



IMAGICAAWORLD ENTERTAINMENT LIMITED

CIN: L92490MH2010PLC199925

Registered Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203,
Corporate Office: 201, 2nd Floor, Landmark Building, Opp. Infinity Mall, New Link Road, Andheri West,
Mumbai 400 053

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NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read together with the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively the **"MCA Circulars"**) and any other applicable law, rules and regulations, that the proposed Ordinary and Special Resolutions appended below are for the approval of the Members of Imagicaaworld Entertainment Limited (**"the Company"**) through Postal Ballot by way of remote e-voting process (**"remote e-voting"**). A detailed explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice (**"Notice"**) for your consideration and forms part of this Notice.

In terms of the requirements specified in the MCA Circulars, this Notice is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/ Depositories/Registrar and Share Transfer Agent (**"RTA"**) and the communication of assent / dissent of the Members on the Resolutions proposed in the Notice will only take place through the remote e-voting system (**"remote e-voting"**).

In compliance with the aforesaid MCA Circulars, Regulation 44 of the SEBI Listing Regulations and the provisions of Sections 108 and 110 of the Act read with the Rules as amended from time to time and SS-2, the Company is providing remote e-voting facility to its Members to cast their vote electronically. The Company has engaged the services of Link Intime India Private Limited (**"LIPL"**) for the purpose of providing remote e-voting facility to its Members. The detailed instructions for remote e-voting are appended to this Notice.

SPECIAL BUSINESS:

- 1. To raise capital by way of a qualified institutions placement to eligible investors through an issuance of equity shares and/or other eligible securities for an amount not exceeding ₹ 600 Crores**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time

being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("**SEBI ICDR Regulations**") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of ₹10 each of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ("**FEMA**"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**GOI**"), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the GOI, Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), BSE Limited and National Stock Exchange of India Limited (collectively being the "**Stock Exchanges**"), the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Maharashtra at Mumbai ("**RoC**") and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee of the Board of Directors of the Company duly constituted by the Board or may hereinafter constitute to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares and / or other securities convertible into Equity Shares (including warrants, or otherwise), (hereinafter referred to as "**Securities**"), or any combination thereof, in accordance with applicable laws, in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager(s)/book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount for an aggregate amount not exceeding ₹ 600 Crores (Rupees Six Hundred Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of one or more qualified institutions placement(s) ("**QIP**") in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations and other applicable laws, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("**QIBs**") (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents pension funds and/or any other categories of investors, as may be permissible under applicable laws, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/preliminary placement document/placement document and/or other letter or circular as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory/statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the "**Issue**") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s)/book running lead manager(s) and/ or underwriter(s) and/ or other advisor (s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders of the Company.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolution:

- (a) the Securities proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and other applicable laws;
- (b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (c) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring; and
- (d) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in terms of Chapter VI of the SEBI ICDR Regulations, the allotment of Securities shall only be to QIBs as defined in the SEBI ICDR Regulations and shall be completed within a period of 365 days from the date of passing of this special resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

RESOLVED FURTHER THAT subject to applicable law, in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the QIP of Equity Shares as eligible securities, in accordance with applicable laws, rules, regulations and guidelines in relation to the proposed issue of Equity Shares, and in case Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorized committee decides to open the proposed issue or the date on which holders of Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized committee or such date as may be permitted under SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the SEBI ICDR Regulations from time to time and no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations. Furthermore, the tenure of convertible or exchangeable Securities issued shall not exceed sixty months from the date of allotment.

RESOLVED FURTHER THAT any issue of Securities made by way of a QIP under Chapter VI of SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**"). Furthermore, the Board may, at its absolute discretion and in consultation with the lead manager(s)/book running lead manager(s) also offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the QIP Floor Price.

RESOLVED FURTHER THAT the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, if required.

RESOLVED FURTHER THAT the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers/ book running lead manager(s) and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of the SEBI ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the SEBI ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT the issue to the holders of Securities, which are convertible into or exchangeable with the Equity Shares at a later date, will be, inter alia, subject to the following terms and conditions:

- (a) In the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted will stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, will stand reduced pro tanto;
- (b) In the event the Company is making a rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer, and such additional Equity Shares will be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) In the event of a merger, amalgamation, takeover or any other reorganization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid will be suitably adjusted; and
- (d) In the event of consolidation of outstanding Equity Shares or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of the concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the Equity Shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, terms pertaining to voting rights, share premium and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, and in consultation with the lead manager(s)/book running lead manager(s), to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as preliminary placement document, the placement document, any offering document, and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, terms of the Issue, identification and class of the investors to whom the Securities are

to be offered, utilization of the issue proceeds and if the issue size exceeds ₹ 100 Crores, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations, authorising any Director(s) or Officer(s) of the Company to sign preliminary placement document, the placement document, any offering document, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price (including premium, if any), number of Securities, discount on the issue price, premium amount on issue and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution. Furthermore, all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint /engage lead manager(s)/book running lead manager(s), underwriter, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency and any other intermediaries, agencies and professionals as may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities issued on the Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution herein to any committee of directors or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.”

2. Reclassification of Authorised Capital of the Company and consequent alteration of the Capital Clause of the Memorandum of Association

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to Reclassify the Authorised Share Capital of the Company:

From: ₹ 1100,00,00,000/- (Rupees Eleven Hundred Crores Only) divided into:

- ₹ 600,00,00,000/- (Rupees Six Hundred Crores Only) divided into 60,00,00,000 (Sixty Crores) equity shares of ₹ 10/- (Rupees Ten Only) each and
- ₹ 500,00,00,000/- (Rupees Five Hundred Crores Only) divided into 5,00,00,000 (Five Crores) Preference Shares of ₹ 100/- each

To: ₹ 1100,00,00,000/- (Rupees Eleven Hundred Crores Only) divided into:

- ₹ 1000,00,00,000/- (Rupees One Thousand Crores Only) divided into 100,00,00,000 (One Hundred Crores) equity shares of ₹ 10/- (Rupees Ten Only) each and

- ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 1,00,00,000 (One Crores) Preference Shares of ₹ 100/- (One Hundred Only) each

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be modified/alterd as under:

“V. a. The Authorised Share Capital of the Company is ₹ 1100,00,00,000/- (Rupees Eleven Hundred Crores Only) divided into 100,00,00,000 (One Hundred Crores) equity shares of ₹ 10/- (Rupees Ten Only) each and 1,00,00,000 (One Crores) Preference Shares of ₹ 100/- (Rupees One Hundred Only) each

with a power to increase or reduce the capital of the Company in accordance with the provisions of the Companies Act, 2013 and to classify or reclassify the Share Capital.”

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

3. Material modification in the approved related party transactions with Giriraj Enterprises, a partnership firm

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in partial modification to the resolution passed by the Members of the Company at the Extra Ordinary General Meeting of the Company held on March 18, 2024 approving the related party transactions of the Company for an amount as mentioned in below table with Giriraj Enterprises, a partnership firm and accordingly a related party in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded to increase the transaction value with Giriraj Enterprises, a partnership firm, the Related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, as mentioned in the below table and as per the details set out in the explanatory statement to this resolution and on such terms and conditions as may be agreed between the Company and Giriraj Enterprises during the financial year 2024-25, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company:

Name of the Related Party	Nature of Relationship	Nature of Transaction	Approved / existing transaction limit	Additional transaction limit	Total Value of Transaction
Giriraj Enterprises, a Partnership Firm	Mr. Rajesh Omkarnath Malpani, Mr. Sanjay Omkarnath Malpani, Mr. Manish Madhav Malpani, Mr. Girish Madhav Malpani and Mr. Ashish Madhav Malpani are Partners of Giriraj Enterprises. Mr. Rajesh Omkarnath Malpani	Purchase of Park Undertaking at Lonavala and Shirdi location	₹ 630 Crores	No revision (This shall remain same as approved by the Members of the Company at the Extra Ordinary General Meeting (“EGM”) of the Company held on March 18, 2024 as detailed	₹ 630 Crores

Name of the Related Party	Nature of Relationship	Nature of Transaction	Approved / existing transaction limit	Additional transaction limit	Total Value of Transaction
	and Mr. Manish Madhav Malpani, Directors of the Company and their relatives are partners of the partnership firm.	Purchase of solar power, other facilities and reimbursement of expenses	₹ 2.40 Crores	₹ 7.60 Crores	₹ 10.00 Crores
				in the Notice of EGM dated February 8, 2024)	

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising and executing necessary documents, including agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members 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 of the powers herein conferred, as it may deem fit, in its absolute discretion to any Committee of the Board or any Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board and/or Audit Committee in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

4. Material modification in the approved related party transactions with Malpani Parks Indore Private Limited

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in modification of the earlier resolution passed by the Members of the Company at the Extra Ordinary General Meeting held on March 18, 2024 approving related party transactions with Malpani Parks Indore Private Limited for purchase of the Indore Park Project Assets and Lease of the Indore Park Project Land Parcels from Malpani Parks Indore Private Limited as contemplated thereunder, and pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and rules framed thereunder including without limitation the Companies (Meetings of the Board and its Powers) Rules, 2014 (as amended) (“**Rules**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with applicable rules, notifications, circulars, and guidelines issued from time to time and any other applicable laws (including any amendment, modification, variation or re-enactment to any of the foregoing), the provisions of the Memorandum and Articles of Association of the Company, the Company’s policy on related party transactions

and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company vide resolutions passed at their respective meetings, and subject to statutory and/or regulatory approvals, if any, and/ or third party approval(s)/ consent(s), if any, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("**Board**") (which term shall include any committee constituted by the Board or hereinafter constituted from time to time, to exercise its powers including power conferred by this resolution) for: (A) acquisition and purchase of 10,000 (ten thousand) equity shares having face value of ₹ 10/- (Rupees Ten Only) each representing 100% (one hundred percent) of the total issued and paid-up equity share capital of Malpani Parks Indore Private Limited ("**MPIPL**" / "**Target Company**") on a fully diluted basis from Malpani Parks Private Limited ("**Seller**"), free and clear of any charges, lien, mortgage, pledge, security interest and/or encumbrances, for an aggregate consideration of up to ₹ 55,00,00,000/- (Rupees Fifty Five Crores Only) {subject to such deductions of applicable taxes} and/or any other adjustments as specified in the Definitive Agreements (*as hereinafter defined*) ("**Purchase Consideration**"), with effect from such date, in such manner and on such terms and conditions as specified under the Definitive Agreements executed/to be executed in relation to such aforesaid transactions}; and (B) infusion of funds by the Company in MPIPL of an amount not exceeding ₹ 153,00,00,000/- (Rupees One Hundred and Fifty Three Crores Only) by way of intercorporate deposit and / or loan and / or debt (and/or any other form/instrument/mechanism as may be decided by the Board from time to time) which is to be utilized *inter-alia* towards the repayment of unsecured loan and other creditors and/or liabilities of MPIPL and such other utilisation as contemplated under the Definitive Agreements, with effect from such date, in such manner and on such terms and conditions as specified under the Definitive Agreements executed/to be executed in relation to such aforesaid transactions with effect from such date, in such manner and on such terms and conditions as specified under the Definitive Agreements executed/to be executed in relation to such aforesaid transactions as per the terms and conditions of the offer letter ("**Offer Letter**") and share purchase agreement with shareholders of MPIPL, inter-corporate deposit agreements, financing documents, subscription agreement(s), transfer agreement(s) and/or other documents, agreements and/or instruments in this regard (collectively, the "**Transaction Document(s)**") to be executed in this regard from time to time, and/or other documents, agreements, instruments, deeds, arrangements, letters, correspondences, applications and/or writings required in connection with, or ancillary to, the execution and/or implementation of the Offer Letter and/or the Transaction Document(s) (collectively, the "**Ancillary Documents**") (the Offer Letter, the Transaction Document(s) and other Ancillary Documents are collectively referred to as the "**Definitive Agreements**"), in relation to the aforesaid transactions (collectively, the "**Transaction**"), with a power to agree to and accept any modifications or amendments, if any, as may be required by the concerned authorities or otherwise, as the Board may deem fit and appropriate in the interests of the Company and to do all such acts, deeds and things as may be necessary, proper, desirable and / or expedient to give effect to the aforesaid transactions including without limitation, to settle any questions, difficulties or doubts that may arise in regard to Transaction as they may in their absolute discretion deem fit, with further powers to delegate all or any of the above authorities conferred to it to the authorized signatories/authorized representative(s) and/or to any officer(s), employee(s), authority(ies), agent(s), representative(s), attorney/s and/or person(s) and to negotiate, finalize, accept, amend, execute, modify and amend the Definitive Agreements and/or other documents/agreements executed/to be executed in this regard from time to time, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and the said Transaction is being carried out on arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising and executing the Definitive Agreements and/or any other necessary documents, including agreement(s), deeds of assignment and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to negotiate, settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, including without limitation to, making necessary regulatory filings, if any, negotiating, finalising and executing any amendments in relation to any of the Definitive Agreements and/or any other Ancillary Documents or other undertakings, memoranda, deeds, documents and such other papers and writings, as may be deemed

necessary or expedient, in connection therewith, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members 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: (A) delegate all or any of the powers herein conferred, as it may deem fit, in its absolute discretion to any Committee of the Board or any Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s) / authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution; and (B) appoint and co-ordinate with such, intermediaries, delegates, agents, representatives, consultants, attorney/s and advisors/counselors, as may be finalized by the authorized signatories/authorized representative(s) of the Company in their absolute discretion (collectively, the “**Intermediaries**”), and to enter into / issue necessary documents with the same from time to time in connection therewith and to authorize the Intermediaries to do all such acts, deeds, matters and things in accordance with the terms and conditions of the Definitive Agreements/Ancillary Documents.

RESOLVED FURTHER THAT all actions taken by the Board and/or Audit Committee in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

5. Re-appointment of Mr. Suresh Bharathwaj (DIN: 09330455) as an Independent Director for a second term

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Suresh Bharathwaj (DIN: 09330455), who holds office as an Independent Director upto October 17, 2024 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of (2) two consecutive years with effect from October 18, 2024 up to October 17, 2026.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

**By Order of the Board of Directors
For Imagicaaworld Entertainment Limited**

Reshma Poojari
Company Secretary
Membership No. ACS 34554

Place: Mumbai
Date: June 25, 2024

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”) read with the Rules, which sets out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. Details pursuant to Regulation 36(3) of SEBI Listing Regulations and SS -2, in respect of Director seeking re-appointment as an Independent Director is also annexed to this Notice.
3. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only by email to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) and Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited (“**RTA**”/“**LIPL**”) as on Friday, June 21, 2024 (“**Cut-Off Date**”). The communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
4. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Special Resolution in accordance with the process specified in this Notice.
5. Members are advised to register/update their e-mail address with their Depository Participants in case of shares held in electronic form and to the Company and/or its RTA in case of shares held in physical form.
6. Members may also note that the Notice will also be available on the Company’s website www.imagicaaworld.com and on the website of the stock exchanges i.e. the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.
7. Members seeking inspection of relevant documents referred to in this Notice and the Explanatory Statement under Section 102 of the Act may send an email to compliance@imagicaaworld.com from their registered e-mail addresses upto the last date of remote e-voting i.e. Wednesday, July 31, 2024 mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect.
8. The Members shall exercise their right to vote on the matters included in this Notice electronic means i.e. through e-voting services provided by LIPL. The remote e-voting period commences on Tuesday, July 02, 2024 at 9:00 A.M. (IST) and ends on Wednesday, July 31, 2024 at 5:00 P.M. (IST). The remote e-voting module shall be disabled for remote e-voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.
9. In case the Members have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or may contact Mr. Ashish Upadhyay, Associate – Technology Group at enotices@linkintime.co.in or Call:- Tel : 022 - 49186000.

10. The Board of Directors of the Company has appointed Mr. P. N. Parikh (Membership No. FCS 327, CP 1228) and failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331, CP 9511) and failing him Ms. Sarvari Shah (Membership No. FCS 9697, CP 11717) of M/s. Parikh & Associates, Practising Company Secretaries to act as the Scrutinizer for conducting Postal Ballot process in fair and transparent matter in accordance with the provisions of the Act and the Rules made thereunder.
11. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after completion of scrutiny of the remote e-voting. The results of the Postal Ballot (through remote e-voting process) along with the Scrutinizer's report will be announced by the Chairman or person so authorized by him, on or before Friday, August 02, 2024.
12. The results of the Postal Ballot will be uploaded on the Company's website at www.imagicaaworld.com on the website of Link Intime Private Limited at <https://instavote.linkintime.co.in> and the same shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
13. The Resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting, i.e. Wednesday, July 31, 2024.
14. **Instructions for remote e-voting are as under:**

EVENT NUMBER :- 240274

Pursuant to the SEBI circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on 'e-voting facility provided by Listed Companies', Individual Members holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants ("DP's") only. This enables e-voting for all individual demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ DP's. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Login methods:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. • If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online

Type of Shareholders	Login Method
	<p>for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ul style="list-style-type: none"> • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. • After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click

Type of Shareholders	Login Method
	<p>on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (Asrecorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits),as recorded with your DP/Company. <ul style="list-style-type: none"> * <i>Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.</i> * <i>Shareholders holding shares in NSDL form, shall provide ‘D’ above</i> <ul style="list-style-type: none"> ➤ Set the password of your choice (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). ➤ Click “confirm” (Your password is now generated). 3. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and clickon ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders (“Corporate Body/Custodian/Mutual Fund”):

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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 / Corporate Body/Mutual Fund**’ login for the Scrutinizer to verify the same.

STEP 1 - Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID. The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 - Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.

- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2 - VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case Shareholders/ Members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME

In case Shareholders/ Members holding securities in physical mode/ Institutional shareholders have any queries regarding remote e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or may contact send an email to enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THIS NOTICE

Item No. 1: To raise capital by way of a qualified institutions placement to eligible investors through an issuance of equity shares and/or other eligible securities for an amount not exceeding ₹ 600 Crores

The Company anticipates growth opportunities in its existing operations and continues to evaluate options of various avenues for organic expansion and achieving inorganic growth. Towards this, the Company shall require capital for furthering such growth and expansion plan. Accordingly, the Company intends to undertake a capital raise by way of one or more qualified institutions placements to eligible investors through an issuance of equity shares or other eligible securities and use the proceeds from the Issue in accordance with the applicable laws , towards, *inter alia*:

- (a) expansion of business (through organic or inorganic channels);
- (b) various capital expenditure requirements;
- (c) funding the long term growth of its existing businesses;
- (d) discharging payment obligations in respect of current acquisitions in progress;
- (e) making strategic acquisitions (including through business transfers, acquisition of shares or other securities, and any other means) and payment of consideration in respect thereof;
- (f) financing working capital requirements or other long term capital;
- (g) pre-payment and / or repayment of loans and borrowings (in part or in full);
- (h) Acquisition of land parcels;
- (i) general corporate requirements; and / or
- (j) any other purposes, permissible under applicable law.

To the extent proceeds from the Issue are deployed through our subsidiaries, associates or joint ventures, as applicable, for the aforementioned purposes, it shall be in the form of equity or debt or in any other manner as may be mutually decided, in accordance with applicable law.

Accordingly, as approved by the Board of Directors of the Company ("**Board**") at their meeting held on May 28, 2024 and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value ₹ 10 each ("**Equity Shares**"), and / or other securities convertible into Equity Shares (including warrants, or otherwise), or any security convertible into Equity Shares (collectively referred to as "**Securities**") or any combination thereof, in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager(s)/book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 600 Crores (Rupees Six Hundred Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of one or more qualified institutions placement ("**QIP**") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("**SEBI ICDR Regulations**")-, Section 42 and other applicable provisions of the Companies Act, 2013, as amended ("**the Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the provisions of the Memorandum and Articles of Association of the Company (including part II thereof) and other applicable laws. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s)/book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, the Act and other applicable guidelines, notifications, rules and regulations. ("**Issue**")

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to, *inter alia*, the applicable

statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, Maharashtra at Mumbai to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time.

The Issue is made through a qualified institutions placement shall be undertaken in terms of the SEBI ICDR Regulations and other applicable laws as follows:

- i. the allotment of Securities shall only be made to qualified institutional buyers (“**QIBs**”) as defined under SEBI ICDR Regulations;
- ii. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;
- iii. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- iv. the floor price will be calculated as per the formula prescribed under the SEBI ICDR Regulations;
- v. the “relevant date” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
- vi. the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- vii. An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender.
- viii. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- ix. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- x. a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the floor price may be provided in terms of the SEBI ICDR Regulations;
- xi. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time
- xii. the schedule of the QIP will be as determined by the Board or its duly authorized committee; and
- xiii. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

Further, Section 62(1)(c) of the Act provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution.

Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the Members of the Company is being sought pursuant to the provisions of Section 62(1)(c) of the Act and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its Members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the aforementioned provisions of the Act read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the Issue shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment(s) thereof (“**FEMA**”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution as set out at Item No. 1 of this Notice for approval of the Members of the Company as a Special Resolution.

Item No. 2: Reclassification of Authorised Capital of the Company and consequent alteration of the Capital Clause of the Memorandum of Association:

The present Authorized Share Capital of the Company is ₹ 1100,00,00,000/- (Rupees Eleven Hundred Crores Only) divided into 60,00,00,000 (Sixty Crores) equity shares of ₹ 10/- each and 5,00,00,000 (Five Crores) Preference Shares of ₹ 100/- each. The paid up equity share capital of the Company is ₹ 5,42,31,93,910/- (Rupees Five Hundred and Forty Two Crores Thirty One Lakhs Ninety Three Thousand Nine Hundred and Ten Only) and ₹ Nil of Preference Shares as on the date of this Notice.

To support the growth plans of the Company and for other general corporate purposes, the Company, inter-alia, would require to raise funds through issuance of equity shares. Hence, it is proposed to reclassify the Authorized Share Capital of the Company:

From the existing ₹ 1100,00,00,000/- (Rupees Eleven Hundred Crores Only) divided into:

- ₹ 600,00,00,000/- (Rupees Six Hundred Crores Only) divided into 60,00,00,000 (Sixty Crores) equity shares of ₹ 10/- (Rupees Ten Only) each and
- ₹ 500,00,00,000/- (Rupees Five Hundred Crores) divided into 5,00,00,000 (Five Crores) Preference Shares of ₹ 100/- (Rupees One Hundred Only) each

To ₹ 1100,00,00,000/- (Rupees Eleven Hundred Crores Only) divided into:

- ₹ 1000,00,00,000/- (Rupees One Thousand Crores Only) divided into 100,00,00,000 (One Hundred Crores) equity shares of ₹ 10/- (Rupees Ten Only) each and

- ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 1,00,00,000 (One Crores) Preference Shares of Rs 100/- (Rupees Ten Only) each.

Consequently, the Clause V of the Memorandum of Association (“MoA”) is required to be amended as follows:

“V. a. The Authorized Share Capital of the Company is ₹ 1100,00,00,000/- (Rupees Eleven Hundred Crores Only) divided into 100,00,00,000 (One Hundred Crores) equity shares of ₹ 10/- (Rupees Ten Only) each and 1,00,00,000 (One Crores) Preference Shares of ₹ 100/- (Rupees One Hundred Only) each

with a power to increase or reduce the capital of the Company in accordance with the provisions of the Companies Act, 2013 and to classify or reclassify the Share Capital.”

The proposal for reclassification of the Authorised Share Capital and consequent would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company and requires approval of Members in terms of Section 13 and 61 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The proposed draft of the amended MoA will be available for inspection by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Accordingly, the Board recommends the resolution as set out at Item No. 2 of this Notice for approval of the Members of the Company as an Ordinary Resolution.

Item No. 3: Material modification in the approved related party transactions with Giriraj Enterprises, a partnership firm

Pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) approval of the Members by way of an ordinary resolution is required for all material related party transactions. For this purpose, a related party transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crores or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower. The materiality threshold for the Company for this purpose shall be 10% of the annual consolidated turnover of the Company as per the last audited financial statements i.e. as on March 31, 2024 to ₹ 26.00 Crores. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. Further, subsequent changes to the material related party transactions, as already approved by the Members of the Company, are required to be placed before the Members for their approval before such modification in RPTs are given effect to.

No related party of the Company can vote to approve a resolution for such a related party transaction, irrespective of whether such related party is a party to the particular transaction.

Background, details and benefits of the transaction

The Shareholders/Members of the Company at their meeting held on March 18, 2024 had approved the following related party transactions with Giriraj Enterprises, a partnership firm and/or its partners for:

- acquisition of Park Business Undertaking of Giriraj Enterprises located at Lonavala and Shirdi in the State of Maharashtra as a going concern on a slump sale basis for a total consideration of ₹ 630,00,00,000/- (Rupees Six Hundred and Thirty Crores Only).
- the transaction in the nature of a) sale, purchase, lease, or supply of goods or property; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business

objectives/requirements for an amount not exceeding ₹ 2,40,00,000/- (Rupees Two Crores Forty Lakhs Only), during the financial year 2024-25 subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and Giriraj Enterprises.

The Company avails various services from Giriraj Enterprises such as purchase of solar power, sale of tickets and IT services including support and implementation of the same.

With the addition of 4 parks to the portfolio, there is additional requirement of drawing power from low cost renewable resources for the Company and therefore additional limits are required to enable buying of solar/wind power through Giriraj Enterprises and also additional facilities or services related to Manpower, IT Support and Implementation and other miscellaneous facilities including sale and purchases of goods and services during the financial year, hence it is hereby proposed to increase the limit of transaction in the nature of a) sale, purchase, lease, or supply of goods or property; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/requirements from an approved amount of ₹ 2,40,00,000/- (Rupees Two Crores Forty Lakhs Only) to ₹ 10,00,00,000/- (Rupees Ten Crores Only) during the financial year 2024-25 leading to modification in the value of approved related party transactions between the Company and Giriraj Enterprises. The said related party transactions will be entered during FY 2024-25, and are in the ordinary course of business and at arm's length.

The above mentioned related party transactions will not only help smoothen business operations for both the Company and Giriraj Enterprises, but also ensure consistent flow of desired quality and quantity of services without interruptions apart from reduction in energy costs which are otherwise purchased at high tariffs from state discoms. These transactions will also help in generating revenue and enhance business operations for each other.

The Audit Committee and Board of Directors of the Company have, on the basis of relevant details provided by the management, as required by the law, at their respective meetings held on May 28, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Details of the proposed transaction with Giriraj Enterprises, being a related party of the Company, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Particulars	Details
1	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Giriraj Enterprises, a Partnership Firm. Mr. Rajesh Omkarnath Malpani, Mr. Sanjay Omkarnath Malpani, Mr. Manish Madhav Malpani, Mr. Girish Madhav Malpani and Mr. Ashish Madhav Malpani are Partners of Giriraj Enterprises. Mr. Rajesh Omkarnath Malpani and Mr. Manish Madhav Malpani, Directors of the Company and their relatives are partners of the partnership firm.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Rajesh Omkarnath Malpani and Mr. Manish Madhav Malpani, Directors of the Company are partners of Giriraj Enterprises and Mr. Jai Manish Malpani, Managing Director of the Company is son of Mr. Manish Madhav Malpani.
3	Type of Transaction	Purchase of solar power, sale of tickets and IT services including support and implementation and other miscellaneous facilities including sale and purchases of goods and services and reimbursement of expenses with Giriraj Enterprises and other transactions for the purpose of business

Sr. No.	Particulars	Details
		to/from Giriraj Enterprises considering the business requirement.
4	Material terms and particulars of the proposed transaction	Material terms and conditions are based on transaction(s) /contract(s) / arrangement(s) / agreement(s) which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into such transaction(s) /contract(s) / arrangement(s) / agreement(s), which shall be on arm's length basis.
5	Tenure of the proposed transaction	During the financial year 2024-25.
6	Value of transaction	Not exceeding ₹ 10 Crores
7	The percentage of the listed entity's annual consolidated turnover, considering FY 2022-23, as the immediately preceding financial year	3.83%
8	Transaction related to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
8 (a)	Details of the source of funds in connection with the Proposed Transaction	Not Applicable
8 (b)	If any financial indebtedness is incurred to make or give such loans/advances/securities for loan and Nature of Indebtedness/Cost of Funds/Tenure	Not Applicable
8(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable
8(d)	Purpose for which funds will be utilised by the Company	Not Applicable
9	Any advance paid or received for the transaction	Not Applicable
10	Details about valuation report	Not Applicable
11	Justification as to why the proposed transaction is in the interest of the Company	Please refer to, 'Background, details and benefits of the transaction', which forms part of the explanatory statement to the Resolution No. 3
12	Any other information relevant or important to take an informed decision	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 3.

Except as mentioned above, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution forming part of Item No. 3 of this Notice to the Members for their approval.

Item no. 4: Material modification in the approved related party transactions with Malpani Parks Indore Private Limited

Pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) approval of the Members by way of an ordinary resolution is required for all material related party transactions. For this purpose, a related party transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crores or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower. The materiality threshold for the Company for this purpose shall be 10% of the annual consolidated turnover of the Company as per the last audited financial statements i.e. as on March 31, 2024 to ₹ 26.00 Crores. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. Further, subsequent changes to the material related party transactions, as already approved by the Members of the Company, are required to be placed before the Members for their approval before such modification in RPTs are given effect to.

No related party of the Company can vote to approve a resolution for such a related party transaction, irrespective of whether such related party is a party to the particular transaction.

Background, details and benefits of the transaction:

Malpani Parks Indore Private Limited is a private limited company and part of Malpani group companies is in the process of constructing a water park in village Paliya Haidar, off Indore – Ujjain Road, located near Indore in Madhya Pradesh (“Project”). The site is located around 16 kms from the Indore airport / railway station. The immediate primary catchment of Indore city includes population of over 33 lakh and secondary catchment includes population of over 53 lakh from cities of Ujjain, Omkareshwar, Bhopal and Dewas.

The park is being developed on land parcel aggregating to 18 acres in the first phase and includes various rides and attractions including Super curl, Spider multilane, Crazy cruise freefall, Crazy cruise wavy, Aqua funnel, Float tornado, Torpedo, Blizzard, Splash Voyager, amongst others.

On March 18, 2024, the shareholders of the Company at the Extra Ordinary General Meeting (“EGM”), had approved the following transactions (“**Earlier Proposed Transaction**”) with Malpani Parks Indore Private Limited (“**MPIPL**”), a related party as below:

- To purchase the assets and/or properties pertaining to the water park project being constructed and developed by MPIPL situated at the Indore Park Project {together with the fixed assets (other than the land parcels pertaining to the Indore Park Project), movable assets, properties, building and roads, rides and other plant and machinery, electrical equipment, furniture and other equipment, including any capital work in progress as part of the Indore Park Project, resources, facilities, utilities and services, tools, electrical installations, fire-fighting systems, machineries, spares, consumables and stores materials, contracts, licenses and permissions, business records, transferring employees along with their employee benefit funds, insurance policies, the right, interests and benefits in respect of all the authorizations and/or approvals pertaining to the Indore Park Project and other assets as agreed in this regard) (“**Indore Park Project Assets**”), for an aggregate consideration not exceeding ₹ 140,00,00,000/- (Rupees One Hundred and Forty Crores Only).

- to acquire leasehold rights and/or take lease over the right, title and interest of the Lessor in the land parcels pertaining to the Indore Park Project of an area admeasuring approximately 18 acres situated at Village Paliya Haidar, off Indore – Ujjain Road, located at Indore in Madhya Pradesh (“**Indore Park Project Land Parcels**”) against payment of annual lease rentals of an amount of ₹ 3,80,00,000/- (Rupees Three Crores Eighty Lakhs Only) plus applicable taxes subject to certain adjustments, increase, revisions etc. as may be specified in the Definitive Agreements and interest free security deposit to be kept with MPIPL of an amount of ₹ 1,00,00,000/- (Rupees One Crore Only), subject to certain adjustments, increase, revisions etc. as may be specified in the Definitive Agreements with the Lessor in relation to the aforesaid lease of the Indore Park Project Land Parcels and as per the terms and conditions mentioned in the explanatory statement of EGM Notice dated February 08, 2024.

In the explanatory statement of EGM notice dated February 08, 2024 it was noted that as part of the aforesaid Earlier Transaction, the Company shall also have a right to acquire the Indore Park Project Land Parcels anytime over the next one year at market value determined independently by an acceptable valuer.

The Earlier Proposed Transaction was contemplated to be completed in FY 2023-24 or FY 2024-25 and the documentation was not concluded. Subsequently, few additional points of consideration have emerged i.e.:

- The land lease tenure was previously approved as “up to 15 years”. However, discussion with government authorities indicated a minimum 30 year land lease period for consideration under Tourism policy, which would make transaction costs unviable for registration of such long lease.
- Initial approvals stand in name of MPIPL and transfer of the same to the Company would be practically challenging.

Therefore, it is proposed to acquire the project entity itself which owns all the land viz., MPIPL vide 100% purchase of the equity from existing shareholders of MPIPL.

In addition to the 18 acres, the updated transaction includes additional land parcels aggregating to 8.4 acres of land admeasuring approximately 7 (seven) acres for future development adjacent to the upcoming Indore Park and Land admeasuring approx 1.4 acres adjacent to existing parks owned by the Company at Shirdi. Thus the total Land as part of the acquisition now stands at 26.4 acres against the 18 acres previously approved; apart from the Park CWIP as originally approved for ₹ 140 Crores. The market valuation of the land parcels as determined by JLL are upwards of ₹ 90 Crores.

The acquisition of shares in MPIPL is thereby expected to streamline the process of availing subsidy from the state government. The Company will therefore not have to pay annual lease rentals plus periodic escalations, in the revised structure.

Since the structure envisaged for the Earlier Proposed Transaction needs to be amended/modified in light of above commercial and financial considerations, it is hereby proposed to amend and/or revise various terms and conditions of the Earlier Proposed Transaction as below:

- a) acquire 10,000 equity shares having face value of ₹ 10/- each representing 100% (one hundred percent) of the total issued and paid-up equity share capital of MPIPL on a fully diluted basis from Malpani Parks Private Limited (“**MPPL**”) and/or any other existing shareholder of MPIPL, against payment of consideration of an aggregate sum of ₹ **55,00,00,000/-** (Rupees Fifty Five Crores Only) {which shall be subject to applicable deductions and/or taxes and/or any other adjustments (as applicable) as of the completion/closing date as per the definitive agreements/Share Purchase Agreement}. Post completion of this transaction MPIPL shall become Wholly Owned Subsidiary (WOS) of the Company.
- b) After the completion of clause (a) above; the Company will infuse funds in MPIPL (WOS) by way of intercorporate deposit and / or loan and / or of debt (and/or any other form/instrument/mechanism as may be decided by the Board from time to time) which is to be utilized *inter-alia* towards the repayment of unsecured loan and other creditors and/or liabilities of MPIPL and such other utilisation as contemplated under the Definitive Agreements of an amount not exceeding ₹ **153,00,00,000/-** (Rupees One Hundred and

Fifty Three Crores Only) in the books of MPIPL which was utilised for the development of the park, being principal business activity of MPIPL.

(Collectively referred as “**Revised Proposed Transaction**”)

The total transaction value / Enterprise Value for the Revised Proposed Transaction i.e. acquisition of MPIPL equity shares from the shareholders of MPIPL shall not exceed ₹ **208,00,00,000/-** (Rupees Two Hundred and Eight Crores Only) which will include fixed assets at Indore site including 25 acres of land, building and roads, Rides and other plant and machinery, Electrical equipment, Furniture and other equipment, including any capital work in progress, as part of the Project and 1.4 acres of land at Shirdi adjacent to existing park owned by the Company “Sai Teerth”.

The acquisition enables the Company to increase its footprint in its line of business into Central India. The acquisition also allows consolidation of similar business operated by entities of the same group which provides for synergy of operations, brand building and rapid increase in scale of business operation. The Audit Committee and the Board of Directors have, on the basis of relevant details provided by the management, as required by the law, at its meeting held on June 25, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company. However, the promoters of MPIPL have agreed to cap the value of Land (at a lesser value as compared to JLL valuation) which is ultimately flowing to the Equity purchase consideration value.

Details of the proposed transaction with MPIPL, being a related party of the Company, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Particulars	Details
1	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Malpani Parks Indore Private Limited (“MPIPL”) - Directors of the Company and their relatives having influence in the entity Malpani Parks Private Limited (“MPPL”) is a promoter and holding company of the Company
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Rajesh Malpani, Mr. Manish Malpani and Mr. Jai Malpani Directors of the Company are Directors of MPIPL and MPPL.
3	Type of Transaction	Please refer to, ‘Background, details and benefits of the transaction’, which forms part of the explanatory statement to the Resolution No. 4
4	Material terms and particulars of the proposed transaction	
5	Tenure of the proposed transaction	FY 2024-25
6	Value of transaction	The acquisition of 10,000 equity shares of ₹ 10/- each representing 100% paid up equity shares of Malpani Parks Indore Private Limited held by Malpani Parks Private Limited for a consideration of upto ₹ 55,00,00,000/- subject to applicable taxes and such deductions and/or adjustments as specified in the offer letter(s), share purchase agreement(s), and/or other documents, agreements and/or instruments in this regard (collectively, the “Definitive Agreements”) and infusion of intercorporate deposit and / or loan and / or debt (and/or any other form/instrument/mechanism as may be decided by the Board from time to time) by the Company in MPIPL of an amount not exceeding ₹ 153,00,00,000/- as agreed between the Company and

Sr. No.	Particulars	Details
		<p>MPIPL which is to be utilized <i>inter-alia</i> towards the repayment of unsecured loan and other creditors and/or liabilities of MPIPL and such other utilisation as contemplated under the inter-corporate deposit agreements, financing documents and/or other documents, agreements and/or instruments in this regard.</p> <p>Thus the total revised project cost of Indore Park Project i.e. acquisition of MPIPL equity shares along with its assets and liabilities from the shareholders of MPIPL shall not exceed ₹ 208,00,00,000/- (Rupees Two Hundred and Eight Crores Only)</p>
7	The percentage of the listed entity's annual consolidated turnover, considering FY 2023-24, as the immediately preceding financial year	80.00%
8	Transaction related to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
8 (a)	Details of the source of funds in connection with the Proposed Transaction	Upon MPIPL becoming a Wholly Owned Subsidiary (WOS) vide acquisition as above, the Company will infuse funds in MPIPL through its internal Accruals and/or equity/debt raise
8 (b)	If any financial indebtedness is incurred to make or give such loans/ advances/ securities for loan and Nature of Indebtedness/Cost of Funds/Tenure	As on date, no indebtedness has been incurred, it will be through internal Accruals and/or equity/debt raise
8(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	<p>Loan amount will not exceed ₹ 153 Crores. The above loan facilities are unsecured in nature.</p> <p>The terms of borrowing including interest rates will be commensurate with the market conditions and on arm's length basis.</p>
8(d)	Purpose for which funds will be utilised by the Company	Please refer to, 'Background, details and benefits of the transaction', which forms part of the explanatory statement to the Resolution No. 4
9	Any advance paid or received for the transaction	Not Applicable
10	Details about valuation report	<p>The Equity Value of ₹ 55 Crores is determined based on purchase of equity shares representing the underlying current valuation the land held by MPIPL. The agreed consideration amount for acquisition stands justified and inter-alia, valuation report issued by JLL on the land where the park is being constructed is on the higher side; whereas the shareholder of MPIPL has capped the consideration.</p> <p>The valuation report relied upon shall be made available to the shareholders in accordance with applicable regulations.</p>

Sr. No.	Particulars	Details
11	Justification as to why the proposed transaction is in the interest of the Company	Please refer to, 'Background, details and benefits of the transaction', which forms part of the explanatory statement to the Resolution No. 4
12	Percentage of the counter-parties' annual consolidated turnover that is represented by the value of the proposed related party transactions on a voluntary basis	Not Applicable, as project is under construction
13	Any other information relevant or important to take an informed decision	Nil

The Members may note that in terms of the provisions of the SEBI Listing Regulations the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 4.

Except as mentioned above, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board recommend the Ordinary Resolution forming part of Item No. 4 of this Notice to the Members for their approval.

Item no. 5: Re-appointment of Mr. Suresh Bharathwaj (DIN: 09330455) as an Independent Director for a second term

Pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 ("the Act") read with relevant Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company had appointed Mr. Suresh Bharathwaj (DIN: 09330455) as an Independent Director of the Company with effect from October 18, 2021 up to October 17, 2024. The first term of appointment of Mr. Suresh Bharathwaj as an Independent Director will conclude on October 17, 2024.

In accordance with the provisions of Section 149 of the Act, an independent director may hold office for two terms up to five consecutive years each. Mr. Suresh Bharathwaj fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Board of Directors of the Company at their meeting held on June 25, 2024, considering the outcome of performance evaluation, recommendations of the Nomination and Remuneration Committee and skills, competency, wealth of experience, significant contributions and immense value to the Board and the Company have approved the re-appointment of Mr. Suresh Bharathwaj as an Independent Director of the Company for the second term of two consecutive years with effect from October 18, 2024 to October 17, 2026 not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution. His skills encompass spheres of also possesses the requisite skills amongst Finance, Accounting, Taxation, Audit (Internal, Management & Statutory) IFRS, M&A, SAP & Commercials.

The Company has received notice from a Member under Section 160 of the Act proposing his re-appointment as Independent Director. The Company has received declarations from Mr. Suresh Bharathwaj confirming that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. The Company has also received his consent to act as Independent Director and declaration that he is not disqualified under Section 164(2) of the Act and are not debarred to hold the office of a Director by virtue

of any order passed by SEBI or any other authority. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder and SEBI Listing Regulations for appointment as Independent Director and is independent of the management.

Brief Profile of Mr. Suresh Bharathwaj

Mr. Suresh Bharathwaj holds a Bachelors' degree in Commerce and is a member of Institute of Chartered Accountants of India. He has over 30 years of rich experience in the spheres of Finance, Accounting, Taxation, Audit (Internal, Management & Statutory) IFRS, M&A, SAP & Commercials. His experience spans across diverse sectors, including stints in MNCs as well as large Indian Corporations. Mr. Bharathwaj has held various senior management positions in companies/groups like Kores, Carrier, ILFS Educations, L& T Finance, Reliance Anil Dhirubhai Ambani Group, Go Airlines, Renuka Sugars etc.

Other details of Mr. Suresh Bharathwaj as stipulated under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India are provided in the Annexure to this Explanatory Statement.

In terms of the provisions of Section 149, 152 and other applicable provisions of the Act and the Rules made thereunder, the approval of the Members is sought for the re-appointment of Mr. Suresh Bharathwaj as an Independent Director of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives except Mr. Suresh Bharathwaj to whom the resolution relates, are in any way, financially or otherwise, concerned or interested except to the extent of their shareholding, if any in the proposed Special Resolution as set out at item no. 5.

The Board recommends the Special Resolution forming part of Item No. 5 of this Notice to the Members for their approval.

**By Order of the Board of Directors
For Imagicaaworld Entertainment Limited**

Place: Mumbai
Date: June 25, 2024

Reshma Poojari
Company Secretary
Membership No. ACS 34554

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

ANNEXURE TO NOTICE OF POSTAL BALLOT

Details of Director seeking re-appointment as required under Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:

Name	Mr. Suresh Bharathwaj
Director Identification Number	00224261
Date of Birth and Age	June 06, 1965 59 years
Date of first appointment	October 18, 2021
Qualification	Chartered Accountants
Experience (including expertise in specific functional area) / Brief Resume	Mr. Suresh Bharathwaj has over 30 years of rich experience in the spheres of Finance, Accounting, Taxation, Audit (Internal, Management & Statutory) IFRS, M&A, SAP & Commercials. His experience spans across diverse sectors, including stints in MNCs as well as large Indian Corporations. Mr. Bharathwaj has held various senior management positions in companies/groups like Kores, Carrier, ILFS Educations, L& T Finance, Reliance Anil Dhirubhai Ambani Group, Go Airlines, Renuka Sugars etc.
Skills and capabilities required for the role and the manner in which the Director meet the requirements	Refer to the Explanatory Statement annexed to this Notice.
Terms and Conditions of Appointment/Re-appointment	Re-appointment as an Independent Director for a second term of 2 (two) years, with effect from October 18, 2024 to October 17, 2026, not liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Sitting fees : ₹ 1,70,000/-
Remuneration proposed to be paid	Eligible for sitting fees as approved by the Board
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended during FY 2023-24	Attended three meetings out of four meetings held during FY 2023-24
Directorships of other companies	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil
Membership / Chairmanship of Committees of other Boards.	Nil
Relationship with other Directors and Key Managerial Personnel	Nil