

IMAGICA WORLD ENTERTAINMENT LIMITED

CIN: L92490MH2010PLC199925

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

Corporate Office: 201, 2nd Floor, Landmark Building, Opp. Infinity Mall, New Link Road, Andheri West, Mumbai 400 053, Maharashtra

Tel No.: +91 22 6984 0000; **Email:** compliance@imagicaworld.com; **Website:** www.imagicaworld.com

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting ("AGM") of the Members of Imagicaaworld Entertainment Limited ("the Company") will be held on, September 27, 2024 at 11:30 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility to transact following businesses:

ORDINARY BUSINESS:

1 To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors' thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors' thereon.

2. To appoint a Director in place of Mr. Rajesh Malpani (DIN:01596468), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

3. **Appointment of M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W-100010) as the Statutory Auditors of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable Rules, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W-100010), be and are hereby appointed as the Statutory Auditors of the Company, in place of

retiring Statutory Auditors M/s. V. Sankar Aiyar & Co., Chartered Accountants, for a term of 5 (five) consecutive years to hold office from the conclusion of Fifteenth Annual General Meeting until the conclusion of the Twentieth Annual General Meeting of the Company on such remuneration plus reimbursement of actual out of pocket expenses as may be mutually agreed between the Audit Committee/ Board of Directors of the Company and the said Statutory Auditors.

RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors

Reshma Poojari

Company Secretary

Membership No. A34554

Place: Mumbai
Date: June 25, 2024

Registered Office:

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

NOTES:

- The Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 8, 2020 and subsequent circulars issued from time to time read with latest circular no. 09/2023 dated September 23, 2023 (collectively referred to as "MCA Circulars") has permitted Companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of Members at a Common Venue. Further, the Securities and Exchange Board of India ("SEBI") vide its Circular nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13,

2022 read with Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) w.r.t. AGM (“SEBI Circulars”). In terms of MCA Circulars and the provisions of the Act, the AGM of the Members is being convened through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the AGM through VC/OAVM is annexed herewith and also available at the Company’s website www.imagicaaworld.com. The deemed venue of the AGM shall be the Registered Office of the Company.

2. Pursuant to the provisions of the Companies Act, 2013 (“Act”), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Institutional/Corporate Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to evoting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian/ Mutual Fund/ Corporate Body’. They are also required to send a scanned certified true copy of the board resolution/ authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian/ Mutual Fund/ Corporate Body’ login for the Scrutinizer to verify the same
4. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/Depositories. Members may note that the Notice of AGM along with the Annual Report 2023-24 will also be available on the Company’s website www.imagicaaworld.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively and also on the website of LIPL i.e. <https://instavote.linkintime.co.in>.
5. Members who have not registered or updated their email id so far are requested to register or update the same to receive the Notice and Annual Report from the Company, electronically, as per the following procedure:
 - For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company’s email address compliance@imagicaaworld.com
 - For Members holding shares in demat form, please update your email address through your respective Depository Participant/s (DP).
6. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that the service requests received for Issuance of Duplicate Share Certificate, Release of Shares from Unclaimed Suspense Account of the Company, Renewal/ Exchange of Share Certificate, Endorsement, Sub-division/ Splitting of Share Certificate, Consolidation of Folios/ Share Certificates, Transmission and Transposition shall be processed by issuing shares in dematerialized form only and physical Share Certificates shall not be issued by the Company to the Member/Claimant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company’s website i.e. www.imagicaaworld.com.
7. SEBI vide its Notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
8. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s or RTA’s website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and

to RTA in case the shares are held in physical form.

9. SEBI, vide its various circulars, has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) which is also available on the Company’s website i.e. www.imagicaaworld.com.
10. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
11. In terms of Section 152 of the Act Mr. Rajesh Malpani (DIN: 01596468) is liable to retire by rotation at this AGM and being eligible, offers himself for re-appointment.
12. Details of the Director pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings in respect of the Director seeking re-appointment of Directorship at this AGM are appended to this Notice.
13. An explanatory statement relating to item no. 3 of ordinary Business to be transacted at the AGM is annexed hereto.
14. Members may note that relevant documents referred to in the Notice and other documents as required under applicable laws shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company at compliance@imagicaaworld.com.
15. Process and manner for Members opting for voting through electronic means:
 - a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM. The Company has engaged the services of Link Intime India Private Limited (“LI IPL”/“RTA”) to provide remote e-voting facility to enable the Members to cast their votes electronically. Instructions for the process to be followed for remote e-voting are given in this Notice.
 - b. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Friday, September 20, 2024**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - c. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 20, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
 - d. The remote e-voting period will commence on **Monday, September 23, 2024 at 09:00 a.m. (IST) and end on Thursday, September 26, 2024 at 05:00 p.m. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Friday, September 20, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LI IPL for voting thereafter.
 - e. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - f. The voting right of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 20, 2024.
 - g. Members must note that voting by show of hands will not be available at the Meeting in terms of the aforesaid provisions.
 - h. 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 remote

- e-voting as well as the e-voting on the date of the AGM in fair and transparent matter.
- i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
 - k. **EVENT NUMBER: 240647**
 - j. The Results will be declared within two working days from the conclusion of AGM. The results declared along with the Scrutinizer’s Report shall be uploaded on the website of the Company i.e. www.imagicaaworld.com and on the website of LIPL 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 procedure and instructions for remote e-voting are as follows:

Login Methods

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>METHOD 1 – If registered with NSDL IDeAS facility</p> <p>Users who have registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> a) Visit URL: https://eservices.nsd.com and click on “Beneficial Owner” icon under “Login”. b) Enter user id and password. Post successful authentication, click on “Access to e-voting”. c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p style="text-align: center;">OR</p> <p>User not registered for IDeAS facility:</p> <ul style="list-style-type: none"> a) To register, visit URL: https://eservices.nsd.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp “ b) Proceed with updating the required fields. c) Post registration, user will be provided with Login ID and password. d) After successful login, click on “Access to e-voting”. e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 – By directly visiting the e-voting website of NSDL:</p> <ul style="list-style-type: none"> a) Visit URL: https://www.evoting.nsd.com/ b) Click on the “Login” tab available under ‘Shareholder/Member’ section. c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”. e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>METHOD 1 – From Easi/Easiest</p> <p>Users who have registered/ opted for Easi/Easiest</p> <p>a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.</p> <p>b) Click on New System Myeasi</p> <p>c) Login with user id and password</p> <p>d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.</p> <p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;">OR</p> <p>Users not registered for Easi/Easiest</p> <p>a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>b) Proceed with updating the required fields.</p> <p>c) Post registration, user will be provided Login ID and password.</p> <p>d) After successful login, user able to see e-voting menu.</p> <p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
	<p>METHOD 2 – By directly visiting the e-voting website of CDSL.</p> <p>a) Visit URL: https://www.cdslindia.com/</p> <p>b) Go to e-voting tab.</p> <p>c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.</p> <p>e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with Depository Participant	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>a) Login to DP website</p> <p>b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.</p> <p>c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.</p> <p>d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in physical mode & evoting service provider is LINKINTIME</p>	<p>Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ➤ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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) (As recorded 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. <p><i>*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <p><i>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</i></p> <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). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 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”):

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 (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to instavote@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).

Helpdesk :

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders.

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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.

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Forgot Password:

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

If an Individual shareholders 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”.

Instructions for Members for participating in the AGM through VC/OAVM are as under:

- i. Members are entitled to attend the AGM through VC/OAVM provided by LIPL by following the below mentioned process. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available to the Members on first come first serve basis. Participation is allowed for at least 1000 members. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee and Auditors, who are allowed to attend the AGM without restriction as provided in the MCA Circulars.
- ii. Members will be provided with InstaMeet facility wherein Members shall register their details and attend the AGM as under:

Process and manner for attending the AGM through Video Conferencing (VC) /Other Audio Visual Means (OAVM) :

Members are entitled to attend the AGM through VC/OAVM, provided by Link Intime by following the below mentioned process:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
- Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

- Shareholders/ Members holding shares in physical form shall provide 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. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Members to register themselves as Speakers during AGM:

1. For the smooth conduct of the proceedings of the AGM being conducted through VC/OAVM, Members who would like to express their views/ask questions during the AGM may send their queries in advance and register themselves as a speaker by sending their request from their registered e-mail id mentioning their name, DPID and Client ID/Folio Number, PAN, mobile number at compliance@imagicaaworld.com between 9:00 a.m. (IST) on Monday, September 23, 2024 and 5:00 p.m. (IST) on Wednesday, September 25, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
2. Members who do not wish to speak during the AGM but have questions/queries may send their queries in advance mentioning their name, demat account number/ folio number, e-mail ID, mobile number at compliance@imagicaaworld.com. Questions/ queries received by the Company till Wednesday, September 25, 2024, the Company will give response to the queries suitably by e-mail.
3. Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the AGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly. However, the Company will suitably respond to the questions which have remained unanswered during the meeting, over e-mail.

Instructions for Shareholders/Members to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer/

moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- b. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- c. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- d. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- e. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Notes:

- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- In case Shareholders/ Members have any queries regarding login/ e-voting, they may send an email to Mr. Ashish Upadhyay at enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), though statutorily not required in terms of Section 102 of the Companies Act, 2013 ("Act").

M/s. V. Sankar Aiyar & Co., Chartered Accountants, (Firm Registration No. : 109208W) were appointed as Statutory Auditors at the Eleventh Annual General Meeting of the Company held on November 10, 2020 to hold office from the conclusion of Eleventh Annual General Meeting until the conclusion of the Fifteenth Annual General Meeting. They will complete their two consecutive terms as statutory Auditors of the Company on conclusion of this Annual General Meeting.

Pursuant to the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014 ("Rules"), the Board of Directors of the Company, on recommendation of the Audit Committee, have recommended to the Members of the Company, appointment of M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W-100010) as the Statutory Auditors of the Company, in place of retiring Statutory Auditors M/s. V. Sankar Aiyar & Co., Chartered Accountants, for a term of 5 (five) consecutive years to hold office from the conclusion of this Fifteenth Annual General Meeting until the conclusion of the Twentieth Annual General Meeting of the Company at a remuneration as may be agreed upon by the Audit Committee/Board of Directors of the Company and the Statutory Auditors, from time to time.

M/s. Suresh Surana & Associates LLP is a leading professional services firm in India with presence in 12 cities across India. It has consistently been ranked in the top 6 professional services firms in India.

M/s. Suresh Surana & Associates LLP, Chartered Accountants has consented to act as Statutory Auditors and has confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Sections 139(1), 141(2) and 141(3) of the Act and the Rules framed thereunder, as amended from time to time.

The proposed remuneration to be paid to M/s. Suresh Surana & Associates LLP, Chartered Accountants, for the statutory audit conducted for the financial year 2024-25 is ₹ 23,00,000/- plus out of pocket expenses and applicable taxes. The remuneration to be paid to M/s. Suresh Surana & Associates LLP, for the remaining term till conclusion of Twentieth Annual General Meeting shall be mutually agreed upon by the Board of Directors and the Statutory Auditors based on recommendations of the Audit Committee of the Company.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item

No.3 of the Notice for the approval by the Members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise except to the extent of their shareholding in the Company, in the Resolution set out at Item No. 3 of the accompanying Notice.

By Order of the Board of Directors

Reshma Poojari

Company Secretary

Membership No. A34554

Place: Mumbai

Date: June 25, 2024

Registered Office:

30/31, Sangdewadi, Khopoli-Pali Road,

Taluka Khalapur, District Raigad - 410 203 Maharashtra

Annexure to Item No. 2 of the Notice convening the Fifteenth Annual General Meeting of the Company

Details of Directors seeking re-appointment at the Fifteenth Annual General Meeting of the Company pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Rajesh Malpani
DIN	01596468
Age & Date of Birth	63 years February 23 , 1961
Educational Qualification	Bachelor's of Technology from Nagpur University and M.S. (U.S.A.) from Virginia Technical Institute
Experience (including expertise in specific functional area) / Brief Resume	He has been instrumental in infusion of modern management techniques, office automation, strong HRD practices, and motivation through trainings in the business activities of the group. Very keen on tax planning, he had been instrumental in driving optimum use of funds deployed in the business. He has served many honorary posts like President of Maharashtra Tobacco Association, RAC member on Central Excise Regional Advisory Committee, Aurangabad for 2 terms, & Nasik for 1 term, Director – Sangamner College, Director – Sangamner Merchants Association, Chairman – Sangamner Merchants Co-operative Bank, Vice President – Sangamner Lions Club
Date of first appointment on the Board	June 22, 2022
Terms and Conditions of Re-appointment	Non-Executive Non-Independent Director liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Rajesh Malpani is a cousin brother of Mr. Manish Malpani, Non Executive Director and Uncle of Mr. Jai Malpani, Managing Director. No Relationship with other Board of Directors.
Number of meetings of the Board attended during the year 2023-24	Attended all the 4 Board Meetings held during the financial year 2023-24
Directorships of other companies	Nil
Memberships/Chairmanship of Committees in other companies	Nil

Notes:

- (1) In terms of the applicable provisions of the Act and SEBI Listing Regulations, total number of directorships:
 - a. consist of directorships in all public limited companies (including deemed public company), whether listed or not;
 - b. excludes this company, foreign companies, private limited companies and companies formed under section 25 of the erstwhile Companies Act, 1956 and under section 8 of the Act.
- (2) In terms of the applicable provisions of SEBI Listing Regulations, memberships in committee only includes the Audit Committee and Stakeholders' Relationship Committee in other public limited companies, whether listed or not and chairmanships in committee only includes the Audit Committee and Stakeholders' Relationship Committee.