



ADLABS ENTERTAINMENT LIMITED

CIN: L92490MH2010PLC199925

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

Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai – 400 053, Maharashtra, India

Tel: +91 22 4068 0000, **Fax:** +91 22 4068 0088; **Email:** compliance@imagicaaworld.com; **Website:** www.imagicaaworld.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions if any, of the Companies Act, 2013 ("Act"), read with the Companies (Management and Administration) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") that the Resolutions appended below in this Notice are proposed to be passed by Members as Special Resolutions by way of postal ballot including voting by electronic means ("e-voting").

The statement pursuant to Section 102 of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto. The Board of Directors of the Company, at its meeting held on Saturday, February 15, 2020, appointed Mr. Mohammed Aabid, partner at M/s. Aabid & Co, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by physical Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respect in the enclosed pre-paid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Monday, March 23, 2020. Postal Ballot Forms received after 5:00 p.m. on Monday, March 23, 2020 will be treated as 'invalid' and will be treated as no reply has been received from the Member.

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

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-voting). The results of the Postal Ballot will be announced by the Chairman of the Company or in his absence, any other person authorised by him, on or before Saturday, March 28, 2020 at the Registered Office and Corporate Office of the Company and also by placing the same on the Company's website i.e. www.imagicaaworld.com and on the e-voting website of Link Intime India Private Limited ("LIIPL") i.e. <https://instavote.linkintime.co.in>. The results will simultaneously be communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.

SPECIAL BUSINESS:

1. Change in the name of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules there under, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws (including any statutory modifications or re-enactment thereof, for the time being in force), and Memorandum of Association and Articles of Association of the Company and subject to the approval(s)/ consent(s) or permission(s) of the Stock Exchanges, Ministry of Corporate affairs, Central Government and any other regulatory and statutory authorities, as may be required, consent of the members be and is hereby accorded to change the name of the Company from "Adlabs Entertainment Limited" to the new name "Imagicaaworld Entertainment Limited".

"RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name "Adlabs Entertainment Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents including agreements and contracts entered into by the Company and at all other places wherever appearing be substituted with the new name "Imagicaaworld Entertainment Limited".

"RESOLVED FURTHER THAT any one of the Director of the Company, Joint Chief Executive Officers, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including making, signing and executing and filing necessary applications, forms, papers, documents and furnish information as may be considered necessary or expedient including appointing attorney(ies) or authorised representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be required from time to time and to settle and finalise all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit".

2. Alteration in the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Mumbai and/ or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), as it may deem fit, the Consent of the members be and is hereby accorded to the Board of Directors of the Company to bring following amendments to the Memorandum of Association of the Company:

1. Objects Clause III to have two parts viz. Part A - 'Main Objects to be pursued by the Company on its incorporation' and Part B 'Matters which are necessary for furtherance of the Objects specified in Part A'
2. The existing title Part C viz. "Other Objects" be deleted and the items appearing in the Part C be merged with Part B in line with the requirements of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (or a Committee thereof constituted for this purpose) be and is hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise to give effect to this Resolution."

By Order of the Board of Directors
For Adlabs Entertainment Limited

Sd/-
Divyata Raval
Company Secretary & Compliance Officer

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

Place : Mumbai

Date : February 15, 2020

Notes:

1. The related Explanatory Statements pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out material facts and reasons for the proposed special resolutions is annexed hereto.
2. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to those Members whose e-mail addresses are registered with the Depositories (in case of electronic shareholding)/ the Company's Registrars and Transfer Agents (in case of physical shareholding), unless any Member has registered for physical copy of the same. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to those members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope. Members may note that this Postal Ballot Notice along with Postal Ballot Form is available on the Investor Relations section of the Company's website i.e. www.imagicaaworld.com and on the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.
3. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the web link: <https://instavote.linkintime.co.in> or from the "Investor Relations" section on the Company's website: www.imagicaaworld.com where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. of Monday, March 23, 2020.
4. Resolutions passed by the Members through postal ballot including voting by electronic means will be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. till 5:00 p.m. on Monday, March 23, 2020.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on Friday, February 14, 2020 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by physical Postal Ballot or e-voting.
6. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Private Limited ("LIPL") to provide e-voting facility to its Members. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
7. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, vote casted by way of e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID". A member cannot exercise his vote by proxy on postal ballot.
8. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
9. Relevant material documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till Monday, March 23, 2020.
10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company Secretary at the Corporate Office i.e. 9th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai – 400053 or download the Postal Ballot Form from the Investor Relations section of Company's website i.e. www.imagicaaworld.com or from the e-voting website of LIPL i.e. <https://instavote.linkintime.co.in>
11. The e-voting period commences on Saturday, February 22, 2020 (9.00 am onwards) and ends Monday, March 23, 2020. (Till 5.00 pm). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, February 14, 2020 may cast their vote by e-voting. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

12. Voting through electronic means:

- I. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide e-voting facility to all its members to enable them to cast their vote electronically instead of dispatching the physical postal ballot form by post.
- II. Instructions for shareholders to vote electronically:

Event Number: 200015

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

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

5. Your Password details are given below:

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

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

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

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

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

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

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

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

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

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

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/ Against'.
8. If you wish to view the entire Resolutions details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT", a confirmation box will be displayed, If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolutions, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders

- a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian/ Mutual Fund/ Corporate Body**'.
They are also required to upload a scanned certified true copy of the board resolution/ authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/ Mutual Fund/ Corporate Body**' login for the Scrutinizer to verify the same.
 - b. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - c. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.
12. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call Ms. Ashwini Nemlekar, Sr. Associate at LIPL on Tel No. : 022 - 49186000.

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

Item No: 1

CHANGE IN NAME OF THE COMPANY FROM "ADLABS ENTERTAINMENT LIMITED" TO "IMAGICAAWORLD ENTERTAINMENT LIMITED"

The Members may note that the Board of Directors of the Company in their meeting held on Wednesday, February 05, 2020 decided to change the name of the Company from "Adlabs Entertainment Limited" to "Imagicaaworld Entertainment Limited" and check availability of name with Central Registration Centre (CRC) Registrar of Companies (ROC), Ministry of Corporate Affairs. The Company had made an application for reservation and availability of name change to the CRC, MCA and the desired name "Imagicaaworld Entertainment Limited" is made available by them vide their letter dated February 12, 2020 to the Company. As the Company operates as India's only Unique and Exceptional Theme Park under the Brand name "Imagicaa" and also widely known with the logo which represents the word "Imagicaa", the Board of Directors of the Company are of the view that the name "Imagicaa" would resonate more with the members because of high recall value and therefore, would be more advantageous for the Company to use the word 'Imagicaa' as compared to 'Adlabs'.

Consequent to the proposed new name being made available and reserved in favour of the Company, the Board at its meeting held on Saturday, February 15, 2020 approved change in name of the Company from "Adlabs Entertainment Limited" to "Imagicaaworld Entertainment Limited and also approved consequent change in Memorandum of Association and Articles of Association of the Company subject to receipt of approval from Shareholders, Stock Exchanges where equity shares of the Company are listed and Central Government.

Consequent upon change of name of the Company, the name "Adlabs Entertainment Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places would have to be substituted with the new name i.e. "Imagicaaworld Entertainment Limited".

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of passing a Special Resolution. Therefore, the Board considers that the Special Resolution set out at Item No. 1 in this Postal Ballot Notice is in the best interest of the Company and recommends the said Special Resolution for approval of shareholders. However, the said change in the name of the Company will be effective post receipt of approval from the Ministry of Corporate Affairs, Stock Exchanges and/ or other regulatory authority(ies) and upon receipt of fresh Certificate of Incorporation in the new name of the Company i.e. "Imagicaaworld Entertainment Limited".

It is proposed to authorise the Board of Directors and or Officers of the Company authorised by the Board of Directors to complete all the regulatory formalities as prescribed by the Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI), Stock Exchanges and/ or any other regulatory or statutory authority(ies) in connection with the change in name of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this Resolution except to the extent of their shareholding in the Company, if any.

Item No: 2

The members may note that in order to capitalize on the potential for any business opportunities envisaged by the management and to undertake certain new activities that can be combined with the existing activities of the Company and also to better utilize the existing infrastructure created by the Company, it is necessary to amend the objects clause of the Memorandum of Association of the Company.

Members may note that the business activities which the company may consider undertaking in future are already part of the present day Memorandum of Association under the head "Other Objects" which is not recognized under the new Company law, i.e. Companies Act, 2013. The existing Memorandum of Association ("MOA") of the Company was framed pursuant to the provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 require stating of MOA in a different manner. In view of the requirements, the Board of Directors at its meeting held on Saturday, February 15, 2020 approved alteration in the MOA as under, subject to requisite approval of shareholders of the Company:

1. Objects Clause III to have two parts viz. Part A - 'Main Objects to be pursued by the Company on its incorporation' and Part B 'Matters which are necessary for furtherance of the Objects specified in Part A'
2. The existing title Part C viz. "Other Objects" be deleted and the items appearing in the Part C be merged with Part B in line with the requirements of the Companies Act, 2013.

Pursuant to the provisions of Section 4 and 13 of the Act, the above said proposal requires consent of the members by way of Special Resolution. In light of the above, The Board of Directors of the Company accordingly recommends the Special Resolution as set out at Item No. 2 in this Postal Ballot Notice for approval of the Members by way of Postal ballot (including voting by electronic means).

A copy of the existing and proposed MOA would be available for inspection by the members at Company's registered office on all working days during normal business hours up to Monday, March 23, 2020.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors
For Adlabs Entertainment Limited

Sd/-
Divyata Raval
Company Secretary & Compliance Officer

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

Place : Mumbai

Date : February 15, 2020