



theme park • water park • snow park • hotel

October 19, 2020

**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, 5<sup>th</sup> 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 Annual General Meeting and Annual Report for the financial year ended March 31, 2020**

This is to inform you that the Eleventh Annual General Meeting (“AGM”) of the members of Imagicaaworld Entertainment Limited will be held on Tuesday, November 10, 2020 at 11:00 a.m. through video conferencing facility (“VC”) or other audio visual means (“OAVM”) to transact the businesses stated in the Notice dated September 14, 2020 convening the said AGM.

In terms of Regulation 34(1) Regulation 30(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of the 11<sup>th</sup> Annual General Meeting (“AGM”) of the Company along with the Annual Report for the financial year ended March 31, 2020.

The Notice of the AGM and Annual Report has also been uploaded on the Company’s website and can be accessed at [www.imagicaaworld.com](http://www.imagicaaworld.com).

The above is for your information and record.

Thanking you,

Yours faithfully,

**For Imagicaaworld Entertainment Limited**

***(formerly known as Adlabs Entertainment Limited)***

**Divyata Raval**

**Company Secretary & Compliance Officer**

**(Membership No. A28741)**

Encl: As above

**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: 9<sup>th</sup> 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](http://www.imagicaaworld.com) • Email: [contactus@imagicaaworld.com](mailto:contactus@imagicaaworld.com)

**IMAGICAWORLD** Entertainment Limited  
(Formerly known as Adlabs Entertainment Limited)

**Imagicaa**  
theme park • water park • snow park • hotel

# ANNUAL REPORT 2019 - 2020



*Apno ke saath,  
full-on funbaazi*

**#Groupbaazi Mein Mazaa**



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**>9 MN  
VISITORS  
IN 6 YEARS**



**1.6 MN  
FOOTFALL**



**FICCI TRAVEL  
& TOURISM  
EXCELLENCE  
AWARDS 2019  
WINNER  
BEST THEME PARK**

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr. Manmohan Shetty - Chairman  
Mr. Steven A. Pinto - Independent Director  
Mr. Ghulam Mohammed - Independent Director  
Mr. Dhananjay Barve - Independent Director  
Ms. Anita Pawar - Independent Director  
Mr. Kapil Bagla - Non-Executive Director

## BANKERS & FINANCIAL INSTITUTIONS

Union Bank of India  
Indian Overseas Bank  
Bank of Baroda  
Jammu and Kashmir Bank  
Bank of India  
Central Bank of India  
Canara Bank  
Punjab and Sind Bank  
Life Insurance Corporation of India  
ACREs

## KEY MANAGERIAL PERSONNEL

Mr. Ashutosh Kale - Jt. Chief Executive Officer  
Mr. Dhimant Bakshi - Jt. Chief Executive Officer  
Mr. Mayuresh Kore - Chief Financial Officer  
Ms. Divyata Raval - Company Secretary & Compliance Officer

## STATUTORY AUDITORS

M/s. V. Sankar Aiyar & Co., Chartered Accountants  
(Firm Registration No. 109208W)

## SECRETARIAL AUDITORS

M/s. Aabid & Co., Company Secretaries  
(FCS No. 6579)

## REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited  
C - 101, 247 Park, L.B.S. Marg,  
Vikhroli West, Mumbai - 400 083  
Tel: (022) 4918 6270 Fax: (022) 4918 6060  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## COMPANY DETAILS

### 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

### CORPORATE OFFICE

9<sup>th</sup> Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai - 400053

T: 022 40680000 F: +91-22 4068 0088

Email : [compliance@imagicaaworld.com](mailto:compliance@imagicaaworld.com) Website : [www.imagicaaworld.com](http://www.imagicaaworld.com)



## CHAIRMAN'S MESSAGE

### OUR MISSION

“ We deliver best in Class entertainment for Delightful Memories, in a Clean, Safe and Happy Environment. ”

We are witnessing an unprecedented scenario, which has hit our industry possibly the most among all businesses. Due to the COVID-19 pandemic, our park has been closed since mid-March 2020, which has wiped off our business and footfalls in the lockdown period. As the lockdown continues for the first half of FY20-21 there will be significant impact on our FY21 results.

The lenders and the management have been making continuous engagements for an amicable debt resolution. However, due to the pandemic, the resolution has been further delayed.

Despite challenging times in last financial year, the Imagicaa parks continued to cater to our guests with utmost care, which has enabled us to serve more than 9.5 million people since our launch in April 2013. Visitors from across the country continue to show the appreciation of the product and we remain thankful for their support and patronage. Our hotel property; Novotel Imagicaa continued to show great promise in FY20.

I also like to take the pleasure to inform you that we have renamed our Company to Imagicaaworld Entertainment Ltd. Our brand name of park is well known among the audience at large as well as the investor community and aligning our Company name to our popular brand name is expected to resonate more in the business fraternity.

We have continued to focus on costs and in absence of overall business buoyancy, the management had continued its efforts on fine tuning expenses, which should enable us to sustain in difficult times.

I thank you for your investment and for having continued faith in our Company despite this difficult phase which we are going through. We assure you of our continued commitment to make people happy and to ultimately take this company to its full potential.

I would also like to thank our Board of directors and employees in this ongoing journey in making our vision a reality and continuously offering a high class entertainment experience to our patrons.

**Manmohan Shetty**  
Chairman



**The Economic Times Label Awards 2019  
(India Licensing Expo 2019)  
Winner - Entertainment Licensor of the Year  
Winner - Best Merchandise by Theme & Amusement Park  
July 2019**

**IAAPI National Awards For Excellence 2018-2019  
WINNER - Digital Marketing  
RUNNERS UP - Radio Ad  
February 2020**



**FICCI Travel & Tourism Excellence Awards 2019  
Winner - Best Theme Park  
(Infrastructure Category)  
August 2019**

Facebook  
**15,09,369**  
★★★★★



Imagicaa App  
iOS  
Downloads  
**66.1K+**

Tripadvisor  
**4/5 rating**  
★★★★★



Imagicaa App  
Android  
Downloads  
**372.33K+**

Youtube Views  
**26,128,887+**



Website  
Pageviews  
**151,517,689+**



### Rekha Jitesh Parte

It was an awesome experience. So much fun. This is a perfect place to visit, fun and enjoy with your family and friends. All the rides are good enough. Multiple options like slides, crazy river, wave pool and rain dance we enjoyed. We loved it. Thank you to my family and Thank you Imagica for this wonderful experience.



### Sanjay Kumar Das

It was my first time to visit a theme park, it was an awesome experience and best theme park I have seen. It is suitable for every age. All the rides are interesting and thrilling. Out of that, I found Nitro roller coaster, scream machine and deep space were just breathtaking. Some are very interesting like are I For India (Witness the magnificence of India in a unique flying experience!), Dare to drop & Rajasaurus River Adventure.



### Nachiket Kelkar

Full 2 dhamal  
Had a office picnic to this place. enjoyed the rides a lot. Food was delicious too. Best place to visit in summer



### Priyal Mohite

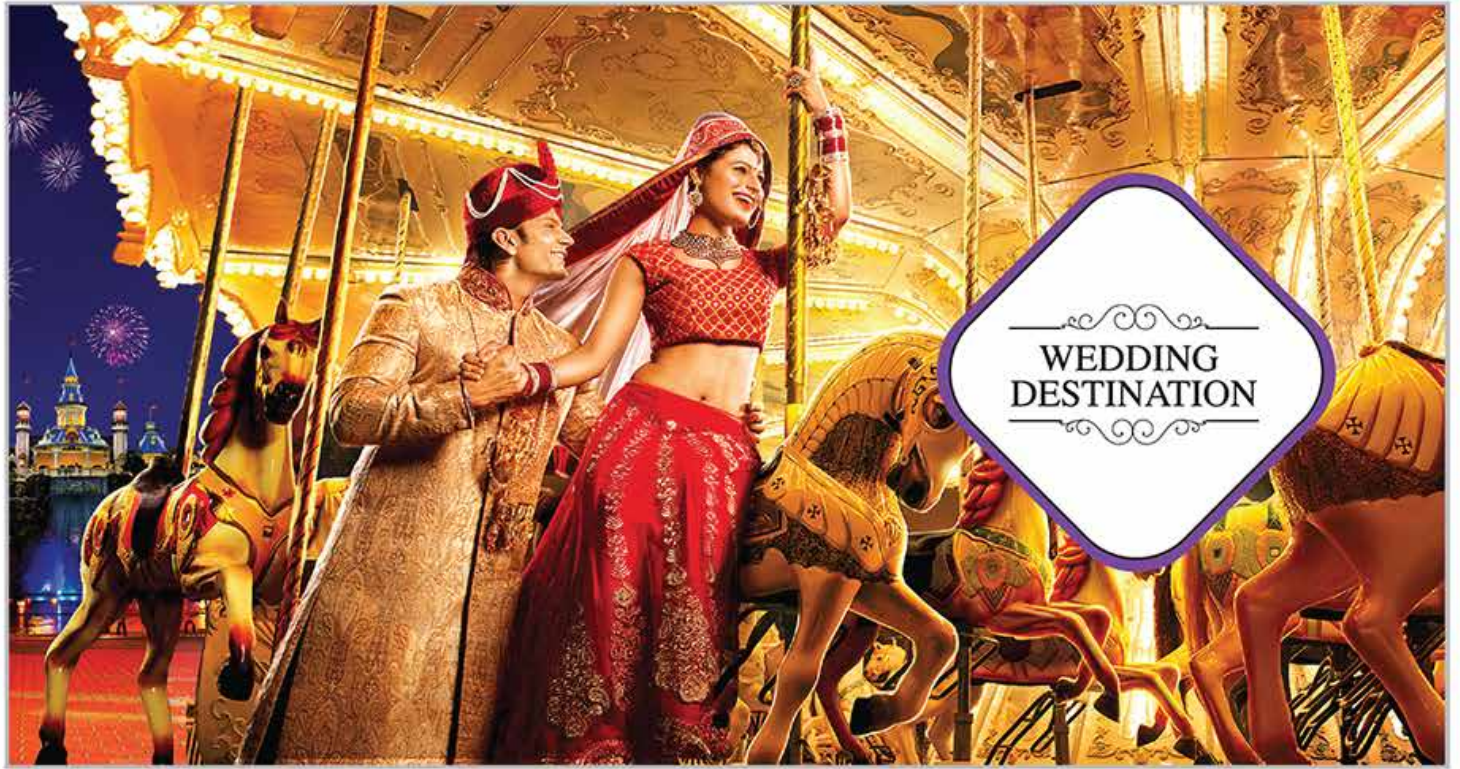
Full entertainment....very good management.. specially aqua park is highly under life guards observance...big place but superb managed... cooperative and polite staff





# NEW ATTRACTIONS





WEDDING  
DESTINATION



The Grand  
Imagicaa Parade



New Year eve  
**9000+** Guests



Holi Bash  
**14000+** Guests

## FINANCIAL HIGHLIGHTS - STANDALONE

Particulars	(₹ in Lakhs)										
	2019-2020	2018-2019 <sup>(1)</sup>	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
<b>FINANCIAL RESULTS</b>											
Revenue from operations	20,005.58	24,037.88	23,628.77	23,907.65	23,397.90	18,942.15	10,380.20	-	-	-	-
Total Revenue	20,065.87	24,666.92	23,727.91	23,959.38	25,065.62	19,125.18	10,701.30	392.98	-	-	-
Earnings before interest, tax, depreciation and amortization (EBITDA)	(975.26)	5,358.76	6,366.59	6,136.26	5,679.44	2,235.39	706.11	(212.39)	(53.00)	-	-
Depreciation and amortisation expense	24,270.10	10,177.55	9,242.37	9,447.25	8,771.24	7,974.73	3,051.79	1.30	-	-	-
Exceptional Items	-	-	-	-	-	-	-	6.35	-	-	-
<b>Profit / (Loss) after tax for the year</b>	<b>(40,403.57)</b>	<b>(34,742.95)</b>	<b>(15,517.43)</b>	<b>(11,713.57)</b>	<b>(9,113.32)</b>	<b>(10,716.09)</b>	<b>(5,275.73)</b>	<b>(145.74)</b>	<b>(60.60)</b>	-	-
<b>FINANCIAL POSITION</b>											
Equity Share Capital	8,806.21	8,806.21	8,806.21	7,989.78	7,989.78	7,989.78	4,846.30	4,587.21	4,191.67	4,302.26	3,473.43
Other Equity	(43,067.05)	(2,630.48)	32,108.74	41,985.97	53,704.62	62,949.66	26,517.66	26,352.48	20,847.70	18,583.80	15,642.13
<b>Shareholders Funds</b>	<b>(34,260.84)</b>	<b>6,175.73</b>	<b>40,914.95</b>	<b>49,975.75</b>	<b>61,694.40</b>	<b>70,939.44</b>	<b>31,363.96</b>	<b>30,939.69</b>	<b>25,039.37</b>	<b>22,886.06</b>	<b>19,115.55</b>
Borrowings	1,33,183.27	1,19,698.80	1,10,391.11	1,08,335.69	1,01,278.81	1,17,350.14	1,14,004.37	78,810.28	19,808.30	4,549.04	2,323.75
Gross Fixed Assets	1,64,615.99	1,63,663.48	1,62,810.04	1,62,077.99	1,58,191.88	1,58,601.68	1,42,745.55	1,07,288.96	44,706.70	27,150.80	24,228.44
Net Fixed Assets	91,481.40	1,14,799.00	1,24,123.09	1,32,606.42	1,38,147.90	1,47,327.67	1,39,446.27	1,07,041.15	44,571.39	27,078.22	24,206.97
Current & Non-Current Assets, Loans & Advances & Deposits	3,762.37	6,126.80	6,874.52	4,400.25	7,096.11	45,110.35	9,142.62	8,341.97	2,183.25	1,447.42	752.98
Investments in equity instrument	8,337.62	10,618.16	10,618.16	10,617.16	10,617.16	41.50	-	-	-	-	-
Total Assets	1,03,581.39	1,31,597.88	1,58,210.24	1,64,218.30	1,68,847.95	2,00,394.25	1,50,023.63	1,15,457.39	46,754.64	28,562.03	24,992.80
<b>EQUITY SHARE DATA</b>											
Earnings Per Share	(45.88)	(39.45)	(18.72)	(14.66)	(11.41)	(20.96)	(11.29)	(0.33)	(0.16)	28,562.03	24,992.80

Note(s):

<sup>(1)</sup> Comparative Previous year figures are regrouped wherever necessary

## NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the Members of **Imagicaaworld Entertainment Limited** (formerly known as *Adlabs Entertainment Limited*) will be held on Tuesday, November 10, 2020 at 11:00 a.m. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility to transact following business:

### Ordinary Business:

1. To receive, consider and adopt:
  - a) the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors' thereon; and
  - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020, and the report of the Auditors' thereon.
2. To appoint a Director in place of Mr. Manmohan Shetty (DIN: 00013961), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act"), read with rules framed thereunder & other applicable provisions of the Act, if any, and all other applicable statutes and laws, if any (including any statutory modification or re-enactment thereof, for the time being in force), M/s. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. : 109208W) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Eleventh Annual General Meeting until the conclusion of the Fifteenth Annual General Meeting, at remuneration of ₹ 14,00,000/- (Rupees Fourteen Lakhs Only) per annum and out of pocket expenses, as may be decided by the Board of Directors of the Company.

### Special Business:

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

**"RESOLVED THAT** the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulations, 2018 notified by SEBI by way of Notification No. SEBI/LAD-NRO/ GN/2018/10 dated May 09, 2018 and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Companies Act, 2013 and Rules framed thereunder, and such other applicable laws, rules, regulations, guidelines (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), approval of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Steven Pinto (DIN: 00871062), Non-Executive and Independent Director of the Company, not liable to retire

by rotation, who has attained the age of seventy five years, till completion of his original term i.e. upto April 03, 2022.

5. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

**"RESOLVED THAT** Ms. Anita Pawar (DIN: 08563043), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 16, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Ms. Anita Pawar (DIN: 08563043) as an Independent Director, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of three years commencing from September 16, 2019 to September 15, 2022, be and is hereby approved."

6. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Dhananjay Barve (DIN: 00224261), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 01, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Dhananjay Barve (DIN: 00224261), as an Independent Director, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not

liable to retire by rotation, for a term of three years commencing from April 01, 2020 to March 31, 2023, be and is hereby approved.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1) (b), and all other applicable provisions, if any, of the Companies Act, 2013, as amended (“the Act”), the Companies (Share Capital and Debenture) Rules, 2014, the rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (hereinafter referred to as “SEBI Regulations”), Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16<sup>th</sup> June 2015 issued by Securities and Exchange Board of India (“Circular”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be, prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee as provided under section 178 of the Act, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution), to introduce and implement “Imagicaaworld Employee Stock Option Scheme 2020” (hereinafter referred to as “ESOS 2020” or the “Scheme”) to create, grant, offer, issue and allot at any time or from time to time, in one or more tranches, such number of Employee Stock Options, exercisable into equity shares of Rs. 10/- of the Company (hereinafter collectively referred to as “Shares”) to or for the benefit of such person(s), who are in permanent employment of the Company, including any Directors, whether whole time or not but excluding an independent director, whether working in India or abroad or otherwise, and except the Promoter or any member of the Promoter Group or a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding shares of the Company, as may be decided, on such terms and conditions, as contained in the Scheme, the salient features of which are detailed in the Explanatory Statement relevant to this Resolution, not exceeding 39,94,891 (Thirty Nine Lakhs Ninety Four Thousand Eight Hundred and Ninety One) Options, each Option giving the right but not obligation to the holder, to subscribe for cash, one fully paid Share, at such price, in such manner, during such period, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in its absolute discretion and in accordance with the provisions of the law or guidelines issued by the relevant Authority;

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 39,94,891 (Thirty Nine Lakhs Ninety Four Thousand Eight Hundred and Ninety One) options shall be deemed to be

increased to the extent of such additional Equity Shares issued;

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are consolidated or sub-divided, then the number of Equity Shares to be allotted and the exercise price payable by the option grantee under ESOS 2020 shall automatically stand reduced or augmented, respectively, in the same proportion as the present face value of Rs. 10/- (Rupees Ten Only) per Equity Share bears to the revised face value of the Equity Shares of the Company after such consolidation/sub-division, without affecting any other rights or obligations of the said grantee;

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2020.;

**RESOLVED FURTHER THAT** the Board including designated committee of the Board be and is hereby authorised to formulate, evolve, implement, administer, interpret, decide upon and bring into effect the ESOS 2020 on such terms and conditions as contained in the Explanatory Statement to this item in the Notice, and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOS 2020 from time to time in conformity with the provisions of the Act, the Companies (Share Capital and Debenture) Rules, 2014, the Memorandum and Articles of Association of the Company, the SEBI Regulations, the Circular and any other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted options under ESOP 2020.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the ESOS 2020 and such Equity Shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares of the Company allotted under the ESOS 2020 on the Stock Exchanges, where the Equity Shares of the Company are listed, as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the SEBI Regulations, and other guidelines, rules and regulations as may be applicable;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give

effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOS 2020 and to take all such steps and do all acts as may be incidental or ancillary thereto;

**“RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOS 2020 as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors of the Company with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

**By Order of the Board of Directors**

**Divyata Raval**

Company Secretary and  
Compliance Officer

Date : September 14, 2020  
Place: Mumbai

**Registered Office:**

30/31, Sangdewadi, Khopoli-Pali Road,  
Taluka Khalapur, District Raigad - 410203

**Notes:**

1. The explanatory Statement setting out material facts concerning the businesses under Item Nos. 3 to 6 of the accompanying Notice, is annexed hereto, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. **General instructions for accessing and participating in the 11<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**
  - a. In view of the continuing COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April, 2020

- b. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 11<sup>th</sup> AGM and facility for those Members participating in the 11<sup>th</sup> AGM to cast vote through e-Voting system during the 11<sup>th</sup> AGM. Link InTime India Private Limited (“LIPL”) will be providing facility for e-voting through remote e-voting, for participation in 11<sup>th</sup> AGM through VC/OAVM facility and e-voting during the 11<sup>th</sup> AGM.
- c. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting 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 i.e. 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 Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- d. Institutional/ Corporate Shareholders Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting 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.
- e. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company’s website [www.imagicaaworld.com](http://www.imagicaaworld.com).; websites of

the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

- f. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- g. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

### 3. Instructions for Members for Remote e-Voting are as under: EVENT NUMBER :- 200365

- a. The remote e-Voting period will commence on Saturday, November 07, 2020 (9:00 am IST) and end on Monday, November 09, 2020 (5:00 pm 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 Wednesday, November 04, 2020 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- b. A person who is not a Member as on the Cut-off date should treat this Notice of 11<sup>th</sup> AGM for information purpose only.
- c. **The details of the process and manner for remote e-Voting are explained herein below:**
  - **Log-in to e-Voting website of Link Intime India Private Limited (“LI IPL”)**
    - i. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
    - ii. Click on “Login” tab, available under ‘Shareholders’ section.
    - iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
    - iv. Your User ID details are given below:
      - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
      - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
      - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
    - v. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number provided to you, if applicable</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth) / Date of Incorporation (DOI) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details (last four digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

#### **If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they



are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

➤ **Cast your vote electronically**

vi. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

vii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

viii. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

ix. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, 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.

x. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xi. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

**4. Instructions for members for participating in the 11<sup>th</sup> AGM through VC/OAVM are as under:**

i. Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

ii. Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Members

with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is allowed for atleast 1000 members.

iii. Members will be provided with InstaMeet facility wherein Members shall register their details and attend the Annual General Meeting as under:

1) Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:

- a. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio Number registered with the Company
- b. PAN: Enter your 10 digit Permanent Account Number (PAN)
- c. Mobile No
- d. Email ID

2) Click "Go to Meeting"

iv. Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

v. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

vi. 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.

**5. Instructions for members for e-voting during the 11<sup>th</sup> AGM are as under:**

a. Members may follow the same procedure for e-Voting during the 11<sup>th</sup> AGM as mentioned above for remote e-Voting.

b. Only those Members, who will be present in the 11<sup>th</sup> AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 11<sup>th</sup> AGM.

c. The Members who have cast their vote by remote e-Voting prior to the 11<sup>th</sup> AGM may also participate in the 11<sup>th</sup> AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.

d. The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before

or during the 11<sup>th</sup> AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:

- Rajiv Ranjan, Assistant Vice President- e-voting at the designated email-id: [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or at the telephone number 022-49186175.

#### 6. Instructions for Members to register themselves as Speakers during Annual General Meeting:

- Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email ID, mobile number, at [compliance@imagicaaworld.com](mailto:compliance@imagicaaworld.com) from Thursday, November 05, 2020 to Saturday, November 07, 2020 (preferably two days or 48 hrs. prior to the date of AGM).
- Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email ID, mobile number at [compliance@imagicaaworld.com](mailto:compliance@imagicaaworld.com). The same will be replied by the Company suitably.
- Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

#### 7. Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, members who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- Enter 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'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- 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'.

- 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.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

#### Note(s):

- Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- In case the members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : (022-49186175)

#### 8. Other Guidelines for Members:

- The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date of Wednesday, November 04, 2020.
- Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 11<sup>th</sup> AGM by email and holds shares as on the Cut-off date i.e. Wednesday, November 04, 2020 may obtain the User ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or to the Company's email address [compliance@imagicaaworld.com](mailto:compliance@imagicaaworld.com). However, if you are already registered with LIPL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <https://instavote.linkintime.co.in> under shareholder login.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- Board has appointed Mr. Mohammed Aabid, Practicing Company Secretary (Membership No.: 6579 & COP No.: 6625) as the scrutinizer ("the Scrutinizer") to scrutinize the remote e-voting and voting process at the AGM in fair and transparent matter.
- During the 11<sup>th</sup> AGM, the Chairman shall, after giving responses to the questions raised by the Members in advance or as a speaker at the 11<sup>th</sup> AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 11<sup>th</sup> AGM and announce start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 11<sup>th</sup> AGM.

- f. The Scrutinizer shall after the conclusion of e-voting at the 11<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 11<sup>th</sup> AGM, who shall then countersign and declare the result of the voting forthwith.
- g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.imagicaaworld.com](http://www.imagicaaworld.com) and on the website of LIPL at <https://instavote.linkintime.co.in> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.
- h. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 11<sup>th</sup> AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for financial year 2019-20, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 11<sup>th</sup> AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- 1) 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 Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address [compliance@imagicaaworld.com](mailto:compliance@imagicaaworld.com)
  - 2) For the members holding shares in demat form, please update your email address through your respective Depository Participant(s).
- i. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, November 05, 2020 to Tuesday, November 10, 2020 (Both days Inclusive), for the purpose of AGM.
- j. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agent.
- k. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- l. Electronic copy of all the documents referred to in the accompanying Notice of the 11<sup>th</sup> AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at [www.imagicaaworld.com](http://www.imagicaaworld.com)
- m. During the 11<sup>th</sup> AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to LIPL E-voting system at <https://instavote.linkintime.co.in>.
- n. The details of the Directors seeking re-appointment under item no. 4, 5 and 6 of the accompanying Notice, as required under Regulation 36(3) of the Listing Regulations and forms part of this notice.

**Explanatory Statement in respect of special business pursuant to Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standards - 2 on General Meetings and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Listing Regulations, 2015 ("the Listing Regulations").**

The following statement sets out all material facts relating to the Ordinary and Special Businesses mentioned in the accompanying Notice:

**Item No. 3:**

The members may note that the existing Statutory Auditors viz. M/s. V. Sankar Aiyar & Co. Chartered Accountants (Firm Registration No.: 109208W) were appointed at the Tenth Annual General Meeting of the Company to hold office of Statutory Auditors until conclusion of this Eleventh Annual General Meeting of the Company.

Upon the recommendation of the Audit Committee of the Board of Directors and considering that the experience and qualifications of M/s. V. Sankar Aiyar & Co. commensurate with the size and requirements of the company, the Board of Directors have recommended the re-appointment of M/s. V. Sankar Aiyar & Co., Chartered Accountants, Mumbai, as Statutory Auditors of the Company to the members of the company for their approval at the ensuing Eleventh Annual General Meeting by way of passing an ordinary resolution, to hold office from conclusion of the ensuing Eleventh Annual General Meeting till the conclusion of the Fifteenth Annual General Meeting. M/s. V. Sankar Aiyar & Co., Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be in accordance with the provisions of the Act

and that they satisfy the criteria as prescribed in Section 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested (financially or otherwise), in the proposed Special Resolution set out at Item No. 3 of the Notice.

#### Item No: 4:

Securities and Exchange Board of India (SEBI) has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 09, 2018 issued the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought amendment in the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 ("the Listing Regulations"), save as otherwise specifically provided for in the Amendment Regulations. One of the said amendments requires the listed entities to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of seventy five years.

Mr. Steven Pinto, would be attaining age of seventy five years in the month of November, 2020. As per the original shareholders' approval, the Appointment of Mr. Pinto is valid till April 03, 2022, ("Original Term") in terms of the provisions of the Companies Act, 2013. The Board feels that the skills, expertise and vast experience of Mr. Steven Pinto, would continue to help the Company in its path. The Board upon the recommendation of Nomination and Remuneration Committee decided to seek the approval of shareholders at the ensuing Annual General Meeting in terms of the provisions of the Amendment Regulations for continuation of the directorship of Mr. Pinto till his Original Term of appointment. The Brief Profile of Mr. Steven Pinto is provided separately in this Notice. Accordingly, the Board recommends the Special Resolution, as set out at Item No. 4 of the accompanying Notice, for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Steven Pinto and his relative(s), is in any way concerned or interested (financially or otherwise), in the proposed Special Resolution set out at Item No. 4 of the Notice.

#### Item No. 5 & 6:

##### Appointment of Ms. Anita Pawar:

Considering the field of expertise and experience of Ms. Anita Pawar, the Board of Directors of the Company ("Board"), on recommendation of the Nomination and Remuneration Committee, had appointed her as an Additional Director with effect from September 16, 2019. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("Act"), Ms. Anita Pawar holds office upto the date of the ensuing Eleventh Annual General Meeting.

Ms. Pawar has provided necessary declarations that she fulfils the conditions specified in the Act, read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for being appointed as an Independent Director of the Company and is independent of the management. Accordingly, the Board approved her appointment as an Independent Director under

the provisions of Section 149 of the Act and Regulation 17 and 25 of the SEBI Listing Regulations, to hold office for a period of three (3) consecutive years with effect from September 16, 2019 subject to the approval of the Members at the ensuing AGM. The Brief Profile of Ms. Pawar is provided separately in this Notice. A copy of the draft Letter of Appointment for Independent Directors, setting out the terms and conditions of appointment, is available for inspection on the website of the Company i.e. [www.imagicaaworld.com](http://www.imagicaaworld.com).

The Company has received a notice proposing the candidature of Ms. Pawar for the office of Director under Section 160 of the Act. Further, Ms. Pawar has provided:- (i) her consent to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Board recommends the Ordinary Resolution with respect to the appointment of Ms. Pawar as an Independent Director of the Company for a term of three consecutive years each, with effect from September 16, 2019, as set out in Item No. 5 of the Notice, for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Ms. Anita Pawar and her relative(s), is in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution set out at Item No. 5 of the Notice.

##### Appointment of Mr. Dhananjay Barve:

Considering the field of expertise and experience of Mr. Dhananjay Barve, the Board of Directors of the Company ("Board"), on recommendation of the Nomination and Remuneration Committee, had appointed him as an Additional Director with effect from April 01, 2020. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("Act"), Mr. Dhananjay Barve holds office upto the date of the ensuing Eleventh Annual General Meeting.

Mr. Barve has provided necessary declarations that he fulfils the conditions specified in the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for being appointed as an Independent Director of the Company and is independent of the management. Accordingly, the Board approved his appointment as an Independent Director under the provisions of Section 149 of the Act and Regulation 17 and 25 of the SEBI Listing Regulations, to hold office for a period of three (3) consecutive years with effect from April 01, 2020 subject to the approval of the Members at the ensuing AGM. The Brief Profile of Mr. Barve is provided separately in this Notice. A copy of the draft Letter of Appointment for Independent Directors, setting out the terms and conditions of appointment, is available for inspection on the website of the Company i.e. [www.imagicaaworld.com](http://www.imagicaaworld.com).

The Company has received a notice proposing the candidature of Mr. Barve for the office of Director under Section 160 of the Act. Further, Mr. Barve has provided:- (i) his consent to act as an Independent

Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Board recommends the Ordinary Resolution with respect to the appointment of Mr. Barve as an Independent Director of the Company for a term of three consecutive years each, with effect from April 01, 2020, as set out in Item No. 6 of the Notice, for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Dhananjay Barve and his relative(s), is in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution set out at Item No. 6 of the Notice.

#### Item No. 7:

The Shareholders of the Company at their Annual General Meeting held on September 7, 2015 had approved "Adlabs Employees Stock Option Plan 2015" and "Adlabs Employees Stock Option Scheme 2015". However, there were no grants made to any employees under the Previous Scheme and necessary approval of Stock Exchanges was not required to be obtained. Stock options provide an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands. "Employee Stock Option Scheme" represents a reward system for the employees. Such schemes help the companies to attract, retain and motivate the best available talent in the increasingly uncertain environment.

Considering the current situations of global pandemic and giving due credit to the mandatory closure of Parks since March 2020 and also in view of the prospective requirements of the Company vis a vis the employee benefits, the management is of the opinion that the Company may formulate another Employee Stock Option Scheme in order to motivate the employees and in order to retain key talents and also to compensate the key talent in lieu of salary pay-outs. In view of the same, it is considered essential to frame a new Employee Stock Option Scheme under SEBI (Share Based Employee Benefits)

Regulations, 2014, as amended, ("SEBI Regulations") which brings out necessary provisions to enable the Grant of Stock Options to the permanent employees, working in India or outside India, including Directors, whether whole time or otherwise, (other than Promoters and Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company or its Subsidiary Company or its Holding Company ("Eligible Employees") for the purpose of their retention and also to compensate them in lieu of salary pay-outs.

The Board of Directors at their meeting held on September 14, 2020 approved Imagicaaworld Employee Stock Option Scheme 2020 and also grant its approval to create, grant, offer, issue and allot at any time or from time to time, in one or more tranches such number of Employee Stock Options, exercisable into equity shares Rs. 10/- of the Company to or for the benefit of such person(s), who are in permanent employment of the Company including directors of the Company, whether whole time or not but excluding an independent director, whether working in India or abroad or otherwise, and except the Promoter or any member of the Promoter Group or a Director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding shares of the Company as may be decided, on such terms and conditions, as contained in the Scheme under the ESOS 2020 notified thereunder, subject to approval of the shareholders proposed to be obtained by way of Special Resolution.

With the above objectives in mind, Shareholders of the Company are requested to approve a new employee stock option scheme to be known as Imagicaaworld Employee Stock Option Scheme 2020 for the benefit of Eligible Employees of the Company and such other persons as may be permitted from time to time, under prevailing laws, rules and regulations and/ or amendments thereto from time to time.

The main features of the Imagicaaworld Employee Stock Option Scheme 2020 are as under:

Disclosures as per Regulation 14 and Regulation 6(2) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Circular No. CIR/ CFD/ POLICYCELL/ 2/ 2015 dated June 16, 2015 issued by SEBI as mentioned below:

Sr. No.	Particulars	Disclosures
1.	Brief description of the Scheme	The purpose of this Scheme is as under: 1. To retain key talent 2. To compensate key talent in lieu of salary pay-outs 3. To reward for loyalty 4. To foster ownership The Nomination and Remuneration Committee ("Committee") of the Company shall act as Compensation Committee for administration of ESOS 2020. All questions of interpretation of the ESOS 2020 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOS 2020.
2.	Total number of options that could be granted under the Scheme.	Not exceeding 39,94,891 (Thirty Nine Lakhs Ninety Four Thousand Eight Hundred and Ninety One) Options to the Employees, in one or more tranches, exercisable into not more 39,94,891 (Thirty Nine Lakhs Ninety Four Thousand Eight Hundred and Ninety One) Shares of face value of ₹ 10/- (Rupees Ten) each fully paid-up, with each such Option conferring a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions as may be decided under the Scheme.

Sr. No.	Particulars	Disclosures
		<p>The Shares with respect to which an Option is granted under the Scheme that remain unexercised at the expiration, forfeiture or other termination of such Option may be the subject of the Grant of further Options.</p> <p>All Options that have lapsed (including those having lapsed by way of forfeiture) shall be added back to the number of Options that are pending to be granted. The Company may Grant such Options within the overall limit determined in accordance with the Scheme.</p> <p>Further, SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under ESOS 2020 remain the same after any such corporate action. The Vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the participants. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 39,94,891 (Thirty Nine Lakhs Ninety Four Thousand Eight Hundred and Ninety One) Options shall be deemed to be increased to the extent of such additional options issued.</p>
3.	Identification of classes of employees entitled to participate in the Scheme	<p>(a) Permanent employees of the Company who have been working in India or outside India; or (b) a Director of the Company, whether a whole time director or not but excluding an independent director; or (c) an Employee as defined in clause (a) or (b) above of a Subsidiary, in India or outside India, or of a Holding company of the Company, but does not include- an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity Shares of the Company, subject to such criteria as may be decided by the Committee constituted for the purpose shall be entitled to participate in the Scheme.</p>
4.	Appraisal process for determining the eligibility of the employees for Scheme	<p>The appraisal process for determining the eligibility of the employees will be determined by the Nomination and Remuneration Committee at its sole discretion.</p> <p>The broad criteria for appraisal as may be decided by the Committee at its own discretion, may include, parameters like the date of joining of the Employee with the Group, grade of the Employee, performance evaluation, contribution towards strategic growth, contribution to team building and succession, period of service with the Group, corporate governance, criticality or any other criteria, as the Committee determines.</p>
5.	Requirement of vesting and period of vesting	<p>Vesting of options will commence after a period of 1 (one) year but not later than 3 (three) years from the date of grant of such Options.</p> <p>Vesting of Options would be subject to continued employment with the Company, its Holding Company or Subsidiary Company, as the case may be and thus the Options would vest essentially on passage of time and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on the such date of Vesting.</p> <p>In addition to this, the Committee shall also specify certain performance criteria subject to satisfaction of which the Options would vest.</p>
6.	Maximum period within which the options shall be vested	<p>The maximum period within which the options shall be vested shall be 3 years from the Grant Date.</p>
7.	Exercise Price or Pricing formula	<p>i. The exercise price for the first grant shall be 30% discount to trailing 2 weeks Volume Weighted Average Price (on the stock exchange which has reported higher volumes on) from date of first vesting.</p> <p>ii. The exercise price for the subsequent grant shall be 20% discount to trailing 2 weeks Volume Weighted Average Price (on the stock exchange which has reported higher volumes).</p>
8.	Exercise Period and the process of exercise	<p>The Participant alone can Exercise the Vested Options. All vested options can be exercised within 7 years from the date of vesting of options. The Vested Options can be exercised either in full or in part for a minimum lot of 100 Options and in multiples of 10 Options.</p> <p>The options will be exercisable by the employees by a written application to the Company/ Committee or Board to exercise the options in such manner and on execution of such documents, as may be prescribed by the Committee from time to time , along with the full payment of the Exercise Price, taxes (wherever arising) and any other sums due to the Company as per the Scheme in respect of Exercise of the Option. The options will lapse if not exercised within the specified exercise period.</p>
9.	Lock - in Period	<p>The Shares allotted pursuant to the exercise of the vested options shall not be subject to any lock-in period from the date of allotment of such shares.</p>
10.	Maximum number of Options/shares to be issued per employee and in the aggregate	<p>The maximum number of Options under ESOS 2020 that may be granted to each Employee shall not exceed 10,00,000 (Ten Lakh only) in number per Eligible Employee.</p> <p>If the number of Options that may be offered to any specific employee shall exceed 1% or more of the issued capital (excluding warrants &amp; conversion) of the Company at the time of grant of Options, then the Company will take prior approval from its shareholders.</p>

Sr. No.	Particulars	Disclosures
11.	Maximum Quantum of benefits to be provided per employee under the scheme	The maximum quantum of benefits underlying the Options issued to an Employee shall depend upon the market price of the shares as on the date of exercise of options.
12.	Implementation and administration of the scheme	The scheme will be implemented and administered directly by the company.
13.	Source of acquisition of shares under the ESOS 2020	The scheme involves fresh issue of shares by the company.
14.	Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	This is currently not contemplated under the present ESOS 2020.
15.	Maximum percentage of secondary acquisition	This is not relevant under the present ESOS 2020.
16.	Disclosure and Accounting Policies	The Company shall follow the IND AS/Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.
17.	Method which the Company shall use for Valuation of Options	The Company shall adopt the fair value method or any other method as per applicable Accounting Standards prescribed by the Institute of Chartered Accountants of India or prescribed under any other statutory provisions from time to time for valuation of options.
18.	Conditions for lapse of options	All unvested options shall lapse upon resignation (other than termination of employment on account of transfer to any of its associate company) or on retirement. Upon termination with cause, all vested and unvested options shall lapse. For any other reason, options shall lapse from such date of termination unless otherwise determined by the Committee, subject to SEBI Regulations and provisions of the Act.
19.	Declaration (if applicable)	In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report

The Board recommends the Resolution for consideration and approval.

A copy of Imagicaaworld Employee Stock Option Scheme 2020 notified thereunder is available for Inspection at the Registered Office of the Company and can also be received by writing an email to [compliance@imagicaaworld.com](mailto:compliance@imagicaaworld.com).

The Directors, Key Managerial Personnel and their respective relatives may be deemed to be concerned or interested in the resolutions set out at item no. 7 by virtue of and to the extent as an employee of the Company or otherwise who may be eligible to be granted options as determined by the Nomination and Remuneration Committee/Board and /or of shares held in the paid up share capital of the Company as its shareholder.

**By Order of the Board of Directors**

Date : September 14, 2020  
Place: Mumbai

**Divyata Raval**  
Company Secretary and  
Compliance Officer

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

**Annexure I to the Notice dated September 14, 2020****Details of Directors seeking appointment at the ensuing Annual General Meeting [In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]**

<b>Particulars</b>	<b>Mr. Manmohan Shetty</b>	<b>Mr. Steven Pinto</b>	<b>Ms. Anita Pawar</b>	<b>Mr. Dhananjay Barve</b>
Date of Birth (DD/MM/YYYY)	24/02/1948	29/11/1945	04/12/1982	21/06/1957
Age	72 years	74 years	37 years	62 years
Date of appointment on the Board	February 10, 2010	April 04, 2014	September 16, 2019	April 01, 2020
Qualification	First year arts from the University of Mumbai	Bachelors' in Arts (Economics Hons.), a master's degree	B.A LLB	Higher Secondary
Experience (including expertise in specific functional area) / Brief Resume	<p>He has more than four decades of experience in the media and entertainment industry. Prior to the incorporation of Imagicaaworld Entertainment Limited (Formerly known as Adlabs Entertainment Limited), he founded Adlabs Films Limited in 1978 doing business of running a film processing laboratory, theatrical exhibition business, film production and digital cinema. Adlabs Films Limited went public in January 2001 and was later bought over by Reliance Group owned by Mr. Anil Ambani. Mr. Shetty introduced the large format cinema IMAX theatres to India and also set up India's first Imax Theatre in Mumbai. He also introduced first Multiplex Cinemas in the country. Mr. Shetty has also produced 25 films including the National Award winner Ardha Satya</p> <p>Mr. Shetty is the promoter of Imagicaaworld Entertainment Limited (Formerly known as Adlabs Entertainment Limited). He is responsible for the Company's overall business operations and is responsible for conceptualising and launching "Imagica", India's first largest format Theme Park in the year 2012.</p> <p>He was also the former Chairman of the National Film Development Corporation appointed by the Government of India and the former President of the Film and Television Producers Guild of India. He has been a Director of the Company since its incorporation.</p>	<p>He has four decades of experience in the banking industry. He has held varied senior management positions in banks and various companies.</p>	<p>She holds a Bachelor's degree in Arts &amp; Legislative Laws from ILS Law College Pune. She has around 12 years of Experience as a Practicing Lawyer in handling criminal and civil cases.</p>	<p>He has over 39 years of experience in the financial and real estate markets. He started his career as Stock broker under Bombay Stock Exchange in 1981. Later branched out into Independent Financial Consulting Firm and advised Corporates and Institutions for capital raising activities.</p>



Particulars	Mr. Manmohan Shetty	Mr. Steven Pinto	Ms. Anita Pawar	Mr. Dhananjay Barve
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	As per Nomination and remuneration Policy of the Company
Remuneration last drawn (including sitting fees, if any)	Nil	Sitting fees of ₹ 3.63 Lakhs	Sitting fees of ₹ 0.50 Lakh	Nil
Details of Remuneration sought to be paid	Nil	Sitting fees for attending each meeting of the Board/Committees and commission as may be decided by the Board of Directors of the Company from time to time for each of the Financial Year within the limits prescribed under the Companies Act, 2013.	Sitting fees for attending each meeting of the Board/Committees and commission as may be decided by the Board of Directors of the Company for each of the Financial Year within the limits prescribed under the Companies Act, 2013.	Sitting fees for attending each meeting of the Board/Committees and commission as may be decided by the Board of Directors of the Company for each of the Financial Year within the limits prescribed under the Companies Act, 2013.
Shareholding in the Company	1,29,000	Nil	Nil	Nil
Relationship with other Directors/ Key Managerial Personnel	None of the Directors are related inter-se	None of the Directors are related inter-se	None of the Directors are related inter-se	None of the Directors are related inter-se
Number of meetings of the Board attended during the year	5 out of 5	4 out of 5	2 out of 3	Nil
Directorships of other Boards <sup>(1)</sup>	1. Mukta Arts Limited 2. P & M Infrastructures Limited 3. The Film & Television Producers Guild of India Limited 4. Thrill Park Limited	1. Club 7 Holidays Limited 2. Automobile Corporation of Goa Limited 3. Centrum Retail Services Limited 4. Catholic Gymkhana Limited	Nil	Nil
Membership / Chairmanship of Committees of other Boards <sup>(2)</sup>	<b>Member of Audit Committee:</b> Mukta Arts Limited  <b>Member of Stakeholders' Relationship Committee:</b> 1. Imagicaaworld Entertainment Limited 2. Mukta Arts Limited	<b>Audit Committee:</b>  <b>Chairmanship</b> 1. Imagicaaworld Entertainment Limited 2. Automobile Corporation of Goa Limited  <b>Membership:</b> 3. Walkwater Properties Private Limited	Nil	Nil

Note(s):

<sup>(1)</sup> Excludes directorships in the Company, Foreign Companies, Private Companies, Companies formed under Section 25 of the erstwhile Companies Act, 1956 and Companies formed under Section 8 of the Companies Act, 2013;

<sup>(2)</sup> As per the provisions of Regulation 26 of the SEBI Listing Regulations, only two committees viz. Audit Committee and Shareholders/ Investors Grievance Committee are considered.

## REPORT OF THE BOARD OF DIRECTORS

Dear Members,

Your Company's Directors hereby present the 11<sup>th</sup> Annual Report of your Company along with Audited Financial Statements for the financial year ended March 31, 2020 ("year under review/ FY 2019-20").

### SUMMARY OF FINANCIAL HIGHLIGHTS:

The standalone performance of the Company for the financial year ended March 31, 2020 is summarized below:

Particulars	(₹ In Lakhs)	
	<b>Financial Year ended March 31, 2020</b>	Financial Year ended March 31, 2019 <sup>(1)</sup>
Total Revenue	20,005.58	24,037.88
Profit/ (Loss) before tax	(40,403.57)	(18,202.40)
Tax Expenses		
- Current Tax	-	-
- Deferred Tax	-	-
Profit/ (Loss) after tax	(40,403.57)	(34,742.95)

Note(s):

<sup>(1)</sup> The figures for the previous year have been regrouped/rearranged wherever necessary to confirm with current period classification.

### FINANCIAL PERFORMANCE

For the financial year 2019-20, at standalone level, your Company reported a decline of 17% in Revenue vis-a-vis FY 2018-19. Revenue Decreased to ₹ 20,005.58 Lakhs from ₹ 24,037.88 Lakhs for the corresponding period. PBT reduced to ₹ 40,403.57 Lakhs from ₹ 18,202.40 Lakhs primarily due to Impairment of Investment and Loans and Advances and also due to one-time expenses and write-offs, higher sales and marketing expenses and repairs & maintenance expenses in FY20.

During the year under review, your Company has recorded 14.07 Lakhs visitors, down from the previous year number of 16.34 Lakhs, resulting in a drop of 13.90%.

The outstanding secured loan including interest over due as on March 31, 2020 aggregate to ₹ 1,27,559.84 Lakhs.

### DIVIDEND & TRANSFER TO RESERVES

In view of the loss for the financial year ended March 31, 2020, no amount is proposed to be transferred to the reserves and your Directors have not recommended payment of any dividend for the year under review.

### THE STATE OF COMPANY AFFAIRS

Your Company owns & operates an Integrated Entertainment Holiday Destination "IMAGICAA" which is built to match global standards and includes a theme park, a water park, a snow park, a hotel, and other

associated activities such as retail & merchandise, food and beverages, etc.

### CHANGE IN NAME OF THE COMPANY

As the Company operates as India's only Unique and Exceptional Theme Park under the Brand name "Imagicaa" and also widely known with the logo which represents the word "Imagicaa", the Board of Directors of the Company were of the view that the name involving "Imagicaa" would resonate more with the members because of high recall value and therefore, would be more advantageous for the Company to use the word 'Imagicaa' as compared to 'Adlabs'. Accordingly, the name of the Company is duly changed from "Adlabs Entertainment Limited" to "Imagicaaworld Entertainment Limited" by way of a fresh Certificate of Incorporation pursuant to change of name issued by Registrar of Companies – Mumbai dated April 07, 2020.

### STATUS OF DEBT RESOLUTION PLAN

Your company has been constantly working towards reducing its debt to bring it to manageable levels. Your company is in regular discussions with consortium lenders to arrive at a sustainable resolution. In the year under review, the Company cooperated with lenders for an auction for sale of loans and despite encouraging response in the Expression of Interest ("EOI") the final sale/assignment of loans could not fructify. Previously, there had been references to National Company Law Tribunal ("NCLT") by 2 of the secured lenders in response to which the Company had been arguing for a resolution outside the ambit of NCLT. Subsequently, your Company has put forth a One Time Settlement proposition forth to consortium of lenders which offered them a healthy recovery of their outstanding principal. Several lenders have since approved the proposition on a Swiss Challenge basis and your company has been endeavoring to get the remaining lenders on board.

### SHARE CAPITAL

The paid up Equity Share Capital of the Company as on March 31, 2020 was ₹ 8,806.21 Lakhs. There was no change in the share capital during the year under review. During FY 2019-20, the Company did not issue or allot any equity shares of the Company.

### TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 ("the Act") read with Rules framed thereunder do not apply to the Company as it has never declared and paid dividend.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Act, your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) accounting policies selected have been applied consistently and reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company at the end of the year under review and of the loss of the company for the year under review;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts of your Company have been prepared on 'a going concern' basis;
- e) internal financial controls were laid down & followed by your company and it was ensured that such internal financial controls are adequate and were operating effectively; and
- f) Proper systems were devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### A. BOARD OF DIRECTORS:

##### a) Number of meetings:

The Board of Directors met 5 (five) times during FY 2019-20 i.e. on May 16, 2019, August 01, 2019, November 12, 2019, February 05, 2020 and February 15, 2020. The maximum interval between any two meetings did not exceed maximum permissible limit prescribed under the applicable laws. Details of the meetings of the Board along with attendance of the Directors therein have been disclosed in the Corporate Governance Report forming part of this Annual Report.

Further, the Board has also dealt with certain items through circular resolutions, which were duly confirmed by the Directors at the subsequent Board meeting(s).

##### b) Appointments/ Resignations:

Details of the Directors, who were appointed or have resigned or appointed during the year under review, are as under:

Name of the Director and DIN	Designation	Appointment/ Resignation
Ms. Anita Pawar <sup>(1)</sup> DIN: 08563043	Non-Executive Independent Director	Appointment
Mr. Ashutosh Kale <sup>(2)</sup> DIN: 06844520	Executive Director	Cessation
Mr. Dhananjay Barve <sup>(3)</sup> DIN: 00224261	Non-Executive Independent Director	Appointment
Ms. Meghna Ghai Puri <sup>(4)</sup> DIN: 00130085	Non-Executive Independent Director	Resignation

#### Note(s):-

- <sup>(1)</sup> Appointed as an Additional Director (Non-Executive & Independent) w.e.f September 16, 2019 for a period of 3 years subject to approval of the shareholders at the Eleventh Annual General Meeting.
- <sup>(2)</sup> Ceased to be an Executive Director of the Company w.e.f. February 01, 2020 due to expiration of his tenure as an Executive Director.
- <sup>(3)</sup> Appointed as an Additional Director (Non-Executive & Independent) w.e.f April 01, 2020 for a period of 3 years subject to approval of the shareholders at the upcoming Annual General Meeting.
- <sup>(4)</sup> Ceased to be an Independent Director of the Company w.e.f June 17, 2019 due to resignation.

The aforesaid appointments were duly approved by the Board upon recommendations of the Nomination and Remuneration Committee.

Further, pursuant to applicable provisions of the Act and Articles of Association of the Company, Mr. Manmohan Shetty, Executive Director of the Company, retires by rotation at the ensuing Eleventh Annual General Meeting and being eligible, offers himself for re-appointment. Business with respect to his re-appointment also forms part of the notice of the ensuing Annual General Meeting of the Company.

#### c) Declaration of Independence

All the Independent Directors of the Company have given their respective confirmation that they meet the criteria of independence as prescribed in the provisions of Section 149(6) the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence.

All the Independent Directors of your Company have also confirmed compliance and adherence to the Code for Independent Directors prescribed in Schedule V of the Act.

#### d) Confirmation of compliance of Code of Conduct for Directors and Senior Management

The Company has formulated and adopted a Code of Conduct for Directors and Senior Management and all the Directors have also confirmed adherence to the Code of Conduct and compliance of the same.

#### e) Formal Annual Evaluation:

The Company has devised a policy for performance evaluation of its individual directors, the Board and the Committees constituted by it, which includes criteria for performance evaluation.

In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, working of its the Committees and the Directors individually.

The Directors were provided with structured questionnaire to record their views. The reports generated out of the evaluation process were placed before the Board at its meeting and noted by the Directors. The evaluation process was attentive on various aspects of the functioning of the Board and its Committees, such as experience and competencies, performance of specific duties and obligations of the Board and its Committees, governance issues etc. The Board also carried out the evaluation of the performance of individual directors based on criteria such as contribution of the director at the meetings, strategic perspective or inputs regarding the growth and performance of the Company etc.

The Nomination and Remuneration Committee has also reviewed the performance of the individual directors based on their knowledge, level of preparation and effective participation in meetings, contribution towards positive growth of the Company, etc.

A separate meeting of the Independent Directors was also held during the year for evaluation of the performance of the Non Independent Directors, the Board as a whole and that of the Chairman.

**f) Familiarisation programme for Independent Directors:**

All new Independent Directors (IDs) inducted into the Board are given an orientation. Presentations are made by Executive Directors (EDs) and Senior Management giving an overview of the Company's operations, to familiarize the new IDs with the Company's business operations. The new IDs are given an orientation on our products, group structure, subsidiary company, Board constitution and procedures, matters reserved for the Board, and the Company's major risks and risk management strategy. The Policy on the Company's Familiarisation Programme for IDs can be accessed at [https://www.Imagicaaworld.com/investor\\_docs/Familiarisation%20Programme%20for%20Independent%20Directors.pdf](https://www.Imagicaaworld.com/investor_docs/Familiarisation%20Programme%20for%20Independent%20Directors.pdf)

**B. COMMITTEES OF THE BOARD**

The Board of Directors have constituted various Committees which are constituted in compliance with the applicable provisions of the Act and Listing Regulations. Detailed composition of all the committees along with number of meetings of these committees held during the year under review is provided in Corporate Governance Report of the Company.

**a) Audit Committee:**

The composition of the Audit Committee of the Board of Directors is as follows:

Name of the Member <sup>(1)</sup>	Category
Mr. Steven A. Pinto (Chairman)	Independent Director
Mr. Ghulam Mohammed	Independent Director
Mr. Kapil Bagla	Non-Executive Non-Independent Director

Note(s):

<sup>(1)</sup> Ms. Meghna Ghai Puri ceased to be a Member of the Committee due to her resignation w.e.f. close of business hours of June 17, 2019.

The recommendation made by Audit Committee to the Board, from time to time during the FY 2019-20, have been accepted by the Board.

**Vigil Mechanism**

The Board established and adopted a Vigil Mechanism/ Whistle Blower Mechanism that enables the Directors and Employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct of the Company and to report unprofessional misconduct without fear of reprisal. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases.

Details of the Vigil Mechanism are made available on the Company's website

[https://www.Imagicaaworld.com/investor\\_docs/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy.pdf](https://www.Imagicaaworld.com/investor_docs/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy.pdf)

**b) Nomination and Remuneration Committee ("NRC"):**

The Company has duly constituted NRC, with its composition, quorum, terms of reference and scope & powers in line with the applicable provisions of the Act and SEBI Listing Regulations.

**Nomination and Remuneration Policy**

The Board has adopted a Policy on Nomination and Remuneration of Directors and Senior Managerial Personnel of the Company. The Nomination and Remuneration Policy is framed mainly to deal with the following matters, falling within the scope of the Nomination and Remuneration Committee of the Board of Directors:

- i. To provide processes which enable the identification of individuals who are qualified to become Directors, Key Managerial Personnels ("KMPs") and employees at Senior Management level ("SMPs") and recommend their appointment to the Board;
- ii. To devise a policy on Board diversity and succession plan for the Board, KMPs and SMPs;
- iii. To formulate the criteria for determining qualifications, positive attributes of independence of Directors;
- iv. To frame evaluation criteria of the Board, its Committees and individual Directors;

- v. Remuneration programme designed to ensure that remuneration is reasonable to attract, retain and reward executives of the Company who will contribute to the long-term success of the Company based on their performance; and
- vi. Determine remuneration of members of the Board, KMPs and SMPs of the Company and maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company

The Nomination and Remuneration Policy of the Company can be accessed on the website of Company on

[https://www.imagicaaworld.com/investor\\_docs/Nomination%20and%20Remuneration%20Policy.pdf](https://www.imagicaaworld.com/investor_docs/Nomination%20and%20Remuneration%20Policy.pdf)

**c) Risk Management Committee (“RMC”):**

Board has constituted a Risk Management Committee of the Board, to assist the Board with regard to the identification, evaluation and mitigation of operational, strategic and external risks. Risk Management Committee works towards identifying internal and external risks and implementing risk mitigation steps. Status updates are provided to the Board of Directors of the Company on quarterly basis. More information on risks and threats has been disclosed in the section “Management Discussion and Analysis” which forms part of this Report.

**d) Corporate Social Responsibility Committee (“CSR Committee”):**

CSR is a Company’s sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by business to behave ethically and contribute to economic development of the society at large and building capacity for sustainable livelihoods. The Company believes in conducting its business responsibly, fairly and in a most transparent manner. It continually seeks ways to bring about an overall positive impact on the society and environment where it operates and as a part of its social objectives.

The Company has duly constituted CSR Committee comprising of Mr. Manmohan Shetty, Executive Chairman (Chairperson); Mr. Steven A. Pinto, Independent Director; Mr. Kapil Bagla, Non-Executive Non-Independent Director. Mr. Ashutosh Kale, ceased to be a member of the Committee due to his cessation on the Board as an Executive Director w.e.f February 01, 2020

The responsibilities of the CSR Committee include:

- i. Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken.
- ii. Recommending the amount of expenditure for the CSR activities.
- iii. Monitoring CSR activities from time to time.

CSR policy has been formally formulated and adopted in terms of Section 135 of the Act and Rules framed thereunder to undertake CSR activities. The Company has always made consistent efforts to maintain an active corporate social responsibility portfolio. CSR Policy is uploaded on the website of the Company and can be accessed from [https://www.imagicaaworld.com/investor\\_docs/Corporate%20Social%20Responsibility%20Policy.pdf](https://www.imagicaaworld.com/investor_docs/Corporate%20Social%20Responsibility%20Policy.pdf)

In view of the losses for the year under review, your Company was not required to spend any amount towards the CSR activities, as per the applicable provisions of Section 135 of the Act. Accordingly, the details of the CSR activities during the year under review are not provided in this Report.

**e) Stakeholders Relationship Committee (“SRC”):**

The Company has duly constituted Stakeholders Relationship Committee comprising of Ghulam Mohammed, Independent Director (Chairman); Mr. Kapil Bagla, Non-Executive Director and Mr. Manmohan Shetty, Executive Director. During the year, Ms. Meghna Ghai Puri ceased to be a member of the Committee due to her resignation on the Board w.e.f June 17, 2019. The terms of reference, scope and powers of SRC are in line with the applicable provisions of the Act and SEBI Listing Regulations.

**C. KEY MANAGERIAL PERSONNEL:**

The key managerial personnel (“KMP”) of the Company as per Section 2(51) and 203 of the Act are as follows:

1. Mr. Ashutosh Kale: Joint Chief Executive Officer
2. Mr. Dhimant Bakshi: Joint Chief Executive Officer
3. Mr. Mayuresh Kore: Chief Financial Officer
4. Ms. Divyata Raval: Company Secretary

**D. REMUNERATION OF DIRECTORS & EMPLOYEES:**

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 (12) of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided separately as **Annexure I** to this Report.

Please note that the Company has not employed any employee(s) for whom details are required to be disclosed under provisions of Section 197(12) of the Act and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**E. DISCLOSURES RELATING TO SUBSIDIARIES AND ASSOCIATE COMPANIES:**

The Company has two wholly owned subsidiaries as on March 31, 2020 i.e. Walkwater Properties Private Limited and Blue Haven Entertainment Private Limited. During the year under review, no company became/ ceased to be subsidiary/ associate/ joint venture of the Company.

Pursuant to the provisions of Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, salient features of the Financial Statements of each of subsidiaries are set out in the prescribed form AOC-1, which forms part of the Financial Statements section of the Annual Report.

Pursuant to the Section 136 of the Act, The financial statements of the subsidiary companies are uploaded on the website of your Company i.e. [www.imagicaaworld.com](http://www.imagicaaworld.com) under "About us/ Investors Relations" tab. Any Member desirous of obtaining a copy of the said financial statements of subsidiary companies may write to the Company Secretary at the registered office address of your Company.

Your Company has approved a policy for determining material subsidiaries and the same is uploaded on the Company's website which can be accessed using the link

[https://www.imagicaaworld.com/investor\\_docs/Material%20Subsidiary%20Policy.pdf](https://www.imagicaaworld.com/investor_docs/Material%20Subsidiary%20Policy.pdf)

#### **F. DEPOSITS**

During the year under review, your Company has not accepted any fixed deposits from the public falling under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014. Therefore, as on March 31, 2020, there were no deposits which were unpaid or unclaimed and due for repayment.

#### **G. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

During the year under review, there were no guarantees given under Section 186 of the Act. Particulars of loans and investments have been disclosed as part of the financial statements of your Company for the year under review, in Note 5 and Note 12 respectively.

#### **H. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE ACT IN THE PRESCRIBED FORM:**

All contract(s)/ arrangement(s)/ transaction(s) entered into by your Company with its related parties, during the year under review, were:

- in "ordinary course of business" of the Company;
- on "an arm's length basis"; and
- not "material"

as per the provisions of Section 188(1) of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014. Accordingly, Form AOC-2, prescribed under the provisions of Section 134(3)(h) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014, for disclosure of details of related party transactions, which are "not at arm's length basis" and also, which are "material & at arm's length basis", is not provided as an annexure of the Directors' Report.

However, details of the related party transactions entered into during the year under review and as on March 31, 2020, are disclosed as part of the financial statements of your Company for the year under review, as Note 38. Further, pursuant to the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board has approved and adopted a Policy on related party transactions. The said policy is available on your Company's website at [https://www.imagicaaworld.com/investor\\_docs/Related%20Party%20Transaction%20Policy.pdf](https://www.imagicaaworld.com/investor_docs/Related%20Party%20Transaction%20Policy.pdf)

#### **I. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Act do not apply as there was no dividend declared and paid by the Company.

#### **J. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report except:

- (i) There has been provision made for Impairment of Property, Plant and Equipment and Investments in and loans advanced and amounts recoverable from a wholly owned subsidiary aggregating to ₹ 18,054.48 Lakhs as of March 31, 2020. Consequently, the Company has reported a net loss of ₹ 40,403.57 Lakhs during the year and as of said date, the net worth of the Company has been fully eroded.

#### **K. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS**

During the year under review, on account of COVID-19 outbreak the Company received a specific directive on March 15, 2020 from Revenue and Forest Department, Raigad District, Government of Maharashtra to keep the business operations closed for guests with immediate effect, till further orders to the contrary.

#### **L. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has adequate internal control procedures which commensurate with its size and nature of business. The business control procedures ensure efficient use and protection of Company's resources and compliance with policies, procedures and statutory requirements. Further internal auditors are appointed to carry audit assignments and to periodically review the transactions across the divisions and evaluate effectiveness of internal control systems.

## M. AUDITORS

### a) Statutory Auditors:

M/s. V. Sankar Aiyar & Co. (Firm Registration No. : 109208W) were appointed as Statutory Auditors of your Company at the 10<sup>th</sup> Annual General Meeting of the Company to hold office for a period of 1 (One) year i.e. from the conclusion of the 10<sup>th</sup> Annual General Meeting until the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company i.e. for Financial Year 2019-20 in line with Section 139 of the Companies Act, 2013 and Rules framed thereunder.

Upon recommendation of the Audit Committee, the Board has in its meeting held on July 29, 2020, has approved appointment of M/s. V. Sankar Aiyar & Co. (Firm Registration No. : 109208W) as the Statutory Auditors of the Company for a period of 4 years starting from conclusion of the ensuing Annual General Meeting until the conclusion of the Fifteenth Annual General Meeting, subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company (“proposed appointment”).

M/s. V. Sankar Aiyar & Co., Chartered Accountants have issued a certificate certifying that their proposed appointment, if made, would be in accordance with the provisions of the Companies Act, 2013 and that they satisfy the criteria as prescribed in Section 141 of the Companies Act, 2013. The Experience and qualifications of M/s. V. Sankar Aiyar & Co., Chartered Accountants commensurate with the size and requirements of the company. Business with respect to the proposed appointment of M/s. V. Sankar Aiyar & Co., Chartered Accountants as the Statutory Auditors of the Company forms part of the notice of the ensuing Annual General Meeting of the Company.

The observations and comments given by Auditors in their report read together with notes to Accounts are self explanatory and hence do not call for any further comments under Section 134 of the Act. The Auditors’ Report does not contain any reservation or adverse remarks however the Report has qualified opinion of the Auditors. The Auditors in their Auditor’s report have observed and made a qualification that the Company’s operations have been stopped due to the prevailing Covid-19 situation in the country. The Company has incurred a net loss of ₹ 40,403.57 Lakhs during the year ended March 31, 2020 and as of that date, the net worth of the Company has been fully eroded. The Company has been unable to conclude re-negotiations or obtain replacement financing due the recalling of debts by the financial lenders and the matter has been referred to National Company Law Tribunal for resolution. Further the Company is still in the process of identifying investors and is also intending to raise capital / sell assets. This situation indicates that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern.

### b) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Aabid & Co., Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Report of the Secretarial Audit in Form MR-3 for the financial year 2019-20 is annexed as **Annexure II** to the Report. There are no qualifications, reservations or adverse remarks made by Secretarial Auditor in his report. The Board has appointed M/s. Aabid & Co., Company Secretaries as Secretarial Auditors for the financial year 2020-21.

Further, in compliance with Regulation 24A of the Listing Regulations, M/s. Aabid & Co., Company Secretaries have conducted secretarial audit of Walkwater Properties Private Limited (“WPPL”), material subsidiary of the Company. There were no qualifications, reservations or adverse remarks made by Secretarial Auditor in his report issued to WPPL.

## N. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure III** to this Report.

## O. CORPORATE GOVERNANCE AND COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the corporate governance requirements under the Companies Act, 2013, and as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on corporate governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the certificate from the Practicing Company Secretary confirming the compliance, is annexed and forms part of this Annual Report.

The Company has complied with the Secretarial Standards issued by Institute of Company Secretaries of India on Meeting of Board of Directors and General Meetings.

## P. MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion and Analysis is annexed as **Annexure IV**.

## Q. ANNUAL RETURN

Copy of the Annual Return prepared in accordance with Section 92 of the Act is also uploaded on the website of the Company i.e. [www.imagicaaworld.com](http://www.imagicaaworld.com) and can be accessed from [https://www.imagicaaworld.com/investor\\_docs/Form%20MGT-9-Extract%20of%20Annual%20Return-%20March%2031,%202020.pdf](https://www.imagicaaworld.com/investor_docs/Form%20MGT-9-Extract%20of%20Annual%20Return-%20March%2031,%202020.pdf)

**R. HUMAN RESOURCES**

The Company regards human resources as a valuable asset. The Company encourages a performance driven culture and enables the employees with focused training at regular intervals. Further, the training needs at all divisions are periodically assessed and training programmes are conducted using internal resources and/or engaging external facilitators and trainers. The total number of permanent employees on the rolls of the Company as on the year end were 787.

**S. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Policy on Prevention of Sexual Harassment at Workplace has been formulated by the Company. The policy aims to develop a harmonious and productive working environment free from sexual harassment. This policy is applicable to all employees (permanent, contractual, temporary, trainees). The Company has complied with the provisions relating to the constitution of

Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, prohibition and Redressal) Act, 2003. The Company ensured that all allegations of sexual harassment were investigated and dealt with appropriately in accordance with the procedures prescribed under the Policy on Prevention of Sexual Harassment at Workplace. All the Complaints received during the year under review have been duly resolved and there are no complaints pending as at the end of the year under review.

**T. ACKNOWLEDGEMENTS**

Your Directors would like to express their sincere appreciation for the continued co-operation and assistance received from shareholders, customers, vendors, bankers, financial institutions, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their sincere appreciation for the hard-work, solidarity and commitment of each and every executives, officers and staff of the Company during the financial year.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: July 29, 2020

**Manmohan Shetty**  
Chairman  
(DIN: 00013961)



## Annexure I

### STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

**(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year ("FY")**

Name of Director	Median <sup>(3)</sup> (in ₹)	Remuneration (in ₹)	Ratio
Mr. Manmohan Shetty <sup>(1)</sup>	283,892	0	1:0
Mr. Kapil Bagla <sup>(1)</sup>	283,892	0	1:0
Mr. Ashutosh Kale <sup>(2)</sup>	283,892	70,54,062	1:24.85
Mr. Ghulam Mohammed <sup>(4)</sup>	283,892	3,87,500	1:1.36
Mr. Steven A. Pinto <sup>(4)</sup>	283,892	3,62,500	1:1.28
Ms. Anita Pawar <sup>(4)(5)</sup>	283,892	50,000	1:0.18
Ms. Meghna Ghai Puri <sup>(4)(6)</sup>	283,892	1,00,000	1:0.35

**Note(s):**

- <sup>(1)</sup> Mr. Manmohan Shetty, Chairman & Mr. Kapil Bagla, Non-executive Non- Independent Director of the Company did not draw any remuneration during the year 2019-20.
- <sup>(2)</sup> Ceased as an Executive Director of the Company w.e.f February 01, 2020.
- <sup>(3)</sup> To derive median, only employees on the payroll of the Company are taken into consideration.
- <sup>(4)</sup> Mr. Steven A. Pinto, Ms. Meghna Ghai Puri, Mr. Ghulam Mohammed and Ms. Anita Pawar receive only sitting fees which are considered as remuneration for the purpose of above calculation.
- <sup>(5)</sup> Appointment as an Additional (Non-Executive Independent) Director of the Company w.e.f September 16, 2019.
- <sup>(6)</sup> Resigned from the post of Independent Directorship of the Company w.e.f June 17, 2020.

**(ii) The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary, if any, in the financial year**

Name of Director	Designation	FY 2018-19	FY 2019-20	% increased
Mr. Kapil Bagla	Non-Executive Director	0	0	-
Mr. Ashutosh Kale	Executive Director <sup>(1)</sup> & Joint Chief Executive Officer	67,82,752	70,54,062	4%
Mr. Dhimant Bakshi	Joint Chief Executive Officer	90,81,644	94,44,909	4%
Mr. Mayuresh Kore	Chief Financial Officer	65,92,300	68,55,992	4%
Ms. Divyata Raval	Company Secretary	17,00,000	17,68,000	4%

**Notes:**

- <sup>(1)</sup> Mr. Ashutosh Kale ceased to be an Executive Director of the Company w.e.f February 01, 2020. However, he continues to be at the position of Joint Chief Executive Officer of the Company.
- <sup>(2)</sup> Mr. Steven A. Pinto, Ms. Meghna Ghai Puri and Mr. Ghulam Mohammed and Ms. Anita Pawar were paid the sitting fees and hence the same is not considered in providing this information.

**(iii) The percentage increase in the median remuneration of employees in the financial year**

The percentage increase in the median remuneration of employees in the financial year 2019-20 is 11.00%.

**(iv) The number of permanent employees on the rolls of Company**

Permanent employees on the rolls of the Company as on March 31, 2020 were 787.

**(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

Average percentile increase for employees (other than managerial personnel) for the FY 2019-20 is 2.27% and average percentile increase for managerial personnel for the FY 2019-20 is 4%. There has been no exceptional increase in the remuneration for managerial personnel for the FY 2019-20.

**(vi) Affirmation that the remuneration is as per the remuneration policy of the Company**

The remuneration paid for FY 2019-20 was as per remuneration policy of the Company and approved by the Nomination and Remuneration Committee of the Board.

**Annexure II****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Imagicaaworld Entertainment Limited**  
(Formerly known as Adlabs Entertainment Limited)  
30/31 Sangdewadi, Khopoli Pali Road,  
District Raigad – 410 203 Maharashtra.

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Imagicaaworld Entertainment Limited** (Formerly known as Adlabs Entertainment Limited) (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing opinion thereon.

Based on our verifications of the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, and Minute Books, Forms and Returns filed and other records maintained by the Company as given in **Annexure - I** for the Financial Year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder is not applicable to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable during the period under review**);
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable during the period under review**);
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable during the period under review**);
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable during the period under review**); and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not applicable during the period under review**)
- (vi) The other Laws applicable specifically to the company is Annexed with this Report as **Annexure- II**.

We have also examined Compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and disclosure requirements) Regulations, 2015 to the extent applicable to the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

**We further report that** the Company has complied with respect to listing of Equity shares

**We further report that** during the audit period, the following specific events were held:

1. Mr. Ashutosh Kale has resigned from the position of Executive Director w.e.f. 01<sup>st</sup> February, 2020.
2. Ms. Anita Shyam Pawar was appointed as an Additional Director w.e.f 16<sup>th</sup> September, 2019.
3. During the financial year ending March 31<sup>st</sup> 2020 the company has changed its name from "Adlabs Entertainment Limited" to "Imagicaaworld Entertainment Limited" pursuant to Special Resolution passed by way of Postal Ballot dated 23<sup>rd</sup> March, 2020.

4. Ms. Meghna Ghai Puri has resigned from the position of Independent Directorship w.e.f June 17, 2019.
5. Tourism Finance Corporation of India Ltd ('TFCI'), Corporation Bank, both consortium term lenders of the Company filed two separate applications with the Adjudicating Authority, National Company Law Tribunal, Mumbai ('NCLT') under Section 7 of the Insolvency and Bankruptcy Code, 2016 read with rules and regulations made thereunder, as amended ("Code"), for initiation of corporate insolvency resolution process as set out in the Code ("CIRP") against the Company on September 29, 2018 and May 28, 2019 respectively. The total amount claimed to be in default by TFCI and Corporation Bank is ₹ 1,30,20,42,532.70.

By an order of NCLT dated 24.09.2019 these two applications filed by TFCI and Corporation Bank have been clubbed as one application. In the said matter, the last hearing was held on March 04, 2020 and hitherto NCLT has not issued any directions for initiation of CIRP against the Company.

**Note:** This report is to be read with our letter of even date which is annexed as '**Annexure-III**' and forms an integral part of this report.

For **Aabid & Co**  
Company Secretaries

**Mohammed Aabid**  
Partner  
Membership No.: **F6579**  
COP No.: **6625**  
UDIN: F006579B000328703

Place: Mumbai  
Date: 09<sup>th</sup> June, 2020

**Annexure III****PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANY (ACCOUNTS) RULES, 2014.****A. Conservation of Energy****1. The steps taken or impact on conservation of energy:**

The following steps have been taken to conserve energy during FY 2019-20:

**Water Park:**

- a) Optimization of running hours of the rides at the Water Park based on Guest Population – Green Initiative.

**Theme Park:**

- a) During non-peak, winter & rainy days, the company has been controlling the HVAC system (air conditioning) operational timings through IBMS (building management) system.
- b) We have optimised the operation of the filtration system of the Lagoon water body and could achieve substantial reduction in power consumption. During FY 19-20 we have saved 2,36,403 units of electric power. During FY 18-19 power consumption of Lagoon water body was 5,65,904 KWH whereas during FY 19-20 the power consumption was 3,29,501 KWH.
- c) Replacement of florescent tube lights with lesser wattage LED tube lights in both rides and park. The investment is about ₹ 0.55 Lakh and this will provide a saving in power cost of about ₹ 1.00 Lakh in one year of operation.
- d) Optimization of running hours of the rides at the Theme Park based on Guest Population – Green Initiatives continued.

**Hotel :**

- a) To minimize heat load on air-conditioning, infrared shielding sun film has been applied to the atrium glass panelling.
- b) Installation of heat pump in plant room to cool the Electrical Panel room & Plant room. The hot water output from heat pump serves hot water requirement at various location.
- c) Extra insulation is provided for chilled water distribution lines of HVAC system.
- d) Installation of BMS system for utility operation. These systems control and monitor heating, ventilation and air conditioning, and can reduce total energy costs by 10% or more.

- e) The halogen bulbs were main stream when the hotel was completed. However, halogen bulbs consume a great deal of electricity and generate a large cooling load. To reduce the energy consumption for lighting, the halogen bulbs were replaced with LEDs.

**2. The steps taken by the Company for utilizing alternate sources of energy:**

- (a) In FY 2019-20, the Company's Solar / Wind Power consumption through Open Access was **1,01,76,316 kWh** which is **70% of the total power consumption**,
- (b) Discussions with Solar Power vendor was taken up to install a Captive project of 6 MW capacity on account of the Company.

**3. The capital investment on energy conservation equipment:**

Nil

**B. Technology Absorption****1. The efforts made towards technology absorption:**

As the Company is an end user of Ride systems and not into manufacturing, the technology absorption is not relevant.

Detailed operations and maintenance manuals are provided by the vendor and are followed in our maintenance routine.

**2. The benefits derived like product improvement, cost reduction, product development or import substitution:**

The Company has developed a domestic vendor database for specific Electrical and Mechanical components used in ride systems, like authorized distributors of the products and sales outlets in India.

For general replacement parts and components, the Company has also developed import substitution for components such as Bearings, Allen Bradley Electronic products (like detectors, sensors), Electrical drives, Drive brakes, Drive chains, Rope drives, Drive tyres etc.

For one of the Imported Ride system, a 'Sewing ring' (a big bearing with external gears) of the Mechanical drive system was replaced with a customised one from an Indian manufacturer.

Import substitution of ride components has yielded a yearly saving of about ₹ 20 Lakhs.

**3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): the details of technology imported; the year of import:**

**whether the technology been fully absorbed; and if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.**

As the Company is an end user of Ride systems and not into manufacturing, the technology absorption is not relevant.

Detailed operations and maintenance manuals are provided by the vendor and are followed in our maintenance routine.

**4. The expenditure incurred on Research and Development:**

As this is a service industry, the expenditure is on service improvement and cost reduction, which is detailed in point 2 above.

**C. Foreign Exchange Earnings and Outgo:**

Activities related to exports, initiatives taken to increase exports; development of new export markets for products and services; and export plans:

The Company does not possess any foreign technology. The Company has however engaged a few theme park professionals for maintenance, inspection, creation of design development and project management.

Total foreign exchange earnings and outgo for the financial year is as follows:

- (a) Total Foreign Exchange earnings : NIL
- (b) Total Foreign Exchange outgo : ₹ 187.54 Lakhs

## Annexure VI

## Management Discussion and Analysis

### AN OVERVIEW OF THE INDUSTRY

#### The Global Parks Industry

The global parks industry traces its origins to the 1950s when the first parks were open in the USA and Canada. These were a natural extension of the town fairs that were held periodically to coincide with cultural and religious events. According to the International Association of Amusement Parks and Attractions (IAAPA), an Amusement Park is defined as 'a large, high-profile attraction that offers guests a complex of rides, food services and games'.

Park format are broadly classified as amusement parks, theme parks and water parks. A theme park is defined as a unique setting or rides with specific themes. Water parks, on the other hand, offer a range of water based activities.

The total global parks industry is estimated to decline by 2.7% due to economic slowdown across countries owing to the COVID-19 outbreak and the measures to contain it. Parks globally have been shut-down for almost six month, but are not starting to open. However, key players expect a good bounce back by end of the year as people are looking for entertainment options after being lock-out for the past six months.

#### The Indian Parks Industry

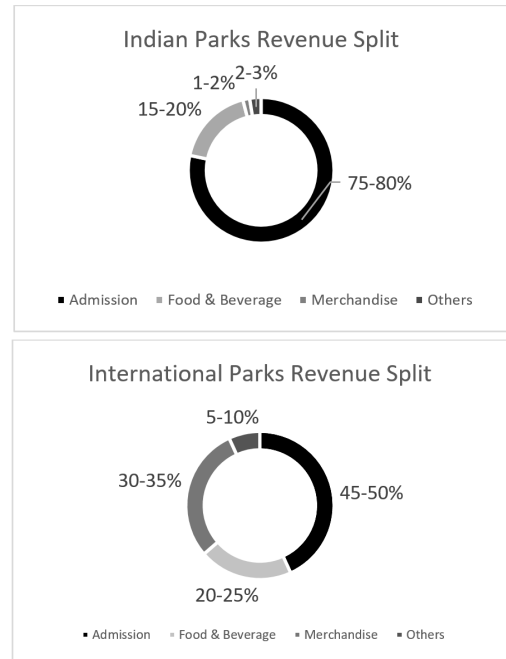
The Indian Amusement & Theme Park industry has been growing at a compounded annual growth rate (CAGR) of more than 17.5%. The industry provides direct employment to over 80,000 people.

The fiscal year 2020 has been difficult for the industry with the economic slowdown seen during the year and pandemic of COVID-19 hitting the country in Q4. The fiscal year 2021 is expected to be much difficult as the industry has lost its biggest peak season which generates 35-45% of revenue due to nationwide lockdown. Industry is expected to regain operations in Q3 with the Diwali and Christmas holidays. However, it is expected that it would take 8-10 month for the industry to regain normalcy.

#### Revenue Mix

In India, the revenue from parks is still highly dominated by admission tickets forming about 75 per cent to 80 per cent to the total revenues. Internationally, admission tickets revenues account for about 50 per cent of the total revenue. The share of F&B, retailing and merchandise sales is low in India. However, this mix is fast changing and the revenue mix is expected to be aligned to international trend.

The following chart showcases the typical revenue break-up:



(Source : IMAcS Report)

### COMPANY AND BUSINESS OVERVIEW

Imagicaaworld Entertainment Limited is the brainchild of Mr. Manmohan Shetty who has been closely associated with the entertainment business in India. As one of the pioneers of the multiplex business in India, Mr. Shetty was instrumental in transforming the film exhibition business through India's first IMAX theatre and Adlabs chains of multiplexes that brought world class cinematic experience to the Indian audiences.

The Company has now successfully created India's First & Only International Standard Entertainment Holiday Destination "Imagicaa", which includes a Theme Park, a Water Park, a Snow Park & a Luxury Hotel – Novotel Imagicaa Khopoli.

Below are some of the achievements at Imagicaa:

- India's first International Theme Destination
- India's first International Standard Theme Park
- Imagicaa Snow Park is India's Largest Snow Park
- Novotel Imagicaa Khopoli is India's first Theme park based Hotel

- VFS Global Times Travel Awards 2019 - Winner – Adventure Attraction Sector
- IAAPI National Awards For Excellence 2018-2019 – 5 awards WINNERS –
- Innovative Promotional Activity through Media – OOH
- Innovative Promotional activity through Print Media.
- India's Retail Champions Award 2019 – Winner – Entertainment Category
- ET Business Icons February 2019 – Winner – Preferred Themed Entertainment Destination
- Guinness World Records – February 2019 – Most number of faces (258) washed by P&G at Imagicaa
- LIMCA BOOK OF RECORDS – Largest collection and distribution of Toys Drive(2018)
- India Licensing Awards 2018 (LIMA 2018) – Licensee of the Year - Theme & Amusement Park
- VFS Global Times Travel Awards 2018 – Winner – Adventure Attraction Sector
- Times Retail Icon Awards 2018 – Preferred Theme Park Destination
- Customer Experience Awards 2018 – Best Customer Experience in the Services Sector – Winner
- BLTM (Business & Luxury Travel Mart) 2017 – Award for Excellence – Winner of Most Innovative Product
- India Licensing Awards 2017 – Honorary Award - Theme Park
- TripAdvisor's Traveller's Choice Awards 2017 - Top 25 Water Parks — World
- TripAdvisor's Traveller's Choice Awards 2017 - Top 10 Amusement Parks & Water Parks in India
- Kids Stop Press' Digital Awards 2017 – Best Outdoor Park
- IAAPI Awards 2017 - Most Innovative Rides & Attractions – Winner
- IAAPI Awards 2017 - Innovative Promotional Activity through Electronic Media TV Channel – Winner
- HICSA Awards 2016 – Best New Hotel of the Year – Novotel Imagicaa Khopoli
- IAAPI Awards 2016 - Innovative Promotional Activity through Print Media – Winner
- IAAPI Awards 2016 - Innovative Promotional Activity through Electronic Media TV Channel – Winner
- IAAPI Awards 2016 - Most Innovative Rides & Attractions – Runner Up
- India's Most Attractive Brands – Entertainment Category – Rank 1 (2015)
- India's Most Trusted Brands 2015 – Theme Park category
- TripAdvisor's Traveller's Choice Awards 2015
- OTM Award for Excellence – Most Promising New Destination Award (2015)
- I For India - For the first time in Asia Pacific a simulation ride that gives flying experience over India's exquisite monuments and varied landscapes.
- Mr. India-The Ride is India's first Bollywood movie integrated ride
- Nitro is India's Longest, Tallest & Fastest roller coaster
- Deep Space is India's first indoor high speed roller coaster
- Rajasaurus is India's longest flume ride.
- Wrath of God is India's first attraction that is a blend of live theatre, special effects and multimedia.
- Aqua Loop is India's first water park loop ride

### **Imagicaa – The destination**

Imagicaa is a magical & fun-filled world of its own, offering entertainment, fun, relaxation, dining, shopping and accommodation at a single location. Offering a world class Theme Park, international standard Water Park, India's largest Snow Park, & first theme park hotel - the luxurious Novotel Imagicaa, Imagicaa is India's favourite family holiday destination. The company recently added 'House of Stars' museum which will showcase interactive life-size figurines of leading Bollywood personalities.

Imagicaa is located off the Mumbai- Pune expressway at Khopoli approximately a 90 minute drive from Mumbai & Pune. Due to its proximity, Imagicaa is easily reachable from anywhere in India via air, rail or road. Imagicaa also offers bus and car packages with pick up options from Mumbai and Pune. Spread over 130 acres, this 'all weather family entertainment destination' provides interesting experiences to all its guests, 365 days a year.

### **Imagicaa Theme Park**

With 24 indoor & outdoor rides and attractions, and 5 F&B outlets to choose from, Imagicaa Theme Park is the perfect destination for friends and family alike. While easy rides such as Mambo Chai Chama, Tubby Takes Off and Wagon-O-Wheels are for the tiny tots, attractions like Mr India, I For India, Rajasaurus – The River Adventure and Splash Ahoy have something for everyone in the family. For the thrill seekers, there are massive roller coasters and high-speed adventurous rides such as Scream Machine, Nitro and Gold Rush Express. So whether one is looking for a fun-filled outing with friends or some bonding time with family, Imagicaa has it all!

### **Imagicaa Water Park**

Located next to the Theme Park is Imagicaa Water Park. Inspired by the Greek Mykonos theme, Imagicaa Water Park welcomes visitors with 14 thrilling rides like the Loopy Whoopy, Swirl Whirl and Twisty Turvy and 7 exciting restaurants that will entertain one's stomach in every way. The chilled out vibe at this day party destination just makes one want to 'Go With The Flow'. It is recommended that guests carry the required swimwear while visiting the park, which is compulsory for all the rides. There are swimwear options also available at the park's retail outlets. The Water Park also offers locker facilities for guests to keep their personal belongings.

### **Imagicaa Snow Park**

Spread over 30,000 sq feet, the recently added Imagicaa Snow Park is India's largest, with real snow fall and a 50 foot dome. Imagicaa Snow Park has a variety of activities for guests visiting for a typical 45 minutes session. Guests can enjoy the magic of snow by playing basketball, slide down the toboggans and rafts, climb the rocky snowy mountains, have a snowball fight, or just relax and sip a cup of coffee at minus 5 degrees temperature. Guests can also spend their time doing activities like snow hiking, snow rafting as well as dance on the snow dance floor or pose amidst the snow castle and one-of-its-kind ice sculptures. The park, which provides jackets, gloves and boots to its guests on entry, is also environment friendly with 100% edible snow made from purified water and no chemicals or preservatives.

Snow park is operated under a revenue sharing arrangement with ACME Entertainment, whereby ACME has constructed, installed, erected and operating the Snow Park. The snow park has built upon the experience by adding a totally new option and thus augmented Imagicaa's positioning as a ONE STOP ENTERTAINMENT destination.

### Novotel Imagicaa

Imagicaa also has a 287 room hotel – Novotel Imagicaa is adjacent to the park, which offers attractive 1 Night and 2 Night stay packages as a basecamp for guests to relax and enjoy the destination. The hotel also boasts of a swimming pool, hi-speed Wi-Fi access, children's activity centre, specialty themed restaurants, well-equipped gym and banquet halls for hosting up to 600 people at a time. The hotel also features one of the largest meeting spaces in the Lonavala area with a pillar-less ballroom and a height like no other, which makes it a suitable venue for corporate as well as wedding events.

### Food & Beverage business

#### Restaurants @ Imagicaa Theme Park

Imagicaa offers a host of food & beverage options to suit the tastes of every palate. Roberto's Food Court, the pure veg restaurant in the park, serves various cuisines ranging from Indian, Mexican, Italian and Pan Asian, as well as a separate kitchen for Jain meals. The Imagicaa Capital serves some delicious Indian buffet meals, while American food lovers could head to Red Bonnet American Diner and indulge in the comforts of their finger-licking fare. Armada - A classic ship anchored amidst Spanish settings overlooking a breath-taking view of the lagoon offers refreshing cups of coffee or chilled beverages, with some freshly made sandwiches & salads on the side.

#### Restaurants @ Imagicaa Water Park

Imagicaa Water Park has plenty of food options to choose, while guests enjoy being in water all day. There is an array of Entrees, Mains, and Desserts from cuisine across the globe with unique signature dining options. Sunbeatz Pizzeria & Bar serves some lip-smacking pizzas and Lebanese cuisine, along with a bar counter, while the Red Bonnet Express serves the spirit of classic grunge American food in one's plate, with kids and picnic meals available as an option. Ammos is the food court to pick from an array of cuisines, whereas Cones has ice-creams and Sandy Sipss serves refreshing juices and smoothies. There are also convenient Food Booths offering quick bites to full-service meal dining; perfect for every taste and budget!

### Merchandise

Imagicaa has a host of in-house merchandise options to take back as souvenirs, from the latest T-shirts, Crop tops, formal shirts and sweatshirts to handbags, backpacks and tote bags. There are also soft toys and pillows to choose from for kids, as well as sipper bottles, coffee mugs and cocktail glasses, all designed especially for Imagicaa. There are also candy stores if you wish to pamper your sweet tooth. You can also purchase the products at the retail store in Novotel Imagicaa.

### Safety

All the rides at Imagicaa are designed keeping utmost safety in mind. The Vendors are compliant with international standards – ASTM,

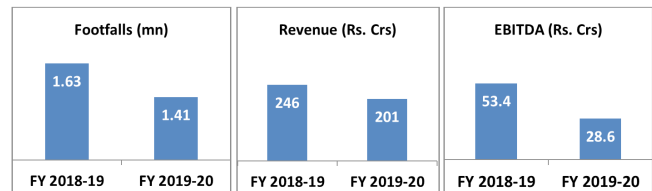
European or EN Standard, with all international safety certifications in place. TUV SUD South Asia Pvt Ltd has been engaged to carry out inspection, testing and installation certificate.

### Debt Reduction

The company has been diligently working towards reducing its debt to bring it to manageable levels. The company is in constant discussions with consortium lenders to arrive at a sustainable resolution and ultimately reduce the debt levels. Since June 2018 when the company became Non Performing Asset (NPA), several consortium meetings have been conducted with this objective. Subsequently various financing, Asset Reconstruction Company (ARC), One Time Settlement (OTS) options have been explored along with the lenders to address the indebtedness and ultimately ensure sustainability of cash flows as well as growth of core business.

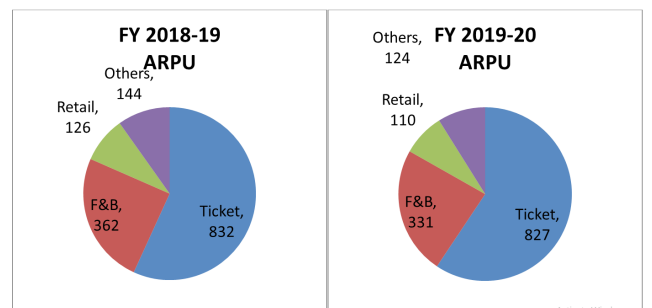
### Business Review -

The summary performance for the Company for the year ended March 31, 2020 is as follows:



### Average Realization and Operating Costs

Average realisation per visitor (ARPU) (weighted average for Theme Park & Water Park put together) for FY 2019-20 was ₹ 1,393; as compared to ₹ 1,507 for FY 2018-19. The break-up of the realisation is as follows:



The outstanding bank loan as on March 31, 2020 is ₹ 1,27,559.84 Lakhs.

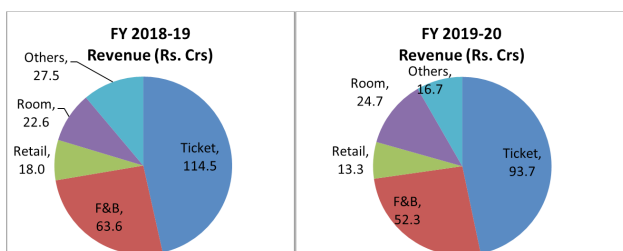
The weighted average rate of interest is 11.20% p.a.

Since April 2013, nearly 9.5 million people have visited the parks. While these numbers and guest feedbacks give us a good idea of their expectation and appreciation of the product, we have a long way to go in making this project every Indians 'must-visit' holiday destination. The first phase of Novotel Imagicaa Khopoli comprises of 116 rooms and was launched in September 2015, while the second phase got operational in the previous year September 2018 adding additional



171 rooms. The total room inventory of the hotel now stands at 287 rooms, which is the highest room inventory of a hotel near Greater Mumbai. The hotel has been receiving excellent reviews and feedbacks. The Average Realisation per Room ("ARR") (including Room, F&B and Others) of the hotel was over ₹ 10,664/- in for FY 2019- 20. Novotel Imagicaa in a short period of operations has been able to firmly establish its niche in the leisure and social segments and has firmly established Imagicaa's position as complete family holiday destination.

### Segment Performance



The Total Revenue of the company declined by 16.8% YoY. There was a decline in ticketing revenue of 18.2% YoY, while non-ticketing business declined by 15.5% YoY. Revenue from Hotel rooms grew by 9.1% YoY.

### KEY STRENGTHS OF THE COMPANY

The Company's primary competitive strengths are set out below:

- **The Company is uniquely positioned to capitalise on the increasing propensity of Indians to spend on entertainment**

Favourable macroeconomic and demographic factors such as economic growth, rising disposable income, a growing young population, an expanding middle class and rapid urbanisation have resulted in the Indian population spending more on entertainment. With the rise in education levels and exposure to international trends, Indian consumers are willing to pay a premium for quality entertainment.

Imagicaa is the only One Stop Entertainment Destination in India, designed to provide a wholesome and 'value for money' entertainment option for guests. The Company offers entertainment options for all age groups through a variety of rides and attractions, which the Company believes are comparable to and provide the international standards of experience that leading theme parks and water parks offer globally. Company's offerings are also customised to Indian tastes. This positions Imagicaa to capitalise on the increasing number of Indian customers spending on good quality entertainment.

- **The Company is strategically located in an attractive catchment area**

Imagicaa is located off the Mumbai - Pune Expressway. Currently, it attracts guests from Mumbai, Pune and the rest of Maharashtra and Gujarat, which are some of the more economically developed areas in India. Mumbai is well connected to other large cities in

India by air, road and rail with multiple flight options in a day. Further, Imagicaa is located in a region that experiences suitable weather throughout the year for spending a day outdoors. In addition, the majority of the rides, attractions and queuing areas in the parks are covered to avoid any inconvenience during the monsoon season.

- **Rides and Attractions of International Quality Standards which are customised to Indian tastes and preferences**

Imagicaa is attractively themed and aims to deliver high-quality entertainment, aesthetic appeal, shopping and dining options.

The Parks have been designed by internationally acclaimed design consultants. The rides and attractions for the theme park have been designed by and sourced from global industry leaders such as Bolliger & Mabillard Inc., Zamperla Asia Pacific Inc., Sally Industries Inc., E2M Technologies B.V. and Santec Fabricators (India) Private Limited, which is a part of the Sanderson Group. The water slides and equipment in the water park have been sourced from global industry leaders such as Whitewater West Industries Limited, Neptune Benson (Defender Water Filtration Systems) and Polin Dis Tic. Ltd. The Company also follows high levels of park security and safety standards to offer a safe and injury free environment for its guests to enjoy the parks.

- **Competitive advantage through entry barriers**

The Company has the opportunity to leverage the 'first-mover advantage' through Imagicaa. There are significant barriers to entry in the business of theme and water parks in India and it is difficult to replicate a project of similar scale and size in India. Among the most important of these barriers is the need for significant capital expenditure to set up theme and water parks, the difficulty to identify and purchase large and suitable parcels of land on commercially viable terms and the long lead-time from the conceptualisation to the launch of rides and attractions. The Company believes that its location off the Mumbai - Pune Expressway, the large parcel of land owned by the Company, the rides and attractions of international quality and standards and the qualified management and operations team provide the Company with a significant competitive advantage over any new park.

- **A well-positioned brand and marketing focus**

In the short operational history, the Company has been able to establish brand recognition in Mumbai, Pune and the rest of Maharashtra and Gujarat markets. The Company believes that it has been able to achieve this through a combination of factors:

- Delivering superior visitor experiences in the parks through the diverse offerings of rides and attractions and other entertainment options and thus, developing a brand recall through word of mouth publicity;
- The Company has also actively focused on attracting school groups as the Company believes that school children who

visit the parks act as the Company's brand ambassadors and have the potential of bringing the entire family back on another visit;

- Dynamic and attractive pricing strategy to coincide with various events, festivals, seasons and holidays throughout the year;
- Existing well-established position of the 'Imagicaa' brand in the media and entertainment industry; and
- Engaging with various target groups through focused marketing, consisting of regular electronic, print and digital media campaigns and direct sales efforts.
- **Proven and experienced management team and execution strength**

The Company's senior management team includes experienced media and entertainment, marketing and consumer businesses executives, with an average tenure of more than 15 years in such industries. Mr. Manmohan Shetty is a well known entrepreneur in the media and entertainment business in India and has more than three decades of experience in consumer-facing entertainment businesses.

## FINANCIAL RATIOS

The Debtor turnover ratio stood at 41.40 times the average debtors in FY20 from 35.75 times in FY19. The Inventory turnover ratio declined by 6% to 1.61 times the average inventory, compared to 1.72 times the average inventory in FY19. This was due to the working capital optimization measures taken by the company to reduce the inventory holding by the company. The Interest Coverage ratio for FY20 was -1.41 times, this was at -0.36 times in FY19. The ratio declined as the interest expense increased in FY19 as the outstanding debt liabilities have increased this year. The current ratio of the company dropped from 0.04 times in FY19 to 0.03 times in FY20, since the entire outstanding debt is now being classified as current liabilities as the loan has been called by the lender after the company has become NPA.

The Operating Profit Margin of the company has changed from -19.5% in FY19 to -126.2% in FY20 due to booking of impairment loss in FY20, while the Net Profit Margin has changed from -141% in FY19 to -202% in FY20. The Return on Net worth is not meaning ratio as of now as the networth of the company has gone negative.

## OUTLOOK AND OPPORTUNITIES

The Impact of the Pandemic (COVID-19) has largely been disruptive. India's growth in the fourth quarter of the fiscal year 2020 went down to 3.1% according to the Ministry of Statistics. With Social Distancing norms and reduced discretionary spending due to lower incomes, there are going to be difficult times for the Tourism & leisure sectors in the short term. Economists believe that growth would be flat till fiscal year 2022 due to the Pandemic. However, the long-term growth story of India to remain intact and growth will kick in from fiscal year 2023. The key drivers of growth for the India economy are in place for a sustained and uninter-rupted growth in the future. Both favourable long term macroeconomic factors as well as dynamic demographics

indicate to a period of assured up-trend and growth in the Indian amusement parks industry.

## Medium & Long Term Business Strategies

The Company is adopting the following business strategies to grow the business in the future:

### • Develop Imagicaa as an Integrated Holiday Destination

Currently, a significant majority of the guests are residents of the catchment area i.e. Mumbai, Pune, rest of Maharashtra and Gujarat who make day-trips to the theme park off the Mumbai - Pune Expressway. With the launch of the hotel Novotel Imagicaa, the Company intends to market Imagicaa as a multiple day holiday destination and attract guests for a longer stay. The Company intends to offer various cost promotion and combination packages of admission tickets to its parks and stay at the hotel to take advantage of cross selling opportunities. In addition, the Company aims to market its facilities as a suitable venue for hosting wedding receptions, parties, conferences and meetings and other corporate events.

### • Continue to focus on increasing the number of guests hosted at the parks

The Company plans to increase attendance at the parks through the following strategies:

- Increasing awareness of the parks, and 'Imagicaa' brand through effective media and marketing campaigns, aimed at various target groups including families, young kids, college students and young professionals. The Company will also continue to reach out to a greater number of schools and corporates for increasing attendance at its parks;
- Offering a variety of ticket options and disciplined pricing and promotional strategies to coincide with events and holidays throughout the year. The Company also aims to follow a dynamic pricing model which will enable us to adjust admission prices for the parks based on expected demand and attract diverse segments of customer base;
- By periodically introducing new attractions, differentiating experiences and enhancing service offerings, the Company believes that word of mouth is the most important marketing tool for our product and, therefore, the Company's primary business objective is to make the time spent by the guests in its parks as enjoyable as possible. The Company specifically focuses on entrance and security procedures, queue management, cleanliness, quick availability of F&B products and retail merchandise to make the guests' experiences as comfortable and entertaining as possible; and
- Focusing on sales and marketing initiatives in the secondary catchment areas, such as the print campaign from time to time in major cities like Delhi NCR, Bangalore, Hyderabad and Jaipur, to attract tourists visiting the Mumbai - Pune region.

- **Diversify our Revenue Streams**

Sale of admission tickets comprises a significant portion of the Company's total income and going forward the Company intends to increase its non-ticketing revenue through the following strategies:

- Focus on F&B and retail & merchandise operations by targeting the per capita spending of guests. The Company believes that by providing guests additional and enhanced offerings at various price points, the Company can increase spending in its parks. The Company will continue to innovate in its F&B offerings to cater to the diverse preferences of its guests.
- Monetise the crowd movement in the parks by offering sponsorship opportunities to advertisers for special events, naming rights for the rides and attractions, partnering in destination advertising and assisting in products and brand activations;
- With the hotel, the Company intends to position Imagicaa as a destination for varying customer requirements, including for entertainment, corporate meetings and off-sites and other social events;
- The Company aims to develop an emotional connect with the guests through its brands and characters developed by the Company, which will provide the opportunities to leverage the intellectual property portfolio, and to develop new media and entertainment options and to increase the sale of consumer products, in and outside Imagicaa.

- **Increase profitability and achieve cost optimisation**

The Company believes that increased attendance at its parks and an increase in the per capita spending will allow the Company to make its business more profitable because of the relatively fixed cost-base and the high operative leverage involved in the business. The Company will continue to focus on F&B and retail and merchandise spending to improve its operating margins. With the commencement of operations of our water park, snow park and hotel, the Company will be able to offer more dynamic pricing to account for seasonal fluctuations in attendance. The Company also aims to achieve better cost optimisation through economies of scale by measures such as company-wide and centralised procurement and sourcing strategy and integrated marketing campaigns. In addition, the Company aims to benefit from shared services such as security, ticketing, F&B and general administration of the parks.

- **Expand our existing operations and foray into new geographies in India**

The Company aims to pursue other expansion opportunities at its parks.

The Company also intends to set up integrated holiday destinations in other locations in India, either through parks owned and operated by the Company or through a partnership

or a franchise model. Company believes it should have two more parks apart from Mumbai i.e one in south and one in north. The size and scale of the parks will be designed on the basis of the market potential of that region and financial viability.

The Company has also been receiving offers from various state governments and private players to set-up theme parks in joint ventures. The company is exploring options to set-up small-to-medium parks with no/low capital contribution from the company, purely based on revenue share or management fee basis.

#### **PARK SECURITY AND SAFETY**

The Company was awarded with an ISO certificate for Integrated Management Systems by Bureau of Indian Standards (BIS) for Imagicaa Theme Park. Following is the list of ISO certifications awarded:

- Quality Management System- IS/ISO 9001:2008
- Environmental Management System-IS /ISO 14001:2004
- Occupational Health and Safety Management system – IS 18001:2007

The Company recognises park security and safety as one of its most important focus areas in ensuring the success of the parks. The park security and safety plan is based on three principles: being proactive, the utilisation of an optimum combination of technology and manpower and meeting international standards on security and safety. Some of the key features of the security and safety plan are set out below:

- **Security Agency:** The Company has engaged one of the leading security solutions providers in India for its security needs and has developed a security plan based on a study of threats and vulnerabilities. The scope of services provided by its security solutions service provider includes the development of, setting up and operating the security infrastructure in the parks, deploying security personnel and carrying out regular training for the employees for security related issues, particularly emergency response situations.
- **Identified Perimeters and Zones:** The Company has divided its parks into various layers with defined internal and external perimeters for effective monitoring and response. The Company has deployed access control measures at the identified entry and exit points to reduce trespassing and monitor crowd movement. The Company has also divided the parks into various zones to facilitate effective emergency response, evacuation and deployment of resources and manpower.
- **Command Centre:** The Company's command centre has been planned as an integrated set-up, capable of monitoring and controlling the management of the parks and responding to all circumstances which may have an adverse effect on guest experiences. The functions of the command centre include controlling and monitoring all access controls across the parks, including the entry and exit points and for other rides and attractions; coordinate the response to any situation that requires attention; operate the public address system which is designed for effective communication for functions such as crowd

management; Company's security infrastructure consists of necessary equipments such as metal detectors, explosive vapour and trace detectors, radio sets, forced entry resistant door system, panic buttons, hooters and retractable barriers, which have been deployed at vantage points across the parks.

- **Safety Procedures:** The most important aspect of the safety procedures is regular training and assessment of the ride operators and attendants to prevent accidents or injuries resulting from unsafe acts and conditions. In addition to monitoring for any hazard or unsafe condition, the ride operators carry out inspections at pre-designated intervals and report any unsafe condition to the maintenance department for correction. A detailed inspection and monitoring procedure is followed for some of the critical rides and attractions, such as the roller-coasters. The Company has also engaged qualified lifeguards, who are on duty during the operating hours of the water park.
- **Fire and Medical Emergency Plan:** Company also has a comprehensive fire and medical emergency response plan. The Company has installed smoke and heat detectors in its offices and indoor attractions and water sprinkler and fire hydrant systems and fire extinguishers across the parks. In addition, there is a team of fire-men stationed in the theme park throughout the operational hours. There is a medical centre in the theme park & water park including a five- bed ward, which is staffed by a team of one doctor and eight nurses to respond to any medical emergency in the theme park up to such time that the guests are moved to the nearby hospitals. There are two ambulances which are deployed in the parks throughout the operational hours.

## MAINTENANCE

The Company's maintenance team is responsible for the inspection, upkeep, repairs and testing of the rides and attractions. The Company has appointed a safety officer as a member of each of its parks management team to supervise the maintenance and ride operations teams, and carry out regular audits and surprise inspections.

Every ride and attraction at the parks is inspected regularly, according to daily, weekly, monthly, and annual schedules. The Company has formulated detailed maintenance guidelines and checklists for each of its rides and attractions with the objective of ensuring that the rides and attractions are operating within the manufacturer's criteria and that maintenance is conducted according to internal standards, industry best practice and standards, as well as the ride designer or manufacturer's specifications. The Company has installed a networked enterprise software system which is used to plan and track all the maintenance activities. The maintenance system of some of the rides and attractions is also linked over VPN to the respective vendors to ensure effective monitoring, data sharing and resolution of issues, if any. All ride maintenance personnel are trained to perform their duties according to internal training processes, in addition to recognised industry certification programs for maintenance activities. The Company's infrastructure maintenance function comprises upkeep, repair, preventive maintenance and improvement of the parks infrastructure.

The Company obtains safety certifications from its vendors certifying that the rides and attractions installed at the parks have been designed

and manufactured in accordance with international standards such as the American Society for Testing and Materials, or the ASTM standard, the European, or the EN standard or the Deutsches Institut für Normung e.V., or the DIN standard. Company has also engaged TUV SUD South Asia Pvt. Ltd., a leading global technical services organisation to carry out inspection, testing and installations certifications for the rides and attractions. Company also periodically engage the services of third-party maintenance audit agencies to inspect the maintenance procedures.

## RISKS

- **The business is seasonal in nature, and may be affected by weather conditions, school vacations, public holidays and weekends.**

The theme and water park industry is seasonal in nature. The parks could experience volatility in attendance as a result of school vacations, public holidays, weekends and adverse weather conditions such as excessive heat and monsoons. It is believed that attendance at the theme and water park and revenues from F&B and retail and merchandise operations is, and will continue to be, higher during school vacations, public holidays and weekends. In addition, the water park is expected to generate higher revenues in the summer months. Conversely, the Company may face a reduction in revenues during the monsoon months. Further, unfavourable weather conditions such as forecasts of excessive rainfalls or heat may reduce the attendance at the parks.

- **Company's business and results of operations could be adversely affected by changes in public and consumer tastes or a decline in discretionary consumer spending, consumer confidence and general economic conditions.**

The success of the parks depends substantially on consumer tastes and preferences that can change in often unpredictable ways. The Company must adapt to these changes to meet consumer tastes and preferences. The Company carries out research and analysis before opening new rides and attractions and often invest substantial time and resources to gauge the extent to which these new rides and attractions will earn consumer acceptance. Further, the success depends to a significant extent on discretionary consumer spending, which is heavily influenced by general economic conditions and the availability of disposable income. Actual or perceived difficult economic conditions and inflationary periods may adversely impact park attendance figures, the frequency with which guests choose to visit the parks and guest spending patterns at the parks. Both attendance and total per capita spending at the parks are key drivers of its revenue and profitability, and reductions in either can adversely affect the business and results of operations.

- **Incidents or adverse publicity concerning the parks or the theme or the water park industry generally could harm Company's brands or reputation as well as negatively impact the business.**

The Company's brands and reputation are among the most important assets. The ability to attract and retain guests depends,

in part, upon the external perceptions of the parks, the quality of the parks and services and performance of the operations team. The operation of the parks involves the risk of accidents, contagious, airborne or waterborne diseases and other incidents that may negatively affect guest satisfaction and the perception of the guests in relation to safety, health and security of the parks, which could negatively impact the brands and reputation and the business and results of operations.

- **High levels of Outstanding Debt**

The company has more than ₹ 1,000 crs of outstanding debt, which has impeded our cash flows. The company has not been able to generate sufficient cash to service the interest and principal repayments. This risk has restricted the risk taking ability of the company for entering into new businesses, expanding current operations, expanding to newer geographies, and also to experiment with disruption revenue models. The company is working on a debt reduction/resolution plan to mitigate this risk. The company has already entered into term sheet to sale of its non-core assets to reduce approximately 30% of its outstanding debt.

- **Impact of Epidemics and Pandemics**

The Theme and Amusement park industry has been impacted by the recent pandemic of COVID-19. This is a new risk which has been faced by the industry. The theme park industry operates in a highly crowded environment where physical distancing is difficult to maintain. During an epidemic/pandemic the risk of transmitting these diseases increases. Therefore, people would avoid going to theme parks.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has internal controls commensurate with its size. It has also adopted standard operating procedures, policies and process guidelines. These guidelines are well documented with clearly defined authority limits corresponding with the level of responsibility for each functional area. They are designed to ensure that transactions are conducted and authorised within their framework. Further, the Company's reporting guidelines ensure that transactions are recorded and reported in conformity with generally accepted accounting principles. These guidelines are regularly reviewed and updated to meet the expectations of the current business environment. The Company's Code of Business Conduct lays down ethical standards expected from each of its personnel's and business associates in their day to- day actions. The Company's robust internal audit programme which works to conduct a risk-based audit not only tests the adherence to laid down policies and procedures but also suggests improvements

in the current processes and systems. The audit program is agreed upon with the Audit Committee. Internal Audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations. Company had appointed PNS & Co. as the internal auditor during the financial year 2019-20.

#### **SIGNIFICANT DEVELOPMENT IN HUMAN RESOURCES**

People are one of the key and critical success factors for the Company. The Theme Park and Amusement Park industry in India is in the nascent stages. As such to find skilled manpower having experience of the industry is challenging. The company has developed a very strong on-job training and development program, which cuts across the junior team members as well as the middle management layer. The senior technical & engineering team has been trained under supervision of global experts of theme park industry. The Company engaged these experts during the development and initial operations of the Park.

Being located in the outskirts of Mumbai and Pune, the Company needs to ensure that the employees are motivated enough to travel the distance for work. The Company provides employee friendly transport and local stay facilities for the same. Employee satisfaction is a top priority, and the Company ensures that all its employees enjoy a safe, healthy and progressive work environment at all its offices. The Company's Human Resource team works cohesively with the employees to help them in their personal as well as professional development. The Company has a well- defined Code of Conduct that guides all employees in their interaction with the various stakeholders of the Company. The Company has a unique work-culture based on team building and bonding through cross-job training.

As of March 31, 2020, the total number of permanent employees on the rolls of the Company were 787.

#### **CAUTIONARY STATEMENT**

This document contains statements about expected future events, financial and operating results of Imagicaaworld Entertainment Limited, which are forward looking. By their nature, forward- looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis section.

## CORPORATE GOVERNANCE REPORT

### OUR COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that good Corporate Governance is an important component in enhancing stakeholders' value and it emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. The Company is committed in its responsibility towards the community and environment in which it operates, towards its employees and business partners and towards society in general.

Your Company is in compliance with the Corporate Governance requirements as enshrined in the Companies Act, 2013 read with the Rules made thereunder ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws. As a Company, we believe in implementing Corporate Governance practices that go beyond meeting the letter of law. The Company has comprehensively adopted practices mandated in the Listing Regulations.

Your Company presents this report, prepared in terms of the SEBI Listing Regulations (including the amendments to the extent applicable), enumerating the current Corporate Governance systems and processes at the Company.

### BOARD OF DIRECTORS

The Board of Directors (the "Board") of your Company have an appropriate blend of Directors to maintain its diversity and independence, the Board of your Company has an optimum combination of such number of Executive, Non-Executive and Independent Directors, including a Woman Director. Company is managed by the Board of Directors in coordination with the Senior Management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with the statutory as well as business requirements.

#### A. Composition of the Board

Composition of the Board of Directors is in conformity the requirements prescribed under the Act and Listing Regulations. As on the date of this Report, your Company's Board comprises of six (6) Directors. The Details of Directors who held directorship of the Company during Financial Year 2019-20 are provided below:

Name of Directors	DIN	Category
Mr. Manmohan Shetty	00013961	Promoter, Chairman and Executive Director
Mr. Steven A. Pinto	00871062	Non-Executive and Independent Director
Mr. Ghulam Mohammed	00173420	Non-Executive and Independent Director

Name of Directors	DIN	Category
Ms. Meghna Ghai Puri <sup>(1)</sup>	00130085	Non-Executive and Independent Director
Mr. Kapil Bagla	00387814	Non-Executive and Non-Independent Director
Mr. Ashutosh Kale <sup>(2)</sup>	06844520	Executive Director & Jt. CEO
Ms. Anita Pawar <sup>(3)</sup>	08563043	Non-Executive and Independent Director
Mr. Dhananjay Barve <sup>(4)</sup>	00224261	Non-Executive and Independent Director

#### Note(s):

- <sup>(1)</sup> Resigned as a Non-Executive and Independent Director of the Company w.e.f June 17, 2019;
- <sup>(2)</sup> Ceased to be an Executive Director of the Company w.e.f. February 01, 2020 and continued to be a joint CEO of the Company;
- <sup>(3)</sup> Appointed as an Additional (Non-Executive and Independent Director) of the Company w.e.f September 16, 2019;
- <sup>(4)</sup> Appointed as an Additional (Non-Executive and Independent Director) of the Company w.e.f April 01, 2020;

Further, pursuant to applicable provisions of the Act and Articles of Association of the Company, Mr. Manmohan Shetty, Executive Director of the Company, retires by rotation in the ensuing Eleventh Annual General Meeting of the Company and being eligible, offers himself for re-appointment. Details of Directors retiring or being appointed/ re-appointed forms part of the Notice of ensuing Eleventh Annual General Meeting ("AGM").

In terms of the provisions of Section 184 of the Act and Regulation 26 of the SEBI Listing Regulations, the Directors presented necessary disclosures regarding the positions held by them on the Board and/or Committees of other public and/or private companies, from time to time. On basis of such disclosures, it is confirmed that as on the date of this Report, none of the Directors of your Company:-

1. hold directorships in more than 10 public limited companies (listed or unlisted);
2. is a member of more than 10 Committees (considering only Audit Committee and Stakeholders Relationship Committee) or Chairperson of more than 5 Committees across all the public companies (listed or unlisted) in which he/ she is a Director; and
3. are related to each other.

The Company has also obtained a Certificate from M/s. Aabid & Co., Company Secretaries that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The said certificate forms part of this Report.

The details of each Director along with the number of Directorships/ Committee Memberships/ Chairmanships and their shareholding in the Company as on March 31, 2020, are provided herein below:

Name of Director	No. of Directorship in other Companies <sup>(1) (3)</sup>	Shareholding in the company	No. of other companies Board Committees in which Member/ Chairperson <sup>(1), (2) &amp; (4)</sup>		Name(s) of other Listed Entity(s) in which the Director holds Directorship(s)
			Member	Chairperson	
Mr. Manmohan Shetty	6	1,29,000	1	-	1) Centrum Capital Limited - Independent Director 2) Mukta Arts Limited - Non-Executive Independent Director
Mr. Kapil Bagla	10	178	-	1	-
Mr. Steven A. Pinto	5	-	1	1	Automobile Corporation of Goa Limited - Non-Executive Independent Director
Mr. Ghulam Mohammed	10	-	1	1	Oriental Industrial Investment Corporation Limited - Independent Director
Ms. Anita Pawar <sup>(5)</sup>	-	-	-	-	-

Note(s):
































- <sup>(1)</sup> Directorships and membership/ Chairmanship in the Committees of the Board of Directors excludes Imagicaaworld Entertainment Limited, foreign Companies, formed under Section 25 of the Companies Act, 1956 and Section 8 of the Companies Act, 2013;
- <sup>(2)</sup> Chairmanship/ Membership of Committee only include the Audit Committee and Stakeholders Relationship Committee in other Indian Public & Private Companies (Listed and Unlisted & exclude Imagicaaworld Entertainment Limited);
- <sup>(3)</sup> None of the Directors hold directorship in more than 7 (Seven) Listed Entities as per Regulation 17A(1) of Listing Regulations;
- <sup>(4)</sup> No director holds membership(s) of more than 10 committees of any board, nor, is a chairperson of more than 5 committees of any Board across all listed companies with which he/she is associated as a Director; and
- <sup>(5)</sup> Appointed as an Additional Director (Non-Executive and Independent) of the Company w.e.f September 16, 2019 subject to the approval of shareholders at the ensuing Annual General Meeting
- <sup>(6)</sup> Mr. Dhananjay Barve was appointed w.e.f April 01, 2020.

#### B. Details of Meetings of the Board of Directors and Annual General Meeting held during the period under review, along with attendance of Directors at each meeting

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiary companies. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

The Board meets atleast 4 times in a year (one meeting in every calendar quarter) and the maximum gap between any two consecutive meetings is less than 120 days, as stipulated under Section 173(1) of the Act, Regulation 17(2) of the SEBI Listing Regulations and the Secretarial Standards issued by Institute of Company Secretaries of India. Additional meetings are held as and when necessary.

During the financial year 2019-20, the Board met 5 (Five) times i.e. on May 16, 2019, August 01, 2019, November 11, 2019, February 05, 2020 and February 15, 2020. The details of attendance of Directors at each such meeting of the Board and at the Tenth Annual General Meeting of the Company held on August 01, 2019, are provided herein below:

Name of Director	Meetings of Board in financial year 2019-20						Attendance at last 10 <sup>th</sup> AGM
	Held during the tenure	May 16, 2019	August 01, 2019	November 11, 2019	February 05, 2020	February 15, 2020	
Mr. Manmohan Shetty	5						
Mr. Kapil Bagla	5						
Mr. Ghulam Mohammed	5						
Mr. Ashutosh Kale <sup>(1)</sup>	4					-	
Ms. Meghna Ghai Puri <sup>(2)</sup>	1		-	-	-	-	-
Mr. Steven A. Pinto	4					-	
Ms. Anita Pawar <sup>(3)</sup>	2	-	-			-	-

**Note(s):**

<sup>(1)</sup> Ceased to be an Executive Director of the Company w.e.f February 01, 2020.

<sup>(2)</sup> Resigned and ceased to be a Non-Executive and Independent Director of the Company w.e.f June 17, 2019.

<sup>(3)</sup> Appointed as an Additional (Non-Executive and Independent Director) of the Company w.e.f September 16, 2019 subject to the approval of shareholders at the ensuing Annual General Meeting.

**C. Independent Directors**

All Independent Directors on the Board are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations. The maximum tenure of the Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Independent Directors on the Board of your Company are experienced, competent and highly respected individuals in their respective fields, which brings an ideal mixture of expertise, professionalism, knowledge and experience to the table.

Ms. Meghna Ghai Puri, Independent Director resigned from the company with effect from close of business hours of June 17, 2019. Company received resignation letter in which she expressed her inability to continue as Director of the Company due to prior commitments and continuous travels. She had not specified any other material reasons for her resignation from the position of Independent Director of the company. Ms. Anita Pawar has been appointed as an Additional Non-Executive and Independent Director) of the Company w.e.f September 16, 2019 subject to the approval of shareholders at the ensuing Annual General Meeting.

**D. Separate meeting of Independent Directors:**

The Independent Directors met once during the year, on February 5, 2020, without the presence of Executive Directors or Management representatives, *inter alia*, to discuss the performance of Non-Independent Directors & the Board as a whole and to assess the quality, quantity & timeliness of flow of information between the Management of the Company and the Board, which is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present for the meeting of Independent Directors.

**E. Familiarisation**

In terms of the provisions of Regulation 25 of the Listing Regulations, your Company has framed a Familiarisation Programme for Independent Directors of the Company. The familiarisation programme aims to enable the Independent Directors to understand their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, its business in depth etc.

The details of the Familiarisation Programmes held for Independent Directors during the year under review are also available on the website of the Company and can be accessed at [https://www.imagicaaworld.com/investor\\_docs/Familiarisation%20Programme%20for%20Independent%20Directors.pdf](https://www.imagicaaworld.com/investor_docs/Familiarisation%20Programme%20for%20Independent%20Directors.pdf)

**F. Core Competence of the Board of Directors**

The Board of Directors of the Company has identified the following core competencies that it must possess considering the nature of business and the sector in which the company operates. Following are such identified competencies/ skills:

**a) Technical Competencies:**

The director's understanding and appropriate application of essential practical and theoretical knowledge of Entertainment Sector and Consumer focused Business, Marketing, Engineering, Finance, Strategy, Legal & Compliance, Corporate Governance and Safety & Security.

**b) Professional Competencies:**

The attitude and character that shapes director's responses and behaviour in the decision making process of the Board of Directors. The ability of Board Members to have ethical and professional approach to the performance oriented decisions of the Board of Directors.



**c) Behavioural Competencies:**

The expertise that directors bring to their role by possessing ability to think strategically, analyse information, make rightful and fair decisions, communicate, lead and influence the Board decisions in a rightful manner.

Each and every member on the Board of Directors of the Company possesses all the required and identified behavioral & professional competencies mentioned here above. Mr. Manmohan Shetty, Chairman & Executive Director has vast technical and practical knowledge of Entertainment and Customer Focused Business. Mr. Ghulam Mohammed & Mr. Steven Pinto has been on the Board of various listed companies and they have immense knowledge in the field of Marketing, Finance, Strategy and Corporate Governance. Ms. Anita Pawar has technical and practical experience in the area of legal compliance. Mr. Kapil Bagla has technical and practical knowledge of Entertainment and Customer Focused Business.

**COMMITTEES OF THE BOARD**

The Board of Directors have constituted its Committees to deal with the specific areas which require a closer review. The Board Committees are formed with approval of the Board of Directors and they function under their respective terms of references. The Board Committees meet at regular intervals as and when required and take necessary steps to perform its duties entrusted by the Board. The minutes of the meetings of all the Committees of the Board are placed before the Board for its noting.

The Board of Directors of the Company has constituted five (5) committees of the Board as follows:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

**A. AUDIT COMMITTEE**

The Board has constituted Audit Committee which acts as a link between the management, statutory and internal auditors and the Board. The Composition, quorum and terms of reference of the Audit Committee are in accordance with Section 177 of the Act and Regulation 18 of the Listing Regulations. All the members of the Committee are financially literate and possess expertise in the fields of finance, taxation etc. The Committee is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process.

**Composition and Attendance**

Composition of the Audit Committee is in line with Section 177 of the Act and Regulation 18 of the Listing Regulations. During the Financial Year 2019-20, the Committee met four times i.e. on May 16, 2019, August 01, 2019, November 11, 2019 and February 05, 2020. The Details of Composition and meetings attended by Members during the Financial Year 2019-20 are given below:

Name of Members	Category	No. of meetings	
		Held during the tenure	Attended
Mr. Steven Pinto (Chairperson)	Independent Director	4	4
Mr. Ghulam Mohammed (Member)	Independent Director	4	4
Ms. Meghna Ghai Puri <sup>(1)</sup> (Member)	Independent Director	1	1
Mr. Kapil Bagla (Member)	Non-Executive Director	4	4

Note(s):

<sup>(1)</sup> Ceased to be a Member of the Committee due to resignation w.e.f. June 17, 2019.

Chief Executive Officer, Chief Financial Officer, representatives of the Statutory Auditors and Internal Auditors of your Company are also invited to the Audit Committee Meetings. Mr. Steven Pinto, Chairperson of the Committee was present at the last Annual General Meeting (AGM) i.e. the Tenth AGM held on August 01, 2019 to answer the queries of the Members of the Company.

Ms. Divyata Raval, Company Secretary & Compliance Officer of the Company, acts as the Secretary to the Committee.

Minutes of all meetings of the Audit Committee are circulated to all the members of the Board and are also placed in the next scheduled meeting of the Board, for discussion and review thereof.

**Brief Description of Terms of reference:**

The terms of reference of the Audit Committee are in terms of the applicable provisions of the Act and Regulation 18 read with Part C of Schedule II of the Listing Regulations. The Terms of reference of the Audit Committee are as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;

- c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions; and
  - g. modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
  - Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
  - Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
  - Approval or any subsequent modification of transactions of the listed entity with related parties.
  - Scrutiny of inter-corporate loans and investments.
  - Valuation of undertakings or assets of the listed entity, wherever it is necessary.
  - Evaluation of internal financial controls and risk management systems.
  - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
  - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - Discussion with internal auditors of any significant findings and follow up there on.
  - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - To review the functioning of the whistle blower mechanism.
  - Approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
  - Carrying out any other function as is mentioned in the terms of reference of the audit committee.
  - The audit committee shall review the information required as per Listing Regulations.
  - To review the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

## B. NOMINATION AND REMUNERATION COMMITTEE

The Board of your Company has duly constituted Nomination and Remuneration Committee in line with Section 178 of the Act and Regulation 19 of the Listing Regulations. The Composition, quorum and terms of reference of the Nomination and Remuneration Committee are in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations.

### Composition and Attendance

During the Financial Year 2019-20, the Committee met three (3) times i.e. on May 16, 2019, November 11, 2019 and February 05, 2020. The Details of Composition and meetings attended by Members during the Financial Year 2019-20 are given below:

Name of Members	Category	No. of meetings	
		Held during the tenure	Attended
Mr. Steven Pinto (Chairperson)	Independent Director	3	3
Mr. Ghulam Mohammed (Member)	Independent Director	3	3
Mr. Kapil Bagla (Member)	Non-Executive Director	3	3
Mr. Manmohan Shetty (Member)	Executive Director	3	3

Mr. Steven Pinto, Chairperson of the Committee was present at the last Annual General Meeting (AGM) i.e. the Tenth AGM held on August 01, 2019.

## Terms of reference

The terms of reference of the Nomination and Remuneration Committee are as follows:

- to formulate a criteria for determining qualifications, positive attributes and independence of a Director;
- to recommend to the Board the appointment and removal of Senior Management;
- To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance;
- to recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management, (ii) Executive Directors remuneration and incentive and (iii) all remuneration, in whatever form, payable to senior management;
- to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- to devise a policy on Board diversity;
- to develop a succession plan for the Board and to regularly review the plan;
- To formulate policy for nomination and remuneration of directors and senior management to ensure that: (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors/KMPs of the quality required to run the Company successfully; (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- To formulate the terms and conditions of the Employee Stock Option Plan, to administer and implement the said plan, to determine number of Options to be granted, to determine vesting and /or lock-in-period, etc. and to perform such functions as are required to be performed by the Committee under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time; and
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

## Performance Evaluation Criteria for Independent Directors

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. The performance of the Independent Directors of the Company is evaluated on the following criterias:

- participation and contribution by a director in business of the company discussed at the meetings;
- Effective deployment of knowledge and expertise and commitment.
- Keeps himself/ herself prepared on areas and issues that are likely to be discussed at the Board level;
- Invests time in understanding the Company and its distinctive requirements;
- Conducts himself/ herself in the manner that is ethical and consistent with various laws and regulations; and
- Stays conscious for being independent of the management

## Remuneration to Directors

### Non-Executive Directors:

The Non-Executive Independent Directors are paid remuneration by way of sitting fees for each Meeting of the Board or Committees attended by them. Pursuant to the limits approved by the Board, all directors being Non-Executive Independent Directors are being paid sitting fees for attending each meeting of the Board, Audit Committee and other meeting of Committees of Board except Audit Committee. The Non-Executive Directors do not have any material pecuniary relationship or transactions with the Company.

The sitting fees paid during the financial year 2019-20 to the Non-Executive Independent Directors for attending the Board and Committee Meetings for the year 2019-20, are as follows:

Name of the Directors	Sitting Fees (₹)
Mr. Steven A. Pinto	3,62,500
Ms. Meghna Ghai Puri <sup>(1)</sup>	1,00,000
Mr. Ghulam Mohammed	3,87,500
Ms. Anita Pawar <sup>(2)</sup>	50,000

### Note(s):

<sup>(1)</sup> Resigned and ceased to be Director of the Company w.e.f. June 17, 2019;

<sup>(2)</sup> Appointed as an Additional Director(Non-executive Independent) of the Company w.e.f September 16, 2019.

Mr. Kapil Bagla, Non-executive Director of the Company did not receive any remuneration during the year under review and he has waived his right to receive sitting fees as Non-executive Director of the Company.

No remuneration by way of commission to the Non-Executive Directors was proposed for the financial year 2019-20. The Non-Executive Directors do not have any material pecuniary relationship or transactions with the Company.

#### Executive Directors:

During the year 2019-20, the Board comprised of two executive Directors i.e. Mr. Manmohan Shetty, Chairman & Executive Director & Mr. Ashutosh Kale, Joint Chief Executive Officer. However, Mr. Kale ceased to be an Executive Director of the Company with effect from February 01, 2020. However he continued as Joint CEO of the Company. In terms of the provisions of the Act and in line with the Nomination and remuneration Policy of the Company, the appointment and remuneration of Executive Directors is approved by the Board and the Members of the Company, on recommendation of the Nomination and remuneration committee.

- 1) Mr. Manmohan Shetty, Chairman and Executive Director of the Company was appointed without any remuneration.
- 2) All elements of remuneration package of Mr. Ashutosh Kale, Executive Director during his tenure was as follows:

(Amount in ₹)	
Particulars	Mr. Ashutosh Kale <sup>(1)</sup>
All elements of remuneration package	
➤ Salary and Allowances	54,56,749
➤ Gratuity and Contribution to Provident Fund	3,87,706
➤ Ex-gratia	1,92,194
➤ Performance Linked Incentives (PLI)	10,17,413
<b>Total</b>	<b>70,54,062</b>
<b>Details of fixed component and PLI</b>	
➤ Fixed Component	60,36,649
➤ Performance Linked Incentive (PLI)	10,17,413
<b>Total</b>	<b>70,54,062</b>
Service Contract	8 months <sup>(2)</sup>
Notice Period	60 Days
Severance Fees	NA
Stock Options, if any	NA

#### Note(s):

- <sup>(1)</sup> Remuneration is within limits prescribed under Section 197 of the Act read with Schedule V of the Act;
- <sup>(2)</sup> The Tenure of Mr. Kale as Executive Director of the Company was approved at the Annual General Meeting held on August 01, 2019 for period commencing from May 24, 2019 to January 31, 2020. Mr. Kale ceased to an Executive Director of the Company as his term as Executive Director expired on January 31, 2020. Therefore, he ceased to be an Executive Director of the Company w.e.f February 01, 2020. However he continued as Joint CEO of the Company.

#### Performance Linked Incentive (PLI)

Executive Director's Performance Linked Incentive is linked to individual performance and the performance of the Company. The total reward package for Executive Directors is intended to be market competitive

with linkage to performance in line with Company's Remuneration Policy. Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high calibre talent. The Nomination and Remuneration Policy is displayed on website of the Company i.e. at [https://www.lmagicaaworld.com/investor\\_docs/Nomination%20and%20Remuneration%20Policy.pdf](https://www.lmagicaaworld.com/investor_docs/Nomination%20and%20Remuneration%20Policy.pdf)

#### C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board of your Company has duly constituted Stakeholders' Relationship Committee in line with Section 178 of the Act and Regulation 20 of the Listing Regulations. The Composition, quorum and terms of reference of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Act and Regulation 20 of the Listing Regulations.

#### Composition

During the Financial Year 2019-20, the Committee met one time i.e. on February 05, 2020. The Details of Composition and meetings attended by Members during the Financial Year 2019-20 are given below:

Name of Members	Category	No. of meetings	
		Held during the tenure	Attended
Ms. Meghna Ghai Puri <sup>(1)</sup> (Chairperson)	Independent Director	-	-
Mr. Ghulam Mohammed <sup>(2)</sup> (Chairperson)	Independent Director	1	1
Mr. Kapil Bagla (Member)	Non-Executive Director	1	1
Mr. Manmohan Shetty (Member)	Executive Director	1	1

#### Note(s):

- <sup>(1)</sup> Ms. Meghna Ghai Puri ceased to be a Member of the Committee due to resignation as a Director of the Company w.e.f. June 17, 2019;
- <sup>(2)</sup> Mr. Ghulam Mohammed appointed as a Member of the Committee at the Board Meeting held on August 01, 2019.

#### Terms of reference

The terms of reference of the Stakeholders' Relationship Committee are as follows:

- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.;
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.

#### Name and designation of Compliance Officer

Ms. Divyata Raval, the Company Secretary is the Compliance Officer of the Company. The details of shareholders' complaints received and disposed of during the year under review are as under:

Number of shareholders' Complaints received during Financial Year 2019-20

Investor Complaints pending at the beginning of the Financial year	0
received during the Financial year	0
resolved during the Financial year	0
Investor Complaints pending as at the end of the year	0

None of the complaints were received during the year under review.

#### D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board of your Company has constituted a Corporate Social Responsibility Committee ("CSR Committee") in terms of the provisions of Section 135 of the Act.

##### Composition and Attendance

Composition of the Corporate Social Responsibility Committee is in line with Section 135 of the Act. During the Financial Year 2019-20, the Committee met one time i.e. on February 05, 2020. The Details of Composition and meetings attended by Members during the Financial Year 2019-20 are given below:

Name of Members	Category	No. of meetings	
		Held during the tenure	Attended
Mr. Manmohan Shetty (Chairperson)	Executive Director	1	1
Mr. Steven A. Pinto (Member)	Independent Director	1	1
Mr. Ashutosh Kale <sup>(1)</sup> (Member)	Executive Director	-	-
Mr. Kapil Bagla <sup>(2)</sup> (Member)	Non-Executive Director	1	1

Note(s):

<sup>(1)</sup> Mr. Ashutosh Kale ceased to be a Member of the Committee due to his cessation as an Executive Director of the Company w.e.f. February 01, 2020.

<sup>(2)</sup> Mr. Kapil Bagla was appointed as a Member of the Committee at the Board Meeting held on February 05, 2020

#### Terms of reference

The terms of reference of the Corporate Social Responsibility Committee are as follows:

- Formulate and recommend to the Board, a Corporate Social Responsibility ("CSR") policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount to be incurred on such activities.
- Monitor the Company's CSR Policy periodically.

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company and can be accessed at [https://www.imagicaaworld.com/investor\\_docs/Corporate%20Social%20Responsibility%20Policy.pdf](https://www.imagicaaworld.com/investor_docs/Corporate%20Social%20Responsibility%20Policy.pdf)

#### E. RISK MANAGEMENT COMMITTEE

The Board of your Company has constituted a Risk Management Committee ("RMC") in accordance with the provisions of Regulation 21 of the Listing Regulations. The Composition and terms of reference of the Risk Management Committee are also in compliance with the provisions of Regulation 21 of the Listing Regulations.

Risk Management Committee has been constituted to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

##### Composition and Attendance

During the Financial Year 2019-20, the Committee met one time i.e. on May 16, 2019. The Details of Composition and meetings attended by Members during the Financial Year 2019-20 are given below:

Name of Members	Category	No. of meetings	
		Held during the tenure	Attended
Mr. Manmohan Shetty (Chairperson)	Executive Director	1	1
Mr. Kapil Bagla (Member)	Non-Executive Director	1	1
Mr. Ashutosh Kale (Member)	Executive Director	1	1

**Terms of reference**

The terms of reference of the Risk Management Committee are as follows:

- develop and implement Risk Management procedure/ plan, including identification therein of elements of risk, if any, which may threaten the existence of the Company and such function shall specifically cover cyber security.
- enable the Company to proactively manage the uncertainty, changes in the internal and external environment to limit negative impacts; and
- capitalise on opportunities along with minimisation of identifiable risks, in compliance with the provisions of the Act and Regulations 4(2)(f) (ii)(7) and 17(9)(b) of the SEBI Listing Regulations, which require the Company to lay down procedure for risk assessment and procedure for risk minimisation.

**GENERAL BODY MEETINGS****A. Annual General Meetings**

Details of last three Annual General Meetings of the Company along with details of special resolution(s) passed at such AGMs are tabled herein below:

<b>Location:</b>	Imagicaa Theme Park, Imagicaa Capital, 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad - 410203	
<b>Date</b>	<b>Time</b>	<b>Particulars of special resolution(s) passed</b>
August 01, 2019	12:00 noon	To re-appoint Mr. Ashutosh Kale (DIN: 06844520) as an Executive Director of the Company
August 03, 2018	11:30 am	<ol style="list-style-type: none"> <li>1. To re-appoint Mr. Manmohan Shetty (DIN:00013961) as Chairman of the Company</li> <li>2. Sale of Investments or Shareholding of the Company in Walkwater Properties Private Limited, wholly owned subsidiary company and Surplus Land of approximately 65 acres of the Company</li> <li>3. Issue of Securities to Qualified Institutional Buyers</li> </ol>
July 26, 2017	12:00 noon	To re-appoint Mr. Kapil Bagla (DIN: 00387814) as a Whole Time Director of the Company

**B. Postal Ballot**

During the year under review, the Company conducted two Postal Ballots. The details of the Postal Ballots are as follows:

**1. APPROVAL OF LIMITS FOR THE LOANS/ INVESTMENTS/ CORPORATE GUARANTEES IN TERMS OF THE PROVISIONS OF SECTION 186 OF THE COMPANIES ACT, 2013**

Date of Postal Ballot Notice: November 12, 2019

Date of declaration of results: December 26, 2019

Voting period: November 27, 2019 to December 26, 2019

Date of approval: December 26, 2019

**2. CHANGE IN THE NAME OF THE COMPANY and ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Date of Postal Ballot Notice: February 15, 2020

Date of declaration of results: March 23, 2020

Voting period: February 22, 2020 to March 23, 2020

Date of approval: March 23, 2020

Sr. No.	Particulars of Resolution	Type of Resolution	No. of votes polled	Votes cast in favour		Votes cast against	
				No. of votes	%	No. of votes	%
<b>Postal Ballot No:1</b>							
1	Approval of Limits for the Loans/ Investments/ Corporate Guarantees in terms of the Provisions of Section 186 of the Companies Act, 2013	Special Resolution	47,130,004	47,129,429	99.999	575	0.001
<b>Postal Ballot No:2</b>							
1	Change in the name of the Company	Special Resolution	47,286,317	47,285,733	99.999	584	0.001
2	Alteration in the Memorandum of Association of the Company	Special Resolution	47,208,959	47,208,408	99.999	551	0.001

### Procedure for postal ballot

In compliance of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notices were sent (a) through electronic mails to Members whose email IDs are registered in the records of depository participants (b) through physical mode, along with postage prepaid self-addressed Business Reply Envelope to those Members whose email IDs were not registered with the Company/ depository participants. The Company had engaged services of Link Intime India Private Limited (LIPL) for the purpose of providing e-voting facility to all its Members. The Company also published a notice in the newspapers declaring the details and requirements as mandated by the Act and applicable rules. The Notice of postal ballot was accompanied with detailed instruction kit to enable the members to understand the procedure and manner in which postal ballot voting (including electronic e-voting) to be carried out.

Voting rights were reckoned on the paid up value of the shares registered in the names of the members whose names appeared on the Register of Members/ List of Beneficial Owners as on the Cut-off date. Members were requested to vote through physical postal ballot or through electronic mode on or before the close of voting period. Mr. Sanjay Dholakia, partner at M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries and Mr. Mohammed Aabid, partner at M/s. Aabid & Co, Company Secretaries were appointed as Scrutinizers for conducting the postal ballot/ e-voting process dated December 26, 2019 and March 23, 2020, respectively in a fair and transparent manner. The scrutinisers completed their scrutiny and submitted their report to the Chairman, and consolidated results of the voting were announced by the Company Secretary authorised by the Chairman of the Company and communicated to the Stock Exchanges, depository, registrar and share transfer agents of the Company and also displayed on the Company's website <https://www.imagicaaworld.com>. The Results were also displayed on the notice Board at the Registered and Corporate Office of the Company.

At present there is no special resolution proposed to be conducted through Postal Ballot.

### DISCLOSURES

#### 1) Related Party transactions

During the year 2019-20, the Company has not entered into any materially significant related party transaction, which could have a potential conflict of interest between the Company and its Promoters or Directors or Management or their relatives, or subsidiaries other than the transactions carried out in the normal course of business. The related party transactions are disclosed in Notes to Accounts. A copy of the policy on dealing with related party transactions has been posted on the Company's website and can be accessed at [https://www.imagicaaworld.com/investor\\_docs/Related%20Party%20Transaction%20Policy.pdf](https://www.imagicaaworld.com/investor_docs/Related%20Party%20Transaction%20Policy.pdf)

#### 2) Compliances by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities relating to the capital markets during the last three years.

Further, the Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

#### 3) Whistle Blower Policy / Vigil Mechanism

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None

of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. [https://www.Imagicaaworld.com/investor\\_docs/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy.pdf](https://www.Imagicaaworld.com/investor_docs/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy.pdf)

#### 4) Subsidiaries

The Company monitors performance of the subsidiary companies, *inter-alia*, by following means:

- a) Financial statements, in particular the investments made by unlisted subsidiary companies are reviewed quarterly by the Audit Committee of the Company.
- b) Minutes of the meetings of the Board of Directors of all subsidiary companies are placed before the Company's Board regularly.
- c) A statement containing all the significant transactions and arrangements entered into by the unlisted subsidiary companies is placed before the Company's Board/ Audit Committee.
- d) Quarterly review of Risk Management process by the Audit Committee/ Board.
- e) The Company has formulated a policy for determining 'material' subsidiaries and such policy has been disclosed on the Company's website and can be accessed at [https://www.Imagicaaworld.com/investor\\_docs/Material%20Subsidiary%20Policy.pdf](https://www.Imagicaaworld.com/investor_docs/Material%20Subsidiary%20Policy.pdf)

#### 5) Commodity Price risks and commodity hedging activities

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out.

#### 6) Details of compliance of mandatory requirements and adoption of non-mandatory requirements

Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

In addition, your Company also strives to adhere and comply with the following discretionary requirements specified under Regulation 27(1) and Part E of the Schedule II of the Listing Regulations, to the extent applicable:

**Reporting of Internal Auditor:** In accordance with the provisions of Section 138 of the Act, the Company has appointed an Internal Auditor who directly reports to the Audit Committee. Quarterly Internal Audit Reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary actions.

#### 7) Disclosure of Accounting Treatment

The financial statements of the Company have been prepared in accordance with applicable Indian Accounting Standards (Ind AS) referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

#### 8) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

During the year, your Company has not raised any proceeds from preferential issue or qualified institutions placement as specified under Regulation 32(7A).

#### 9) Certificate from a Company Secretary in Practice

The Company has availed a certificate from M/s. Aabid & Co., Company Secretaries in Practice that none of the Directors on the Board of your Company have been debarred or disqualified from being appointed or continuing as Directors of Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any other Statutory Authority. Said Certificate is annexed herewith as part of the Report.

#### 10) Where the board had not accepted recommendation(s) of any Committee

During the year under review, all the recommendations made by all the Committees, which are mandatorily required, have been duly accepted by the Board of Directors.

#### 11) Details of total fees paid to Statutory Auditors

Details of total fees relating to all services availed by the Company and its subsidiaries, on consolidated basis, to the Statutory Auditor are given in Note 33 to the Standalone Financial Statements and Note 32 to the Consolidated Financial Statements.

#### 12) Disclosure in relation to the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

Number of complaints filed during the financial year: NIL  
 Number of complaints disposed of during the financial year: NIL  
 Number of complaints pending as on end of the financial year: NIL

#### 13) MEANS OF COMMUNICATION

- Quarterly Results/half yearly/annual results along with the Limited Review/ Auditor's Report thereon are filed with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges") at their respective electronic platforms i.e. BSE Corporate Compliance & Listing Centre and NSE Electronic Application Processing System (NEAPS), so as to enable them to display



the same on their respective websites. The aforesaid results are also published in Business Standard, English daily newspaper circulating in substantially the whole of India and in Sakal, Marathi vernacular daily newspaper and are also posted on the Company's website <https://www.imagicaaworld.com/>

- Official media releases are sent to the Stock Exchanges before their release to the media for wider dissemination. Presentations made to media, analysts, institutional investors, etc. are posted on the Company's website.
- Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to Members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report and is displayed on Company's website.
- A separate dedicated "Investors Relations" section under "about us" tab, on the website of the Company, gives information on the aforesaid results, shareholding pattern and other relevant information of interest to the investors/public. The Company has also designated the email-id: [compliance@imagicaaworld.com](mailto:compliance@imagicaaworld.com) exclusively for investor servicing.

#### GENERAL SHAREHOLDERS' INFORMATION

In terms of the provisions of Point No. 9 of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Information of your Company for reference of the Shareholders is provided as under:

CIN	: L92490MH2010PLC199925
Registered office Address	: 30/31, Sangdewadi Khopoli Pali Road, Taluka Khalapur, District Raigad 410 203
Date, Time and Venue of Annual General Meeting	: Tuesday, November 10, 2020 through Video Conferencing/OAVM
Financial year	: April 1, 2019 to March 31, 2020
Book closure dates	: Thursday, November 05, 2020 to Tuesday, November 10, 2020 (Both days inclusive)
Dividend Payment Date	: Not Applicable
Listing on Stock Exchanges	: The Equity Shares of the Company are listed on: <ul style="list-style-type: none"> <li>i) BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</li> <li>ii) National Stock Exchange of India Limited (NSE) "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai 400 051</li> </ul>

Stock Code	: The BSE scrip code of equity shares is "539056" The NSE scrip symbol of equity shares is "IMAGICAA"
ISIN	: INE172N01012
Listing Fees	: Annual listing fees for the year 2020-21 (as applicable) have been paid by the Company to the stock exchanges.

#### Tentative calendar of the Board Meetings for consideration of quarterly/half yearly/annual results for the Financial Year 2020-21<sup>(1)</sup>:

For the quarter ended June 30, 2020	: September, 2020
For the quarter and half year ended September 30, 2020	: October/ November, 2020
For the quarter ended December 31, 2020	: January/ February, 2021
For the quarter and year ended March 31, 2021	: April/ May, 2021

<sup>(1)</sup> The tentative dates of the Board meetings also depend on the circulars issued by SEBI in line with extensions given, if any, in view of the nationwide lockdown due to global pandemic of Novel Corona Virus.

#### Market Price Data and performance in comparison to broad based indices

Month-Year	BSE		NSE		BSE Sensex Closing
	High	Low	High	Low	
April-2019	10.59	8.01	10.60	8.05	39,031.55
May-2019	8.92	6.98	8.75	7.00	39,714.20
June-2019	7.87	3.58	8.00	3.65	39,394.64
July-2019	5.78	3.82	5.80	3.80	37,481.12
August-2019	4.25	3.41	4.30	3.45	37,332.79
September-2019	3.62	2.95	3.60	2.85	38,667.33
October-2019	2.97	1.82	2.95	1.85	40,129.05
November-2019	4.41	2.75	4.20	2.60	40,793.81
December-2019	4.63	2.90	4.60	2.90	41,253.74
January-2020	4.95	3.81	4.80	3.80	40,723.49
February-2020	4.07	3.46	4.05	3.25	38,297.29
March-2020	3.92	2.37	3.85	2.30	29,468.49

#### Registrar and Transfer Agent (RTA)

Link Intime India Private Limited  
C 101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai- 400 083  
Tel: +91 22 4918 6270  
Fax: +91 22 4918 6060  
e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## Share Transfer System

Shareholders' / Investors' are requested to send share certificate(s) along with share transfer deed in the prescribed form no. SH-4, duly filled in, executed and affixed with share transfer stamps, to the Company's RTA. If the transfer documents are in order, the transfer of shares is registered within 15 days of receipt of transfer documents by Company's RTA. No such request was received during the year.

### Distribution of shareholding as on March 31, 2020

No. of Equity Shares held	No. of Shareholders	No. of Shares held	% of total shares
1 – 500	20479	3132602	3.55
501 - 1000	2938	2442322	2.77
1001 - 2000	1743	2735748	3.11
2001 – 3000	689	1783327	2.03
3001 – 4000	300	1093738	1.24
4001 – 5000	372	1783822	2.03
5001 – 10000	471	3593441	4.08
10001 and above	470	71497123	81.19
<b>TOTAL</b>	<b>27462</b>	<b>88062123</b>	<b>100.00</b>

### Category-wise Shareholding Pattern of the Company as on March 31, 2020:

Sr. No.	Category of shareholder	No. of Shareholders	Total no. of Shares	As a % of (A+B+C)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
(1)	Indian	2	2,73,70,127	31.08
(2)	Foreign	0	0	0.00
	<b>Total Shareholding of promoter and Promoter Group</b>	<b>2</b>	<b>2,73,70,127</b>	<b>31.08</b>
<b>(B)</b>	<b>Public Shareholding</b>			
(1)	Institutions	3	27,16,437	3.08
(2)	Non Institutions	26,946	5,79,75,559	65.83
	<b>Total Public Shareholding</b>	<b>26,949</b>	<b>6,06,91,996</b>	<b>68.92</b>
<b>(C)</b>	<b>Shares held by Custodians and against which the depository receipts have been issued</b>			
(1)	Promoter and Promoter Group	0	0	0.00
(2)	Public	0	0	0.00
	<b>TOTAL(A)+(B)+(C)</b>	<b>26,951<sup>(1)</sup></b>	<b>8,80,62,123</b>	<b>100.00</b>

Note(s):

<sup>(1)</sup> Number of shareholders mentioned here are consolidated on PAN basis as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2019

## Address for Correspondence

The Company's dedicated e-mail address for Members' Complaints and other communications is [compliance@imagicaaworld.com](mailto:compliance@imagicaaworld.com)

All Members' correspondence should be forwarded to Link Intime India Pvt. Ltd., the Registrar and Transfer Agent of the Company or to the Company Secretary at the Corporate Office of the Company at the addresses mentioned below:

### Registered Office:

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

### Corporate Office:

9<sup>th</sup> Floor, Lotus Business Park, New Link Road, Andheri (West), Mumbai – 400 053.

## Dematerialisation of shares

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). As on March 31, 2020, 99.99 per cent of the Company's equity shares are held in dematerialised form with NSDL and CDSL.

## Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity

The Company does not have any outstanding ADRs/ GDRs/ Warrants or any convertible instruments.

## Reconciliation of share capital audit report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form. Code of Conduct.

The Company has adopted the code of conduct and ethics for directors and senior management. The code has been circulated to all the members of the Board and senior management and the same has been put on the company's website [www.imagicaaworld.com](http://www.imagicaaworld.com). The Board members and senior management have affirmed their compliance with the code and a declaration signed by the CEO of the Company is given below:

"It is hereby declared that the Company has obtained from all members of the Board and senior management personnel affirmation that they have complied with the code of conduct for directors and senior management of the Company for the financial year 2019-20".

**Dhimant Bakshi**  
Joint CEO

**Ashutosh Kale**  
Joint CEO

### CEO/CFO Certification

Mr. Dhimant Bakshi, Joint Chief Executive Officer, Mr. Ashutosh Kale, Joint Chief Executive Officer and Mr. Mayuresh Kore, Chief Financial Officer of the Company have certified to the Board with regard to the compliance in terms of Regulation 17(8) of Listing Regulations.

### CERTIFICATE OF CORPORATE GOVERNANCE

To,  
The Members,  
**IMAGICAAWORLD ENTERTAINMENT LIMITED**  
**(formerly known as Adlabs Entertainment Limited)**  
30/31 Sangdewadi, Khopoli-Pali Road,  
Taluka Khalapur, Raigad 410203 Maharashtra

#### Re: Certificate of Corporate Governance

We have examined the compliance of corporate governance by Imagicaaworld Entertainment Limited (Formerly known as Adlabs Entertainment Limited), for the year ended on 31<sup>st</sup> March, 2020 as stipulated in Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations").

The compliance of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied of Corporate Governance as stipulated in the provisions as specified in Part C of Schedule V of the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Aabid & Co**  
Company Secretaries

**Mohammad Aabid**  
Partner  
**Membership No.:**F6579  
**C.P.No.:**6625

**Place:** Mumbai  
**Date:** August 26, 2020

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
**Imagicaaworld Entertainment Limited**  
**(formerly known as Adlabs Entertainment Limited)**  
30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur,  
District Raigad, Maharashtra - 410203.

We, **Aabid & Co.** practising Company Secretary, based in Mumbai have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Imagicaaworld Entertainment Limited (formerly known as Adlabs Entertainment Limited)** having CIN L92490MH2010PLC199925 and having registered office at 30/31, Sangdewadi, Khopoli- Pali Road, Taluka Khalapur, District Raigad, Maharashtra-410203 India. and (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and declarations furnished to us by the Directors of the Company.

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1.	Mr. Manmohan Ramanna Shetty	00013961	10/02/2010
2.	Mr. Ghulam Mohammed Ghouse	00173420	04/04/2014
3.	Mr. Steven Angelo Pinto	00871062	04/04/2014
4.	Mr. Kapil Vishnu Bagla	00387814	10/02/2010
5.	Ms. Anita Shyam Pawar	08563043	16/09/2019

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Aabid & Co**  
Company Secretaries

**Mohammad Aabid**  
Partner  
Membership No.:F6579  
C.P.No.:6625

**Place:** Mumbai  
**Date:** August 26, 2020

## INDEPENDENT AUDITOR'S REPORT

To the Members of Imagicaaworld Entertainment Limited  
(formerly Adlabs Entertainment Limited)

Report on the Audit of the Standalone Ind AS financial statements

### Qualified Opinion

We have audited the standalone Ind AS financial statements of Imagicaaworld Entertainment Limited (formerly known as Adlabs Entertainment Limited) ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the incomplete disclosure of the information referred to in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Qualified Opinion

We draw attention to Note 32 in the standalone financial statements of the Company which states that the Company's operations have been stopped due to the prevailing covid-19 situation in the country. The Company has incurred a net loss of ₹ 40,403.57 Lakhs during the year ended March 31, 2020 and as of that date, the net worth of the Company has been fully eroded. The Company has been unable to conclude re-negotiations or obtain replacement financing due the recalling of debts by the financial lenders and the matter has been referred to National Company Law Tribunal for resolution. Further the Company is still in the process of identifying investors and is also intending to raise capital / sell assets. This situation indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not adequately disclose the matter. We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### Matter of Emphasis

We draw attention to Note 45 in the standalone financial statements of the Company which states that the Company has, based on the Valuation Report obtained from the Bankers, made provision for Impairment of Property, Plant and Equipment and Investments in and loans advanced and amounts recoverable from a Subsidiary Company aggregating to ₹ 18,054.48 Lakhs as of March 31, 2020. The provisions for impairment recorded so far are based on the assessment made by the management on the balance sheet date. Due to the inevitable uncertainties associated with the future developments and circumstances, it is possible that a future assessment may be different. Our opinion is not modified in respect of the above matter.

### Key Audit Matters

Key audit matters are those matters that in our professional judgment were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section and "Emphasis of Matter" section we have determined the matter described below to be the key audit matter to be communicated in our report. For the matter below our description of how our audit addressed the matter is provided in that context.

Key Audit Matter	Response to Key Audit Matter
The Company is involved in certain disputes with respect to duty of customs as detailed in Note 29 to the Financial statements for which final outcomes cannot be easily predicted and which could potentially result in significant liabilities. The assessment of the risks associated with the litigations is based on complex assumptions, which require the use of judgement and such judgement relates, primarily, to the assessment of the uncertainties connected to the prediction of the outcome of the proceedings and to the adequacy of the disclosures in the financial statements. Because of the judgement required, the materiality of such litigations and the complexity of the assessment process, the area was a key matter for our audit.	Our audit procedure in response to this key Audit Matter included, among others, <ul style="list-style-type: none"> <li>Assessment of the process and relevant controls implemented to identify legal and tax litigations, and pending administrative proceedings.</li> <li>Assessment of assumptions used in the valuation of potential legal and tax risks performed by the legal and tax department of the company.</li> <li>Inquiry with the legal and tax departments regarding the status of the most significant disputes and inspection of the key relevant documentation.</li> <li>Review of the adequacy of the disclosures in the notes to the financial statements.</li> </ul> We did not observe any material non compliances.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that if there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards specified under Sec 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations, except for the matters described in the Basis for Qualified Opinion paragraph above, which to the best of our knowledge and belief were necessary for the purposes of our audit of the financial statements.
  - b) Except for the effects / possible effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) Except for the effects / possible effects of the matters described in the Basis for Qualified Opinion paragraph above, the Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose or preparation of the financial statements.
  - d) In our opinion, except for the effects / possible effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its managing director during the year is in accordance with the provisions of section 197 of the Act.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note No 29 of the financial statements.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For V. Sankar Aiyar & Co.,**  
Chartered Accountants  
(FRN 109208W)

**(G.SANKAR)**  
(M.No.46050)

Place: Mumbai  
Date: 29<sup>th</sup> July, 2020

UDIN: 20046050AAAAE02063

**Annexure A to the Independent Auditor's Report****Annexure referred to in our report of even date to the members of Imagicaaworld Entertainment Limited (formerly known as Adlabs Entertainment Limited) on the accounts for the year ended 31<sup>st</sup> March, 2020**

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As per the information and explanations given to us, Fixed Assets are physically verified by the management as per its programme. The frequency of verification is reasonable and no material discrepancies have been noticed on such verification which was last conducted in the financial year 2018-19.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties which are freehold are held in the name of the Company.
- (ii) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. Stock of food items, merchandise, stores and spare parts are reported to be physically verified in accordance with the procedure followed by the management. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- (iii) The Company has granted loans, unsecured to one company covered in the register maintained under Section 189 of the Companies Act, 2013:
- (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the Companies were not, prima facie, prejudicial to the interests of the Company;
- (b) The loan is repayable on demand;
- (c) There are no overdue amounts as at the balance sheet date, in respect of these loans.
- (iv) According to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act with respect to the loans, investments, guarantees and securities made as applicable.
- (v) As per the information and explanation give to us, the Company has not accepted any deposits from the public, within the meaning of Section 73 to 76 or any other relevant provisions of the Act and Rules framed thereunder. We are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or other tribunal.
- (vi) According to the information and explanations given to us, in respect of the class of industry the company falls under, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act. Therefore, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, goods and service tax, duty of excise, duty of customs, value added tax, cess and other statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, goods and services tax, duty of customs, duty of excise, value added tax, cess and other statutory dues were in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and records of the Company examined by us, there are no material dues of income tax, sales tax, service tax, goods and services tax, duty of excise, value added tax which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanation given to us, the following dues have not been deposited by the Company on account of disputes:

(₹ in Lakhs)

Name of Statute	Nature of Dues	Amount of Demand	Amount Deposited	Period to which it Relates	Forum where dispute is pending
Custom Act, 1962	Special Additional Duty (SAD)	1118.49	1041.00	June 2012 to September 2013	CESTAT
Custom Act, 1962	Interest on SAD	207.14	-	June 2012 to September 2013	CESTAT
Custom Act, 1962	Penalty	1118.49	-	June 2012 to September 2013	CESTAT



(viii) According to the information and explanation given to us and based on the documents and records examined by us, the Company has defaulted in repayment of loan due to the following banks and financial institutions:

S No	Name of the Lenders	Amount of default as at the balance sheet date (₹ in Lakhs)	Period of Default (Maximum no of days delayed)
<b>A</b>	<b>Banks</b>		
1	Union Bank of India	25708.19	738
2	Bank of Baroda	13907.75	732
3	Vijaya Bank	5378.54	702
4	Syndicate Bank	5521.22	732
5	Punjab and Sind Bank	5620.52	732
6	Jammu and Kashmir Bank	7346.30	732
7	Indian Overseas Bank	10132.59	732
8	Corporation Bank	7367.11	732
9	Dena Bank	4380.20	732
10	Central Bank of India	4883.52	732
11	Bank of India	5967.16	732
<b>B</b>	<b>Financial Institutions</b>		
1	Life Insurance Corporation of India	4579.69	732
2	Tourism Finance Corporation of India	5260.02	732

(ix) According to the information and explanations given to us, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

(x) According to the information and explanations given to us, and based on the audit procedures performed and the representations obtained from the management, we report that no fraud by the company or on the Company by its officers or employees, having a material misstatement on the financial statements has been noticed or reported during the period under audit.

(xi) According to the information and explanations given to us and based on verification of records, the managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.

(xii) In our Opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence clause (xii) of the order is not applicable to the Company.

(xiii) According to the information and explanation given to us and based on verification of the records and approvals of the Audit Committee, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, paragraph 3(xv) of the Order is not applicable to the Company.

(xvi) According to the information and explanations given to us, the company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934.

**For V. Sankar Aiyar & Co.,**  
Chartered Accountants  
(FRN 109208W)

**(G.SANKAR)**  
(M.No.46050)

Place: Mumbai  
Date: 29<sup>th</sup> July, 2020

UDIN: 20046050AAAAEO2063

**Annexure B to the Independent Auditor's Report**

**Annexure referred to in our report of even date to the members of Imagicaaworld Entertainment Limited (formerly known as Adlabs Entertainment Limited) on the standalone accounts for the year ended 31<sup>st</sup> March, 2020**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Imagicaaworld Entertainment Limited (formerly known as Adlabs Entertainment Limited) ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the

auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For V. Sankar Aiyar & Co.,**  
Chartered Accountants  
(FRN 109208W)

**(G.SANKAR)**

(M.No.46050)

Place: Mumbai  
Date: 29<sup>th</sup> July, 2020

UDIN: 20046050AAAAE02063

## Balance Sheet as on 31<sup>st</sup> March, 2020

(₹ in Lakhs)

	Notes	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, plant and equipment	3	90,117.07	1,12,713.21
(b) Capital work- in-progress		-	286.24
(c) Other intangible asset	4	1,364.33	1,799.55
(d) Intangible assets under development		-	53.92
(e) Financial assets			
(i) Investments	5	8,337.62	10,618.16
(ii) Other financial asset	6	10.91	12.43
(f) Other Non-current Assets	7	259.62	433.37
		<b>1,00,089.55</b>	<b>1,25,916.88</b>
<b>Current Assets</b>			
(a) Inventories	8	1,292.92	1,415.82
(b) Financial assets			
i) Trade receivables	9	483.59	940.15
ii) Cash and cash equivalents	10	208.79	185.47
iii) Bank balances other than (ii) above	11	85.77	43.60
iv) Loans	12	0.48	1,219.28
v) Other financial assets	13	33.26	52.89
(c) Current tax assets (net)		168.57	405.10
(d) Other Current Assets	14	1,218.46	1,418.68
		<b>3,491.84</b>	<b>5,680.99</b>
<b>Total</b>		<b>1,03,581.39</b>	<b>1,31,597.87</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	15	8,806.21	8,806.21
(b) Other Equity		(43,067.05)	(2,630.48)
		<b>(34,260.84)</b>	<b>6,175.73</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
Provisions	16	147.93	182.39
		<b>147.93</b>	<b>182.39</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	17	1,07,643.15	1,07,259.08
(ii) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	34	14.50	39.20
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,201.70	2,662.46
(iii) Other financial liabilities	18	27,203.19	14,252.23
(b) Other current liabilities	19	608.17	1,003.49
(c) Provisions	20	23.59	23.29
		<b>1,37,694.30</b>	<b>1,25,239.75</b>
<b>Total</b>		<b>1,03,581.39</b>	<b>1,31,597.87</b>
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

**For V.Sankar Aiyar and Co**  
Firm Registration No : 109208W  
Chartered Accountants

**G.Sankar**  
Partner  
Membership No: 046050

Place: Mumbai  
Date : 29<sup>th</sup> July, 2020

**For and on behalf of the Board of Directors of  
IMAGICAAWORLD Entertainment Limited**  
(formerly known as Adlabs Entertainment Limited)

**Manmohan Shetty**  
Chairman

**Dhimant Bakshi**  
Jt. CEO

**Kapil Bagla**  
Non Executive Director

**Mayuresh Kore**  
Chief Financial Officer

**Ashutosh Kale**  
Jt. CEO

**Divyata Raval**  
Company Secretary

## Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2020

(₹ in Lakhs)

	Notes	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
<b>INCOME:</b>			
Revenue from operations	21	20,005.58	24,037.88
Other income	22	60.29	629.04
<b>Total Revenue ( I )</b>		<b>20,065.87</b>	<b>24,666.92</b>
<b>EXPENSES:</b>			
Cost of material consumed	23	1,460.89	1,524.73
Purchase of trading goods			
Merchandise		706.24	827.29
Changes in inventories of stock-in-trade	24	15.66	90.34
Employee benefit expense	25	5,164.59	5,387.89
Finance cost	26	15,158.21	13,383.61
Depreciation, Impairment loss & amortisation expense	3 & 4	24,270.10	10,177.55
Other expenses	27	13,693.75	11,477.91
<b>Total Expenses ( II )</b>		<b>60,469.44</b>	<b>42,869.32</b>
<b>Profit / (Loss) before exceptional and tax ( I-II )</b>		<b>(40,403.57)</b>	<b>(18,202.40)</b>
<b>Exceptional items</b>		-	-
<b>Profit / (Loss) before tax</b>		<b>(40,403.57)</b>	<b>(18,202.40)</b>
<b>Tax Expenses</b>			
Current tax		-	-
Deferred tax		-	16,540.55
<b>Profit/ (loss) for the year from continuing operations</b>		<b>(40,403.57)</b>	<b>(34,742.95)</b>
<b>Profit/ (loss) from discontinued operations</b>			
<b>Tax expense of discontinued operations</b>		-	-
<b>Profit/ (loss) from discounting operations (after tax)</b>		-	-
<b>Profit/ (loss) for the year</b>		<b>(40,403.57)</b>	<b>(34,742.95)</b>
<b>Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss			
Remeasurement of the net defined benefit liability/asset,		(33.00)	3.74
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total comprehensive income for the year</b>		<b>(40,436.57)</b>	<b>(34,739.21)</b>
<b>Earnings per equity share (for continuing operations)</b>	28		
Basic		(45.88)	(39.45)
Diluted		(45.88)	(39.45)
<b>Earnings per equity share (for discontinued operations)</b>			
Basic			
Diluted			
<b>Earnings per equity share (for discontinued &amp; continuing operations)</b>			
Basic		(45.88)	(39.45)
Diluted		(45.88)	(39.45)
Summary of Significant Accounting Policies	2		
The accompanying notes are an integral part of the Financial Statements.			

As per our report of even date

**For V.Sankar Aiyar and Co**  
Firm Registration No : 109208W  
Chartered Accountants

**G.Sankar**  
Partner  
Membership No: 046050

Place: Mumbai  
Date : 29<sup>th</sup> July, 2020

**For and on behalf of the Board of Directors of  
IMAGICAAWORLD Entertainment Limited**  
(formerly known as Adlabs Entertainment Limited)

**Manmohan Shetty**  
Chairman

**Dhimant Bakshi**  
Jt. CEO

**Kapil Bagla**  
Non Executive Director

**Mayuresh Kore**  
Chief Financial Officer

**Ashutosh Kale**  
Jt. CEO

**Divyata Raval**  
Company Secretary

## Cash Flow Statement for the year ended 31<sup>st</sup> March, 2020

(₹ in Lakhs)

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
<b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net loss before tax	(40,403.57)	(18,202.40)
Adjustments for:		
Depreciation, Impairment loss & amortisation expense	24,270.10	10,177.55
Actuarial gains/(loss) in OCI	(33.00)	3.74
Interest income	(5.40)	(3.59)
Provision for Impairment of Investment	2,280.54	-
Provision for Expected Credit Loss on Loan and Advances	1,614.95	-
Interest expense and finance cost	15,158.21	13,383.61
<b>Operating Loss before Working Capital Changes</b>	<b>2,881.83</b>	<b>5,358.91</b>
Movements in working capital:		
Decrease / (increase) in trade receivables	456.56	(428.53)
(Decrease) / increase in trade payables	(485.42)	(40.91)
Decrease / (increase) in inventories	122.90	12.96
Decrease / (increase) in other current and non current assets	(2.55)	1,199.51
(Decrease) / increase in current and non current liabilities	(1,028.63)	(1,139.94)
<b>Cash Generated from Operations</b>	<b>1,944.69</b>	<b>4,962.00</b>
Direct taxes paid (net of refunds)	236.53	(79.09)
<b>Net Cash generated in Operating Activities</b>	<b>2,181.22</b>	<b>4,882.91</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Tangible & Intangible assets and change in capital work-in-progress	(898.61)	(853.43)
Advance repay against Sale of Hotel	(75.00)	-
Loan to related parties	(0.00)	(55.66)
Fixed Deposit	(40.01)	-
Interest income	4.75	3.56
<b>Net Cash Used in Investing Activities</b>	<b>(1,008.87)</b>	<b>(905.53)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds / (Repayment) of Unsecured Term Loans from promoter (net)	-	162.75
Proceeds/ (Repayment) of Loan from others	-	200.00
Proceeds/ (Repayment) from current borrowings (net)	-	(552.22)
Interest expense and finance cost paid	(1,149.03)	(3,886.45)
<b>Net Cash used in Financing Activities</b>	<b>(1,149.03)</b>	<b>(4,075.92)</b>
Net increase in cash and cash equivalents (A + B + C)	23.32	(98.54)
Cash and cash equivalents at the beginning of the year	185.47	284.01
<b>Cash and cash equivalents at the end of the year</b>	<b>208.79</b>	<b>185.47</b>
<b>Components of cash and cash equivalents as end of the year</b>	<b>31<sup>st</sup> March, 2020</b>	<b>31<sup>st</sup> March, 2019</b>
Cash on hand	29.88	80.33
With banks - on current account	178.91	105.14
<b>Cash and cash equivalent in cashflow statement</b>	<b>208.79</b>	<b>185.47</b>

### Notes :

1. Comparative figures are regrouped wherever necessary.
2. Figures in bracket represent cash outflow.

As per our report of even date

**For V.Sankar Aiyar and Co**  
Firm Registration No : 109208W  
Chartered Accountants

**G.Sankar**  
Partner  
Membership No: 046050

Place: Mumbai  
Date : 29<sup>th</sup> July, 2020

**For and on behalf of the Board of Directors of  
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**Mayuresh Kore**  
Chief Financial Officer

**Ashutosh Kale**  
Jt. CEO

**Divyata Raval**  
Company Secretary

## Statement of changes in equity for the period ended 31<sup>st</sup> March, 2020

### A: Equity Share Capital

	(₹ in Lakhs)
	<b>For the year ended 31<sup>st</sup> March, 2020</b>
Balance at the beginning of the reporting year	8,806.21
Add/Less:- Changes in Equity share capital during the year	-
<b>Balance at the end of the reporting year</b>	<b>8,806.21</b>
	<b>For the year ended 31<sup>st</sup> March, 2019</b>
Balance at the beginning of the reporting year	8,806.21
Add :- Issued during the year	-
Balance at the end of the reporting year	8,806.21

### B: Other Equity

#### For the year ended 31<sup>st</sup> March, 2020

Particular	Reserves and Surplus			Other comprehensive income	Money received against Share warrant	Total
	Capital Reserves	Securities Premium	Retained Earning			
Balance as at 1 <sup>st</sup> April, 2019	296.56	84,250.44	(87,211.23)	33.75		(2,630.48)
Total comprehensive Income for the year			(40,403.57)	(33.00)		(40,436.57)
<b>Balance as on 31<sup>st</sup> March, 2020</b>	<b>296.56</b>	<b>84,250.44</b>	<b>(1,27,614.80)</b>	<b>0.75</b>		<b>(43,067.05)</b>

#### For the year ended 31<sup>st</sup> March, 2019

Particular	Reserves and Surplus			Other comprehensive income	Money received against Share warrant	Total
	Capital Reserves	Securities Premium Reserve	Retained Earnings			
Balance as at 1 <sup>st</sup> April, 2018		84,250.44	(52,468.28)	30.01	296.56	32,108.73
Total comprehensive Income for the year			(34,742.95)	3.74		(34,739.21)
Transferred to Capital Reserve on forfeiture	296.56				(296.56)	-
Balance as on 31 <sup>st</sup> March, 2019	296.56	84,250.44	(87,211.23)	33.75	-	(2,630.48)

Any part of the reserves presented under Equity Instruments through other comprehensive income which is realised in cash shall be disclosed separately.

@ - Debit balance of Statement of Profit and loss shall be shown as a negative figure under the head 'Retained Earnings'.

As per our report of even date

**For V.Sankar Aiyar and Co**  
Firm Registration No : 109208W  
Chartered Accountants

**G.Sankar**  
Partner  
Membership No: 046050

Place: Mumbai  
Date : 29<sup>th</sup> July, 2020

**For and on behalf of the Board of Directors of  
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**Manmohan Shetty**  
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Non Executive Director

**Mayuresh Kore**  
Chief Financial Officer

**Ashutosh Kale**  
Jt. CEO

**Divyata Raval**  
Company Secretary

## Notes forming part of the Financial Statements

### 1. Corporate Information:

Imagicaaworld Entertainment Limited (the Company) is a public limited company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at 30/31, Sangdewadi, Off Mumbai- Pune Express Highway, Khopoli Pali Road, Khalapur, Pin- 410203.

The Company is engaged in the business of development and operations of theme-based entertainment destinations in India, including theme parks, water parks and associated activities including retail merchandising and food and beverages. The flagship project of the company is located at Khalapur, on Mumbai Pune Expressway and is branded "Imagicaa – Theme Park" for the theme park component, "Imagicaa – Water Park" for the water park component, "Imagicaa- Snow Park" for the snow park component and, "Imagicaa – Novotel Hotel" for the Hotel component..

### 2. Significant Accounting Policies:

#### 2.1 Basis of Preparation of Standalone Financial Statements

These standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard require a change in accounting policy hitherto in use. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The standalone financial statements are presented in Indian Rupees ('INR') which is the Company's functional currency and all values are rounded to the nearest lakh, except otherwise indicated.

The standalone financial statements for the year ended March 31, 2020 are being authorized for issue in accordance with a resolution of the directors on July 29, 2020

#### 2.2 Use of Assumptions Judgments and Estimates

The preparation of the standalone financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the standalone financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these standalone financial statements have been disclosed below. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the standalone financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the standalone financial statements.

#### Critical accounting estimates

##### (a) Impairment of non-financial assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

## Notes forming part of the Financial Statements

### (b) Defined benefit plans:

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### (c) Fair value measurement of financial instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### (d) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### (e) Deferred tax:

Significant judgments are involved in assessing the realizability of deferred income tax assets. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

### (f) Property, plant and equipment:

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology

## 2.3 Revenue Recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115, Revenue from contracts with customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

The Company recognizes revenue from contracts with customers based on a five-step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customers: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.



## Notes forming part of the Financial Statements

Step 4: Allocate the contract price to the performance obligations in the contract: For contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

The Company has revenue recognition policies for its various operating segments that are appropriate to the nature of each business. The revenues are recognized when the general revenue recognition criteria as per the policy are met.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

The Company measures the revenues at fair value of the consideration received or receivable after taking in to account the amount of any discount or rebates allowed to the customers. The Company presents revenues net of indirect taxes collected in its statement of profit and loss.

Advances received for services and products are reported as “Advance received against sale” until all conditions for revenue recognition are met.

### **Tickets:**

Revenues from theme park/water park/Snow park ticket sales are recognized when the tickets are issued.

The accounting policy for recognizing revenue from sale of Open Pass/Gift Passes or Open Day Tickets with all days validity which are Non-Refundable in nature are recognized when Passes/ Tickets are utilized or expired.

### **Food/Beverages:**

Revenue is recognized when food/ drinks are supplied or served or services rendered.

### **Merchandise:**

Retail sale are recognized on delivery of the merchandise to the customer, when the property in goods and significant risk and rewards are transferred for a price and no effective ownership control is retained.

### **Room Revenue:**

Revenue recognized upon rendering of services.

### **Barter:**

When goods or services are exchanged or swapped for goods or services which are of a similar nature and value, the exchange is not regarded as a transaction which generates revenue.

When goods are sold or services are rendered in exchange for dissimilar goods or services, the exchange is regarded as a transaction which generates revenue. The revenue is measured at the fair value of the goods or services received, adjusted by the amount of any cash or cash equivalents transferred. When the fair value of the goods or services received cannot be measured reliably, the revenue is measured at the fair value of the goods or services given up, adjusted by the amount of any cash or cash equivalents transferred.

### **Others:**

The revenue is recognized on accrual basis and when significant risk and rewards are transferred. Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment. Lease rentals are recognized on a straight line basis over the lease term.

## Notes forming part of the Financial Statements

### 2.4 Taxes on Income

Taxes on Income comprises of current tax and deferred tax. Current tax and deferred tax are recognized in profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax expense is also recognized in other comprehensive income or directly in equity, respectively.

#### Current Tax:

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Where there is uncertainty over income tax treatments, the Company determines the probability of the income tax authorities accepting each such tax treatment or group of tax treatments in computing the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

#### Deferred tax:

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred tax assets and liabilities are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. The company recognises deferred tax asset arising from unused tax losses or tax credits only to the extent that the company has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilised by the company Other deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date is arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

### 2.5 Property, Plant and Equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company.

The cost of an item of property, plant and equipment is recognized as an asset, if and only if: (a) it is probable that future economic benefits associated with the item will flow to the entity; and (b) the cost of the item can be measured reliably.

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part and recognizes the new part with its own associated useful life and it is depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

On transition to Ind AS, the Company has elected to continue with the carrying value for all of its Property, plant and equipment recognised as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the Property, plant and equipment.

Capital work in progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

## Notes forming part of the Financial Statements

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as “Capital Advances” under other non-current assets. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Property, plant and equipment are eliminated from standalone financial statement on disposal. Gains or losses arising from disposal of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

The assets’ residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation is charged on Straight Line Method over the useful life of the assets as specified in Schedule II of the Companies Act, 2013 or on the basis of useful lives of the assets as estimated by management, whichever is lower. Useful life of the assets is tabulated below.

Sr. No.	Nature of Asset	Estimated Useful Life
<b>1.</b>	<b>Building</b>	
(a)	RCC Frame Structure (Other than factory building)	60 Years
(b)	other than RCC Frame Structure (Other than factory building)	30 Years
2.	Roads	5 Years
3.	Plant and Machinery	15 Years
<b>4.</b>	<b>Furniture and fittings</b>	
(a)	General furniture and fittings	10 Years
(b)	Furniture and fittings used in hotels and restaurants.	8 Years
<b>5.</b>	<b>Motor Vehicles</b>	
(a)	Motor cycles	8 Years
(b)	Motor buses and motor cars.	8 Years
(c)	Electrically operated vehicles including battery powered or fuel cell powered vehicles.	8 Years
6.	Office equipments	5 Years
<b>7.</b>	<b>Computers and data processing units</b>	
(a)	Servers and networks	6 Years
(b)	End user devices, such as, desktops, laptops, etc.	3 Years
8.	Electrical Installations and Fittings	10 Years
9.	Pipes & Fittings	15 Years
10.	Trees & Nursery	3 Years to 30 Years

### 2.6 Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

On transition to Ind AS, the Company has elected to continue with the carrying value for all of its intangible assets recognised as at April 1, 2015 measured as per the previous GAAP and use that varying value as the deemed cost of the intangible assets.

The useful lives of intangible assets are assessed as either finite or indefinite. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

## Notes forming part of the Financial Statements

Intangible assets with finite lives are amortised over the estimated useful economic life of the assets by using straight line method and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Intangible assets are amortized as follows:

Sr. No.	Nature of asset	Estimated Useful Life
1.	Trademarks and Logos	10 Years
2.	Softwares	6 Years
3.	Films	10 Years

Gains or losses arising from de - recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

### 2.7 Impairment of Non-Current Assets

Assets that are subject to depreciation and amortisation are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal. Impairment losses, if any, are recognised in the Statement of Profit and Loss and included in depreciation and amortisation expenses. After impairment (if any), depreciation/ amortisation is provided on the revised carrying amount of the assets over its remaining life.

Impairment losses are reversed in the consolidated Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

### 2.8 Inventories

Inventories are valued at lower of cost and net realizable value. Cost is arrived in the following manner:

Food items	:	Weighted Average Basis
Merchandise	:	First in First Out
Consumable & Spare Parts	:	First in First Out

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. Slow and non-moving material, obsolesces, defective inventories are valued at net realizable value. Goods and materials in transit are valued at actual cost incurred up to the date of balance sheet.

### 2.9 Non-Current Assets held for Sale and Discontinued Operations

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

## Notes forming part of the Financial Statements

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

Assets and liabilities classified as held for distribution are presented separately from other assets and liabilities in the balance sheet.

A disposal group qualifies as discontinued operation if it is a component of the Company that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations,
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or
- is a subsidiary acquired exclusively with a view to resale.

An entity shall not depreciate (or amortise) a non-current asset while it is classified as held for sale or while it is part of a disposal group classified as held for sale.

### 2.10 Financial Instruments

#### (i) Financial assets:

##### Initial recognition and measurement

All financial assets are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset except in the case of financial assets recorded at fair value through Profit and Loss.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

##### Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

- Financial assets at fair value
- Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## Notes forming part of the Financial Statements

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

All other financial asset is measured at fair value through profit or loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognised in the statement of profit and loss, except for those equity investments for which the entity has elected to present value changes in 'other comprehensive income'.

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the statement of profit and loss.

### De - recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either
  - (a) the Company has transferred substantially all the risks and rewards of the asset,
  - OR
  - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

### Investment in subsidiaries

The Company has accounted for its investment in subsidiaries at cost and the same are tested for impairment in case of any indication of impairment.

## (ii) Financial liabilities:

### Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

## Notes forming part of the Financial Statements

### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

### De - recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

### (iii) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

### 2.11 Impairment of Financial Asset

In case of trade receivables and lease receivables, the Company follows a simplified approach wherein an amount equal to lifetime Expected Credit Loss (ECL) is measured and recognised as loss allowance.

In case of other assets (listed as i and ii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

## Notes forming part of the Financial Statements

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

### 2.12 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date.

A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognised in standalone financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

A contingent asset is not recognized in the financial statements but is disclosed, where an inflow of economic benefits is probable.

### 2.13 Foreign Currency Transactions

#### Functional currency:

The functional currency of the company is Indian Rupees ('INR'/'₹'/'Rs'). These standalone financial statements are presented in Indian Rupees and the all values are rounded to the nearest Lakh, except otherwise indicated.

#### Transactions and translations:

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. Gains and losses, if any, at the year-end in respect of monetary assets and monetary liabilities not covered by the forward contracts are transferred to Profit & Loss Account except for Long Term Foreign Currency Monetary Items. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and nonmonetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

### 2.14 Borrowing Cost

Borrowing costs that are attributable to acquisition and construction of qualifying assets are capitalized till the asset is ready for its intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. The Company has not capitalized any borrowing costs during the year. All other borrowing costs are recognized as expenditure in the year in which they are incurred.

### 2.15 Earnings per Equity Share

#### Basic earnings per share

Basic earnings per share are calculated by dividing:

- the profit attributable to owners of the Company



## Notes forming part of the Financial Statements

- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

### Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected

### 2.16 Employee Benefit

All employee benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the service entitling them to the contribution.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognises the following changes in the net defined benefit obligation under employee benefit expenses in the statement of profit and loss.

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements,
- Net interest expense or income.

### Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.

### Termination benefits

Termination benefits are recognised as an expense in the period in which they are incurred.

## Notes forming part of the Financial Statements

### 2.17 Cash flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### 2.18 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### 2.19 Lease

#### Operating Lease:

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated. The adoption of Ind AS 116 as on April 1, 2019 did not require any adjustments to the assets and liabilities as on that date.

#### As a lessee:

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprises of fixed payments, including in-substance fixed payments, amounts expected to be payable under a residual value guarantee and the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

#### Short-term leases and leases of low-value assets:

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of less than or equal to 12 months with no purchase option and assets with low value leases. The Company recognises the lease payments associated with these leases as an expense in statement of profit and loss over the lease term. The related cash flows are classified as operating activities.

## Notes forming part of the Financial Statements

### As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

### 2.20 Exceptional Items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the standalone financial statements.

### 2.21 Current and Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets/liabilities are classified as non-current.

All other liabilities are classified as non-current.

## Notes forming part of the Financial Statements

### NOTE 3 : Tangible Assets

(₹ in Lakhs)

Particulars	GROSS BLOCK			As on 31 <sup>st</sup> March, 2020	As on 1 <sup>st</sup> April, 2019	DEPRECIATION		As on 31 <sup>st</sup> March, 2020	NET BLOCK	
	As on 1 <sup>st</sup> April, 2019	Additions during the Year	Deductions/ Decapitalized during the Year			Depreciation for the Year	Provision for Impairment Loss		As on 31 <sup>st</sup> March, 2020	As on 31 <sup>st</sup> March, 2020
Land (refer note no.43)	15,490.98	-	-	15,490.98	-	-	-	-	15,490.98	15,490.98
Servers and networks	1,428.26	115.90	-	1,544.16	1,121.65	238.13	-	1,359.78	184.38	306.62
End user devices	370.07	3.90	-	373.97	368.48	1.33	-	369.81	4.16	1.59
Electrical Installation	10,342.74	107.00	-	10,449.74	4,878.21	1,086.24	-	5,964.45	4,485.29	5,464.53
Furniture & Fixtures	14,644.31	403.75	-	15,048.06	5,953.61	2,000.76	962.94	8,917.31	6,130.75	8,690.71
Office Equipments	4,017.96	65.12	-	4,083.08	3,265.04	528.68	-	3,793.72	289.36	752.91
Plant & Machinery	61,337.96	256.09	-	61,594.05	21,407.08	3,987.08	4,284.86	29,679.02	31,915.03	39,930.89
Building	46,821.25	73.68	-	46,894.93	7,034.46	1,413.16	8,911.19	17,358.81	29,536.12	39,786.78
Building Road	1,066.52	60.14	-	1,126.66	942.91	104.85	-	1,047.76	78.90	123.61
Pipes and Fittings	2,602.56	37.66	-	2,640.22	573.95	174.41	-	748.36	1,891.86	2,028.61
Vehicles	227.42	-	-	227.42	171.07	21.86	-	192.93	34.49	56.34
Electrical Vehicle	39.18	-	-	39.18	26.53	4.91	-	31.44	7.74	0.29
Nursery	438.62	3.93	-	442.55	438.32	0.17	-	438.49	4.06	12.65
Nursery - Tree	81.03	-	-	81.03	14.37	2.71	-	17.08	63.95	66.66
<b>Total - A</b>	<b>1,58,908.86</b>	<b>1,127.17</b>	<b>-</b>	<b>1,60,036.03</b>	<b>46,195.68</b>	<b>9,564.29</b>	<b>14,158.99</b>	<b>69,918.96</b>	<b>90,117.07</b>	<b>1,12,713.16</b>

### NOTE 4 : Intangible Assets

(₹ in Lakhs)

Particulars	GROSS BLOCK			As on 31 <sup>st</sup> March, 2020	As on 1 <sup>st</sup> April, 2019	DEPRECIATION		As on 31 <sup>st</sup> March, 2020	NET BLOCK	
	As on 1 <sup>st</sup> April, 2019	Additions during the Year	Deductions/ Decapitalized during the Year			Depreciation for the Year	Provision for Impairment Loss		As on 31 <sup>st</sup> March, 2020	As on 31 <sup>st</sup> March, 2020
Software	1,339.72	111.60	-	1,451.32	1,009.30	233.11	-	1,242.41	208.91	330.42
Logo and Trade Mark	69.58	-	-	69.58	38.56	6.97	-	45.53	24.05	31.02
Film	3,059.06	-	-	3,059.06	1,620.95	306.74	-	1,927.69	1,131.37	1,438.11
<b>Total - B</b>	<b>4,468.36</b>	<b>111.60</b>	<b>-</b>	<b>4,579.96</b>	<b>2,668.81</b>	<b>546.82</b>	<b>-</b>	<b>3,215.63</b>	<b>1,364.33</b>	<b>1,799.55</b>
<b>Grand Total A+B</b>	<b>1,63,377.22</b>	<b>1,238.77</b>	<b>-</b>	<b>1,64,615.99</b>	<b>48,864.49</b>	<b>10,111.11</b>	<b>14,158.99</b>	<b>73,134.59</b>	<b>91,481.40</b>	<b>1,14,512.71</b>

## Notes forming part of the Financial Statements

### NOTE 3 : Tangible Assets

(₹ in Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 1 <sup>st</sup> April, 2018	Additions during the Year	Deductions/ Decapitalized during the Year	As on 31 <sup>st</sup> March, 2019	As on 1 <sup>st</sup> April, 2018	Depreciation for the Year	Provision for Impairment Loss	As on 31 <sup>st</sup> March, 2019	As on 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Land (refer note no.43)	15,065.42	425.56	-	15,490.98	-	-	-	-	15,490.98	15,065.42
Servers and networks	1,289.39	138.88	-	1,428.27	880.69	240.96	-	1,121.65	306.62	408.70
End user devises	368.38	1.70	-	370.08	339.10	29.39	-	368.49	1.59	29.28
Electrical Installation	9,315.04	1,027.69	-	10,342.73	3,847.14	1,031.07	-	4,878.21	5,464.52	5,467.90
Furniture & Fixtures	10,579.38	4,064.93	-	14,644.31	4,316.86	1,636.74	-	5,953.60	8,690.71	6,262.52
Office Equipments	3,431.05	586.91	-	4,017.96	2,596.89	668.15	-	3,265.04	752.92	834.16
Plant & Machinery	61,137.77	200.20	-	61,337.97	17,182.64	4,224.44	-	21,407.08	39,930.89	43,955.12
Building	44,239.07	2,582.18	-	46,821.25	5,621.82	1,412.64	-	7,034.46	39,786.79	38,617.25
Building Road	1,050.59	15.93	-	1,066.52	757.51	185.40	-	942.91	123.61	293.08
Pipes and Fittings	2,602.56	-	-	2,602.56	400.45	173.50	-	573.95	2,028.61	2,202.11
Vehicles	216.37	11.05	-	227.42	143.40	27.67	-	171.07	56.35	72.97
Electrical Vehicle	39.18	-	-	39.18	21.63	4.90	-	26.53	12.65	17.55
Nursery	438.29	0.33	-	438.62	420.29	18.02	-	438.31	0.31	18.00
Nursery - Tree	81.03	-	-	81.03	11.67	2.70	-	14.37	66.66	69.36
<b>Total- A</b>	<b>1,49,853.52</b>	<b>9,055.36</b>	<b>-</b>	<b>1,58,908.88</b>	<b>36,540.09</b>	<b>9,655.58</b>	<b>-</b>	<b>46,195.67</b>	<b>1,12,713.21</b>	<b>1,13,313.41</b>

### NOTE 4 : Intangible Assets

(₹ in Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 1 <sup>st</sup> April, 2018	Additions during the Year	Deductions/ Decapitalized during the Year	As on 31 <sup>st</sup> March, 2019	As on 1 <sup>st</sup> April, 2018	Depreciation for the Year	Provision for Impairment Loss	As on 31 <sup>st</sup> March, 2019	As on 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Software	1,207.81	131.91	-	1,339.72	800.19	209.11	-	1,009.30	330.42	407.62
Logo and Trade Mark	69.58	-	-	69.58	31.60	6.96	-	38.56	31.02	37.98
Film	3,059.06	-	-	3,059.06	1,315.04	305.91	-	1,620.95	1,438.11	1,744.01
<b>Total- B</b>	<b>4,336.45</b>	<b>131.91</b>	<b>-</b>	<b>4,468.36</b>	<b>2,146.83</b>	<b>521.98</b>	<b>-</b>	<b>2,668.81</b>	<b>1,799.55</b>	<b>2,189.61</b>
<b>Grand Total A+B</b>	<b>1,54,189.97</b>	<b>9,187.27</b>	<b>-</b>	<b>1,63,377.24</b>	<b>38,686.92</b>	<b>10,177.56</b>	<b>-</b>	<b>48,864.48</b>	<b>1,14,512.76</b>	<b>1,15,503.02</b>

## Notes forming part of the Financial Statements

### NOTE 5 : Investments

	(₹ in Lakhs)
	As at 31 <sup>st</sup> March, 2019
	As at 31 <sup>st</sup> March, 2020
Investment in Equity Instruments	
<b>Subsidiaries</b>	
Walkwater Properties Private Limited ( F.V ₹ 10/-) (No. of Equity shares CY-2,15,66,321, PY- 2,15,66,321)	10,617.16
Less:- Provision for Impairment of Investment	2,280.54
	8,336.62
Blue Haven Entertainment Private Limited.(F.V ₹10 /-) (No. of Equity shares CY-10,000, PY- 10,000)	1.00
<b>Total</b>	<b>8,337.62</b>
Aggregate value of unquoted investment	8,337.62
	10,618.16

### NOTE 6 : Other Financial Asset

	(₹ in Lakhs)
	As at 31 <sup>st</sup> March, 2019
	As at 31 <sup>st</sup> March, 2020
<b>Bank deposits</b>	
Fixed deposits ( pledge with banks)	12.43
<b>Total</b>	<b>12.43</b>
	10.91
	10.91

### NOTE 7 : Other Non-Current Assets

	(₹ in Lakhs)
	As at 31 <sup>st</sup> March, 2019
	As at 31 <sup>st</sup> March, 2020
<b>Capital Advances</b>	
i) Advance for land at Khalapur (Unsecured, considered doubtful )	667.64
Less:- Provision for doubtful advances	667.64
	-
ii) Others Advances for land	134.13
<b>Advances other than capital advances</b>	
Security deposits	
Unsecured, considered good	270.29
Deposits with government authorities	28.95
<b>Total</b>	<b>433.37</b>
	259.62
	259.62

## Notes forming part of the Financial Statements

### NOTE 8 : Inventories

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>Raw material</b>		
Food Items	151.00	172.34
<b>Trading goods</b>		
Merchandise	387.61	403.27
Stores and spares	754.31	840.21
<b>Total</b>	<b>1,292.92</b>	<b>1,415.82</b>

(₹ in Lakhs)

### NOTE 9 : Trade Receivables

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>Trade Receivables</b>		
Trade Receivables considered good - Unsecured	483.59	940.15
Trade Receivables - credit impaired	2.43	33.38
	486.02	973.53
Less: Allowances for credit losses	2.43	33.38
<b>Total</b>	<b>483.59</b>	<b>940.15</b>

(₹ in Lakhs)

### NOTE 10 : Cash and Cash Equivalents

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>Cash and Cash Equivalents</b>		
Cash on hand	29.88	80.33
Balance with banks in Current Accounts	178.91	105.14
<b>Total</b>	<b>208.79</b>	<b>185.47</b>

(₹ in Lakhs)

### NOTE 11 : Bank balances other than above

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Fixed deposits (pledge with banks)	85.77	43.59
<b>Total</b>	<b>85.77</b>	<b>43.59</b>

(₹ in Lakhs)

### NOTE- 12 : Loans

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Loan receivables considered good - Unsecured		
Loan to related parties	1,215.86	1,215.86
Less:- Provision for Expected Credit Loss on Loan and Advances	1,215.86	-
	-	1,215.86
Other Loans		
Loan to employees	0.48	3.42
<b>Total</b>	<b>0.48</b>	<b>1,219.28</b>

(₹ in Lakhs)

## Notes forming part of the Financial Statements

### NOTE 13 : Other Financial Assets

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Deposit- others	1.00	1.00
Balance with government authorities	32.26	32.26
Receivable from Gratuity Trust	-	19.63
<b>Total</b>	<b>33.26</b>	<b>52.89</b>

(₹ in Lakhs)

### NOTE 14 : Other Current Assets

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Advances other than capital advance		
Advance to related party	399.09	277.68
Less:- Provision for Expected Credit Loss on Loan and Advances	399.09	-
	-	277.68
Advances to suppliers	1,105.64	947.43
Others		
Prepaid expenses	70.93	156.11
Other receivables	30.99	23.54
Rent Equalisation	9.31	11.77
Income Accrued but not due	1.59	2.15
<b>Total</b>	<b>1,218.46</b>	<b>1,418.68</b>

(₹ in Lakhs)

### NOTE 15 : Equity Share capital

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>Authorised Capital</b>		
20,00,00,000 (Previous Year: 20,00,00,000)		
Equity shares of ₹10/- each	20,000.00	20,000.00
<b>Total</b>	<b>20,000.00</b>	<b>20,000.00</b>
<b>Issued, Subscribed and Fully Paid up</b>		
8,80,62,123 (Previous Year: 8,80,62,123)		
Equity shares of ₹ 10/- each, fully paid up	8,806.21	8,806.21
Add:- Issued during the year	-	-
<b>Total</b>	<b>8,806.21</b>	<b>8,806.21</b>

(₹ in Lakhs)

#### (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	31 <sup>st</sup> March, 2020		31 <sup>st</sup> March, 2019	
	Number of shares	(₹ in Lakhs)	Number of shares	(₹ in Lakhs)
Shares outstanding at the beginning of the year	8,80,62,123	8,806.21	8,80,62,123	8,806.21
Add:- Issued during the year	-	-	-	-
Outstanding at the end of the year	8,80,62,123	8,806.21	8,80,62,123	8,806.21



## Notes forming part of the Financial Statements

### (b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### (c) Details of shares held by holding Company

Name of the Shareholder	No of Shares	
	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
NA	-	-

### (d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	31 <sup>st</sup> March, 2020		31 <sup>st</sup> March, 2019	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Thrill Park Limited	2,72,41,127	30.93	2,72,41,127	30.93
India Advantage Fund S3 I	-	-	72,93,957	8.28
Shaan Agro And Realty India Private Limited	69,15,629	7.85	69,15,629	7.85
Begonia Realtors Private Limited	73,47,541	8.34	54,90,885	6.23

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

### NOTE 16 : Provisions

	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Provision for employee benefits		
Provision for gratuity	62.86	50.28
Provision for leave encashment	85.07	132.11
<b>Total</b>	<b>147.93</b>	<b>182.39</b>

### NOTE 17 : Borrowings

	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Loan from banks ( Secured ) ( refer note no. 37 )	1,02,019.72	1,02,019.72
Loan from related party ( Unsecured ) ( refer note no. 38 )	5,423.43	5,039.36
Loan from other companies ( Unsecured )	200.00	200.00
<b>Total</b>	<b>1,07,643.15</b>	<b>1,07,259.08</b>
The above amount includes		
Loan guaranteed by promoters ( Secured )	1,02,019.72	1,02,019.72

## Notes forming part of the Financial Statements

### NOTE 18 : Other Financial Liabilities

	(₹ in Lakhs)	
	<b>As at 31<sup>st</sup> March, 2020</b>	As at 31 <sup>st</sup> March, 2019
Sundry creditors for capital goods and services	238.07	312.51
Advance received against Sale of Hotel	1,425.00	1,500.00
Interest accrued and due (refer note no. 37)	25,540.12	12,439.72
<b>Total</b>	<b>27,203.19</b>	<b>14,252.23</b>

### NOTE 19 : Other Current Liabilities

	(₹ in Lakhs)	
	<b>As at 31<sup>st</sup> March, 2020</b>	As at 31 <sup>st</sup> March, 2019
Revenue received in advances	248.19	608.95
Others		
IPO Expense Payable	73.00	73.00
Statutory dues	235.12	262.52
Security deposits from sales agents	51.86	59.02
<b>Total</b>	<b>608.17</b>	<b>1,003.49</b>

### NOTE 20: Provisions

	(₹ in Lakhs)	
	<b>As at 31<sup>st</sup> March, 2020</b>	As at 31 <sup>st</sup> March, 2019
Provisions for employee benefits		
Provision for gratuity (refer note no. 36)	8.13	7.60
Provision for leave travel allowance	11.25	8.14
Provision for leave encashment	4.21	7.55
<b>Total</b>	<b>23.59</b>	<b>23.29</b>

### NOTE 21 : Revenue from Operations

	(₹ in Lakhs)	
	<b>For the Year ended 31<sup>st</sup> March, 2020</b>	For the Year ended 31 <sup>st</sup> March, 2019
Sale of products	6,556.89	8,166.54
Sale of Services	11,833.63	13,710.58
Other operating revenue	1,615.06	2,160.77
<b>Revenue from operations (Net)</b>	<b>20,005.58</b>	<b>24,037.88</b>
<b>Details of Sale of Product</b>		
Food & beverages	5,228.81	6,363.69
Merchandise sales	1,328.08	1,802.85
<b>Total</b>	<b>6,556.89</b>	<b>8,166.54</b>
<b>Details of Sale of Services</b>		
Tickets sales	9,364.99	11,447.59
Room Revenue	2,468.64	2,262.99
<b>Total</b>	<b>11,833.63</b>	<b>13,710.58</b>
<b>Details of Other operating revenue</b>		
Income from parking services	114.62	143.88
Income from third party logistic services	291.42	366.74
Income from space on hire	392.91	341.69
Income from lockers	196.95	240.87
Miscellaneous Income	619.16	1,067.59
<b>Total</b>	<b>1,615.06</b>	<b>2,160.77</b>

## Notes forming part of the Financial Statements

### NOTE 22 : Other Income

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
		(₹ in Lakhs)
Income from liquid fund investments	7.57	2.53
Interest Income	48.82	6.33
Other non operating Income	3.90	620.18
<b>Total</b>	<b>60.29</b>	<b>629.04</b>

### NOTE 23 : Cost of Material Consumed

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
		(₹ in Lakhs)
Cost of food & beverage, others	1,357.54	1,380.91
Cost of liquor	103.35	143.82
<b>Total</b>	<b>1,460.89</b>	<b>1,524.73</b>

### NOTE 24 : Changes in Inventories of Stock-in-trade

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
		(₹ in Lakhs)
Stock in trade at the beginning of the year		
- Merchandise	403.27	493.61
Less: Stock in trade at the end of the year		
- Merchandise	387.61	403.27
<b>Total</b>	<b>15.66</b>	<b>90.34</b>

### NOTE 25 : Employee Benefit Expenses

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
		(₹ in Lakhs)
Salaries, wages and bonus	4,441.58	4,596.18
Contribution to provident fund	257.50	250.01
Employee welfare and other amenities	465.51	541.70
<b>Total</b>	<b>5,164.59</b>	<b>5,387.89</b>

### NOTE 26 : Finance Cost

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
		(₹ in Lakhs)
Interest on borrowings	15,054.29	13,099.43
Funds raising expenses	100.32	282.59
Bank charges	3.60	1.59
<b>Total</b>	<b>15,158.21</b>	<b>13,383.61</b>

## Notes forming part of the Financial Statements

### NOTE 27 : Other Expenses

(₹ in Lakhs)

	<b>For the Year ended 31<sup>st</sup> March, 2020</b>	For the Year ended 31 <sup>st</sup> March, 2019
Consumables & spares parts	74.19	76.78
Rent	151.94	168.75
Rates and taxes	279.07	163.23
Repairs and Maintenance	1,204.37	1,164.98
Power, fuel and water	1,845.38	1,819.09
Freight and forwarding expenses	0.21	0.85
House keeping expenses	641.86	720.75
Event & entertainment expenses	95.15	110.80
Advertisement, sales and marketing expenses	2,791.99	3,618.03
Insurance expense	86.53	87.01
Communication expenses	38.83	43.45
Travelling and conveyance expenses	411.42	497.25
Payment to auditors (refer note no.33)	14.00	19.25
Legal and professional fees	407.00	395.88
Provision for Doubtful Debts	5.93	4.36
Bad Debts Written off	-	3.03
Provision for Doubtful Advances	-	667.64
Provision for Impairment of Investment	2,280.54	-
Provision for Expected Credit Loss on Loan and Advances	1,614.95	-
Foreign exchange loss ( net)	1.45	0.47
Commission	1,157.52	1,293.21
Security and safety expenses	344.77	363.73
Printing and stationery expenses	63.47	73.97
Directors sitting fees	5.50	15.00
Other operating expenses	177.68	170.40
<b>Total</b>	<b>13,693.75</b>	<b>11,477.91</b>

### NOTE 28: Earnings Per Share (EPS)- (Ind AS 33)

<b>Sr. Particulars No</b>	<b>For the Year ended 31<sup>st</sup> March , 2020</b>	For the year ended 31 <sup>st</sup> March , 2019
1 Face Value per equity share in Rupees	10.00	10.00
2 Weighted Average number of equity shares outstanding	8,80,62,123	8,80,62,123
3 Net (Loss) as per Profit and Loss Statement (Continuing Operation) Rupees in Lakhs	(40,403.57)	(34,742.95)
4 Weighted Average earning per share from Continuing Operation (Basic and Diluted) in Rupees	(45.88)	(39.45)
5 Net (Loss) as per Profit and Loss Statement (from Discontinuing Operation) Rupees in Lakhs	-	-
6 Weighted Average earning per share from Discontinuing Operation (Basic and Diluted) in Rupees	-	-
7 Net (Loss) as per Profit and Loss Statement (Continuing and Discontinuing Operation) Rupees in Lakhs	(40,403.57)	(34,742.95)
8 Weighted Average earning per share from Continuing and Discontinuing Operation (Basic and Diluted) in Rupees	(45.88)	(39.45)

## Notes forming part of the Financial Statements

### NOTE 29: Contingent Liabilities

1. Claim against the Company not acknowledged as debts for the year ended March 31, 2020 are as follows:

Name of Statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which it Relates	Forum where dispute is Pending
Custom Act, 1962	Special Additional Duty (SAD)	77.49*	June – 2012 to September -2013	CESTAT
Custom Act, 1962	Penalty	1,118.49	June – 2012 to September -2013	CESTAT
Custom Act, 1962	Interest	207.14	June – 2012 to March - 2020	CESTAT

[\* Total demand ₹1,118.49 Lakhs – amount deposited ₹ 1,041.00 Lakhs.]

### NOTE 30: Capital Commitment

Estimated amount remaining to be executed on capital account and not provided for is ₹ 135.47 Lakhs as on 31<sup>st</sup> March, 2020 (Previous year ₹576.65 Lakhs).

### NOTE 31: Deferred Tax Asset (Net)

Breakup of Net Deferred Tax Assets

(₹ in Lakhs)

Particulars	Deferred Tax Asset (Net)	
	As at 31 March, 2020	As at 31 March, 2019
<b>(i) Deferred Tax Assets &amp; Expense / (Income)</b>		
Disallowance under Income Tax Act, 1961	6,623.49	3,307.12
Provision for Expected Credit Loss/ Impairment	981.91	-
Related to Carried forward Loss and Unabsorbed Depreciation	25,234.57	24,048.46
<b>Subtotal</b>	<b>32,839.97</b>	<b>27,355.58</b>
<b>(ii) Deferred Tax Liabilities &amp; Expense / (Income)</b>		
Related to temporary difference on depreciation/amortization	1,844.52	5,760.17
<b>Subtotal</b>	<b>1,844.52</b>	<b>5,760.17</b>
<b>Net Deferred Tax Assets/ Deferred Tax Expense/(Income) to be recognized</b>	<b>30,995.45</b>	<b>21,595.41</b>

The Company has not recognized net deferred tax assets as on March 31, 2020 and March 31, 2019 since there is no convincing evidence with the company that there will be sufficient taxable profits in future to utilise the unused tax losses or unused tax credits of the Company.

### NOTE 32: NCLT Matter

The Company has incurred a net loss of ₹ 40,403.57 Lakhs for the year ended 31<sup>st</sup> March, 2020 and as of that date, the net worth of the Company has been fully eroded. Further, borrowings of the company have been called back by the secured lenders due to material breach of debt covenants by the company and consequently, the company has re-classified the borrowings as current borrowings in the standalone financial statements. Subsequent to this reclassification, the current liabilities are substantially higher than current assets of the company as at 31<sup>st</sup> March, 2020. In addition to this, application has also been made against the company by two of the secured lenders to National Company Law Tribunal (NCLT), Mumbai under the provisions of the Insolvency and Bankruptcy Code, 2016.

In the meantime, the One Time Settlement (OTS) proposal for the company had been principally approved by the consortium of lenders during the year. Some of the lenders in the consortium have also sanctioned the OTS at 56% of the total outstanding on the basis of the

## Notes forming part of the Financial Statements

company's anchor offer subject to the concurrence of all other lenders for adopting Swiss Challenge Process on the company's anchor offer and deposit of entire amount of OTS within 90 days of receipt of concurrence for Swiss Challenge Offer from all the lenders.

The management is in the process of identifying investors and is also intending to raise capital/sell assets for the purpose of complying with the terms and conditions of the said OTS.

The Company is confident of obtaining the concurrence of all the lenders for the OTS and complying with the terms and conditions of the OTS through the stake sale and / or sale of assets as stated above. After the settlement of debts of all the lenders under OTS, the company is hopeful of withdrawal of the debt recovery cases filed against the company by two of the lenders.

### **Impact of Covid-19**

Covid-19 has been declared as a global pandemic and the Indian Government has followed an approach of complete lockdown since March 24, 2020.

The Government of Maharashtra has directed the company to suspend the operations of its parks and hotel. The company being part of the Travel & Tourism Sector as well as the Entertainment Sector, has been severely affected in the short term as well as medium term.

The company expects that the lockdown would be lifted in the near future. In India, guidelines on the lines of Global Parks such as Disneyland, Universal Studios etc have been prepared and shared with Local Government Bodies to explain readiness in consultation with the amusement park association IAAPI. Entertainment Parks have started getting operational with self-imposed Safety and Hygiene guidelines. In the company's parks which are spread over 100 acres, social distancing is practically possible to be achieved and therefore would be able to comply with the safety and hygiene guidelines after the lock down is lifted.

The company has also taken steps for reduction in the fixed costs to offset part of the business lost during the COVID-19 closure. Since the company's business model is largely upfront cash, there are limited credit risks and the scope for losses on account of receivables is minimal. The management has taken due care to maintain the assets in a workable condition and thereby resumption of operations post-lockdown does not remain a constraint.

Further the Government of Maharashtra has issued Government Resolution No TDC/2017/1/104/Tourism dated March 4, 2020 granting refund of State Goods and Services Tax (SGST).

The Government of Maharashtra, vide order dated 6<sup>th</sup> July, 2020, has inter alia allowed hotels to restart its business with effect from 8<sup>th</sup> July, 2020. Thereafter, the Company is in the process of restarting its hotel business

Considering these developments, the standalone financial results continue to be prepared on going concern basis.

### **NOTE 33: Payment to Auditors**

Particulars	(₹ in Lakhs)	
	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
Audit Fees	12.00	14.00
Reimbursement of expenses	-	0.25
Income Tax Scrutiny Fees	-	1.00
Limited Review Fees	2.00	2.00
Tax Audit Fees	-	2.00
<b>Total</b>	<b>14.00</b>	<b>19.25</b>

### **NOTE 34: Details of dues to micro and small enterprises as per MSMED Act, 2006**

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises (MSME). On the basis of the information and records available with the Company, the following disclosures are made for the amounts due to the Micro and Small enterprises.

## Notes forming part of the Financial Statements

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Principal amount due to any supplier as at the year end	14.50	39.20
Interest due on the principal amount unpaid at the period end to any supplier	0.52	0.84
Amount of Interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period	-	-
Payment made to the enterprises beyond appointed date under Section 16 of MSMED	-	-
Amount of Interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the period, but without adding the interest specified under MSMED	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting period; and	0.63	1.80
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due as above is actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED.	17.17	16.54

### NOTE 35: Lease

#### (a) Where the Company is a Lessee:

The Company has taken certain assets like Land, Office premises and apartments on lease. They are on rental lease term which range between 10 months to 5 years and some of the lease agreement are having price escalation clause. The lease rentals expense during the year amount to ₹ 151.94 Lakhs (previous year - ₹ 168.75 Lakhs).

The future minimum lease payments in respect of such operating leases as at 31<sup>st</sup> March, 2020 are summarized below:

Particulars	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Amount payable within one year from the balance sheet date	3.49	122.86
Amount payable in the period between one year and five years	6.41	8.77
Amount payable beyond five years	-	-
<b>Total</b>	<b>9.90</b>	<b>131.63</b>

The above lease payments are exclusive of GST.

#### (b) Where the company is a Lessor:

The Company has given on lease three premises / place for period of 5 years to 15 years and some of the lease agreement are having price escalation clause. The lease rentals income during the reporting year amount to ₹ 21.71 Lakhs (Previous Year – ₹ 25.28 Lakhs).

The future minimum lease receipts of such operating leases as at 31<sup>st</sup> March, 2020 are summarized as below:

Particulars	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Amount receivable within one year from the balance sheet date.	21.86	15.62
Amount receivable in the period between one year and five years	95.60	62.48
Amount receivable beyond five years	59.89	46.87
<b>Total</b>	<b>177.35</b>	<b>124.97</b>

The above lease receipts are exclusive of GST.

## Notes forming part of the Financial Statements

### NOTE 36: Post Retirement Benefit Plans

#### Defined Benefits Plan

##### Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. The gratuity plan is funded through an 'Approved Trust'. The Trust has taken a Policy from the HDFC Life Insurance and the management / investment of the fund is undertaken by the insurer.

The Company contributes all ascertained liabilities towards gratuity to the "Adlabs Entertainment Limited Employee's Gratuity Trust". The Trustees administer contributions made to the trust. As of 31<sup>st</sup> March, 2020, the plan assets have been primarily invested in insurer – managed funds.

The Gratuity Plan provides a lumpsum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through remeasurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments is recognized in net profit in the Statement of Profit and Loss.

The following table shows the Actuarial Valuation as on 31<sup>st</sup> March, 2020 and amounts recognised in the standalone financial statements in respect of Employee Defined Benefit Schemes:

	(₹ In Lakhs)	
<b>Change in Defined Benefit Obligation during the year</b>	<b>For the Year ended 31<sup>st</sup> March, 2020</b>	For the Year ended 31 <sup>st</sup> March, 2019
<b>Defined Benefit Obligation, Beginning of year</b>	<b>249.62</b>	<b>205.15</b>
Net Current Service Cost	65.36	61.17
Interest Cost on DBO	21.67	18.29
Actual Plan Participants' Contributions	-	-
Actuarial (Gains)/Losses	53.35	(14.52)
Changes in Foreign Currency Exchange Rates	-	-
Acquisition/Business Combination/Divestiture	-	-
Benefits Paid	(70.33)	(20.47)
Past Service Cost	-	-
Losses / (Gains) on Curtailments/Settlements	-	-
<b>Defined Benefit Obligation, End of year</b>	<b>319.67</b>	<b>249.62</b>
<b>Change in Fair value of Plan Assets during the year</b>	<b>For the Year ended 31<sup>st</sup> March, 2020</b>	For the Year ended 31 <sup>st</sup> March, 2019
<b>Fair value of Plan Assets, Beginning of year</b>	<b>191.74</b>	<b>206.72</b>
Interest Income Plan Assets	14.92	16.27
Actual Company Contributions	92.00	-



## Notes forming part of the Financial Statements

Actuarial Gains / (Losses)	(9.27)	(10.77)
Benefits paid	(70.33)	(20.47)
<b>Fair value of Plan Assets, End of Period</b>	<b>219.06</b>	<b>191.74</b>
<b>Amount Recognized in Statement of Financial Position at year End</b>	<b>For the Year ended 31<sup>st</sup> March, 2020</b>	For the Year ended 31 <sup>st</sup> March, 2019
Present Value of Unfunded Defined Benefit Obligation	319.67	249.62
Fair value of Plan Assets	219.05	191.74
<b>Net Defined Benefit (Asset)/Liability Recognised in Statement of Financial Position</b>	<b>100.61</b>	<b>57.88</b>
<b>Net Defined Benefit Cost/(Income) included in Statement of Profit &amp; Loss at year End</b>	<b>For the Year ended 31<sup>st</sup> March, 2020</b>	For the Year ended 31 <sup>st</sup> March, 2019
Service Cost	65.36	61.17
Net Interest Cost	6.75	2.02
Past Service Cost	-	-
<b>Total Defined Benefit Cost/(Income) included in Profit &amp; Loss</b>	<b>72.11</b>	<b>63.19</b>
<b>Analysis of Amounts Recognised in Other Comprehensive (Income) /Loss at year End</b>	<b>For the Year ended 31<sup>st</sup> March, 2020</b>	For the Year ended 31 <sup>st</sup> March, 2019
Amount recognized in OCI, Beginning of year	(33.75)	(30.01)
<b>Remeasurements due to :</b>		
Effect of Change in financial assumptions	41.61	2.99
Effect of change in demographic assumption	-	-
Effect of experience adjustments	11.74	(17.51)
Return on plan assets (excluding interest)	9.27	10.78
<b>Total remeasurements recognized in OCI</b>	<b>62.62</b>	<b>(3.74)</b>
<b>Amount recognized in OCI, End of year</b>	<b>28.87</b>	<b>(33.75)</b>
<b>Maturity Profile of defined benefit obligation</b>	<b>For the Year ended 31<sup>st</sup> March, 2020</b>	For the Year ended 31 <sup>st</sup> March, 2019
Within the next 12 months	9.10	7.89
Between 2 to 5 years	61.32	57.22
Between 6 to 10 years	81.02	76.94
<b>Sensitivity Analysis</b>	<b>For the Year ended 31<sup>st</sup> March, 2020</b>	For the Year ended 31 <sup>st</sup> March, 2019
Defined Benefit Obligation - Discount Rate + 100 basis points	(40.09)	(30.54)
Defined Benefit Obligation - Discount Rate - 100 basis points	41.24	33.30
Defined Benefit Obligation - Salary Escalation Rate + 100 basis points	36.63	24.85
Defined Benefit Obligation - Salary Escalation Rate - 100 basis points	(34.06)	(23.60)

Sensitivity analysis is determined based on the expected movement in liability if the assumptions were not proved to be true on different count.

## Notes forming part of the Financial Statements

Financial Assumptions Used to Determine the Defined Benefit	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
Discount Rate	6.76%	7.78%
Salary Escalation Rate	6.00%	6.00%
Expected Return on Plan Assets	6.76%	7.78%
Demographic Assumptions Used to Determine the Defined Benefit		
Withdrawal Rate	2.00%	2.00%
Mortality Rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Retirement Age	58 years	58 years

### NOTE 37: Default in repayment of Borrowing (Current) and Interest

During the year, the Company has defaulted in the repayment of borrowings to the Banks and Financial Institutions and interest thereon as under:

Secured Lenders	(₹ In Lakhs)			
	Principal amount of Borrowings		Interest on Borrowings	
	*Default in Repayment during the year ended 31 <sup>st</sup> March, 2020	Default as at 31 <sup>st</sup> March, 2020	Default in payment during the year ended 31 <sup>st</sup> March, 2020	Default as at 31 <sup>st</sup> March, 2020
Banks	92,304.41	92,304.41	12,834.93	23,078.61
Financial Institution	9,715.31	9,715.31	1,414.50	2,461.51
<b>Grand Total</b>	<b>1,02,019.72</b>	<b>1,02,019.72</b>	<b>14,249.43</b>	<b>25,540.12</b>

\*The secured borrowings taken by the company from Banks and Financial Institutions had a certain repayment schedule agreed and part of the principal obligations which were due during the year along with interest have not been repaid. Therefore, entire secured borrowings of the company have been called back by the secured lenders vide recall notices due to material breach of debt covenants by the company and consequently, the company has re-classified the borrowings as current borrowings in the standalone financial statements and has been disclosed as default in repayment in the above table.

Further, due to material breach of debt covenants by the company, some of the secured lenders have not confirmed their interest on borrowings for the year in their loan statement or have not provided the loan statement to the company. Hence, the Company has recognised Interest expense calculated on the basis of Interest rates, Penal Interest rates and other data agreed with the lenders in the Sanctioned Letter / Term Sheets (after latest revisions).

### NOTE 38: Related Party Disclosures (As identified by the Management)

#### a) Related Party Relationship

##### i) Subsidiary Company

- Walkwater Properties Private Limited
- Blue Haven Entertainment Private Limited

##### ii) Key Managerial Personnel ( KMP )

- Mr Manmohan Shetty
- Mr Dhimant Bakshi
- Mr Mayuresh Kore
- Mr Ashutosh Kale

## Notes forming part of the Financial Statements

### iii) Relatives of KMP

- Ms Pooja Deora
- Ms Aarti Shetty

### iv) Entities Controlled by KMP

- Thrill Park Limited

### b) Transaction with Related Parties (Excluding Reimbursements)

Sr. No	Nature of Transaction	Subsidiary Company	Key Managerial Personnel	Relatives	(₹ In Lakhs)	
					Entities Controlled by KMP	
1	Loan	Received During the year	-	-	-	5.92
			(-)	(415.06)	(-)	(4,620.00)
	Repaid During the year		-	-	-	394.88
			(-)	(5,291.67)	(-)	(299.56)
Given during the year		37.83	-	-	-	
		(78.86)	(-)	(-)	(-)	
2	Expenses	Rent & Society Maintenance	-	126.73*	-	-
			(-)	(119.65*)	-	(-)
	Fees		-	-	-*	-
			(-)	(-)	(5.90*)	(-)
	Remuneration		-	256.13	-	-
			(-)	(212.92)	(-)	(-)
	Royalty		-	1.18*	-	-
			(-)	(1.18*)	(-)	(-)
	Secondment Charges		83.58*	-	-	34.19
			(147.87*)	(-)	(-)	(-)
Interest		-	-	-	773.03	
		(-)	(-)	(-)	(728.67)	

\* The amount includes taxes

### c) Outstanding as at the balance sheet dates

		(₹ In Lakhs)			
		As at 31 <sup>st</sup> March, 2020	Maximum o/s bal. during the year	As at 31 <sup>st</sup> March, 2019	Maximum o/s bal. during the year
1	<b>Short Term Borrowing</b>				
	Mr. Manmohan Shetty	-	-	-	4,932.92
	Thrill Park Ltd.	5,423.43	5,423.43	5,039.36	5,039.36
	Walkwater Properties Pvt.Ltd.			-	-
2	<b>Loan and Advances</b>				
	Walkwater properties Pvt.Ltd.	-	1,290.24	1,290.24	1,290.24
3	<b>Trade Payable</b>				
	Mr. Manmohan Shetty			43.74	87.22

## Notes forming part of the Financial Statements

	As at 31 <sup>st</sup> March, 2020	Maximum o/s bal. during the year	As at 31 <sup>st</sup> March, 2019	Maximum o/s bal. during the year
Ms. Aarti Shetty	-	-	-	24.10
Mr. Mayuresh Kore	2.68	2.68	8.58	8.58
Mr. Dhimant Bakshi	1.07	1.07	9.24	9.24
Mr. Ashutosh Kale	0.83	0.83	8.83	8.83
<b>4 Non Current Investment</b>				
Walkwater Properties Pvt.Ltd.	8,336.62	10,617.16	10,617.16	10,617.16
Blue Haven Entertainment Pvt. Ltd	1.00	1.00	1.00	1.00
<b>5 Other Current Assets</b>				
Walkwater Properties Pvt.Ltd.	-	399.09	203.30	203.30

### Note(s):

- (1) Figures in the Bracket represent Previous Year ("P.Y.") figures;
- (2) The Company has paid the Consultancy fees to Ms. Aarti Shetty ₹NIL Lakhs (P.Y. ₹ 5.90 Lakhs).
- (3) The Company has paid the Remuneration to Mr Ashutosh Kale ₹ 72.85 Lakhs (including towards arrears of previous year) (P.Y. ₹ 63.58 Lakhs), Mr. Dhimant Bakshi ₹97.37 Lakhs ( P.Y ₹ 88.05 Lakhs )and Mr. Mayuresh Kore ₹70.02 Lakhs ( P.Y. ₹ 61.28 Lakhs)
- (4) The Company has paid Rent and Maintenance Charges for use of office premises and parking area located at 9<sup>th</sup> floor, Lotus Business Park, New Link Road, Andheri-West, Mumbai-400053. to Mr. Manmohan Shetty amounted to ₹ 126.73 Lakhs (P.Y. ₹ 119.65 Lakhs).
- (5) The Company has paid royalty of ₹ 1.18 Lakhs (P.Y. ₹ 1.18 Lakhs) to Mr. Manmohan Shetty (inclusive of taxes).
- (6) The Company has paid Interest of ₹ 773.03 Lakhs ( P.Y. ₹ 728.67 Lakhs ) on Loan taken from M/s Thrill Park Limited.

### NOTE 39: Fair Value Measurement

#### Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The fair values for Non-Current borrowings, loans and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

## Notes forming part of the Financial Statements

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

(₹ In Lakhs)

Particular	Carrying Amount as at 31 <sup>st</sup> March, 2020	Fair value		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
<b>Non- Current</b>				
Investments	8,337.62	-	-	8,337.62
Others	10.91	-	-	10.91
<b>Current</b>				
Trade receivables	483.59	-	-	483.59
Cash and cash equivalents	208.79	-	-	208.79
Other bank balances	85.77	-	-	85.77
Loans	0.48	-	-	0.48
Others	33.26	-	-	33.26
<b>Total</b>	<b>9,160.42</b>	-	-	<b>9,160.42</b>
<b>Financial Liabilities</b>				
<b>Current</b>				
Borrowings	1,07,643.15	-	-	1,07,643.15
Trade payables	2,216.20	-	-	2,216.20
Other financial liabilities	27,203.19	-	-	27,203.19
<b>Total</b>	<b>1,37,062.54</b>	-	-	<b>1,37,062.54</b>

(₹ In Lakhs)

Particular	Carrying Amount as at 31 <sup>st</sup> March, 2019	Fair value		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
<b>Non- Current</b>				
Investments	10,618.16	-	-	10,618.16
Others	12.43	-	-	12.43
<b>Current</b>				
Trade receivables	940.15	-	-	940.15
Cash and cash equivalents	185.47	-	-	185.47
Other bank balances	43.60	-	-	43.60
Loans	1,293.66	-	-	1,293.66
Others	52.89	-	-	52.89
<b>Total</b>	<b>13,146.36</b>	-	-	<b>13,146.36</b>
<b>Financial Liabilities</b>				

## Notes forming part of the Financial Statements

Particular	Carrying Amount as at 31 <sup>st</sup> March, 2019	Fair value		
		Level 1	Level 2	Level 3
<b>Current</b>				
Borrowings	107,259.08	-	-	107,259.08
Trade payables	2,701.66	-	-	2,701.66
Other financial liabilities	12,439.72	-	-	12,439.72
<b>Total</b>	<b>122,400.46</b>	-	-	<b>122,400.46</b>

During the reporting period ending 31<sup>st</sup> March, 2020 and 31<sup>st</sup> March, 2019, there were no transfer between Level 1 and Level 2 fair value measurement.

### NOTE 40: Financial Risk Management Objectives and Policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Management Board.

Market Risk is the risk of loss of future earning, fair values or future cash flow that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market Risk is attributable to all market risk sensitive financial instruments including investment and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through its finance department, which evaluate and exercises independent control over the entire process of market risk management. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

#### Interest Rate Risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

#### Exposure to interest rate risk

Particular	(₹ In Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Floating Rate Borrowings	1,02,019.72	1,02,019.72

#### Interest rate sensitivity

#### A change of 1% in interest rates would have following impact on profit before tax

Particular	(₹ In Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
1% increase in interest rate – Decrease in Profit	(1,020.19)	(1,020.19)
1% decrease in interest rate – increase in Profit	1,020.19	1,020.19

#### Foreign Currency Risk

The Company is not exposed to significant foreign currency risk as at the respective reporting dates.

## Notes forming part of the Financial Statements

### Liquidity Risk

Liquidity Risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's finance department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity through rolling forecasts on the basis of expected cash flows.

### Repayment of Term Loans are as per below

Particular	(₹ In Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Within the next 12 months	1,02,019.72	1,02,019.72
Between 2 to 5 years	-	-
5 years and above	-	-

As explained in note 32 and 37 above, the company has defaulted in repayment obligations of borrowings during the year and the secured lenders have recalled the entire amount of borrowings. Therefore, the borrowings has been reclassified as current borrowings during the year and the current liabilities of the company are significantly higher than the current assets of the company. Therefore, the company faces a significant liquidity risk.

### Credit Risk

Credit risk arises from the possibility that counter party may not be able to settle their obligation as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking in to account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limit are set accordingly. The maximum amount of credit risk to which the company is subject is the amount of trade receivables.

### NOTE 41: Capital Risk Management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

### NOTE 42: Disclosures As Required By Indian Accounting Standard (Ind As) 108 – Operating Segments

#### Operating Segments of the Company:

Tickets	:	Theme Park, Water Park and Snow Park Tickets
Food and Beverage	:	Park Restaurant and Hotel Restaurant
Merchandise	:	Park Merchandise and Hotel Merchandise
Rooms	:	Hotel Accommodation's
Other Operations	:	Parking, Lockers, Sponsorship, SPA, Revenue Sharing agreements & Lease Rentals

## Notes forming part of the Financial Statements

### Identifications of Segments:

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

### Segment Revenue and Results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure & income.

### Segment Assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which cannot be allocated to any of the business segment are shown as unallocable assets / liabilities.

### Summary of the Segmental Information as at and for the year ended 31<sup>st</sup> March, 2020 is as follows:

Particulars	Tickets	Food and Beverage	Merchandise	Rooms	Other Operations	Unallocated	(₹ In Lakhs)
							Total
Net Revenue	9,364.99	5,228.80	1,328.08	2,468.65	1,615.06	-	20,005.58
Segment Result before Interest and Taxes	(22,035.49)	2,094.69	110.18	(1,920.75)	1,169.74	(4,724.01)	(25,305.64)
Less: Finance Cost						15,158.22	15,158.22
Add: Interest and dividend income						60.29	60.29
Profit before Tax	(22,035.49)	2,094.69	110.18	(1,920.75)	1,169.74	(19,821.94)	(40,403.57)
Deferred Tax	-	-	-	-	-	-	-
<b>Profit after tax</b>	<b>(22,035.49)</b>	<b>2,094.69</b>	<b>110.18</b>	<b>(1,920.75)</b>	<b>1,169.74</b>	<b>(19,821.94)</b>	<b>(40,403.57)</b>
<b>Other Information</b>							
Segment assets	57,249.65	4,557.03	2,099.91	15,042.42	111.74	24,520.64	1,03,581.39
Segment liabilities	1435.19	179.47	186.23	616.74	(9.81)	1,35,434.41	1,37,842.23
Capital Expenditure during the year	665.61	-	-	271.29	-	-	1,238.78
Depreciation and Amortisation	21,413.72	452.54	103.20	2,300.64	-	-	24,270.10

### Summary of the Segmental Information as at and for the year ended 31<sup>st</sup> March, 2019 is as follows:

Particulars	Tickets	Food and Beverage	Merchandise	Rooms	Other Operations	Unallocated	(₹ In Lakhs)
							Total
Net Revenue	11,447.59	6,363.68	1,802.85	2,262.99	2,160.77	-	24,037.88
Segment Result before Interest and Taxes	(7,580.13)	3,114.42	368.06	(1,446.19)	1,646.40	(1,550.39)	(5,447.83)
Less: Finance Cost	-	-	-	-	-	13,383.61	13,383.61
Add: Interest and dividend income	-	-	-	-	-	629.04	629.04



## Notes forming part of the Financial Statements

Particulars	Tickets	Food and Beverage	Merchandise	Rooms	Other Operations	Unallocated	Total
Profit before Tax	(7,580.13)	3,114.42	368.06	(1,446.19)	1,646.40	(14,304.96)	(18,202.40)
Deferred Tax	-	-	-	-	-	(16,540.55)	(16,540.55)
Profit after tax	(7,580.13)	3,114.42	368.06	(1,446.19)	1,646.40	(30,845.51)	(34,742.95)
Other Information							
Segment assets	78,543.97	4,841.86	2,012.04	17,444.43	132.59	28,622.98	1,31,597.87
Segment liabilities	2,127.66	169.15	218.94	493.34	162.05	1,22,251.00	1,25,422.14
Capital Expenditure							
during the year	133.57	-	-	8,628.13	-	425.55	9,187.25
Depreciation and Amortisation	7,916.46	434.52	102.92	1,723.66	-	-	10,177.55

### NOTE 43:

The Term Loan facility availed by the Company is secured by pari passu first charge on movable and immovable fixed assets of the Company including mortgage of 298 acres of land (out of which 137 acres of land held by Walk Water Properties Pvt Ltd, wholly owned subsidiary of the Company) to consortium led by Union Bank of India in favour of IDBI Trusteeship Services Ltd.

The said loan is also secured by first pari passu charge on Current assets of the Company, pledge of shares held by promoters of the Company, Personal and Corporate Guarantees of the Promoters of the Company and wholly owned subsidiary

The Additional facility availed from other lenders are secured by first charge on additional land parcels aggregating to 34 acres of Land and secured by Second and subservient charge on other assets of the Company. Further, as a collateral security have been furnished with Personal and Corporate Guarantees of the Promoters of the Company.

### NOTE 44:

The Company's equity shares are in dematerialized form with the Central Depository Services (India) Limited (CDSL) and with National Securities Depository Limited (NSDL) having ISIN No. INE172N01012.

### NOTE 45:

The Company has provided for Property, Plant and Equipment and Investments in and loans advanced and amounts recoverable from a Subsidiary Company based on the Valuation Report obtained by a Lender Bank from a valuer to undertake valuation of moveable and immoveable assets of the Company. Accordingly, the Company has provided for amounts aggregating to ₹ 18,054.48 Lakhs against the same. The provisions for impairment recorded so far are based on the assessment made by the management. The Management is closely monitoring the future developments and circumstances and it is possible that a future assessment may be different from that made.

As per our report of even date

#### For V.Sankar Aiyar and Co

Firm Registration No : 109208W  
Chartered Accountants

#### G.Sankar

Partner  
Membership No: 046050

Place: Mumbai  
Date : 29<sup>th</sup> July, 2020

#### For and on behalf of the Board of Directors of

**IMAGICAAWORLD Entertainment Limited**  
(formerly known as Adlabs Entertainment Limited)

#### Manmohan Shetty

Chairman

#### Dhimant Bakshi

Jt. CEO

#### Kapil Bagla

Non Executive Director

#### Mayuresh Kore

Chief Financial Officer

#### Ashutosh Kale

Jt. CEO

#### Divyata Raval

Company Secretary

## INDEPENDENT AUDITOR'S REPORT

To the Members of Imagicaaworld Entertainment Limited  
(formerly Adlabs Entertainment Limited)

### Report on the Audit of the Consolidated Ind AS Financial Statements

#### Qualified Opinion

We have audited the accompanying consolidated Ind AS financial statements of Imagicaaworld Entertainment Limited (formerly known as Adlabs Entertainment Limited) (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary companies together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2020, the consolidated Statement of Profit and Loss, consolidated Statement of Changes in Equity and the consolidated Cash Flows statement for the year then ended, and notes to the consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the incomplete disclosure of the information referred to in the Basis for Qualified Opinion section of our report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act and the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, of consolidated loss, of consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Qualified Opinion

We draw attention to Note 31 in the consolidated financial statements of the Group which states that the Group's operations have been stopped due to the prevailing covid-19 situation in the country. The Group has incurred a net loss of ₹ 39,742.76 Lakhs during the year ended March 31, 2020 and as of that date, the net worth of the Group has been fully eroded. The Group has been unable to conclude re-negotiations or obtain replacement financing due to the recalling of debts by the financial lenders and the matter has been referred to National Company Law Tribunal for resolution. Further the Group is still in the process of identifying investors and is also intending to raise capital / sell assets. This situation indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not adequately disclose the matter.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have

obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

#### Matter of Emphasis

We draw attention to Note 44 in the consolidated financial statements of the Group which states the Group has, based on the Valuation Report obtained from the Bankers, made provision for impairment of property, plant and equipment and also written down its inventories aggregating to ₹ 17,315.65 Lakhs as of March 31, 2020. The provisions for impairment recorded so far are based on the assessment made by the management on the balance sheet date. Due to the inevitable uncertainties associated with the future developments and circumstances, it is possible that a future assessment may be different. Our opinion is not modified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that in our professional judgment were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section and "Emphasis of Matter" section we have determined the matter described below to be the key audit matter to be communicated in our report. For the matter below our description of how our audit addressed the matter is provided in that context.

Key Audit Matter	Response to Key Audit Matter
The Group is involved in certain disputes with respect to duty of customs as detailed in Note 28 to the Financial statements for which final outcomes cannot be easily predicted and which could potentially result in significant liabilities. The assessment of the risks associated with the litigations is based on complex assumptions, which require the use of judgement and such judgement relates, primarily, to the assessment of the uncertainties connected to the prediction of the outcome of the proceedings and to the adequacy of the disclosures in the financial statements. Because of the judgement required, the materiality of such litigations and the complexity of the assessment process, the area was a key matter for our audit.	Our audit procedure in response to this key Audit Matter included, among others, <ul style="list-style-type: none"> <li>Assessment of the process and relevant controls implemented to identify legal and tax litigations, and pending administrative proceedings.</li> <li>Assessment of assumptions used in the valuation of potential legal and tax risks performed by the legal and tax department of the company.</li> <li>Inquiry with the legal and tax departments regarding the status of the most significant disputes and inspection of the key relevant documentation.</li> <li>Review of the adequacy of the disclosures in the notes to the financial statements.</li> </ul> We did not observe any material non compliances.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report but does not include the standalone and consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, if we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, have adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matters

We did not audit the financial statements of the 2 wholly owned subsidiary companies, whose financial information reflect total assets of ₹ 8,743.00 Lakhs as at March 31, 2020, total income of ₹ 1.01 Lakhs and net cash outflows amounting to ₹ 0.30 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial statements of these subsidiary companies have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary companies and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary companies are based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

#### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) Except for the effects / possible effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) Except for the effects / possible effects of the matters described in the Basis for Qualified Opinion paragraph above, the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, except for the effects / possible effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.
- f) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors of the Holding Company and its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- g) With respect to the adequacy of internal financial controls over financial reporting of the Companies incorporated in India and included in the Group and the operating effectiveness of such controls, refer to our separate report in Annexure.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the holding Company and its subsidiary companies incorporated in India to its managing director during the year is in accordance with the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 28 to the consolidated financial statements.
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

**For V. Sankar Aiyar & Co.,**  
Chartered Accountants  
(FRN 109208W)

**(G.SANKAR)**  
(M.No.46050)

Place: Mumbai  
Date: 29<sup>th</sup> July, 2020

UDIN: 20046050AAAAE02063

### Annexure to the Independent Auditor's Report

**Annexure referred to in our report of even date to the members of Imagicaaworld Entertainment Limited (formerly known as Adlabs Entertainment Limited) on the consolidated accounts for the year ended 31<sup>st</sup> March, 2020**

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Imagicaaworld Entertainment Limited (formerly known as Adlabs Entertainment Limited) (hereinafter referred to as "the Holding Company") and its subsidiary companies incorporated in India (hereinafter collectively referred to as "the Group") as of March 31, 2020.

#### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent and its subsidiary companies which are incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent and its subsidiary companies which are incorporated in India.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Holding Company and its subsidiary companies incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For V. Sankar Aiyar & Co.,**  
Chartered Accountants  
(FRN 109208W)

**(G.SANKAR)**  
(M.No.46050)

Place: Mumbai  
Date: 29<sup>th</sup> July, 2020

UDIN: 20046050AAAAE02063

## Consolidated Balance Sheet as at 31<sup>st</sup> March, 2020

(₹ in Lakhs)

	Notes	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, plant and equipment	3	90,117.07	112,713.25
(b) Capital work- in-progress		-	286.24
(c) Other intangible asset	4	1,490.73	1,925.95
(d) Intangible assets under development		-	53.92
(e) Financial assets			
(i) Other financial asset	5	10.91	12.43
(f) Other Non-current Assets	6	259.62	433.37
		<b>91,878.33</b>	<b>115,425.16</b>
<b>Current Assets</b>			
(a) Inventories	7	8,379.99	11,633.62
(b) Financial assets			
i) Trade receivables	8	483.59	940.15
ii) Cash and cash equivalents	9	212.68	189.66
iii) Bank balances other than (ii) above	10	85.77	43.60
iv) Loans	11	0.48	3.42
v) Other financial assets	12	408.14	413.13
(c) Current tax assets (net)		168.57	408.89
(d) Other Current Assets	13	1,246.10	1,167.83
		<b>10,985.32</b>	<b>14,800.30</b>
<b>Total</b>		<b>102,863.65</b>	<b>130,225.46</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	14	8,806.21	8,806.21
(b) Other Equity		(43,931.40)	(4,155.64)
		<b>(35,125.19)</b>	<b>4,650.57</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
Provisions	15	147.93	182.39
		<b>147.93</b>	<b>182.39</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	107,643.15	107,259.08
(ii) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	33	14.50	39.20
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,233.31	2,700.21
(iii) Other financial liabilities	17	27,203.19	14,252.23
(b) Other current liabilities	18	723.17	1,118.49
(c) Provisions	19	23.59	23.29
		<b>137,840.91</b>	<b>125,392.50</b>
<b>Total</b>		<b>102,863.65</b>	<b>130,225.46</b>
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

**For V.Sankar Aiyar and Co**  
Firm Registration No : 109208W  
Chartered Accountants

**G.Sankar**  
Partner  
Membership No: 046050

Place: Mumbai  
Date : 29<sup>th</sup> July, 2020

**For and on behalf of the Board of Directors of  
IMAGICAAWORLD Entertainment Limited**  
(formerly known as Adlabs Entertainment Limited)

**Manmohan Shetty**  
Chairman

**Kapil Bagla**  
Non Executive Director

**Ashutosh Kale**  
Jt. CEO

**Dhimant Bakshi**  
Jt. CEO

**Mayuresh Kore**  
Chief Financial Officer

**Divyata Raval**  
Company Secretary

## Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2020

(₹ in Lakhs)

	Notes	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
<b>INCOME:</b>			
Revenue from operations	20	20,005.58	24,037.88
Other income	21	61.30	629.04
<b>Total Revenue ( I )</b>		<b>20,066.88</b>	<b>24,666.92</b>
<b>EXPENSES:</b>			
Cost of material consumed	22	1,460.89	1,524.73
Purchase of trading goods			
Merchandise		706.24	827.29
Changes in inventories of stock-in-trade	23	15.66	90.34
Employee benefit expense	24	5,235.42	5,416.80
Finance cost	25	15,158.21	13,383.61
Depreciation, Impairment loss & amortisation expense	3 & 4	24,270.10	10,177.55
Other expenses	26	12,963.12	11,484.35
<b>Total Expenses ( II )</b>		<b>59,809.64</b>	<b>42,904.67</b>
<b>Profit / (Loss) before exceptional and tax ( I-II )</b>		<b>(39,742.76)</b>	<b>(18,237.75)</b>
<b>Exceptional items</b>			-
<b>Profit / (Loss) before tax</b>		<b>(39,742.76)</b>	<b>(18,237.75)</b>
<b>Tax Expenses</b>			
Current tax			-
Deferred tax			16,540.55
<b>Profit/ (loss) for the year from continuing operations</b>		<b>(39,742.76)</b>	<b>(34,778.30)</b>
<b>Profit/ (loss) from discontinued operations</b>			
<b>Tax expense of discontinued operations</b>			-
<b>Profit/ (loss) from discounting operations (after tax)</b>			-
<b>Profit/ (loss) for the year</b>		<b>(39,742.76)</b>	<b>(34,778.30)</b>
<b>Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss			
Remeasurement of the net defined benefit liability/asset,		(33.00)	3.74
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total comprehensive income for the year</b>		<b>(39,775.76)</b>	<b>(34,774.56)</b>
<b>Earnings per equity share (for continuing operations)</b>	27		
Basic		(45.13)	(39.49)
Diluted		(45.13)	(39.49)
<b>Earnings per equity share (for discontinued operations)</b>			
Basic			
Diluted			
<b>Earnings per equity share (for discontinued &amp; continuing operations)</b>			
Basic		(45.13)	(39.49)
Diluted		(45.13)	(39.49)
Summary of Significant Accounting Policies	2		
The accompanying notes are an integral part of the Financial Statements.			

As per our report of even date

**For V.Sankar Aiyar and Co**  
Firm Registration No : 109208W  
Chartered Accountants

**G.Sankar**  
Partner  
Membership No: 046050

Place: Mumbai  
Date : 29<sup>th</sup> July, 2020

**For and on behalf of the Board of Directors of  
IMAGICAAWORLD Entertainment Limited**  
(formerly known as Adlabs Entertainment Limited)

**Manmohan Shetty**  
Chairman

**Dhimant Bakshi**  
Jt. CEO

**Kapil Bagla**  
Non Executive Director

**Mayuresh Kore**  
Chief Financial Officer

**Ashutosh Kale**  
Jt. CEO

**Divyata Raval**  
Company Secretary



## Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2020

(₹ in Lakhs)

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
<b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net loss before tax	(39,742.76)	(18,237.68)
Adjustments for:		
Depreciation, Impairment loss & amortisation expense	24,270.10	10,177.55
Actuarial gains/(loss) in OCI	(33.00)	3.74
Interest income	(5.40)	(3.59)
Provision for Impairment of Inventory	3,156.66	
Interest expense and finance cost	15,158.21	13,383.61
<b>Operating Loss before Working Capital Changes</b>	<b>2,803.81</b>	<b>5,323.63</b>
Movements in working capital:		
Decrease / (increase) in trade receivables	456.56	(428.53)
(Decrease) / increase in trade payables	(491.53)	(37.04)
Decrease / (increase) in inventories	96.97	(124.94)
Decrease / (increase) in other current and non current assets	103.41	1,313.41
(Decrease) / increase in current and non current liabilities	(1,028.63)	(1,142.54)
Cash Generated from Operations	1,940.59	4,903.99
Direct taxes paid (net of refunds)	240.32	(79.09)
<b>Net Cash generated in Operating Activities</b>	<b>2,180.91</b>	<b>4,824.90</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Tangible & Intangible assets and change in capital work-in-progress	(898.61)	(853.43)
Advance repay against Sale of Hotel	(75.00)	-
Fixed Deposit	(40.01)	-
Interest income	4.75	3.56
<b>Net Cash Used in Investing Activities</b>	<b>(1,008.87)</b>	<b>(849.87)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds / (Repayment) of Unsecured Term Loans from promoter (net)	-	162.75
Proceeds/ (Repayment) of Loan from others	-	200.00
Proceeds/ (Repayment) from current borrowings (net)	-	(552.22)
Interest expense and finance cost paid	(1,149.03)	(3,886.45)
<b>Net Cash used in Financing Activities</b>	<b>(1,149.03)</b>	<b>(4,075.92)</b>
Net increase in cash and cash equivalents (A + B + C)	23.01	(100.89)
Cash and cash equivalents at the beginning of the year	189.65	290.54
<b>Cash and cash equivalents at the end of the year</b>	<b>212.66</b>	<b>189.65</b>
<b>Components of cash and cash equivalents as end of the year</b>	<b>31<sup>st</sup> March, 2020</b>	<b>31<sup>st</sup> March, 2019</b>
Cash on hand	29.93	80.55
With banks - on current account	182.73	109.10
<b>Cash and cash equivalent in cashflow statement</b>	<b>212.66</b>	<b>189.65</b>

### Notes :

- Comparative figures are regrouped wherever necessary.
- Figures in bracket represent cash outflow.

As per our report of even date

**For V.Sankar Aiyar and Co**  
Firm Registration No : 109208W  
Chartered Accountants

**G.Sankar**  
Partner  
Membership No: 046050

Place: Mumbai  
Date : 29<sup>th</sup> July, 2020

**For and on behalf of the Board of Directors of  
IMAGICAAWORLD Entertainment Limited**  
(formerly known as Adlabs Entertainment Limited)

**Manmohan Shetty**  
Chairman

**Dhimant Bakshi**  
Jt. CEO

**Kapil Bagla**  
Non Executive Director

**Mayuresh Kore**  
Chief Financial Officer

**Ashutosh Kale**  
Jt. CEO

**Divyata Raval**  
Company Secretary

## Consolidated Statement of changes in equity for the year ended 31<sup>st</sup> March, 2020

### A: Equity Share Capital

		(₹ in Lakhs)
		<b>For the year ended 31<sup>st</sup> March, 2020</b>
Balance at the beginning of the reporting year		8,806.21
Add/Less:- Changes in Equity share capital during the year		-
<b>Balance at the end of the reporting year</b>		<b>8,806.21</b>
		<b>For the year ended 31<sup>st</sup> March, 2019</b>
Balance at the beginning of the reporting year		8,806.21
Add :- Issued during the year		-
Balance at the end of the reporting year		8,806.21

### B: Other Equity

#### For the year ended 31<sup>st</sup> March, 2020

Particular	Reserves and Surplus			Other comprehensive income	Money received against Share warrant	Total
	Capital Reserves	Securities Premium	Retained Earning			
Balance as at 1 <sup>st</sup> April, 2019	296.56	84,250.44	(88,736.39)	33.75	-	(4,155.64)
Total comprehensive Income for the year			(39,742.76)	(33.00)		(39,775.76)
<b>Balance as on 31<sup>st</sup> March, 2020</b>	<b>296.56</b>	<b>84,250.44</b>	<b>(128,479.15)</b>	<b>0.75</b>	-	<b>(43,931.40)</b>

#### For the year ended 31<sup>st</sup> March, 2019

Particular	Reserves and Surplus			Other comprehensive income	Money received against Share warrant	Total
	Capital Reserves	Securities Premium Reserve	Retained Earnings			
Balance as at 1 <sup>st</sup> April, 2018		84,250.44	(53,958.09)	30.01	296.56	30,618.92
Total comprehensive Income for the year			(34,778.30)	3.74		(34,774.56)
Transferred to Capital Reserve on forfeiture	296.56				(296.56)	-
Balance as on 31 <sup>st</sup> March, 2019	296.56	84,250.44	(88,736.39)	33.75	-	(4,155.64)

Any part of the reserves presented under Equity Instruments through other comprehensive income which is realised in cash shall be disclosed separately.

@ - Debit balance of Statement of Profit and loss shall be shown as a negative figure under the head 'Retained Earnings'.

As per our report of even date

**For V.Sankar Aiyar and Co**  
Firm Registration No : 109208W  
Chartered Accountants

**G.Sankar**  
Partner  
Membership No: 046050

Place: Mumbai  
Date : 29<sup>th</sup> July, 2020

**For and on behalf of the Board of Directors of  
IMAGICAAWORLD Entertainment Limited**  
(formerly known as Adlabs Entertainment Limited)

**Manmohan Shetty**  
Chairman

**Dhimant Bakshi**  
Jt. CEO

**Kapil Bagla**  
Non Executive Director

**Mayuresh Kore**  
Chief Financial Officer

**Ashutosh Kale**  
Jt. CEO

**Divyata Raval**  
Company Secretary

## Notes forming Part of the Consolidated Financial Statements

### 1. Corporate Information:

Imagicaaworld Entertainment Limited (the Company) is a public limited company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at 30/31, Sangdewadi, Off Mumbai- Pune Express Highway, Khopoli Pali Road, Khalapur, Pin-410203.

The Company is engaged in the business of development and operations of theme-based entertainment destinations in India, including theme parks, water parks and associated activities including retail merchandising and food and beverages. The flagship project of the company is located at Khalapur, on Mumbai Pune Expressway and is branded "Imagicaa – Theme Park" for the theme park component, "Imagicaa – Water Park" for the water park component, "Imagicaa- Snow Park" for the snow park component and, "Imagicaa – Novotel Hotel" for the Hotel component.

Walkwater Properties Private Limited, a wholly owned subsidiary of the Company, is engaged in the business of developing real estate.

Blue Haven Entertainment Private Limited, another wholly owned subsidiary of the Company, is yet to commence its operations.

The Company and the subsidiaries mentioned above is together referred to as "the Group"

### 2. Significant Accounting Policies:

#### 2.1 Basis of Preparation of Consolidated Financial Statements

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard require a change in accounting policy hitherto in use.

The consolidated financial statements are presented in Indian Rupees ('INR'/'₹'/'Rs') and all values are rounded to the nearest lakh, except otherwise indicated.

The Consolidated Financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's separate financial statements.

In respect of the Subsidiary company, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like item of assets, liabilities, incomes and expenses, after fully eliminating intra-group balances and unrealised profits/losses on intra-group transactions as per Ind as - 110 - "Consolidated Financial Statements".

The excess of cost to the Company of its investment in the Subsidiary Company over the Company's share of net assets of the Subsidiary Company is recognised in the financial statements as goodwill, which is tested for impairment at each balance sheet date. The excess of Company's share of net assets of the Subsidiary Company over the cost of acquisition is treated as capital reserve.

The results of operations of a Subsidiary are included in the Consolidated Financial Statements from the date on which the parent-subsidiary relationship comes into existence.

The Notes and Significant Accounting Policies to the Consolidated Financial Statements are intended to serve as a guide for better understanding of the Group's position. In this respect, the Group has disclosed such notes and policies, which represent the requisite disclosure.

All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the group has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

## Notes forming Part of the Consolidated Financial Statements

### 2.2 Use of Assumptions Judgments and Estimates

The preparation of the consolidated financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these consolidated financial statements have been disclosed below. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

#### Critical accounting estimates

##### (a) Impairment of non-financial assets:

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

##### (b) Defined benefit plans:

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

##### (c) Fair value measurement of financial instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

##### (d) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on Group past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

##### (e) Deferred tax:

Significant judgments are involved in assessing the realizability of deferred income tax assets. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

## Notes forming Part of the Consolidated Financial Statements

### (f) Property, plant and equipment:

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

### 2.3 Revenue Recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115, Revenue from contracts with customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

The Group recognizes revenue from contracts with customers based on a five-step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customers: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the contract price to the performance obligations in the contract: For contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

The Group has revenue recognition policies for its various operating segments that are appropriate to the nature of each business. The revenues are recognized when the general revenue recognition criteria as per the policy are met.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

The Group measures the revenues at fair value of the consideration received or receivable after taking in to account the amount of any discount or rebates allowed to the customers. The Group presents revenues net of indirect taxes collected in its statement of profit and loss.

Advances received for services and products are reported as "Advance received against sale" until all conditions for revenue recognition are met.

#### Tickets:

Revenues from theme park/water park/Snow park ticket sales are recognized when the tickets are issued.

The accounting policy for recognizing revenue from sale of Open Pass/Gift Passes or Open Day Tickets with all days validity which are Non-Refundable in nature are recognized when Passes/ Tickets are utilized or expired.

#### Food/Beverages:

Revenue is recognized when food/ drinks are supplied or served or services rendered.

## Notes forming Part of the Consolidated Financial Statements

### Merchandise:

Retail sale are recognized on delivery of the merchandise to the customer, when the property in goods and significant risk and rewards are transferred for a price and no effective ownership control is retained.

### Room Revenue:

Revenue recognized upon rendering of services.

### Barter:

When goods or services are exchanged or swapped for goods or services which are of a similar nature and value, the exchange is not regarded as a transaction which generates revenue.

When goods are sold or services are rendered in exchange for dissimilar goods or services, the exchange is regarded as a transaction which generates revenue. The revenue is measured at the fair value of the goods or services received, adjusted by the amount of any cash or cash equivalents transferred. When the fair value of the goods or services received cannot be measured reliably, the revenue is measured at the fair value of the goods or services given up, adjusted by the amount of any cash or cash equivalents transferred

### Others:

The revenue is recognized on accrual basis and when significant risk and rewards are transferred. Profit on sale of investments is recorded on transfer of title from the Group and is determined as the difference between the sale price and carrying value of the investment. Lease rentals are recognized on a straight line basis over the lease term.

## 2.4 Taxes on Income

Taxes on Income comprises of current tax and deferred tax. Current tax and deferred tax are recognized in profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax expense is also recognized in other comprehensive income or directly in equity, respectively.

### Current tax:

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Where there is uncertainty over income tax treatments, the Group determines the probability of the income tax authorities accepting each such tax treatment or group of tax treatments in computing the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

### Deferred tax:

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets and liabilities are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. The Group recognises deferred tax asset arising from unused tax losses or tax credits only to the extent that the company has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilised by the company Other deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized..

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## Notes forming Part of the Consolidated Financial Statements

The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Group have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

### 2.5 Property, Plant and Equipment

Property, plant and equipment represent a significant proportion of the asset base of the Group.

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group derecognizes the replaced part and recognizes the new part with its own associated useful life and it is depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

On transition to Ind AS, the Group has elected to continue with the carrying value for all of its Property, plant and equipment recognised as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the Property, plant and equipment.

Capital work in progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as "Capital Advances" under other non-current assets. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the group and the cost of the item can be measured reliably.

Property, plant and equipment are eliminated from consolidated financial statement on disposal. Gains or losses arising from disposal of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation is charged on Straight Line Method over the useful life of the assets as specified in Schedule II of the Companies Act, 2013 or on the basis of useful lives of the assets as estimated by management, whichever is lower. Useful life of the assets is tabulated below.

Sr. No.	Nature of Asset	Estimated Useful Life
<b>1.</b>	<b>Building</b>	
(a)	RCC Frame Structure ( Other than factory building )	60 Years
(b)	other than RCC Frame Structure ( Other than factory building )	30 Years
2.	Roads	5 Years
3.	Plant and Machinery	15 Years
<b>4.</b>	<b>Furniture and fittings</b>	
(a)	General furniture and fittings	10 Years
(b)	Furniture and fittings used in hotels and restaurants.	8 Years
<b>5.</b>	<b>Motor Vehicles</b>	
(a)	Motor cycles	8 Years
(b)	Motor buses and motor cars.	8 Years
(c)	Electrically operated vehicles including battery powered or fuel cell powered vehicles.	8 Years
6.	Office equipments	5 Years
<b>7.</b>	<b>Computers and data processing units</b>	
(a)	Servers and networks	6 Years
(b)	End user devices, such as, desktops, laptops, etc.	3 Years
8.	Electrical Installations and Fittings	10 Years
9.	Pipes & Fittings	15 Years
10.	Trees & Nursery	3 Years to 30 Years

## Notes forming Part of the Consolidated Financial Statements

### 2.6 Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

On transition to Ind AS, the Group has elected to continue with the carrying value for all of its intangible assets recognised as at April 1, 2015 measured as per the previous GAAP and use that varying value as the deemed cost of the intangible assets.

The useful lives of intangible assets are assessed as either finite or indefinite. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with finite lives are amortised over the estimated useful economic life of the assets by using straight line method and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Intangible assets are amortized as follows:

Sr. No.	Nature of asset	Estimated Useful Life
1.	Trademarks and Logos	10 Years
2.	Softwares	6 Years
3.	Films	10 Years

Gains or losses arising from de - recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

### 2.7 Impairment of Non-Current Assets

Assets that are subject to depreciation and amortisation are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal. Impairment losses, If any, are recognised in the Statement of Profit and Loss and included in depreciation and amortisation expenses. After impairment (if any), depreciation/ amortisation is provided on the revised carrying amount of the assets over its remaining life.

Impairment losses are reversed in the consolidated Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.



## Notes forming Part of the Consolidated Financial Statements

### 2.8 Inventories

Inventories are valued at lower of cost and net realizable value. Cost is arrived in the following manner:

Food items	:	Weighted Average Basis
Merchandise	:	First in First Out
Consumable & Spare Parts	:	First in First Out

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. Slow and non-moving material, obsolesces, defective inventories are valued at net realizable value. Goods and materials in transit are valued at actual cost incurred up to the date of balance sheet.

### 2.9 Non-Current Assets held for Sale and Discontinued Operations

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

Assets and liabilities classified as held for distribution are presented separately from other assets and liabilities in the balance sheet.

A disposal group qualifies as discontinued operation if it is a component of the Group that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

An entity shall not depreciate (or amortise) a non-current asset while it is classified as held for sale or while it is part of a disposal group classified as held for sale.

### 2.10 Financial Instruments

#### (i) Financial assets:

##### Initial recognition and measurement

All financial assets are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset except in the case of financial assets recorded at fair value through Profit and Loss.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

##### Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

- Financial assets at fair value
- Financial assets at amortised cost

## Notes forming Part of the Consolidated Financial Statements

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- Business model test: The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

All other financial asset is measured at fair value through profit or loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognised in the statement of profit and loss, except for those equity investments for which the entity has elected to present value changes in 'other comprehensive income'.

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the statement of profit and loss.

### De - recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either
  - (a) the Group has transferred substantially all the risks and rewards of the asset, or
  - (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

## Notes forming Part of the Consolidated Financial Statements

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### (ii) Financial liabilities:

#### Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

#### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

#### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

#### De - recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

### (iii) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## Notes forming Part of the Consolidated Financial Statements

### 2.11 Impairment of Financial Asset

In case of trade receivables and lease receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance.

In case of other assets (listed as i and ii above), the Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

### 2.12 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date.

A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognised in Consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

A contingent asset is not recognized in the financial statements but is disclosed, where an inflow of economic benefits is probable.

### 2.13 Foreign Currency Transactions

#### Functional currency:

The functional currency of the group is Indian Rupees ('INR'/'₹'/'Rs'). These Consolidated financial statements are presented in Indian Rupees and the all values are rounded to the nearest Lakh, except otherwise indicated.

#### Transactions and translations:

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. Gains and losses, if any, at the year-end in respect of monetary assets and monetary liabilities not covered by the forward contracts are transferred to Profit & Loss Account except for Long Term Foreign Currency Monetary Items. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and nonmonetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

## Notes forming Part of the Consolidated Financial Statements

### 2.14 Borrowing Cost

Borrowing costs that are attributable to acquisition and construction of qualifying assets are capitalized till the asset is ready for its intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. The Group has not capitalized any borrowing costs during the year.

All other borrowing costs are recognized as expenditure in the year in which they are incurred.

### 2.15 Earnings per Equity Share

#### Basic earnings per share

Basic earnings per share are calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

#### Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected.

### 2.16 Employee Benefit

All employee benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the service entitling them to the contribution.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

## Notes forming Part of the Consolidated Financial Statements

The Group recognises the following changes in the net defined benefit obligation under employee benefit expenses in the statement of profit and loss.

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements,
- Net interest expense or income.

### Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.

### Termination benefits

Termination benefits are recognised as an expense in the period in which they are incurred.

## 2.17 Cash flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

## 2.18 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## 2.19 Lease

### Operating Lease:

The Group has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17. The adoption of Ind AS 116 as on April 1, 2019 did not require any adjustments to the assets and liabilities as on that date.

### As a lessee:

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, Company's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprises of fixed payments, including in-substance fixed payments, amounts expected to be payable under a residual value guarantee and the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option.

## Notes forming Part of the Consolidated Financial Statements

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

### Short-term leases and leases of low-value assets:

The Group has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of less than or equal to 12 months with no purchase option and assets with low value leases. The Group recognises the lease payments associated with these leases as an expense in statement of profit and loss over the lease term. The related cash flows are classified as operating activities.

### As a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

## 2.20 Exceptional Items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the Consolidated Financial Statements.

## 2.21 Current and Non-Current Classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets/liabilities are classified as non-current.

All other liabilities are classified as non-current.

## Notes forming Part of the Consolidated Financial Statements

### NOTE 3 : Tangible Assets

(₹ in Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As on 1 <sup>st</sup> April, 2019	Additions during the Year	Deductions/ Decapitalized during the Year	As on 31 <sup>st</sup> March, 2020	As on 1 <sup>st</sup> April, 2019	Depreciation for the Year	Provision for Impairment Loss	As on 31 <sup>st</sup> March, 2020	As on 31 <sup>st</sup> March, 2020	As on 31 <sup>st</sup> March, 2019
Land (refer note no.42)	15,490.98	-	-	15,490.98	-	-	-	-	15,490.98	15,490.98
Servers and networks	1,428.26	115.90	-	1,544.16	1,121.65	238.13	-	1,359.78	184.38	306.62
End user devices	370.07	3.90	-	373.97	368.48	1.33	-	369.81	4.16	1.59
Electrical Installation	10,342.74	107.00	-	10,449.74	4,878.21	1,086.24	-	5,964.45	4,485.29	5,464.52
Furniture & Fixtures	14,644.31	403.75	-	15,048.06	5,953.61	2,000.76	962.94	8,917.31	6,130.75	8,690.75
Office Equipments	4,017.96	65.12	-	4,083.08	3,265.04	528.68	-	3,793.72	289.36	752.92
Plant & Machinery	61,337.96	256.09	-	61,594.05	21,407.08	3,987.08	4,284.86	29,679.02	31,915.03	39,930.89
Building	46,821.25	73.68	-	46,894.93	7,034.46	1,413.16	8,911.19	17,358.81	29,536.12	39,786.79
Building Road	1,066.52	60.14	-	1,126.66	942.91	104.85	-	1,047.76	78.90	123.61
Pipes and Fittings	2,602.56	37.66	-	2,640.22	573.95	174.41	-	748.36	1,891.86	2,028.61
Vehicles	227.42	-	-	227.42	171.07	21.86	-	192.93	34.49	56.35
Electrical Vehicle	39.18	-	-	39.18	26.53	4.91	-	31.44	7.74	12.65
Nursery	438.62	3.93	-	442.55	438.32	0.17	-	438.49	4.06	0.31
Nursery - Tree	81.03	-	-	81.03	14.37	2.71	-	17.08	63.95	66.66
<b>Total- A</b>	<b>1,58,908.86</b>	<b>1,127.17</b>	-	<b>1,60,036.03</b>	<b>46,195.68</b>	<b>9,564.29</b>	<b>14,158.99</b>	<b>69,918.96</b>	<b>90,117.07</b>	<b>1,12,713.25</b>

### NOTE 4 : Intangible Assets

(₹ in Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As on 1 <sup>st</sup> April, 2019	Additions during the Year	Deductions/ Decapitalized during the Year	As on 31 <sup>st</sup> March, 2020	As on 1 <sup>st</sup> April, 2019	Depreciation for the Year	Provision for Impairment Loss	As on 31 <sup>st</sup> March, 2020	As on 31 <sup>st</sup> March, 2020	As on 31 <sup>st</sup> March, 2019
Software	1,339.72	111.60	-	1,451.32	1,009.30	233.11	-	1,242.41	208.91	330.42
Logo and Trade Mark	69.58	-	-	69.58	38.56	6.97	-	45.53	24.05	31.02
Film	3,059.06	-	-	3,059.06	1,620.95	306.74	-	1,927.69	1,131.37	1,438.11
Goodwill	126.40	-	-	126.40	-	-	-	-	126.40	126.40
<b>Total- B</b>	<b>4,594.76</b>	<b>111.60</b>	-	<b>4,706.36</b>	<b>2,668.81</b>	<b>546.82</b>	-	<b>3,215.63</b>	<b>1,490.73</b>	<b>1,925.95</b>
<b>Grand Total A+B</b>	<b>1,63,503.62</b>	<b>1,238.77</b>	-	<b>1,64,742.39</b>	<b>48,864.49</b>	<b>10,111.11</b>	<b>14,158.99</b>	<b>73,134.59</b>	<b>91,607.80</b>	<b>1,14,639.20</b>



## Notes forming Part of the Consolidated Financial Statements

### NOTE 3 : Tangible Assets

(₹ in Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 1 <sup>st</sup> April, 2018	Additions during the Year	Deductions/ Decapitalized during the Year	As on 31 <sup>st</sup> March, 2019	As on 1 <sup>st</sup> April, 2018	Depreciation for the Year	Deduction during the Year	As on 31 <sup>st</sup> March, 2019	As on 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Land (refer note no.42)	15,065.42	425.56	-	15,490.98	-	-	-	-	15,490.98	15,065.42
Servers and networks	1,289.39	138.88	-	1,428.27	880.69	240.96	-	1,121.65	306.62	408.70
End user devises	368.38	1.70	-	370.08	339.10	29.39	-	368.49	1.59	29.28
Electrical Installation	9,315.04	1,027.69	-	10,342.73	3,847.14	1,031.07	-	4,878.21	5,464.52	5,467.90
Furniture & Fixtures	10,579.38	4,064.93	-	14,644.31	4,316.82	1,636.74	-	5,953.56	8,690.75	6,262.52
Office Equipments	3,431.05	586.91	-	4,017.96	2,596.89	668.15	-	3,265.04	752.92	834.16
Plant & Machinery	61,137.77	200.20	-	61,337.97	17,182.64	4,224.44	-	21,407.08	39,930.89	43,955.12
Building	44,239.07	2,582.18	-	46,821.25	5,621.82	1,412.64	-	7,034.46	39,786.79	38,617.25
Building Road	1,050.59	15.93	-	1,066.52	757.51	185.40	-	942.91	123.61	293.08
Pipes and Fittings	2,602.56	-	-	2,602.56	400.45	173.50	-	573.95	2,028.61	2,202.11
Vehicles	216.37	11.05	-	227.42	143.40	27.67	-	171.07	56.35	72.97
Electrical Vehicle	39.18	-	-	39.18	21.63	4.90	-	26.53	12.65	17.55
Nursery	438.29	0.33	-	438.62	420.29	18.02	-	438.31	0.31	18.00
Nursery - Tree	81.03	-	-	81.03	11.67	2.70	-	14.37	66.66	69.36
<b>Total- A</b>	<b>1,49,853.52</b>	<b>9,055.36</b>	<b>-</b>	<b>1,58,908.88</b>	<b>36,540.05</b>	<b>9,655.58</b>	<b>-</b>	<b>46,195.63</b>	<b>1,12,713.25</b>	<b>1,13,313.41</b>

### NOTE 4 : Intangible Assets

(₹ in Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 1 <sup>st</sup> April, 2018	Additions during the Year	Deductions/ Decapitalized during the Year	As on 31 <sup>st</sup> March, 2019	As on 1 <sup>st</sup> April, 2018	Depreciation for the Year	Deduction during the Year	As on 31 <sup>st</sup> March, 2019	As on 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Software	1,207.81	131.91	-	1,339.72	800.19	209.11	-	1,009.30	330.42	407.62
Logo and Trade Mark	69.58	-	-	69.58	31.60	6.96	-	38.56	31.02	37.98
Film	3,059.06	-	-	3,059.06	1,315.04	305.91	-	1,620.95	1,438.11	1,744.01
Goodwill	126.40	-	-	126.40	-	-	-	-	126.40	126.40
<b>Total- B</b>	<b>4,462.85</b>	<b>131.91</b>	<b>-</b>	<b>4,594.76</b>	<b>2,146.83</b>	<b>521.98</b>	<b>-</b>	<b>2,668.81</b>	<b>1,925.95</b>	<b>2,316.01</b>
<b>Grand Total A+B</b>	<b>1,54,316.37</b>	<b>9,187.27</b>	<b>-</b>	<b>1,63,503.64</b>	<b>38,686.88</b>	<b>10,177.56</b>	<b>-</b>	<b>48,864.44</b>	<b>1,14,639.20</b>	<b>1,15,629.42</b>

## Notes forming Part of the Consolidated Financial Statements

### NOTE 5 : Other Financial Asset

	(₹ in Lakhs)
	As at 31 <sup>st</sup> March, 2019
	As at 31 <sup>st</sup> March, 2020
<b>Bank deposits</b>	
Fixed deposits (pledge with banks)	12.43
<b>Total</b>	<b>12.43</b>

### NOTE 6 : Other Non-Current Assets

	(₹ in Lakhs)
	As at 31 <sup>st</sup> March, 2019
	As at 31 <sup>st</sup> March, 2020
<b>Capital Advances</b>	
i) Advance for land at Khalapur (Unsecured, considered doubtful)	667.64
Less:- Provision for doubtful advances	667.64
	-
ii) Others Advances for land	134.13
<b>Advances other than capital advances</b>	
Security deposits	
Unsecured, considered good	270.29
Deposits with government authorities	28.95
<b>Total</b>	<b>433.37</b>

### NOTE 7 : Inventories

	(₹ in Lakhs)
	As at 31 <sup>st</sup> March, 2019
	As at 31 <sup>st</sup> March, 2020
<b>Raw material</b>	
Food Items	172.34
<b>Trading goods</b>	
Merchandise	403.27
Stores and spares	840.21
Land Work in Progress	10,217.79
<b>Total</b>	<b>11,633.61</b>

### NOTE 8 : Trade Receivables

	(₹ in Lakhs)
	As at 31 <sup>st</sup> March, 2019
	As at 31 <sup>st</sup> March, 2020
<b>Trade Receivables</b>	
Trade Receivables considered good - Unsecured	940.15
Trade Receivables - credit impaired	33.38
	973.53
Less: Allowances for credit losses	33.38
<b>Total</b>	<b>940.15</b>

## Notes forming Part of the Consolidated Financial Statements

### NOTE 9 : Cash and Cash Equivalents

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>Cash and Cash Equivalents</b>		
Cash on hand	29.95	80.55
Balance with banks in Current Accounts	182.73	109.10
<b>Total</b>	<b>212.68</b>	<b>189.65</b>

(₹ in Lakhs)

### NOTE 10 : Bank balances other than above

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Fixed deposits (pledge with banks)	85.77	43.59
<b>Total</b>	<b>85.77</b>	<b>43.59</b>

(₹ in Lakhs)

### NOTE 11 : Loans

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Other Loans		
Loan to employees	0.48	3.42
<b>Total</b>	<b>0.48</b>	<b>3.42</b>

(₹ in Lakhs)

### NOTE 12 : Other Financial Assets

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Deposit- others	1.00	1.00
Balance with government authorities	98.60	83.97
Receivable from Gratuity Trust	-	19.63
Capital Advances	308.54	308.54
<b>Total</b>	<b>408.14</b>	<b>413.14</b>

(₹ in Lakhs)

### NOTE 13 : Other Current Assets

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Advances to suppliers	1,105.64	947.43
Others		
Prepaid expenses	73.57	157.93
Other receivables	30.99	23.54
Rent Equalisation	9.31	11.77
Income Accrued but not due	1.59	2.15
Other Deposit	25.00	25.00
<b>Total</b>	<b>1,246.10</b>	<b>1,167.82</b>

(₹ in Lakhs)

## Notes forming Part of the Consolidated Financial Statements

### NOTE 14 : Equity Share capital

(₹ in Lakhs)

	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
<b>Authorised Capital</b>		
20,00,00,000 (Previous Year: 20,00,00,000)		
Equity shares of ₹10/- each	20,000.00	20,000.00
<b>Total</b>	<b>20,000.00</b>	<b>20,000.00</b>
<b>Issued, Subscribed and Fully Paid up</b>		
8,80,62,123 (Previous Year: 8,80,62,123)		
Equity shares of ₹ 10/- each, fully paid up	8,806.21	8,806.21
Add:- Issued during the year		-
<b>Total</b>	<b>8,806.21</b>	<b>8,806.21</b>

#### (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	31 <sup>st</sup> March, 2020		31 <sup>st</sup> March, 2019	
	Number of shares	(₹ in Lakhs)	Number of shares	(₹ in Lakhs)
Shares outstanding at the beginning of the year	8,80,62,123	8,806.21	8,80,62,123	8,806.21
Add:- Issued during the year	-	-	-	-
Outstanding at the end of the year	8,80,62,123	8,806.21	8,80,62,123	8,806.21

#### (b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### (c) Details of shares held by holding Company

Name of the Shareholder	No of Shares	
	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
NA	-	-

#### (d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	31 <sup>st</sup> March, 2020		31 <sup>st</sup> March, 2019	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Thrill Park Limited	27,241,127	30.93	27,241,127	30.93
India Advantage Fund S3 I	-	-	7,293,957	8.28
Shaan Agro And Realty India Private Limited	6,915,629	7.85	6,915,629	7.85
Begonia Realtors Private Limited	7,347,541	8.34	5,490,885	6.23

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

## Notes forming Part of the Consolidated Financial Statements

### NOTE 15 : Provisions

	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2020	
	As at 31 <sup>st</sup> March, 2019	
Provision for Employee benefits		
Provision for gratuity	62.86	50.28
Provision for leave encashment	85.07	132.11
<b>Total</b>	<b>147.93</b>	<b>182.39</b>

### NOTE 16 : Borrowings

	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2020	
	As at 31 <sup>st</sup> March, 2019	
Loan from banks ( Secured ) ( refer note no.36)	102,019.72	102,019.72
Loan from related party ( Unsecured ) ( refer note no.37)	5,423.43	5,039.36
Loan from other companies (Unsecured)	200.00	200.00
<b>Total</b>	<b>1,07,643.15</b>	<b>1,07,259.08</b>
The above amount includes		
Loan guaranteed by promoters (Secured)	1,02,019.72	1,02,019.72

### NOTE 17 : Other Financial Liabilities

	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2020	
	As at 31 <sup>st</sup> March, 2019	
Sundry creditors for capital goods and services	238.07	312.51
Advance received against Sale of Hotel	1,425.00	1,500.00
Interest accrued and due ( refer note no.36)	25,540.12	12,439.72
<b>Total</b>	<b>27,203.19</b>	<b>14,252.23</b>

### NOTE 18 : Other Current Liabilities

	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2020	
	As at 31 <sup>st</sup> March, 2019	
Revenue received in advances	248.19	608.95
Others		
IPO Expense Payable	73.00	73.00
Statutory dues	235.12	262.52
Security deposits from sales agents	51.86	59.02
Other payables	115.00	115.00
<b>Total</b>	<b>723.17</b>	<b>1,118.49</b>

### NOTE 19: Provisions

	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2020	
	As at 31 <sup>st</sup> March, 2019	
Provisions for employee benefits		
Provision for gratuity ( refer note no.35)	8.13	7.60
Provision for leave travel allowance	11.25	8.14
Provision for leave encashment	4.21	7.55
<b>Total</b>	<b>23.59</b>	<b>23.29</b>

## Notes forming Part of the Consolidated Financial Statements

### NOTE 20 : Revenue from Operations

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
		(₹ in Lakhs)
Sale of products	6,556.89	8,166.53
Sale of Services	11,833.63	13,710.58
Other operating revenue	1,615.06	2,160.77
<b>Revenue from operations (Net)</b>	<b>20,005.58</b>	<b>24,037.88</b>
<b>Details of Sale of Product</b>		
Food & beverages	5,228.81	6,363.68
Merchandise sales	1,328.08	1,802.85
<b>Total</b>	<b>6,556.89</b>	<b>8,166.53</b>
<b>Details of Sale of Services</b>		
Tickets sales	9,364.99	11,447.59
Room Revenue	2,468.64	2,262.99
<b>Total</b>	<b>11,833.63</b>	<b>13,710.58</b>
<b>Details of Other operating revenue</b>		
Income from parking services	114.62	143.88
Income from third party logistic services	291.42	366.74
Income from space on hire	392.91	341.69
Income from lockers	196.95	240.87
Miscellaneous Income	619.16	1,067.59
<b>Total</b>	<b>1,615.06</b>	<b>2,160.77</b>

### NOTE 21 : Other Income

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
		(₹ in Lakhs)
Income from liquid fund investments	7.57	2.53
Interest Income	48.82	6.33
Other non operating Income	4.91	620.18
<b>Total</b>	<b>61.30</b>	<b>629.04</b>

### NOTE 22 : Cost of Material Consumed

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
		(₹ in Lakhs)
Cost of food & beverage, others	1,357.54	1,380.91
Cost of liquor	103.35	143.82
<b>Total</b>	<b>1,460.89</b>	<b>1,524.73</b>

### NOTE 23 : Changes in Inventories of Stock-in-Trade

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
		(₹ in Lakhs)
Stock in trade at the beginning of the year		
- Merchandise	403.27	493.61
Less: Stock in trade at the end of the year		
- Merchandise	387.61	403.27
<b>Total</b>	<b>15.66</b>	<b>90.34</b>

## Notes forming Part of the Consolidated Financial Statements

### NOTE 24 : Employee Benefit Expenses

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
Salaries, wages and bonus	4,512.41	4,625.09
Contribution to provident fund	257.50	250.01
Employee welfare and other amenities	465.51	541.70
<b>Total</b>	<b>5,235.42</b>	<b>5,416.80</b>

(₹ in Lakhs)

### NOTE 25 : Finance Cost

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
Interest on borrowings	15,054.29	13,099.43
Funds raising expenses	100.32	282.59
Bank charges	3.60	1.59
<b>Total</b>	<b>15,158.21</b>	<b>13,383.61</b>

(₹ in Lakhs)

### NOTE 26 : Other Expenses

	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
Consumables & spares parts	74.19	76.78
Rent	151.94	168.75
Rates and taxes	279.07	163.23
Repairs and Maintenance	1,204.37	1,165.12
Power, fuel and water	1,845.38	1,819.09
Freight and forwarding expenses	0.21	0.85
House keeping expenses	641.86	720.75
Event & entertainment expenses	95.15	110.80
Advertisement, sales and marketing expenses	2,791.99	3,618.03
Insurance expense	86.53	87.46
Communication expenses	38.83	43.45
Travelling and conveyance expenses	411.42	497.27
Payment to auditors (refer note no.32)	14.57	19.81
Legal and professional fees	408.47	396.27
Provision for Doubtful Debts	5.93	5.00
Bad Debts Written off	-	3.03
Provision for Doubtful Advances	-	667.64
Foreign exchange loss ( net)	1.45	0.47
Commission	1,157.52	1,293.21
Security and safety expenses	344.77	363.73
Printing and stationery expenses	63.47	73.97
Directors sitting fees	8.60	15.00
Loss on carrying Inventory at Net Realisable Value (Refer Note 44)	3,156.66	-
Other operating expenses	180.74	174.64
<b>Total</b>	<b>12,963.12</b>	<b>11,484.35</b>

(₹ in Lakhs)

## Notes forming Part of the Consolidated Financial Statements

### NOTE 27: Earnings Per Share (EPS)- (Ind AS 33)

Sr. No	Particulars	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
1	Face Value per equity share in Rupees	10.00	10.00
2	Weighted Average number of equity shares outstanding	8,80,62,123	8,80,62,123
3	Net (Loss) as per Profit and Loss Statement ( Continuing Operation ) Rupees in Lakhs	(39,742.76)	(34,778.30)
4	Weighted Average earning per share from Continuing Operation ( Basic and Diluted) in Rupees	(45.13)	(39.49)
5	Net (Loss) as per Profit and Loss Statement ( from Discontinuing Operation ) Rupees in Lakhs	-	-
6	Weighted Average earning per share from Discontinuing Operation ( Basic and Diluted) in Rupees	-	-
7	Net (Loss) as per Profit and Loss Statement ( Continuing and Discontinuing Operation ) Rupees in Lakhs	(39,742.76)	(34,778.30)
8	Weighted Average earning per share from Continuing and Discontinuing Operation ( Basic and Diluted) in Rupees	(45.13)	(39.49)

### NOTE 28: Contingent Liabilities

1. Claim against the Group not acknowledged as debts for the year ended March 31, 2020 are as follows

Name of Statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which it Relates	Forum where dispute is Pending
Custom Act, 1962	Special Additional Duty (SAD)	77.49*	June – 2012 to September -2013	CESTAT
Custom Act, 1962	Penalty	1,118.49	June – 2012 to September -2013	CESTAT
Custom Act, 1962	Interest	207.14	June – 2012 to March -2020	CESTAT

[\* Total demand ₹1,118.49 Lakhs – amount deposited ₹ 1,041.00 Lakhs.]

### NOTE 29: Capital Commitment

Estimated amount remaining to be executed on capital account and not provided for is ₹ 135.47 Lakhs as on 31<sup>st</sup> March, 2020 (Previous year ₹ 576.65 Lakhs).

### NOTE 30: Deferred Tax Asset (Net)

Breakup of Net Deferred Tax Assets

Particulars	Deferred Tax Asset (Net)	
	As at 31 March, 2020	As at 31 March, 2019
<b>(i) Deferred Tax Assets &amp; Expense / (Income)</b>		
Disallowance under Income Tax Act, 1961	6,623.49	3,307.12
Provision for Expected Credit Loss/ Impairment	981.91	-
Related to Carried forward Loss and Unabsorbed Depreciation	25,234.57	24,048.46
<b>Subtotal</b>	<b>32,839.97</b>	<b>27,355.58</b>
<b>(ii) Deferred Tax Liabilities &amp; Expense / (Income)</b>		
Related to temporary difference on depreciation/amortization	1,844.52	5,760.17
<b>Subtotal</b>	<b>1,844.52</b>	<b>5,760.17</b>
<b>Net Deferred Tax Assets/ Deferred Tax Expense/(Income) to be recognized</b>	<b>30,995.45</b>	<b>21,595.41</b>

The Group has not recognized net deferred tax assets as on March 31, 2020 and March 31, 2019 since there is no convincing evidence with the company that there will be sufficient taxable profits in future to utilise the unused tax losses or unused tax credits of the Group.



## Notes forming Part of the Consolidated Financial Statements

### NOTE 31: NCLT Matter

The Group has incurred a net loss of ₹ 39,742.76 Lakhs for the year ended 31<sup>st</sup> March, 2020 and as of that date, the net worth of the Group has been fully eroded. Further, borrowings of the group have been called back by the secured lenders due to material breach of debt covenants by the group and consequently, the group has re-classified the borrowings as current borrowings in the consolidated financial statements. Subsequent to this reclassification, the current liabilities are substantially higher than current assets of the company as at 31<sup>st</sup> March, 2020. In addition to this, application has also been made against the group by two of the secured lenders to National Company Law Tribunal (NCLT), Mumbai under the provisions of the Insolvency and Bankruptcy Code, 2016.

In the meantime, the One Time Settlement (OTS) proposal for the group had been principally approved by the consortium of lenders during the year. Some of the lenders in the consortium have also sanctioned the OTS at 56% of the total outstanding on the basis of the company's anchor offer subject to the concurrence of all other lenders for adopting Swiss Challenge Process on the company's anchor offer and deposit of entire amount of OTS within 90 days of receipt of concurrence for Swiss Challenge Offer from all the lenders.

The management is in the process of identifying investors and is also intending to raise capital/sell assets for the purpose of complying with the terms and conditions of the said OTS.

The Group is confident of obtaining the concurrence of all the lenders for the OTS and complying with the terms and conditions of the OTS through the stake sale and / or sale of assets as stated above. After the settlement of debts of all the lenders under OTS, the group is hopeful of withdrawal of the debt recovery cases filed against the group by two of the lenders.

#### **Impact of Covid-19**

Covid-19 has been declared as a global pandemic and the Indian Government has followed an approach of complete lockdown since March 24, 2020.

The Government of Maharashtra has directed the group to suspend the operations of its parks and hotel. The group being part of the Travel & Tourism Sector as well as the Entertainment Sector, has been severely affected in the short term as well as medium term.

The group expects that the lockdown would be lifted in the near future. In India, guidelines on the lines of Global Parks such as Disneyland, Universal Studios etc have been prepared and shared with Local Government Bodies to explain readiness in consultation with the amusement park association IAAPI. Entertainment Parks have started getting operational with self-imposed Safety and Hygiene guidelines. In the company's parks which are spread over 100 acres, social distancing is practically possible to be achieved and therefore would be able to comply with the safety and hygiene guidelines after the lock down is lifted.

The group has also taken steps for reduction in the fixed costs to offset part of the business lost during the COVID-19 closure. Since the company's business model is largely upfront cash, there are limited credit risks and the scope for losses on account of receivables is minimal. The management has taken due care to maintain the assets in a workable condition and thereby resumption of operations post-lockdown does not remain a constraint.

Further the Government of Maharashtra has issued Government Resolution No TDC/2017/1/104/Tourism dated March 4, 2020 granting refund of State Goods and Services Tax (SGST).

The Government of Maharashtra, vide order dated 6<sup>th</sup> July, 2020, has inter alia allowed hotels to restart its business with effect from 8<sup>th</sup> July, 2020. Thereafter, the Group is in the process of restarting its hotel business.

Considering these developments, the consolidated financial results continue to be prepared on going concern basis.

### NOTE 32: Payment to Auditors

Particulars	(₹ in Lakhs)	
	For the Year ended 31 <sup>st</sup> March, 2020	For the Year ended 31 <sup>st</sup> March, 2019
Audit Fees	12.55	14.50
Reimbursement of expenses	-	0.31
Income Tax Scrutiny Fees	-	1.00
Limited Review Fees	2.00	2.00
Tax Audit Fees	-	2.00
<b>Total</b>	<b>14.55</b>	<b>19.81</b>

## Notes forming Part of the Consolidated Financial Statements

### NOTE 33: Details of dues to micro and small enterprises as per MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises (MSME). On the basis of the information and records available with the Group, the following disclosures are made for the amounts due to the Micro and Small enterprises.

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Principal amount due to any supplier as at the year end	14.50	39.20
Interest due on the principal amount unpaid at the period end to any supplier	0.52	0.84
Amount of Interest paid by the Group in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period	-	-
Payment made to the enterprises beyond appointed date under Section 16 of MSMED	-	-
Amount of Interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the period, but without adding the interest specified under MSMED	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting period; and	0.63	1.80
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due as above is actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED.	17.17	16.54

### NOTE 34: Lease

#### (a) Where the Company is a Lessee:

The Group has taken certain assets like Land, Office premises and apartments on lease. They are on rental lease term which range between 10 months to 5 years and some of the lease agreement are having price escalation clause. The lease rentals expense during the year amount to ₹ 151.94 Lakhs (Previous Year - ₹ 168.75 Lakhs).

The future minimum lease payments in respect of such operating leases as at 31<sup>st</sup> March 2020 are summarized below.

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Amount payable within one year from the balance sheet date.	3.49	122.86
Amount payable in the period between one year and five years	6.41	8.77
Amount payable beyond five years	-	-
<b>Total</b>	<b>9.90</b>	<b>131.63</b>

The above lease payments are exclusive of GST.

#### (b) Where the company is a Lessor:

The Group has given on lease three premises / place for period of 5 years to 15 years and some of the lease agreement are having price escalation clause. The lease rentals income during the reporting year amount to ₹ 21.71 lakhs (Previous Year - ₹ 25.28 lakhs).

The future minimum lease receipts of such operating leases as at 31<sup>st</sup> March, 2020 are summarized as below.

## Notes forming Part of the Consolidated Financial Statements

Particulars	(₹ In Lakhs)	
	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Amount receivable within one year from the balance sheet date.	21.86	15.62
Amount receivable in the period between one year and five years	95.60	62.48
Amount receivable beyond five years	59.89	46.87
<b>Total</b>	<b>177.35</b>	<b>124.97</b>

The above lease receipts are exclusive of GST.

### NOTE 35: Post Retirement Benefit Plans

#### Defined Benefits Plan

##### Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. The gratuity plan is funded through an 'Approved Trust'. The Trust has taken a Policy from the HDFC Life Insurance and the management / investment of the fund is undertaken by the insurer.

The Group contributes all ascertained liabilities towards gratuity to the "Adlabs Entertainment Limited Employee's Gratuity Trust". The Trustees administer contributions made to the trust. As of 31<sup>st</sup> March, 2020, the plan assets have been primarily invested in insurer – managed funds.

The Gratuity Plan provides a lumpsum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

The Group recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through remeasurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments is recognized in net profit in the Statement of Profit and Loss.

The following table shows the Actuarial Valuation as on 31<sup>st</sup> March, 2020 and amounts recognised in the consolidated financial statements in respect of Employee Defined Benefit Schemes:

Change in Defined Benefit Obligation during the year	(₹ In Lakhs)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Defined Benefit Obligation, Beginning of year</b>	<b>249.62</b>	<b>205.15</b>
Net Current Service Cost	65.36	61.17
Interest Cost on DBO	21.67	18.29
Actual Plan Participants' Contributions	-	-
Actuarial (Gains)/Losses	53.35	(14.52)
Changes in Foreign Currency Exchange Rates	-	-
Acquisition/Business Combination/Divestiture	-	-
Benefits Paid	(70.33)	(20.47)
Past Service Cost	-	-
Losses / (Gains) on Curtailments/Settlements	-	-
<b>Defined Benefit Obligation, End of year</b>	<b>319.67</b>	<b>249.62</b>

## Notes forming Part of the Consolidated Financial Statements

Change in Fair value of Plan Assets during the year	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Fair value of Plan Assets, Beginning of year</b>	<b>191.74</b>	<b>206.72</b>
Interest Income Plan Assets	14.92	16.27
Actual Company Contributions	92.00	-
Actuarial Gains / (Losses)	(9.27)	(10.77)
Benefits paid	(70.33)	(20.47)
<b>Fair value of Plan Assets, End of Year</b>	<b>219.06</b>	<b>191.74</b>
<b>Amount Recognized in Statement of Financial Position at year End</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
Present Value of Unfunded Defined Benefit Obligation	319.67	249.62
Fair value of Plan Assets	219.05	191.74
<b>Net Defined Benefit (Asset)/Liability Recognised in Statement of Financial Position</b>	<b>100.61</b>	<b>57.88</b>
<b>Net Defined Benefit Cost/(Income) included in Statement of Profit &amp; Loss at year End</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
Service Cost	65.36	61.17
Net Interest Cost	6.75	2.02
Past Service Cost	-	-
<b>Total Defined Benefit Cost/(Income) included in Profit &amp; Loss</b>	<b>72.11</b>	<b>63.19</b>
<b>Analysis of Amounts Recognised in Other Comprehensive (Income) /Loss at year End</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
Amount recognized in OCI, Beginning of year	(33.75)	(30.01)
<b>Remeasurements due to :</b>		
Effect of Change in financial assumptions	41.61	2.99
Effect of change in demographic assumption	-	-
Effect of experience adjustments	11.74	(17.51)
Return on plan assets (excluding interest)	9.27	10.78
<b>Total remeasurements recognized in OCI</b>	<b>62.62</b>	<b>(3.74)</b>
<b>Amount recognized in OCI, End of year</b>	<b>28.87</b>	<b>(33.75)</b>
<b>Maturity Profile of defined benefit obligation</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
Within the next 12 months	9.10	7.89
Between 2 to 5 years	61.32	57.22
Between 6 to 10 years	81.02	76.94

## Notes forming Part of the Consolidated Financial Statements

Sensitivity Analysis	For the year ended March 31, 2020	For the year ended March 31, 2019
Defined Benefit Obligation - Discount Rate + 100 basis points	(40.09)	(30.54)
Defined Benefit Obligation - Discount Rate - 100 basis points	41.24	33.30
Defined Benefit Obligation - Salary Escalation Rate + 100 basis points	36.63	24.85
Defined Benefit Obligation - Salary Escalation Rate - 100 basis points	(34.06)	(23.60)

Sensitivity analysis is determined based on the expected movement in liability if the assumptions were not proved to be true on different count.

Financial Assumptions Used to Determine the Defined Benefit	For the year ended March 31, 2020	For the year ended March 31, 2019
Discount Rate	6.76%	7.78%
Salary Escalation Rate	6.00%	6.00%
Expected Return on Plan Assets	6.76%	7.78%
Demographic Assumptions Used to Determine the Defined Benefit		
Withdrawal Rate	2.00%	2.00%
Mortality Rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Retirement Age	58 years	58 years

### NOTE 36: Default in repayment of Borrowing (Current) and Interest

During the year, the Company has defaulted in the repayment of borrowings to the Banks and Financial Institutions and interest thereon as under:

(₹ In Lakhs)

Secured Lenders	Principal amount of Borrowings		Interest on Borrowings	
	*Default in Repayment during the year ended 31 <sup>st</sup> March, 2020	Default as at 31 <sup>st</sup> March, 2020	Default in payment during the year ended 31 <sup>st</sup> March 2020	Default as at 31 <sup>st</sup> March 2020
Banks	92,304.41	92,304.41	12,834.93	23,078.61
Financial Institution	9,715.31	9,715.31	1,414.50	2,461.51
<b>Grand Total</b>	<b>1,02,019.72</b>	<b>1,02,019.72</b>	<b>14,249.43</b>	<b>25,540.12</b>

\*The secured borrowings taken by the Group from Banks and Financial Institutions had a certain repayment schedule agreed and part of the principal obligations which were due during the year along with interest have not been repaid. Therefore, entire secured borrowings of the group have been called back by the secured lenders vide recall notices due to material breach of debt covenants by the group and consequently, the group has re-classified the borrowings as current borrowings in the consolidated financial statements and has been disclosed as default in repayment in the above table.

Further, due to material breach of debt covenants by the group, few of the secured lenders have not confirmed their interest on borrowings for the year in their loan statement or have not provided the loan statement to the group. Hence, the Group has recognised Interest expense calculated on the basis of Interest rates, Penal Interest rates and other data agreed with the lenders in the Sanctioned Letter / Term Sheets (after latest revisions).

## Notes forming Part of the Consolidated Financial Statements

### NOTE 37: Related Party Disclosures (As identified by the Management).

#### a) Related Party Relationship.

##### i) Key Managerial Personnel ( KMP )

- Mr Manmohan Shetty
- Mr Dhimant Bakshi
- Mr Mayuresh Kore
- Mr Ashutosh Kale

##### ii) Relatives of KMP

- Ms Pooja Deora
- Ms Aarti Shetty

##### iii) Entities Controlled by KMP

- Thrill Park Limited

#### b) Transaction with Related Parties (Excluding Reimbursements).

Sr. No	Nature of Transaction	Key Managerial Personnel	Relatives	(₹ In Lakhs)
				Entities Controlled by KMP
1	<b>Loan</b>			
	Received During the year	-	-	5.92
		(415.06)	(-)	(4,620.00)
	Repaid During the year	-	-	394.88
		(5,291.67)	(-)	(299.56)
	Given during the year	-	-	-
		(-)	(-)	(-)
2	<b>Expenses</b>			
	Rent & Society Maintenance	126.73*	-	-
		(119.65*)	-	(-)
	Fees	-	_*	-
		(-)	(5.90*)	(-)
	Remuneration	256.13	-	-
		(212.92)	(-)	(-)
	Royalty	1.18*	-	-
		(1.18*)	(-)	(-)
	Secondment Charges	-	-	34.19
	(-)	(-)	(-)	
Interest	-	-	773.03	
	(-)	(-)	(728.67)	

\*The amount includes taxes

## Notes forming Part of the Consolidated Financial Statements

### c) Outstanding as at the balance sheet dates.

		(₹ In Lakhs)			
		As at 31 <sup>st</sup> March, 2020	Maximum o/s bal. during the year	As at 31 <sup>st</sup> March, 2019	Maximum o/s bal. during the year
<b>1</b>	<b>Short Term Borrowing</b>				
	Mr Manmohan Shetty	-	-	-	4,932.92
	Thrill Park Ltd.	5,423.43	5,423.43	5,039.36	5,039.36
<b>2</b>	<b>Trade Payable</b>				
	Mr Manmohan Shetty	27.97	48.88	43.74	87.22
	Ms Pooja Deora	-	-	-	-
	Ms Aarti Shetty	-	-	-	24.10
	Mr Mayuresh Kore	2.68	2.68	8.58	8.58
	Mr Dhimant Bakshi	1.07	1.07	9.24	9.24
	Mr Ashutosh Kale	0.83	0.83	8.83	8.83
<b>3</b>	<b>Other Current Assets</b>				
	Thrill Park Limited	-	-	-	-

#### Note(s):

- (1) Figures in the Bracket represent Previous Year (P.Y.) figures.
- (2) The Group has paid the Consultancy fees to Ms. Aarti Shetty ₹NIL Lakhs (P.Y. ₹ 5.90 Lakhs).
- (3) The Group has paid the Remuneration to Mr Ashutosh Kale ₹ 72.85 lakhs (including towards arrears of previous year) (P.Y. ₹ 63.58 Lakhs), Mr. Dhimant Bakshi ₹97.37 Lakhs (P.Y. ₹ 88.05 Lakhs) and Mr. Mayuresh Kore ₹70.02 Lakhs (P.Y. ₹ 61.28 Lakhs)
- (4) The Group has paid Rent and Maintenance Charges for use of office premises and parking area located at 9<sup>th</sup> floor, Lotus Business Park, New Link Road, Andheri-West, Mumbai-400053. to Mr. Manmohan Shetty amounted to ₹ 126.73 Lakhs (P.Y. ₹ 119.65 Lakhs).
- (5) The Group has paid royalty of ₹ 1.18 Lakhs (P.Y. ₹ 1.18 Lakhs) to Mr. Manmohan Shetty (inclusive of taxes)
- (6) The Group has paid Interest of ₹ 773.03 Lakhs (P.Y. ₹ 728.67 Lakhs) on Loan taken from M/s Thrill Park Limited.

### NOTE 38: Fair Value Measurement

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair

## Notes forming Part of the Consolidated Financial Statements

value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The fair values for Non-Current borrowings, loans and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

(₹ In Lakhs)

Particular	Carrying Amount as at 31 <sup>st</sup> March, 2020	Fair value		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
<b>Non- Current</b>				
Investments	-	-	-	-
Others	10.91	-	-	10.91
<b>Current</b>				
Trade receivables	483.59	-	-	483.59
Cash and cash equivalents	212.68	-	-	212.68
Other bank balances	85.77	-	-	85.77
Loans	0.48	-	-	0.48
Others	408.14	-	-	408.14
<b>Total</b>	<b>1,201.57</b>	-	-	<b>1,201.57</b>
<b>Financial Liabilities</b>				
<b>Current</b>				
Borrowings	107,643.15	-	-	107,643.15
Trade payables	2,247.81	-	-	2,247.81
Other financial liabilities	27,203.19	-	-	27,203.19
<b>Total</b>	<b>1,37,094.15</b>	-	-	<b>1,37,094.15</b>

(₹ In Lakhs)

Particular	Carrying Amount as at 31 <sup>st</sup> March, 2019	Fair value		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
<b>Non- Current</b>				
Investments	-	-	-	-
Others	12.43	-	-	12.43
<b>Current</b>				
Trade receivables	940.15	-	-	940.15
Cash and cash equivalents	189.66	-	-	189.66
Other bank balances	43.60	-	-	43.60
Loans	3.42	-	-	3.42
Others	413.13	-	-	413.13



## Notes forming Part of the Consolidated Financial Statements

Particular	Carrying Amount as at 31 <sup>st</sup> March, 2019	Fair value		
		Level 1	Level 2	Level 3
<b>Total</b>	<b>1,602.39</b>	-	-	<b>1,603.39</b>
<b>Financial Liabilities</b>				
<b>Current</b>				
Borrowings	107,259.08	-	-	107,259.08
Trade payables	2,739.41	-	-	2,739.41
Other financial liabilities	14,252.23	-	-	14,252.23
<b>Total</b>	<b>1,24,250.72</b>	-	-	<b>1,24,250.72</b>

During the reporting period ending 31<sup>st</sup> March, 2020 and 31<sup>st</sup> March, 2019, there were no transfer between Level 1 and Level 2 fair value measurement.

### NOTE 39: Financial Risk Management Objectives and Policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Management Board.

Market Risk is the risk of loss of future earning, fair values or future cash flow that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market Risk is attributable to all market risk sensitive financial instruments including investment and deposits, foreign currency receivables, payables and loans and borrowings.

The Group manages market risk through its finance department, which evaluate and exercises independent control over the entire process of market risk management. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

#### Interest Rate Risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

#### Exposure to interest rate risk

Particular	(₹ In Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Floating Rate Borrowings	1,02,019.72	1,02,019.72

#### Interest rate sensitivity

#### A change of 1% in interest rates would have following impact on profit before tax

Particular	(₹ In Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
1% increase in interest rate – Decrease in Profit	(1,020.19)	(1,020.19)
1% decrease in interest rate – increase in Profit	1,020.19	1,020.19

## Notes forming Part of the Consolidated Financial Statements

### Foreign Currency Risk

The Group is not exposed to significant foreign currency risk as at the respective reporting dates.

### Liquidity Risk

Liquidity Risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's finance department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity through rolling forecasts on the basis of expected cash flows.

### Repayment of Term Loans are as per below

Particular	(₹ In Lakhs)	
	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019
Within the next 12 months	1,02,019.72	1,02,019.72
Between 2 to 5 years	-	-
5 years and above	-	-

As explained in note 36 and 39 above, the Group has defaulted in repayment obligations of borrowings during the year and the secured lenders have recalled the entire amount of borrowings. Therefore, the borrowings has been reclassified as current borrowings during the year and the current liabilities of the group are significantly higher than the current assets of the group. Therefore, the group faces a significant liquidity risk.

### Credit Risk

Credit risk arises from the possibility that counter party may not be able to settle their obligation as agreed. To manage this, the Group periodically assesses the financial reliability of c'ustomers, taking in to account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limit are set accordingly.

## NOTE 40: Capital Risk Management

The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The Group may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

## NOTE 41: Disclosures As Required By Indian Accounting Standard (Ind As) 108 – Operating Segments

### Operating Segments of the Company:

Tickets	:	Theme Park, Water Park and Snow Park Tickets
Food and Beverage	:	Park Restaurant and Hotel Restaurant
Merchandise	:	Park Merchandise and Hotel Merchandise
Rooms	:	Hotel Accommodation's
Other Operations	:	Parking, Lockers, Sponsorship, SPA, Revenue Sharing agreements & Lease Rentals

## Notes forming Part of the Consolidated Financial Statements

### Identifications of Segments:

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

### Segment Revenue and Results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure & income.

### Segment Assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which cannot be allocated to any of the business segment are shown as unallocable assets / liabilities.

### Summary of the Segmental Information as at and for the year ended 31<sup>st</sup> March, 2020 is as follows:

Particulars	Tickets	Food and Beverage	Merchandise	Rooms	Other Operations	Unallocated	(₹ In Lakhs)
							Total
Net Revenue	9,364.99	5,228.80	1,328.08	2,468.65	1,615.06	-	20,005.58
Segment Result before Interest and Taxes	(22,035.49)	2,094.69	110.18	(1,920.75)	1,169.74	(4,064.21)	(24,645.84)
Less: Finance Cost						15,158.22	15,158.22
Add: Interest and dividend income						61.30	61.30
Profit before Tax	(22,035.49)	2,094.69	110.18	(1,920.75)	1,169.74	(19,161.13)	(39,742.76)
Deferred Tax	-	-	-	-	-	-	-
<b>Profit after tax</b>	<b>(22,035.49)</b>	<b>2,094.69</b>	<b>110.18</b>	<b>(1,920.75)</b>	<b>1,169.74</b>	<b>(19,161.13)</b>	<b>(39,742.76)</b>
<b>Other Information</b>							
Segment assets	57,376.05	4,623.37	2,099.91	15,042.42	111.74	23,610.16	1,02,863.65
Segment liabilities	1435.19	179.47	186.23	616.74	(9.81)	1,35,581.02	1,37,988.84
Capital Expenditure during the year	665.61	-	-	271.29	-	-	1,238.78
Depreciation and Amortisation	21,413.72	452.54	103.20	2,300.64	-	-	24,270.10

### Summary of the Segmental Information as at and for the year ended 31<sup>st</sup> March, 2019 is as follows:

Particulars	Tickets	Food and Beverage	Merchandise	Rooms	Other Operations	Unallocated	(₹ In Lakhs)
							Total
Net Revenue	11,447.59	6,363.68	1,802.85	2,262.99	2,160.77	-	24,037.88
Segment Result before Interest and Taxes	(7,580.13)	3,114.42	368.06	(1,446.19)	1,646.40	(1,585.74)	(5,483.18)
Less: Finance Cost	-	-	-	-	-	13,383.61	13,383.61
Add: Interest and dividend income	-	-	-	-	-	629.04	629.04

## Notes forming Part of the Consolidated Financial Statements

Particulars							(₹ In Lakhs)
	Tickets	Food and Beverage	Merchandise	Rooms	Other Operations	Unallocated	Total
Profit before Tax	(7,580.13)	3,114.42	368.06	(1,446.19)	1,646.40	(14,340.31)	(18,237.75)
Deferred Tax	-	-	-	-	-	(16,540.55)	(16,540.55)
Profit after tax	(7,580.13)	3,114.42	368.06	(1,446.19)	1,646.40	(30,880.86)	(34,778.30)
Other Information							
Segment assets	78,543.97	4,841.86	2,012.04	17,444.43	132.59	27,250.57	1,30,225.46
Segment liabilities	2,127.66	169.15	218.94	493.34	162.05	1,22,403.75	1,25,574.89
Capital Expenditure during the year	133.57	-	-	8,628.13	-	425.55	9,187.25
Depreciation and Amortisation	7,916.46	434.52	102.92	1,723.66	-	-	10,177.55

### NOTE 42:

The Term Loan facility availed by the Group is secured by pari passu first charge on movable and immovable fixed assets of the Group including mortgage of 298 acres of land (out of which 137 acres of land held by Walk Water Properties Pvt Ltd, wholly owned subsidiary of the Company) to consortium led by Union Bank of India in favour of IDBI Trusteeship Services Ltd.

The said loan is also secured by first pari passu charge on Current assets of the Group, pledge of shares held by promoters of the Group, Personal and Corporate Guarantees of the Promoters of the Group and wholly owned subsidiary

The Additional facility availed from other lenders are secured by first charge on additional land parcels aggregating to 34 acres of Land and secured by Second and subservient charge on other assets of the Group. Further, as a collateral security have been furnished with Personal and Corporate Guarantees of the Promoters of the Group.

### NOTE 43:

The Company's equity shares are in dematerialized form with the Central Depository Services (India) Limited (CDSL) and with National Securities Depository Limited (NSDL) having ISIN No. INE172N01012.

### NOTE 44:

The Group has provided for Impairment of Property, Plant and Equipment and has also written down some of its inventories based on the Valuation Report obtained by a Lender Bank from a valuer to undertake valuation of moveable and immovable assets of the Company. Accordingly, the Company has provided for an impairment of ₹ 17,315.65 Lakhs against Property, Plant and Equipment and inventory in a subsidiary. The provisions for impairment recorded so far are based on the assessment made by the management. The Management is closely monitoring the future developments and circumstances and it is possible that a future assessment may be different from that made.

As per our report of even date

**For V.Sankar Aiyar and Co**  
Firm Registration No : 109208W  
Chartered Accountants

**G.Sankar**  
Partner  
Membership No: 046050

Place: Mumbai  
Date : 29<sup>th</sup> July, 2020

**For and on behalf of the Board of Directors of  
IMAGICAAWORLD Entertainment Limited**  
(formerly known as Adlabs Entertainment Limited)

**Manmohan Shetty**  
Chairman

**Dhimant Bakshi**  
Jt. CEO

**Kapil Bagla**  
Non Executive Director

**Mayuresh Kore**  
Chief Financial Officer

**Ashutosh Kale**  
Jt. CEO

**Divyata Raval**  
Company Secretary

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries

Sr. No.	Particulars	Details	Details
1.	Name of the subsidiary	Walkwater Properties Private Limited	Blue Haven Entertainment Private Limited
2.	The date since when subsidiary was acquired	September 11, 2014	November 16, 2017
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as holding company	Same as holding company
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable
5.	Share capital	2,156.63	1.00
6.	Reserves & surplus	4,824.52	(0.67)
7.	Total assets	8,742.62	0.39
8.	Total Liabilities	1,761.47	0.06
9.	Investments	0.00	0.00
10.	Turnover	0.00	0.00
11.	Profit before taxation	(3,197.38)	0.78
12.	Provision for taxation	0.00	0.00
13.	Profit after taxation	(3,197.38)	0.78
14.	Proposed Dividend	NIL	NIL
15.	Extent of shareholding (In percentage)	100.00	100.00

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