

REPORT OF SCRUTINIZER

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

Date: March 26, 2020

To,

The Chairman,

ADLABS ENTERTAINMENT LIMITED,

30/31, Sangdewadi,

Khopoli - PaliRoad, Taluka-Khalapur,

District Raigad 410203, Maharashtra.

Sub: Scrutinizer Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated February 15, 2020 through Postal Ballot

Dear Sir,

I, CS Mohammed Aabid, partner of Aabid & Co. Practicing Company Secretary based in Mumbai has been appointed as Scrutinizer by the Board of Directors of Adlabs Entertainment Limited (hereinafter called “the Company”) for the purpose of scrutinizing the process of Postal Ballot including voting through electronic means pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions proposed through Postal Ballot Notice dated February 15, 2020.



Dispatch of the Postal Ballot Notice for passing the special businesses along with statement setting out material facts under Section 102 of the Companies Act, 2013 in respect of resolutions proposed as special business to be passed by the shareholders of the Company through Postal ballot process including voting by electronic means to the shareholders was completed on Thursday, February 20, 2020. The Company has availed services of Link Intime India Private Limited (herein after called "the LI IPL") to provide e-voting facility to its Members.

The Shareholders of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e. Friday, February 14, 2020 were entitled to vote on the proposed resolutions as set out at item nos. 1 and 2 in the Postal Ballot Notice.

The voting period for e-voting commenced on Saturday, February 22, 2020 at 09:00 a.m. and ended on Monday, March 23, 2020 at 5:00 p.m. and e-voting system of LI IPL was blocked immediately thereafter. Votes cast through physical ballot forms received till Monday, March 23, 2020 up to 5:00 pm, were considered. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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

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



SPECIAL BUSINESS**Item No. 1: Special Resolution****Change in the name of the Company**

(i) Voted in favour of the resolution:

	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	42	3,29,97,955	69.78
Physical	72	1,42,87,778	30.22
Total	114	4,72,85,733	100

(ii) Voted against the resolution:

	Number of members who Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	395	0.00
Physical	5	189	0.00
Total	11	584	0.00

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast (No. of Shares)
E-voting	0	0
Physical	1	15
Total	1	15



Item No. 2: Special Resolution**Alteration in the Memorandum of Association of the Company**

(i) Voted in favour of the resolution:

	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	41	3,29,20,210	69.73
Physical	75	1,42,88,198	30.27
Total	116	4,72,08,408	100

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	3	362	0.00
Physical	5	189	0.00
Total	8	551	0.00

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast (No. of Shares)
E-voting	0	0
Physical	1	15
Total	1	15



The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot and the same shall be handed over to the Compliance Officer for safe keeping.

Thanking You

Yours Faithfully,

For Aabid & Co.

Company Secretaries

Mohammed Aabid

Partner

Membership No.: F6579

C. P. No.: 6625



Place: Mumbai

Date: 26/03/2020

Company Secretary

Adlabs Entertainment Limited

Adlabs Entertainment Limited								
Resolution Required : (Special)			Resolution No. 1 - Change in the name of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	27370127	27370127	100.0000	27370127	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27370127	100.0000	27370127	0	100.0000	0.0000
Public Institutions	E-Voting	2816373	2713000	96.3296	2713000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2713000	96.3296	2713000	0	100.0000	0.0000
Public Non Institutions	E-Voting	57875623	2915223	5.0370	2914828	395	99.9865	0.0135
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		14287967	24.6874	14287778	189	99.9987	0.0013
	Total		17203190	29.7244	17202606	584	99.9966	0.0034
Total		88062123	47286317	53.6965	47285733	584	99.9988	0.0012

Adlabs Entertainment Limited

Resolution Required : (Special)			Resolution No. 2 - Alteration in the Memorandum of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	27370127	27370127	100.0000	27370127	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27370127	100.0000	27370127	0	100.0000	0.0000
Public Institutions	E-Voting	2816373	2713000	96.3296	2713000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2713000	96.3296	2713000	0	100.0000	0.0000
Public Non Institutions	E-Voting	57875623	2837445	4.9027	2837083	362	99.9872	0.0128
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		14288387	24.6881	14288198	189	99.9987	0.0013
	Total		17125832	29.5908	17125281	551	99.9968	0.0032
Total		88062123	47208959	53.6087	47208408	551	99.9988	0.0012