



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

Tel: +91 22 6984 0000; Email: compliance@imagicaaworld.com; Website: www.imagicaaworld.com

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, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively the **"MCA Circulars"**) and any other applicable law, rules and regulations, that the proposed 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 Notice of Postal Ballot (**"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. Re-appointment of Mr. Mohan Dattatray Umrotkar (DIN: 02282548) 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. Mohan Dattatray Umrotkar (DIN: 02282548), who holds office as an Independent Director upto February 08, 2025 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 3 (three) consecutive years with effect from February 09, 2025 up to February 08, 2028.

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”.

2. Re-appointment of Mr. Abhijit Sharad Chawathe (DIN: 06759849) 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. Abhijit Sharad Chawathe (DIN: 06759849), who holds office as an Independent Director upto February 08, 2025 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 3 (three) consecutive years with effect from February 09, 2025 up to February 08, 2028.

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: December 17, 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, December 13, 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 Resolutions 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. Sunday, January 19, 2025 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 Saturday, December 21, 2024 at 9:00 A.M. (IST) and ends on Sunday, January 19, 2025 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 Tuesday, January 21, 2025.
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. Sunday, January 19, 2025.
14. **The procedure and instructions for remote e-voting are as follows:**

EVENT NUMBER:- 240877

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> <ol style="list-style-type: none"> a) Visit URL: https://eservices.nsdl.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> <ol style="list-style-type: none"> a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.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> <ol style="list-style-type: none"> a) Visit URL: https://www.evoting.nsdl.com/

Type of shareholders	Login Method
	<p>b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.</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>Individual Shareholders holding securities in demat mode with CDSL</p>	<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>
<p>Individual Shareholders holding securities in demat mode with Depository</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. • Login to DP website

Type of shareholders	Login Method
Participant	<ul style="list-style-type: none"> • After Successful login, members shall navigate through “e-voting” tab under Stocks option. • Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. • 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.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME	<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 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul 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). 3. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Type of shareholders	Login Method
	<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 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 voting.
- 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".

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

Item no. 1: Re-appointment of Mr. Mohan Dattatray Umrotkar (DIN: 02282548) 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. Mohan Dattatray Umrotkar (DIN: 02282548) as an Independent Director of the Company with effect from February 09, 2022 up to February 08, 2025. The first term of appointment of Mr. Mohan Dattatray Umrotkar as an Independent Director will conclude on February 08, 2025.

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. Mohan Dattatray Umrotkar 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 November 07, 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. Mohan Dattatray Umrotkar as an Independent Director of the Company for the second term of 3 (three) consecutive years with effect from February 09, 2025 to February 08, 2028 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 Commercial Negotiations, Business & Financial Planning, Legal Advisories, Taxation, Business strategy, Audit, Accounts, Corporate Finance, SEBI & Legal.

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. Mohan Dattatray Umrotkar 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. Mohan Dattatray Umrotkar

Mr. Mohan Umrotkar is an accomplished professional with over 20 years of rich experience in the field of Business strategy, Audit, Accounts, Corporate Finance, SEBI & Legal. He is adept in Leadership, Commercial Negotiations, Business & Financial Planning, Legal Advisories and Taxation. Mr. Umrotkar is a Chartered Accountant and a commerce graduate with distinction. He started his career with Deloitte and progressed up the ranks over a 10 years period. He has worked with ADAG group for more than 10 years. Over the years he has worked in the capacity of CEO / Group CFO.

Other details of Mr. Mohan Dattatray Umrotkar 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. Mohan Dattatray Umrotkar 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. Mohan Dattatray Umrotkar 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. 1.

The Board recommends the Special Resolution forming part of Item No. 1 of this Notice to the Members for their approval.

Item no. 2: Re-appointment of Mr. Abhijit Sharad Chawathe (DIN: 06759849) 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. Abhijit Sharad Chawathe (DIN: 06759849), as an Independent Director of the Company with effect from February 09, 2022 up to February 08, 2025. The first term of appointment of Mr. Abhijit Sharad Chawathe as an Independent Director will conclude on February 08, 2025.

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. Abhijit Sharad Chawathe 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 November 07, 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. Abhijit Sharad Chawathe as an Independent Director of the Company for the second term of 3 (three) consecutive years with effect from February 09, 2025 to February 08, 2028 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, Production, Marketing and Distribution.

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. Abhijit Sharad Chawathe 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. Abhijit Sharad Chawathe

Mr. Abhijit Sharad Chawathe has verifiable success over an experience spanning over 25 years in areas of Finance, Production, Marketing and Distribution in the Indian Films & Television Industry. Worked on over 35 films including 3 international films, 5 TV serials and on many ad films in various capacities with renowned Producers & Directors. Has an acute understanding of budgeting & economics of film making v/s ROI and the ability to evolve an effective ‘feasibility model’ for content before its production or acquisition.

Other details of Mr. Abhijit Sharad Chawathe 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. Abhijit Sharad Chawathe 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. Abhijit Sharad Chawathe 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. 2.

The Board recommends the Special Resolution forming part of Item No. 2 of this Notice to the Members for their approval.

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

Place: Mumbai
Date: December 17, 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:

Name	Mr. Mohan Dattatray Umrotkar	Mr. Abhijit Sharad Chawathe
Director Identification Number	02282548	06759849
Date of Birth and Age	January 10, 1974 50 years	May 02, 1974 50 years
Date of first appointment	February 9, 2022	February 09, 2022
Qualification	Chartered Accountants	Bachelor in Commerce
Experience (including expertise in specific functional area) / Brief Resume	Mr. Mohan Umrotkar is an accomplished professional with over 20 years of rich experience in the field of Business strategy, Audit, Accounts, Corporate Finance, SEBI & Legal. He is adept in Leadership, Commercial Negotiations, Business & Financial Planning, Legal Advisories, and Taxation. Mr. Umrotkar is a Chartered Accountant and a commerce graduate with distinction. He started his career with Deloitte and progressed up the ranks over a 10 years period. He has worked with ADAG group for more than 10 years. Over the years he has worked in the capacity of CEO / Group CFO.	Mr. Abhijit Chawathe has verifiable success over an experience spanning over 25 years in areas of Finance, Production, Marketing and Distribution in the Indian Films & Television Industry. Worked on over 35 films including 3 international films, 5 TV serials and on many ad films in various capacities with renowned Producers & Directors. Has an acute understanding of budgeting & economics of film making v/ s ROI and the ability to evolve an effective ‘feasibility model’ for content before its production or acquisition.
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.	Refer to the Explanatory Statement annexed to this Notice.
Terms and Conditions of Re-appointment	Re-appointment as an Independent Director for a second term of 3 (three) years, with effect from February 09, 2025 to February 08, 2028, not liable to retire by rotation.	Re-appointment as an Independent Director for a second term of 3 (three) years, with effect from February 09, 2025 to February 08, 2028, not liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any) i.e. in Financial Year 2023-24	Sitting fees : ₹ 2,30,000/-	Sitting fees : ₹ 1,30,000/-
Remuneration proposed to be paid	Eligible for sitting fees as approved by the Board	Eligible for sitting fees as approved by the Board
Shareholding in the Company	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Nil	Nil
Number of meetings of the Board Meetings attended	Attended 4 out of 4 Board Meetings held till December 17, 2024, during the financial year 2024-25	Attended 4 out of 4 Board Meetings held till December 17, 2024, during the financial year 2024-25

Name	Mr. Mohan Dattatray Umrotkar	Mr. Abhijit Sharad Chawathe
Directorships of other companies	1. Contitental Entertainment Pte Limited 2. Authum Entertainment Private Limited	1. Glocal Pictures Private Limited 2. Jetru Technologies Private Limited
Listed Entities from which he has resigned as Director in past 3 years	Nil	Nil
Membership / Chairmanship of Committees of other Boards	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	Nil	Nil