

February 17, 2022

The Manager

DCS - CRD

BSE Limited

Phiroze Jeejeeboy Towers

Dalal Street, Fort,

Mumbai- 400 001

Fax No.: 22722037/39/41/61/3121/3719

BSE Scrip Code: 539056

The Manager

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot no. C/1,

G Block, Bandra Kurla Complex, Bandra (E)

Mumbai- 400 051

Fax No.: 26598237/38

NSE Scrip Symbol: IMAGICAA

Dear Sir/Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory modifications thereof, please find enclosed Notice of Postal Ballot/ E-voting ("Notice") being sent to shareholders, seeking their approval by way of Special Resolutions for the matters set out in the Notice of the Postal Ballot dated February 15, 2022.

Pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "**Management Rules**") including any statutory modification or reenactment thereof for the time being in force, and other applicable provisions, if any, and the General Circular Nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021 and 20/2021 dated 08.12.2021, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), the Company is sending this Notice in electronic form only and hard copy of the Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this Postal ballot.

Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system only.

The Notice is being sent to those shareholders whose names appear in the register of members/ list of beneficial owners, as on the close of working hours on February 11, 2022 (Friday) i.e., cut-off date, as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together referred to as "**Depositories**") and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants.

The shareholders whose e-mail addresses are not registered are requested to register their email addresses and mobile numbers by following the procedure as specified in the Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 and its Rules and MCA Circulars, the Company is only offering E-voting facility to the shareholders, to enable them to cast their votes electronically.

Imagicaaworld Entertainment Limited

(Formerly known as Adlabs Entertainment Limited)



theme park • water park • snow park • hotel

The Company has engaged the services of Link Intime India Private Limited to provide E-voting facility.

The E-voting period begins at 09:00 a.m. IST on February 20, 2022 (Sunday) and ends at 05:00 p.m. IST on March 21, 2022 (Monday). During this period, shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., February 11, 2022 (Friday) may cast their votes through E-voting facility.

The Notice will also be available on the Company's website www.imagicaaworld.com

Request you to take the same on record and oblige.

Thanking you.
Yours faithfully,

For Imagicaaworld Entertainment Limited
(formerly known as Adlabs Entertainment Limited)

Mayuresh Kore
Chief Financial Officer
Encl: Notice of Postal Ballot

Imagicaaworld Entertainment Limited
(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31 Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad - 410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai - 400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com



**IMAGICAAWORLD ENTERTAINMENT LIMITED
(FORMERLY KNOWN AS ADLABS ENTERTAINMENT LIMITED)
CIN: L92490MH2010PLC199925**

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

Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai – 400 053,
Maharashtra, India

Tel: +91 22 4068 0000, **Fax:** +91 22 4068 0088

Email: : compliance@imagicaaworld.com; **Website:** www.imagicaaworld.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

NOTICE is hereby given to the Members of M/s. IMAGICAAWORLD ENTERTAINMENT LIMITED (hereinafter referred to as the "Company") pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circular nos. 14/2020, 17/2020, 33/2020 39/2020, 10/2021, 20/2021 dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively (collectively referred to as "MCA Circulars") and subject to other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, approval of the Members is sought for regularising the appointment of Mr. Mohan Umrotkar (DIN: 02282548), Mr. Abhijit Chawathe (DIN: 06759849), and Mr. Suresh Bharathwaj (DIN: 09330455) as an Independent Directors of the Company, are proposed to be passed by the Members through Postal Ballot/Electronic Voting (e-voting) pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Pursuant to SEBI LODR (Third Amendment) Regulations 2021 read with the corrigendum, the Listed Companies are to ensure that the approval of shareholders for appointment of a person on Board of Directors is taken at the next annual general meeting or within a time period of three months from the date of appointment, whichever is earlier as set out in the Notice of Postal Ballot dated February 15, 2022 ("Notice").

The statement pursuant to Sections 102 of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto. The Board of Directors of the Company, at its meeting held on February 09, 2022, appointed Mr. Mohammed Aabid, Partner at Aabid & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section 'General information and instructions relating to e-voting' in this notice ('Postal Ballot Notice') to cast their votes

electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-voting process not later than Monday, March 21, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned shareholder.

The Shareholders holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company. The results shall be declared on or before Monday, March 28, 2022 at the Registered Office and Corporate Office of the Company and also by placing the same on the Company's website i.e. www.imagicaaworld.com and on the website of Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company i.e. <https://instavote.linkintime.co.in>. The results will simultaneously be communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.

SPECIAL BUSINESS:

1. To regularise the appointment of Mr. Mohan Umrotkar (DIN: 02282548) as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV of the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Mohan Umrotkar (DIN: 02282548) who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of (3) three years, commencing from February 9, 2022 up to February 08, 2025."

"RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to do all such, acts, deeds and things, as may be necessary to give effect to the aforesaid resolution."

2. To regularise the appointment of Mr. Abhijit Chawathe (DIN: 06759849) as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV of the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Abhijit Chawathe (DIN: 06759849), who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of (3) three years, commencing from February 9, 2022 up to February 08, 2025."

"RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to do all such, acts, deeds and things, as may be necessary to give effect to the aforesaid resolution."

3. To regularise the appointment of Mr. Suresh Bharathwaj (DIN: 09330455) as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV of the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Suresh Bharathwaj (DIN: 09330455), who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of (3) three years, commencing from October 18, 2021 up to October 17, 2024.”

“RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to do all such, acts, deeds and things, as may be necessary to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For Imagicaaworld Entertainment Limited
Sd/-
Mayuresh Kore
Chief Financial Officer

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

Place : Mumbai
Date : 15th February 2022

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended (‘the Act’) read with Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) which sets out details relating to Special Business(es) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.
2. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Private Limited (“LIPL”) to provide e-voting facility to its Members. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
4. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to those Members whose e-mail addresses are registered with the Depositories (in case of electronic shareholding)/ the Company’s Registrars and Transfer Agents Members may note that this Postal Ballot Notice along with Postal Ballot Forms is available on the Investor Relations section of the Company’s website i.e. www.imagicaaworld.com and on the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.

5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at www.imagicaaworld.com under Investor Relations Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results except for certain documents which may be inspected at the Registered Office / Corporate Office of the Company during business hours. Shareholders can inspect the same by writing an e-mail to the Company at compliance@imagicaaworld.com
6. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Maharashtra (in vernacular language i.e. Marathi) and one English Newspaper circulated throughout India (in the English Language) and shall be hosted at the Company's website at www.imagicaaworld.com . The said public notice shall also mention the process for registration of email-ids by those Shareholders who have not yet registered their email-ids with the Company.
7. The voting through electronic means will commence on Sunday, February 20, 2022 at 9:00 A.M. (IST) and will end on Monday, March 21, 2022 at 5:00 P.M. (IST). The e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
8. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders
9. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Shareholders to register their e-mail address. Shareholders who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and by giving details of folio number, e-mail address and self-attested copy of PAN card to RTA, if the shares are held in physical form.
10. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Shareholders whose names appear in the Register of Members / Beneficial Owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on cut-off date, i.e., Friday, February 11, 2022 and whose e-mail IDs are registered with the Company / Depositories. For Shareholders who have not registered their e-mail IDs, please follow the instructions given below. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on cut-off date, i.e. Friday, February 11, 2022 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
11. A person who is not a Shareholder as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
12. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
13. It is clarified that if a Shareholder fails to provide or update relevant e-mail address to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
14. Relevant material documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at Company's registered office / corporate office during business hours on all its working days except Saturdays from the date of dispatch of the Notice till March 21, 2022.

15. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e- Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.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 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.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

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: -

A. User ID: Shareholders 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) (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. **Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

▶ 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’**.

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:

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 / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

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.

TEAM INSTAVOTE 3

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.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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 ‘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 minimum 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

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 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE.

Item No. 1, 2 & 3

Mr. Mohan Umrotkar (DIN: 02282548) and Mr. Abhijit Chawathe (DIN: 06759849) were appointed as an Additional Independent Directors of the Company, pursuant to the provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR) for the period of three years starting from February 9, 2022 to February 8, 2025. Mr. Suresh Bharathwaj (DIN: 09330455) was appointed as

Additional Independent Director of the Company, pursuant to the provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period of three years starting from October 18, 2021 to October 17, 2023. Pursuant to SEBI LODR (Third Amendment) Regulations 2021 read with the corrigendum, the Listed Companies are to ensure that the approval of shareholders for appointment of a person on Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Considering this change being effective from 01.01.2022, the Directors so appointed are to be regularised within a period of 3 months from their appointment.

Mr. Mohan Umrotkar, Mr. Abhijit Chawathe and Mr. Suresh Bharathwaj, Non-Executive and Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). They have also confirmed that they are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Listing Regulations for appointment as Independent Director and they are Independent of the management.

The Nomination and Remuneration Committee of the Board of Directors has recommended their appointment as Independent Directors for a term of 3 (three) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given their background, experience, skills and knowledge, their association would be valuable to the Company and it is desirable to continue to their directorship in the Company as Independent Directors.

Accordingly, it is proposed to appoint Mr. Mohan Umrotkar, Mr. Abhijit Chawathe and Mr. Suresh Bharathwaj as Independent Directors of the Company, not liable to retire by rotation. Details of Directors whose appointment as Independent Directors is proposed at Item Nos. 1, 2 & 3 are provided in the "Annexure I" to this Postal Ballot Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors recommends the special resolutions set out in item nos. 1, 2 and 3 for your approval. Other than Mr. Mohan Umrotkar, Mr. Abhijit Chawathe and Mr. Suresh Bharathwaj and their relatives to the extent of their respective Directorship in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolutions. Your approval is sought by voting through Postal Ballot or through Electronic Voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution nos. 1, 2 and 3 of this Notice.

By Order of the Board of Directors
For Imagicaaworld Entertainment Limited

Sd/-
Mayuresh Kore

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

Chief Financial Officer

Place : Mumbai

Date : February 15, 2022

Annexure I to the Postal Ballot Notice dated February 09, 2022

Details of Directors seeking re-appointment as required under Secretarial Standard – 2 (SS-2) on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Name	Mr. Mohan Umrotkar	Mr. Abhijit Chawathe	Mr. Suresh Bharathwaj
Director Identification Number	02282548	06759849	09330455
Age & Date of Birth	48 years 10 th January 1974	48 years 2 nd May 1974	57 years 6 th June 1965
Qualification	CA	B.Com	CA
Experience (including expertise in specific functional area) / Brief Resume	<p>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. Mohan is a Chartered Accountant and a commerce graduate with distinction. He started his career with Deloitte and progressed up the ranks over a 10 year period. His subsequent notable stints include positions of Global Financial Controller at a large visual effects conglomerate. Mr. Mohan has been instrumental for growth of business, where revenue grew from Rs.600 Cr to Rs.1000 Cr in 3 years. Among his achievements include a key role in turning around negative EBITDA of 2.5% to positive EBIDTA of 9%.</p>	<p>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. Keenly follows the current economic, social and regulatory issues relating to the industry.</p>	<p>Mr. Suresh Bharathwaj, aged 57 years, holds a bachelors' degree in Commerce and he is also a member of Institute of Chartered Accountants of India. He has over 27 years of experience in financing and accounting field. Mr. Suresh is a Senior Finance and Accounts Professional with a rich and diverse experience across sectors with experience in multinational companies and large Indian Corporations. He has held various senior management positions in companies like Kores, Carrier, ILFS Educations, L& T Finance, Reliance Anil Dhirubhai Ambani Group, Go Airlines, Renuka Sugars etc.</p>

Terms and Conditions of Appointment/Re-appointment	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company
Remuneration last drawn (including sitting fees, if any)	NA	NA	Sitting fees of Rs.40,000/- for the last Board Meeting and Audit committee attended.
Remuneration proposed to be paid	Sitting fees for attending Board/ Committee Meetings of Board of Directors and reimbursement of expenses for attending the meetings	Sitting fees for attending Board/ Committee Meetings of Board of Directors and reimbursement of expenses for attending the meetings	Sitting fees for attending Board/ Committee Meetings of Board of Directors and reimbursement of expenses for attending the meetings
Date of first appointment on the Board	February 9, 2022	February 9, 2022	October 18, 2021
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Nil	Nil	Nil
Number of meetings of the Board attended during the year 2021-22	Nil	Nil	1 Meeting
Directorships of other companies	NA	1. Jetru Technologies Private Limited 2. Glocal Pictures Private Limited	NA
Membership / Chairmanship of Committees of other Boards.	NA	NA	NA