



PUBLIC ANNOUNCEMENT

ADLABS Entertainment Limited

Our Company was initially formed and registered as a partnership firm under the provisions of Indian Partnership Act, 1932 through a partnership deed dated May 18, 2009 in the name and style of M/s Dream Park, with our Promoters, among others, as partners. Our Company was incorporated as Adlabs Entertainment Private Limited on February 10, 2010 at Mumbai as a private limited company under the Companies Act, 1956, upon conversion of M/s. Dream Park into a company. Our Company was converted into a public limited company on April 27, 2010 and the name of our Company was changed to Adlabs Entertainment Limited. For details of change in the name and registered office of our Company please see the section "History and Certain Corporate Matters" on page 125 of the Draft Red Herring Prospectus.

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

Contact Person: Ghanshyam Singh Jhala, Company Secretary and Compliance Officer; **Tel:** +91 22 4068 0026; **Fax:** +91 22 4068 0088
Email: compliance@adlabsentertainment.com; **Website:** www.adlabsimagica.com **CIN:** U92490MH2010PLC199925

OUR PROMOTERS: MANMOHAN SHETTY AND THRILL PARK LIMITED

PUBLIC ISSUE OF UP TO 23,000,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF ADLABS ENTERTAINMENT LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [-] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [-] PER EQUITY SHARE) AGGREGATING UP TO ₹ [-] MILLION ("ISSUE") COMPRISING A FRESH ISSUE OF UP TO 21,000,000 EQUITY SHARES AGGREGATING UP TO ₹ [-] MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 2,000,000 EQUITY SHARES BY THRILL PARK LIMITED (THE "SELLING SHAREHOLDER") AGGREGATING UP TO ₹ [-] MILLION ("OFFER FOR SALE"). THE ISSUE WILL CONSTITUTE [-] % OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL. OUR COMPANY ALONG WITH THE SELLING SHAREHOLDER MAY, IN CONSULTATION WITH THE GLOBAL CO-ORDINATORS AND LEAD MANAGERS ("GCLMS"), OFFER A DISCOUNT OF UP TO [-] % (EQUIVALENT TO ₹ [-]) ON THE ISSUE PRICE TO RETAIL INDIVIDUAL BIDDERS ("RETAIL DISCOUNT").

Our Company is considering a pre-Issue placement of up to 3,000,000 Equity Shares with certain investors for an amount not exceeding ₹ 800 million (the "Pre-IPO Placement"). The Pre-IPO Placement will be at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post-Issue paid-up equity share capital being offered to the public.

Our Company filed the Draft Red Herring Prospectus dated May 20, 2014 ("DRHP") with Securities and Exchange Board of India ("SEBI") on May 21, 2014 and made a public announcement in compliance with the provisions of Regulation 9(3) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009, as amended ("SEBI ICDR Regulations") to inform the public that the Company is proposing, subject to requisite approvals, market conditions and other considerations, a public issue of its Equity Shares.

This public announcement should be read in conjunction with the DRHP. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

Intimation: Please note that in relation to disclosures in the section "Capital Structure" on page 62 of the DRHP, the Company will like to inform you that:

- The maximum number of Equity Shares to be issued to India Advantage Fund upon conversion of the IAF CCDs is likely to be 10,510,949 Equity Shares;
 - The maximum number of Equity Shares to be transferred by Thrill Park to the holders of Thrill Park Securities is likely to be 1,051,115 Equity Shares; and
 - The maximum number of Equity Shares outstanding post Issue is likely to be 79,973,984 Equity Shares;
- Accordingly, the section "Capital Structure – Notes to Capital Structure" of the DRHP will stand modified to include, without limitation, the following changes:

- (i) "Equity Share Capital History of our Company" will be modified for the issuance of up to 10,510,949 Equity Shares to India Advantage Fund;
- (ii) "History of the Equity Shares Capital held by our Promoter" will be modified to give effect to the transfer of up to 1,051,115 Equity Shares by Thrill Park to the holders of Thrill Park Securities;
- (iii) "Shareholding Pattern of our Company" will be modified (i) on the issuance of up to 10,510,949 Equity Shares to India Advantage Fund and (ii) to give effect to the transfer of up to 1,051,115 Equity Shares by Thrill Park to the holders of Thrill Park Securities;
- (iv) The top ten shareholders of the Company on (i) issuance of the maximum number of Equity Shares to India Advantage Fund upon conversion of IAF CCDs; and (ii) the transfer of the maximum number of Equity Shares by Thrill Park to the holders of Thrill Park Securities is likely to be as follows:

S. No.	Name Of The Shareholder	No. of Equity Shares	Percentage of total shareholding (%)
1.	Thrill Park	Not less than 44,565,680	75.6
2.	India Advantage Fund	Up to 10,510,949	17.8
3.	Manmohan Shetty	2,842,152	4.8
4.	Echjay Industries Private Limited	Up to 1,45,986	0.2
5.	Cassinath Truckers Private Limited	Up to 72,993	0.1
	MAA Holding Private Limited	Up to 72,993	0.1
	Manoj J Doshi	Up to 72,993	0.1
	Suman Kant Munjal	Up to 72,993	0.1
6.	C K Gupta (as the Karta of C K Gupta HUF)	Up to 36,497	0.1
	Dilipkumar Tanna	Up to 36,497	0.1
	Meso Private Limited	Up to 36,497	0.1
	Pallasanna Krishna Subramanian (as the Karta of Pallasanna Krishna Subramanian HUF)	Up to 36,497	0.1
	Suresh Chandra Rajpal	Up to 36,497	0.1
	Umed A Fifadra	Up to 36,497	0.1
	Vikramjeet Singh Mamik	Up to 36,497	0.1
	Total	Up to 58,612,218	99.4

Please note that disclosure of likely top 10 shareholders and their shareholding may be subject to further update at the time of filing of RHP on account of proposed Pre-IPO Placement as disclosed in the DRHP. Our Company undertakes to include the updated table based on the Pre-IPO Placement and actual number of Equity Shares issued to India Advantage Fund and transferred by Thrill Park to the holders of Thrill Park Securities in the RHP to be filed with the RoC. Our Company also undertakes to make appropriate updates in the RHP in accordance with the requirements of SEBI ICDR Regulations including, without limitation, on account of the Pre-IPO Placement.

This public announcement is being issued for inviting comments from the public, if any, for a period of at least 21 days from the date hereof. This public announcement is being made available on the websites of SEBI at www.sebi.gov.in, the stock exchanges where the Equity Shares are proposed to be listed i.e. the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and the websites of the Global Co-ordinators and Lead Managers i.e. Deutsche Equities India Private Limited, Centrum Capital Limited and Kotak Mahindra Capital Company Limited (the "GCLMS") at www.db.com/India, www.centrum.co.in and <http://investmentbank.kotak.com>, respectively. All members of the public are hereby invited to provide their comments on the public announcement read with the DRHP to SEBI with respect to the disclosures set out in this public announcement. All members of the public are requested to send a copy of the comments sent to SEBI, to the Company and the GCLMS at their respective addresses mentioned below. All comments must be received by the Company or the GCLMS on or before 5 p.m. on the 21st (twenty first) day from the date of this public announcement.

Any potential investor should note that investment in equity shares involves a high degree of risk. Investors are advised to read the section titled "Risk Factors" of the DRHP carefully before taking an investment decision in this Issue. Potential investors should not rely on the DRHP for any investment decision. The Equity Shares offered in the Issue have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the DRHP. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

These materials are not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). These materials are not an offer of securities for sale into the United States, Canada or Japan. The Equity Shares referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

GLOBAL CO-ORDINATORS AND LEAD MANAGERS			REGISTRAR TO THE ISSUE
 Deutsche Equities India Private Limited 14th Floor, The Capital, Bandra Kurla Complex, Mumbai 400 051 Maharashtra, India Tel: +91 22 7180 4444 Fax: +91 22 7180 4199 E-mail: ael.ipo@db.com Investor grievance e-mail: db.redressal@db.com Website: www.db.com/India Contact Person: Vivek Pabari SEBI Registration No.: INM000010833	 Centrum Capital Limited⁽ⁱ⁾ Centrum House, Vidyanagari Marg CST Road, Kalina, Santacruz (East) Mumbai 400 098 Maharashtra, India Tel: +91 22 4215 9000 Fax: +91 22 4215 9707 E-mail: adlabs.ipo@centrum.co.in Investor grievance e-mail: igmbd@centrum.co.in Website: www.centrum.co.in Contact Person: Gaurav Saravgi / Amandeep Sidhu SEBI Registration No.: INM000010445	 Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. 27, G Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India Tel: +91 22 4336 0000 Fax: +91 22 6713 2447 E-mail: ael.ipo@kotak.com Investor grievance e-mail: kmccredressal@kotak.com Website: http://investmentbank.kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	 Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West) Mumbai 400 078 Maharashtra, India Tel: +91 22 2596 7878 Fax: +91 22 2596 0329 E-mail: ael.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Sachin Achar SEBI Registration No.: INR000004058

⁽ⁱ⁾ Centrum Capital Limited, which is an associate of our Company, shall only be involved in the marketing of the Issue.

For Adlabs Entertainment Limited
On behalf of Board of Directors

Place : Mumbai
Date : September 29, 2014

SD/-
Managing Director

Adlabs Entertainment Limited proposes, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the DRHP with SEBI. The DRHP is available on the SEBI website at www.sebi.gov.in as well as the websites of the Global Co-ordinators and Lead Managers at www.db.com/India, www.centrum.co.in and <http://investmentbank.kotak.com>. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the section "Risk Factors" on page 17 of the DRHP.