANGIBLE ASSETS

(₹ in Million)

	GROSS BLOCK				DEPRECIATION					NET BLOCK
	As at April 1, 2014	Additions during the Year	Deductions/ Decapitalized during the Year	As at March 31, 2015	As at April 1, 2014	Depreciation for the Year	Deduction during the Year	Addition / Adjustment	As at March 31, 2015	As at March 31, 2015
Software	78.30	16.59	-	94.90	11.36	15.02	-	-	26.38	68.52
Logo and Trade Mark	6.78	-	-	6.78	0.40	0.68	-	-	1.08	5.70
Film	290.83	-	-	290.83	8.02	33.09	-	-	41.11	249.72
Goodwill on consolidation	-	12.51	-	12.51	-	-	-	-	-	12.51
TOTAL- B	375.91	29.10	-	405.02	19.78	48.79	-	-	68.57	336.45
GRAND TOTAL A+B	13,297.08	1,397.17	106.40	14,587.87	345.70	799.70	1.15	1.29	1,145.54	13,442.28

Note : Current year Depreciation transfer to Goodwill on Consolidation of accounts amounted to ₹ 1.05 Million



Notes forming part of the financial statements

13. LONG-TERM LOANS AND ADVANCES

(₹ in Million)

	As at March 31, 2015
Capital Advances	
Advance for land at Khalapur (Unsecured, considered good)	66.76
Security Deposits (Unsecured, considered good)	30.76
Other	
Advance income taxes (net)	3.19
Deposits with government authorities	1.54
Total	102.25

14. INVENTORIES

(₹ in Million)

	As at March 31, 2015
Raw material	
- Food Items	9.91
Trading goods	
- Merchandise	28.41
Consumables & spares parts	66.85
Total	105.17

15. TRADE RECEIVABLES

(₹ in Million)

	As at March 31, 2015
Unsecured, considered good unless stated otherwise	
Over six months	-
Other	58.92
Total	58.92

16. CURRENT INVESTMENT

(₹ in Million)

	As at March 31, 2015
Investment in Mutual Fund	
Baroda Pioneer Liquid Fund Units	5.70
Total	5.70



Notes forming part of the financial statements

17. CASH AND BANK BALANCES

(₹ in Million)

	As at March 31, 2015
Cash and cash equivalents	
Balance with banks	3,862.09
Cash on hand	24.31
Fixed deposit	8.80
Total A	3,895.20
Other bank balances	
Fixed deposits (pledge with banks)	40.74
Total B	40.74
Total (A+B)	3,935.94

18. SHORT-TERM LOANS AND ADVANCES

(₹ in Million)

	As at March 31, 2015
MAT Credit Entitlement	0.29
Prepaid Expenses	2.99
Loan to Employee	3.77
Total	7.05

19. OTHER CURRENT ASSETS

(₹ in Million)

	As at March 31, 2015
Share application money	125.00
Custom duty refund receivable	0.65
Deposits-vendors secured	6.02
Deposit-vendors others	35.68
Stamp duty refund receivable	0.10
Advances to suppliers	127.00
Prepaid expenses & insurance	5.58
Other (Stamp Duty and Expenses for purchase of land)	45.34
Other receivables	0.12
Total	345.49

Notes forming part of the financial statements

20. REVENUE FROM OPERATIONS

	(₹ in Million)
	For the Year ended March 31, 2015
Sale of products	1,863.03
Other operating revenue	31.19
Revenue from operations (Net)	1,894.22
Details of Product sold	
Tickets sales	1,415.31
Food & beverages	311.12
Merchandise sales	136.59
Total	1,863.03
Details of Other operating revenue	
Income from parking services	10.85
Income from third party logistic services	8.37
Income from space on hire	4.75
Income from lockers	6.08
Misc. Income	1.13
Total	31.19

21. OTHER INCOME

	(₹ in Million)
	For the Year ended March 31, 2015
Income from liquid fund investments	12.92
Interest Income - bank deposits	5.38
Interest on Income Tax Refund	0.02
Total	18.32

22. COST OF MATERIAL CONSUMED

	(₹ in Million)
	For the Year ended March 31, 2015
Cost of food & beverage, others	91.23
Cost of liquor	6.32
Total	97.55

Notes forming part of the financial statements

23. (INCREASE) / DECREASE IN INVENTORIES

	(₹ in Million)
	For the Year ended March 31, 2015
Stock in trade at the beginning of the year	
- Merchandise	10.58
Less: Stock in trade at the end of the year	
- Merchandise	(28.41)
Total	(17.83)

24. PERSONNEL EXPENSES

	(₹ in Million)
	For the Year ended March 31, 2015
Salaries, wages and bonus	365.59
Contribution to provident fund	23.46
Employee welfare and other amenities	90.09
Total	479.14

25. OPERATING AND OTHER EXPENSES

	(₹ in Million)
	For the Year ended March 31, 2015
Consumables & spares parts	44.80
Rent	17.07
Rates and taxes	23.30
Repairs and Maintenance (Plant & Machinery)	70.89
Power, fuel and water	134.22
Freight and forwarding expenses	1.77
House keeping expenses	51.72
Event & entertainment expenses	49.06
Advertisement and marketing expenses	294.82
Insurance expense	21.46
Communication expenses	5.77
Travelling and conveyance expenses	53.16
Payment to auditors (refer note 29)	1.24
Legal and professional fees	37.65
Foreign exchange loss (net)	0.29
Discounts given	100.58
Commission	52.51
Security and safety expenses	62.63
Printing and stationery expenses	7.59
Directors sitting fees	3.65
Other operating expenses	14.94
Total	1,049.12

Notes forming part of the financial statements

26. INTEREST AND FINANCE COST

	(₹ in Million)
	For the Year ended March 31, 2015
Interest	1,114.31
Bank charges	31.36
Total	1,145.67

27. EARNINGS PER SHARE (EPS)

Sr. No	Particulars	For the Year ended March 31, 2015
1	Net (Loss) as per Profit and Loss Account attributable to Equity Shareholders in Rupees in Million	(1073.07)
2	Weighted Average number of equity shares used as denominator for calculating EPS*	50,897,529
3	Basic and Diluted Earnings per share in Rupees	(21.08)
4	Face Value per equity share in Rupees	10.00
	*Adjusted for issue of additional equity shares at premium in April 2014 to March 2015	

28. DEFERRED TAX ASSET (NET)

	(₹ in Million)
	For the Year ended March 31, 2015
Deferred Tax Assets	
On account of Business Loss	1161.77
On account of Other Items	1.02
Expenditure allowed on Payment basis	7.62
Gross Deferred Tax Assets (A)	1170.41
Deferred Tax Liabilities	
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books.	378.94
Gross Deferred Tax Liabilities (B)	378.94
Deferred Tax Asset (Net) (A-B)	791.47

The timing differences result in a net deferred asset, relating mainly to unabsorbed depreciation and carried forward losses under the Income Tax Act, 1961.

The Company has commenced its operations in last reporting year, therefore the company has recognised deferred tax assets on unabsorbed business losses and unabsorbed depreciation in view of operation of Theme Park and water park picking up pace and increasing footfalls. Further in the financial year 2015 -2016 the Company will commence its hotel operations which will lead to increased footfalls. Also with the successful IPO and prepayment of loans to bank, the profitability of Company is likely to improve.

Notes forming part of the financial statements

29. AUDITORS REMUNERATION:

	(₹ in Million)
	For the Year ended March 31, 2015
Audit Fees*	1.18
Taxation Matters	0.08
IPO Matters**	1.78
Total	3.04

* Payment of ₹ 1.18 Million made to auditor for audit fees includes ₹ 0.02 Million transferred to goodwill on consolidation.

** Payment of ₹ 1.78 Million made to auditors for IPO matters are reduced from securities premium account as IPO expenses. (Refer note 36)

30. Estimated amount of contracts remaining to be executed on capital account and not provided for is ₹ 344.62 Million as on March 31, 2015.

31. List of related parties and transactions as per requirements of Accounting Standard - 18, 'Related Party Disclosures'

			(₹ in Million)
Name of Related Party	Relationship	Nature of Transaction	For the Year ended March 31, 2015
Mr. Manmohan Shetty	Key Managerial Personnel	Rent paid	8.24
		Royalty paid	0.11
		Loan Received	15.49
		Loan Repaid	3.92
M/s Thrill Park Limited	Holding Company	Amount payable towards IPO expenses	368.58
		Loan Received	70.00
		Advance Received	27.00
		Advance Paid	27.00
Ms. Aarti Shetty	Relative	Consultancy fees	5.39
		Shares purchased	0.05
Mr. Kapil Bagla	Key Managerial Personnel	Remuneration	8.52
Mr. Harjeet Chhabra	Key Managerial Personnel	Remuneration	7.41
Mr. Vincent Pijnenburg	Key Managerial Personnel	Remuneration	7.61
Mr. Rakesh Khurmi	Key Managerial Personnel	Remuneration	4.53
Mrs. Pooja Deora	Relatives	Consultancy fees	5.62
		Shares purchased	0.05

Notes forming part of the financial statements

Statement of Consolidated Outstanding balances of Related Parties

(₹ in Million)

Name of Related Party	Relationship	Nature of Transaction	For the Year ended March 31, 2015
M/s. Thrill Park Ltd.	Holding Company	Long Term Borrowing	0.10
		Short Term Borrowing	140.00
		Current Liabilities	352.28
Mr. Manmohan Shetty	Key Managerial Personnel	Short Term Borrowing	450.00
		Current Liabilities	0.11
Mrs. Pooja Deora	Relative	Current Liabilities	3.33
Ms. Aarti Shetty	Key Managerial Personnel	Current Liabilities	3.07

32. SEGMENTAL REPORTING AS PER AS-17 IS APPLICABLE TO THE COMPANY FOR THE YEAR UNDER CONSIDERATION.

	Tickets	Food and Beverages	Merchandise	Other Operations	Un-allocable	Total
Segment Revenue	1,415.31	311.12	136.59	31.19	12.92	1,907.13
Segment Result before Interest and Taxes	-498.67	128.52	18.70	-14.94	-214.41	-580.80
Less : Interest expense	-	-	-	-	-1,145.67	-1,145.67
Add : Interest and dividend income	-	-	-	-	5.40	5.40
Profit before tax	-498.67	128.52	18.70	-14.94	-1,354.68	-1,721.07
Deferred tax	-	-	-	-	648.00	648.00
Profit after tax	-498.67	128.52	18.70	-14.94	-706.68	-1,073.07
Other Information						
Segment assets	10,696.02	353.99	218.58	2.72	8,830.04	20,101.35
Segment liabilities	1,357.93	15.60	9.12	65.33	11,560.21	13,008.21
Capital expenditure during the year	1,253.28	17.40	9.15	-	10.94	1,290.77
Depreciation and amortisation	759.95	29.11	8.42	-	1.17	798.65

33. The Current assets, Loans & Advances (including capital advances) have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the balance sheet. Current assets, Loans & Advances (including capital advances) are subject to Confirmation and Reconciliation. Other known liabilities are adequate and not in excess of what are required.

34. The group has mortgaged 298 acres of land with IDBI Trusteeship Services Ltd. as security for the sanctioned term loan from financial consortium with Union Bank of India as the lead banker with pari passu charge.

Term loan by the group will be repaid over period of 10 years in unequal monthly instalments starting from April 2015. The loan is secured by first pari passu charge on the fixed assets and current assets of the group.

Interest rate on term loan taken from Banks and Financial institutions varies from base rate plus 2.60 to 3.00.

Interest rate on Loan taken in form of Buyers Credit varies from 0.48 to 3.25.

Notes forming part of the financial statements

35. The Company has acquired subsidiary on September 11, 2014, therefore the comparative figures for the previous year are not reported.

36. Share Issue Expenses

Share issue expenses as at March 31, 2015 comprised of expenses incurred in connection with issue of equity shares and their listing on stock exchanges. The total expenses in connection with the IPO were shared between the Company and the Holding Company M/s Thrill Park Limited in the proportion of the amount received from the IPO proceeds. The Company share of issue expenses were adjusted against securities premium account u/s 52(2)(c) of the Companies Act 2013.

37. The Company has mortgaged 25 acres of land for Short Term facilities taken with Union Bank of India at interest rate at Base Rate plus 4%. The facility will be repaid in six months.

38. The group has suspended operation of Bandit of Robinhood ride on account of malfunctioning and it has filed with the vendor for damages including compensation for loss of business. The group has separately disclosed it as retired asset under fixed asset schedule and is carried at lower of Net Book Value or Net Realisable value.

39. The Company has acquired 100% shares in the subsidiary Company during the year, therefore there is no minority interest.

Ratios of Consolidation for Net Assets and Profit and Loss Account are as follows.

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in Million)	As % of consolidated profit or (loss)	Amount (₹ in Million)
1	2	3	4	5
Parent Company				
1. Adlabs Entertainment Limited	100.04%	7,096.21	(99.86%)	(1,071.61)
Indian Subsidiary Company				
2. Walkwater Properties Pvt Ltd	(0.04%)	(3.04)	(0.14%)	(1.46)

For A. T. JAIN & CO.
Firm Registration No: 103886W
Chartered Accountants

A. T. Jain
Partner
Membership No: 014095

Place : Mumbai
Date : May 27, 2015

For and on behalf of the Board of Directors of
ADLABS Entertainment Limited

Manmohan Shetty Kapil Bagla
Chairman Whole Time Director

Rakesh Khurmi Ghanshyam Jhala
Chief Financial Officer Company Secretary

Place : Mumbai
Date : May 27, 2015



Salient Features of Financial statements of subsidiary

(₹ in Million)

Name of Subsidiary Company: Walkwater Properties Private Limited	
Reporting Currency	INR
Share Capital	4.15
Reserves & Surplus	(13.98)
Total Assets	59.67
Investments	5.70
Turnover/ Total Income	0.04
Profit Before Taxation	(3.17)
Provision for Taxation	-
Profit After taxation	(3.17)



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ADLABS Entertainment Limited

Registered Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203
CIN: U92490MH2010PLC199925

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 **6th ANNUAL GENERAL MEETING** on Monday, September 7, 2015 at 12.00 noon, at the Imagica Capital B2, Adlabs - Imagica, 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
102378		

Note: Please read instructions given at Note No. 18 (Procedure for Voting through electronic means) to the Notice of the 6th Annual General Meeting carefully before voting electronically. The voting time commences from September 4, 2015 (9:00 am) and ends on September 6, 2015 (5:00 pm). The voting module shall be disabled by NSDL for voting thereafter.

ADLABS Entertainment Limited

Registered Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203
CIN: U92490MH2010PLC199925

PROXY FORM

[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 ₹ 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 6th Annual General Meeting of the Company, to be held on the 7th day of September, 2015 at 12.00 noon at the Imagica Capital B2, Adlabs - Imagica, 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:

Sl. No.	Resolutions	For	Against
1	To consider and adopt the audited Balance Sheet as at March 31, 2015, the audited statement of Profit and Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Manmohan Shetty, who retires by rotation and being eligible, offers himself for re-appointment.		
3	To appoint Auditors and to fix their remuneration.		
4	To appoint Mr. Prashant Purker as an Independent Director.		
5	Keeping Register of Members at a place other than the Registered Office.		
6	To increase the remuneration of Kapil Bagla, Whole Time Director and CEO of the Company.		
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".		

Signed this..... day of..... 2015

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.

