



COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,
The Members ,
Imagicaaworld Entertainment Limited

Respected Members(s),

1. I, Mitesh Dhaliwala, Practicing Company Secretaries, having office at 111, 11th Floor, Sai Dwar CHS Ltd, SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri-(West), Mumbai - 400053 have been appointed by the Board of Directors of the Imagicaaworld Entertainment Limited at its Board Meeting held on February 12, 2025 to provide the certificate under Regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").
2. In connection with the proposed issuance of:
 - i) upto 2,34,82,500 Equity Shares of the Company of the face value of Rs. 10/- each on preferential basis at a price of Rs. 73.50/- per Equity Share to Promoter and Non Promoters for raising an amount aggregating upto Rs. 1,72,59,63,750/- on a preferential basis; and
 - ii) issuance of upto 2,34,82,500 Convertible Warrants ("Warrants"), carrying an entitlement to subscribe to an equivalent number of fully paid-up equity shares of the Company of the face value Rs. 10/- each, at a price of Rs. 73.50/- each to Promoter and Non-Promoters for raising an amount aggregating upto Rs. 1,72,59,63,750 on preferential basis

the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of para 163 of Part III of chapter V of the ICDR Regulations.

Management's Responsibility

1. The compliance with Chapter V of the ICDR Regulations for the preferential issue of upto 2,34,82,500 Equity Shares and upto 2,34,82,500 Convertible Warrants is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant support records and documents. This responsibility includes the design, implementation and Maintenance of internal controls relevant to the preparation of internal controls



relevant to the preparation/presentation of the Notice and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

2. The Management is also responsible for providing all relevant information to the SEBI and/or BSE Limited and National Stock Exchange Limited.
3. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:
 - i. Determining the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is being held to consider the proposed preferential issue;
 - ii. The valuation report from independent registered valuer is obtained as per the regulation 166A of the ICDR Regulations.
 - iii. Determining the minimum price of the equity shares in accordance with Regulation 164 of the ICDR Regulations.
 - iv. Compliance with the all other requirements of the ICDR Regulations.

Certifier's Responsibility

4. Pursuant to the requirements of sub-para 2 of Regulation 163 of Part III of chapter V of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue is in accordance with the Requirements of the ICDR Regulations as applicable to the preferential issue.
5. We conducted our examination of the statement/records in accordance with the applicable guidance's issued by the Institute of Company Secretaries of India (the "ICSI"). The guidance's requires that we comply with the ethical requirements of the Code of Conduct issued by ICSI.
6. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

Accordingly, we have performed the following procedures in relation to the engagement:

- a) With respect to conditions specified in Regulation 159 & 160 of the ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:
 - i. Noted the relevant date i.e. February 11, 2025, being the date thirty days prior to the date on which the resolution shall be deemed to be passed in Extra Ordinary General Meeting of the Company to be held on March 13, 2025;



- ii. Verified that the Company has obtained Permanent Account Number of the Proposed Allottees;
- b) Read the EGM Notice and verified that special resolution for proposed preferential issue of equity shares of the Company is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI (ICDR) Regulations and other applicable laws and Regulations;
- c) With respect to compliance with minimum price for proposed issue which is in accordance with applicable provisions of the SEBI (ICDR) Regulations, and recomputed the arithmetical accuracy of calculation of the minimum price of the proposed issue;
- d) Read the certified copy of the resolution passed at the Board meeting held on February 12, 2025, produced before us by the management containing the list of the Proposed Allottees;
- e) Conducted relevant management inquiries and obtained necessary representations.

Conclusion

7. Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed issue provided is not in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue, except that the special resolution required for approval of shareholders for proposed preferential issue is yet to be passed as required by the ICDR Regulations.

Restriction on distribution or use

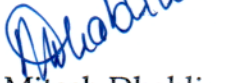
8. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations and this certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders' of the Company (on the website of the Company) so as to provide them requisite information for approving the proposed preferential issue of equity shares and for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.



9. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our-prior written consent.

Thanking You.
Yours faithfully,

For Parikh & Associates
Company Secretaries



Mitesh Dhabliwala
FCS No: 8331 CP No: 9511
UDIN: F008331F003922681
PR No.: 1129/2021
Date: February 12, 2025

