

February 18, 2025

BSE Limited Phiroze Jeejeeboy Towers Dalal Street, Fort, Mumbai- 400 001 BSE Scrip Code: 539056	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 NSE Scrip Symbol: IMAGICAA
---	--

Dear Sir/ Madam,

Sub: Notice of the Extraordinary General Meeting No.01/2024-25

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Extraordinary General Meeting No. 01/2024-25 ("EGM") of the Company will be held on **Thursday, March 13, 2025 at 11:30 a.m.** through Video Conferencing ("VC") or Other Audio-Video Means ("OAVM"). We are submitting herewith Notice of EGM of the Company along with explanatory statement, which has been sent today through electronic mode to the Members/Shareholders whose e-mail IDs are registered with the Company/Registrar and Share Transfer Agent/ Depository Participants in compliance with the applicable circulars issued by SEBI and the Ministry of Corporate Affairs in this regard from time to time.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the Notice of EGM. The e-voting shall commence on Sunday, March 09, 2025 at 09:00 a.m. (IST) and will end on Wednesday, March 12, 2025 at 05:00 p.m. (IST).

The Notice of EGM is also available on the website of the Company www.imagicaaworld.com

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For Imagicaaworld Entertainment Limited

Reshma Poojari
Company Secretary & Compliance Officer

Encl: As above



Imagicaaworld Entertainment Limited



IMAGICAAWORLD ENTERTAINMENT LIMITED

CIN: L92490MH2010PLC199925

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

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

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

NOTICE

Notice is hereby given to the Shareholders (**the “Shareholders” or the “Members”**) of Imagicaaworld Entertainment Limited (**“the Company”**) that an Extraordinary General Meeting No. 01/2024-25 (**“EGM”**) of the Company will be held on Thursday, March 13, 2025 at 11:30 a.m. through Video Conferencing (**“VC”**)/ Other Audio Visual Means (**“OAVM”**), to transact the following businesses:

SPECIAL BUSINESS:

1. Issuance of equity shares to Promoter and Identified Persons belonging to Non Promoter Category on a Preferential Basis

To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any statutory amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “SAST Regulations”), provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India (“GOI”), the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches, upto 2,34,82,500 (Two Crore Thirty Four Lakhs Eighty Two Thousand Five Hundred Only) fully paid-up Equity Shares

of face value of Rs. 10/- (Rupees Ten) each (“Equity Shares”), at a price of Rs. 73.50 per Equity Share, including securities premium of Rs. 63.50 per Equity Share, price of which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto Rs. 172,59,63,750/- (Rupees One Hundred and Seventy Two Crore Fifty Nine Lakhs Sixty Three Thousand Seven Hundred and Fifty Only) to the proposed allottees in the Promoter and Non-Promoter category as mentioned below (hereinafter referred to as the “Proposed Allottees”) on preferential basis for cash consideration and on such other terms and conditions as set out herein, and in the explanatory statement to this Notice:

Sr. No.	Name of Proposed Allottees	Category	No. of Equity Shares proposed to be issued	Consideration (Rs.)
1	Malpani Parks Private Limited	Promoter	1,70,06,800	124,99,99,800
2	Cybage Software Private Limited	Non Promoter	20,40,800	14,99,98,800
3	Mr. Gopikishan S. Damani	Non Promoter	17,00,600	12,49,94,100
4	AFOUR Enterprises (Partnership Firm)	Non Promoter	6,93,800	5,09,94,300
5	ZAPFIN Teknologies Private Limited	Non Promoter	6,80,200	4,99,94,700
6	Shridatta Trading and Investment Private Limited	Non Promoter	5,10,200	3,74,99,700
7	Ratnatraya Holdings (Partnership Firm)	Non Promoter	1,70,000	1,24,95,000
8	Aymara Holdings (Partnership Firm)	Non Promoter	3,40,100	2,49,97,350
9	Ms. Shilpa Ajay Shah	Non Promoter	1,70,000	1,24,95,000
10	Ms. Nita Shailesh Shah	Non Promoter	1,70,000	1,24,95,000
Total			2,34,82,500	172,59,63,750

RESOLVED FURTHER THAT the ‘Relevant Date’ for determining the price of the Equity Shares in accordance with the SEBI ICDR Regulations, is Tuesday, February 11, 2025, being the date which is 30 (thirty) days prior to the date of this Extra Ordinary General Meeting (“EGM”).

RESOLVED FURTHER THAT in pursuance of above, the Equity Shares being offered, issued and allotted shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- (a) The Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the BSE Limited and the National Stock Exchange of India Limited and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (b) The Equity Shares allotted to the respective Proposed Allottees shall rank pari-passu with the existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations);
- (c) The aforesaid Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Proposed Allottees, on or before the date of allotment thereof;
- (d) No partly paid-up Equity Shares shall be issued/allotted;
- (e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the aforesaid Proposed Allottees;
- (f) The Equity Shares shall be issued and allotted by the Company to Proposed Allottees within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of the stock exchange for the aforesaid issuance of the Equity Shares

on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;

- (g) Allotment of Equity Shares shall only be made in dematerialised form;
- (h) The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act and SEBI ICDR Regulations containing the terms and conditions.

RESOLVED FURTHER THAT Equity Shares to be issued and allotted to a related party i.e. Malpani Parks Private Limited, a Promoter, in accordance with the provisions of SEBI ICDR Regulations shall not be considered as 'Related Party Transactions' as defined under the Companies Act, 2013 or the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions attached to the Equity Shares to be allotted to the Proposed Allottees and for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the stock exchange for obtaining in principle approval, final listing/trading approvals, (iii) listing of Equity Shares upon allotment, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Equity Shares, (viii) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of Equity Shares on a preferential and private placement basis), and (ix) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, including for modification of the relevant terms and conditions, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken or to be taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred to and / or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

2. Issuance of Convertible Warrants to Promoter and Identified Persons belonging to Non Promoter Category on Preferential Basis

To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any statutory amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “SAST Regulations”), provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India (“GOI”), the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches, upto 2,34,82,500 (Two Crore Thirty Four Lakhs Eighty Two Thousand Five Hundred Only) Convertible Warrants (hereinafter referred to as “Warrants”), carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs. 10/- each at a price of Rs. 73.50 each, price of which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto Rs. 172,59,63,750/- (Rupees One Hundred and Seventy Two Crore Fifty Nine Lakhs Sixty Three Thousand Seven Hundred and Fifty Only) to the proposed allottees in the Promoter and Non-Promoter category as mentioned below (hereinafter referred to as the “Proposed Allottees”) on preferential basis for cash consideration and on such other terms and conditions as set out herein, and in the explanatory statement to this Notice:

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants proposed to be issued	Consideration (Rs.)
1	Malpani Parks Private Limited	Promoter	1,70,06,800	124,99,99,800
2	Cybage Software Private Limited	Non Promoter	20,40,800	14,99,98,800
3	Mr. Gopikishan S. Damani	Non Promoter	17,00,600	12,49,94,100
4	AFOUR Enterprises (Partnership Firm)	Non Promoter	6,93,800	5,09,94,300
5	ZAPFIN Teknologies Private Limited	Non Promoter	6,80,200	4,99,94,700

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants proposed to be issued	Consideration (Rs.)
6	Shridatta Trading and Investment Private Limited	Non Promoter	5,10,200	3,74,99,700
7	Ratnatraya Holdings (Partnership Firm)	Non Promoter	1,70,000	1,24,95,000
8	Aymara Holdings(Partnership Firm)	Non Promoter	3,40,100	2,49,97,350
9	Ms. Shilpa Ajay Shah	Non Promoter	1,70,000	1,24,95,000
10	Ms. Nita Shailesh Shah	Non Promoter	1,70,000	1,24,95,000
	Total		2,34,82,500	172,59,63,750

RESOLVED FURTHER THAT the 'Relevant Date' for determining the price of the Warrants in accordance with the SEBI ICDR Regulations, is Tuesday, February 11, 2025, being the date which is 30 (thirty) days prior to the date of this Extra Ordinary General Meeting ("EGM").

RESOLVED FURTHER THAT in pursuance of above the Warrants being offered, issued and allotted and allotment of Equity Shares upon exercise of the Warrants shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- i. The Warrant holder(s) shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrant(s) in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten) each to the Warrant holders.
- ii. An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each convertible warrants and the balance 75% shall be payable by the Warrant holder(s) on the exercise conversion of the Warrant(s).
- iii. In the event that, a Warrant holder(s) does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company.
- iv. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder(s) any rights (including any dividend or voting rights) in the Company in respect of such Warrants;
- v. The Warrants shall be issued and allotted by the Company to allottees within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of the stock exchange for the aforesaid issuance of the Warrants on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;
- vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulations.
- vii. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.

- viii. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (fifteen) days from the date of such exercise by the respective allottees; and warrants so allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- ix. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects (including with respect to dividend and voting rights), with the then existing Equity Shares of the Company.
- x. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act and SEBI ICDR Regulations containing the terms and conditions.

RESOLVED FURTHER THAT Warrants to be issued and allotted to a related party i.e. Malpani Parks Private Limited, a Promoter, in accordance with the provisions of SEBI ICDR Regulations, shall not be considered as a 'Related Party Transactions' as defined under the Companies Act, 2013 or the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions attached to the Warrants to be allotted to the Allottees and for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants, (ii) making applications to the stock exchange for obtaining in principle approval, final listing/trading approvals, (iii) and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the Equity Shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, (vii) to issue and allot the Warrants and such number of Equity Shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members, (viii) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis), and (ix) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, including for modification of the relevant terms and conditions, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any

one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken or to be taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred to and / or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

3. Material Related Party Transactions with Malpani Parks Private Limited and Malpani Retails Private Limited

To consider and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as per the recommendation/approval of the Audit Committee and the Board, the consent of the Members be and is hereby accorded to the Board of Directors of the Company for entering into and/or carrying out transaction(s) and/or continuing with/ modification(s) of existing transaction(s) / contract(s) / arrangement(s) / agreement(s) as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with the Related party(ies) within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, as mentioned in the below table and as per the details set out in the explanatory statement to this resolution and on such terms and conditions as may be agreed between the Company and Related Party(ies) during the financial year 2025-26, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company:

Name of Related Party	Nature of Relationship	Nature of Transaction	Proposed Amount (Rs. in crore)
Malpani Parks Private Limited	Promoter and Holding Company	For borrowing/ infusion of funds in the Company through Inter Corporate Loan or availing Corporate Guarantee(s) or other forms of securities to be provided to Bank or financial institutions on behalf of the Company for the loan availed by the Company	500
Malpani Retails Private Limited	Directors having influence in the entity	For borrowing/infusion of funds in the Company through inter-corporate loan or availing Corporate Guarantee(s) or other forms of securities to be provided to Bank or financial institutions on behalf of the Company for the loan availed by the Company and also towards the purchase and sale of goods or receiving or rendering of services and/or transfer of any resources, services or obligations	110

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising and executing necessary documents, including agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient,

to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit, in its absolute discretion to any Committee of the Board or any Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board/ Audit Committee in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

4. Material Modification and approval of Related Party Transactions with Giriraj Enterprises, a partnership firm

To consider and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in continuation to the resolution passed by the Members of the Company through Postal Ballot on July 31, 2024 for approving the increase in the value of related party transactions to be entered with Giriraj Enterprises, a partnership firm, during the financial year 2024-25 and accordingly a related party in terms of the SEBI Listing Regulations and based on the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded to enter to into a transaction with Giriraj Enterprises, a partnership firm, the related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the acquisition and purchase of the Solar Power Plant of 6.65 MW at Mandrup, Solapur alongwith underline Land admeasuring approximately 28 acres owned by Giriraj Enterprises and its partners (“**Seller**”) on a ‘slump sale’ basis (*within the meaning of such term under Section 2(42C) of the Income-tax Act, 1961*) (“**Slump Sale**”) as a ‘going concern’ basis, for an aggregate lump-sum purchase consideration not exceeding of Rs. 16,00,00,000/- (Rupees Sixteen Crore Only), excluding taxes, during the financial year 2024-25 and/ or financial year 2025-26 as per the details set out in the explanatory statement to this resolution and on such terms and conditions as may be agreed between the Company and Giriraj Enterprises, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 23(4) and other applicable Regulations of the SEBI Listing Regulations, the applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the recommendation/approval of the Audit Committee and the Board, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into and/or continue to enter into other contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Giriraj Enterprises, a related party of the Company, in the nature of a) sale, purchase, lease, or supply of goods or property; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/requirements for an amount not exceeding

Rs. 8,00,00,000/- (Rupees Eight Crore Only), during the financial year 2025-26 on such terms and conditions as may be agreed between the Company and Giriraj Enterprises and subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and as set out in the explanatory statement to this resolution on the material terms & conditions set out therein.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) be and is hereby authorized on behalf of the Company to do all such acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board of Directors (including any Committee(s) thereof) to be in the best interest of the Company and its members, including any negotiations, finalizations, amendments, supplements or modifications to the agreements, deeds, letters, undertakings and any other documents in relation to the above transactions, as applicable or appropriate, to carry out and complete the above transaction(s)/contract(s)/arrangement(s)/ agreement(s), and in relation to the above transactions, to sign, execute, amend, deliver and terminate any agreements, memoranda, documents, letters, deeds or instruments as may be required in this regard, as well as any amendments, modifications, supplements or terminations to documents, including to appoint any advisers, valuers, experts or other persons and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it may deem fit from time to time, to decide and to accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit, in its absolute discretion to any Committee of the Board or any Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board/ Audit Committee in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors

Place: Mumbai
Date : February 12, 2025

Reshma Poojari
Company Secretary
Membership Number: ACS 34554

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) which sets out details relating to Special Businesses to be transacted at the Extraordinary General Meeting No. 01/2024-25 (“EGM”/ “Meeting”), is annexed hereto.
2. Pursuant to the General Circular 9/2024 dated September 19, 2024, General Circular 9/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold EGM through Video Conferencing (“VC”) and Other Audio Visual Means (“OAVM”) without the physical presence of Members at a Common Venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM. The deemed venue of the EGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the EGM is being convened through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participating in the EGM through VC/OAVM is annexed herewith and also available at the Company’s website www.imagicaaworld.com
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Members attending the EGM through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
5. Institutional/Corporate Members (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.
6. Members can join the EGM through the VC/OAVM mode 15 minutes before the scheduled time of the Meeting by following the procedure mentioned in the Notice. The facility of EGM through VC/OAVM will be made available for 1000 Members. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee and Auditors, who are allowed to attend the EGM without restriction as provided in the MCA Circulars.
7. The Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid Circulars. Members may note that the Notice of EGM will also be available on the Company’s website www.imagicaaworld.com; websites of the

Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.bseindia.com and www.nseindia.com respectively.

8. Members who have not registered or updated their email id so far are requested to register or update the same to receive the Notice of EGM, electronically, as per the following procedure:
 - For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address compliance@imagicaaworld.com
 - For Members holding shares in demat form, please update your email address through your respective Depository Participant/s (DP).
9. Members may note that relevant documents referred to in the Notice shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company at compliance@imagicaaworld.com
10. **Process and manner for Members opting for voting through Electronic means:**
 - a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-voting system during the EGM. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("MUFG InTime") to provide remote e-voting facility to enable the Members to cast their votes electronically.
 - b. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, March 06, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - c. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Thursday, March 06, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
 - d. The remote e-voting period will commence on Sunday, March 09, 2025 at 09:00 a.m. (IST) and end on Wednesday, March 12, 2025 at 05:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Thursday, March 06, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MUFG Intime for voting thereafter.
 - e. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

- f. The voting right of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, March 06, 2025.
- g. The Company has appointed Mr. P. N. Parikh (Membership No. FCS 327, CP 1228) and failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331, CP 9511) and failing him Ms. Sarvari Shah (Membership No. FCS 9697, CP 11717) of M/s. Parikh & Associates, Practising Company Secretaries to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM in fair and transparent matter.
- h. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- i. The Results will be declared within two working days from the conclusion of EGM. The results declared along with the Scrutinizer’s Report shall be uploaded on the website of the Company i.e. www.imagicaaworld.com and on the website of MUFG InTime at <https://instavote.linkintime.co.in/> and the same shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.
- j. EVENT NUMBER : 250076

The procedure and instructions for remote e-voting are as follows:

Login Methods:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility</p> <p>Shareholders who have registered for NSDL IDeAS facility:</p> <p>a) Visit URL: https://eservices.nsd.com and click on “Beneficial Owner” icon under “Login”.</p> <p>b) Enter User ID and Password. Click on “Login”</p> <p>c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>Shareholders who have not registered for NSDL IDeAS facility:</p> <p>a) To register, visit URL: https://eservices.nsd.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>b) Proceed with updating the required fields.</p>

Type of Shareholders	Login Method
	<p>c) Post successful registration, user will be provided with Login ID and password.</p> <p>d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>Shareholders who have not registered for NSDL IDeAS facility:</p> <p>e) To register, visit URL: https://eservices.nsd.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>f) Proceed with updating the required fields.</p> <p>g) Post successful registration, user will be provided with Login ID and password.</p> <p>h) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>METHOD 2</p> <p>Individual Shareholders directly visiting the e-voting website of NSDL</p> <p>a) Visit URL: https://www.evoting.nsd.com</p> <p>b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</p> <p>c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1</p> <p>Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:</p> <p>a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.</p> <p>b) Click on New System Myeasi Tab</p> <p>c) Login with existing my easi username and password</p> <p>d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.</p> <p>e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>Shareholders who have not registered for CDSL Easi/ Easiest facility:</p> <p>a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>b) Proceed with updating the required fields.</p> <p>c) Post registration, user will be provided username and password.</p> <p>d) After successful login, user able to see e-voting menu.</p> <p>e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>METHOD 2</p> <p>Individual Shareholders directly visiting the e-voting website of CDSL</p> <p>a) Visit URL: https://www.cdslindia.com</p> <p>b) Go to e-voting tab.</p> <p>c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Login method for shareholders holding securities in physical mode / Non-Individual Shareholders</p>	<p>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on <u>the cut-off date for e-voting</u> may register for InstaVote as under:</p> <p>a) Visit URL: https://instavote.linkintime.co.in</p>

Type of Shareholders	Login Method
holding securities in demat mode	<p><u>Shareholders who have not registered for INSTAVOTE facility:</u></p> <p>b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p>A. User ID: NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is <u>Event No + Folio Number</u> registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</i> <i>**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <ul style="list-style-type: none"> ❖ Set the password of your choice (The password should contain <u>minimum 8 characters</u>, at least <u>one special Character</u> (!#\$%&*), at least <u>one numeral</u>, at least <u>one alphabet</u> and at least <u>one capital letter</u>). ❖ Enter Image Verification (CAPTCHA) Code ❖ Click “Submit” (You have now registered on InstaVote). <p><u>Shareholders who have registered for INSTAVOTE facility:</u></p> <p>c) Click on “Login” under ‘SHARE HOLDER’ tab.</p> <ul style="list-style-type: none"> A. User ID: Enter your User ID B. Password: Enter your Password C. Enter Image Verification (CAPTCHA) Code D. Click “Submit” <p>d) Cast your vote electronically:</p>

Type of Shareholders	Login Method
	<ul style="list-style-type: none"> i. After successful login, you will be able to see the “Notification for e-voting”. ii. Select ‘View’ icon. iii. E-voting page will appear. iv. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). v. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. vi. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mfg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

- a. Members will be provided with InstaMeet facility wherein Members shall register their details and attend the EGM as under:
- b. Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:
 - A. Demat Account No. or Folio No:**
 - a. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
 - b. Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - c. Shareholders holding shares in physical form – shall provide Folio Number.
 - B. PAN:**
 - a. Enter your 10-digit Permanent Account Number (PAN)
 - b. (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No:** Enter your Mobile No.
 - D. Email ID:** Enter your email Id as recorded with your DP/ Company.
- c) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for Members to register themselves as Speakers during EGM:

- a. For the smooth conduct of the proceedings of the EGM being conducted through VC/OAVM, Members who would like to express their views/ask questions during the EGM may send their queries in advance and register themselves as a speaker by sending their request from their registered email ID mentioning their name, DPID and Client ID/Folio Number, PAN, mobile number at compliance@imagicaaworld.com between 09:00 a.m. (IST) on Friday, March 07, 2025 and 05:00 p.m. (IST) on Sunday, March 09, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
- b. Members who do not wish to speak during the EGM but have questions/queries may send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance@imagicaaworld.com. Questions/ queries received by the Company till Tuesday, March 11, 2025, the Company will give response to the queries suitably by e-mail.
- c. Members may note that the Company reserves the right to restrict the number of questions and number of

speakers during the EGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly. However, the Company will suitably respond to the questions which have remained unanswered during the meeting, over e-mail.

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

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remotee-voting can cast the vote as under:

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

Notes:

Shareholders/ Members, who will be present in the 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.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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

Item Nos. 1 and 2

The Board of Directors at their meeting held on February 12, 2025, approved raising of funds aggregating upto Rs. 345,19,27,500/- (Three Hundred and Forty Five Crore Nineteen Lakhs Twenty Seven Thousand Five Hundred Only) by way of issuance of securities as mentioned below on preferential basis:

- Issuance of upto 2,34,82,500 (Two Crore Thirty Four Lakhs Eighty Two Thousand Five Hundred Only) fully paid up Equity Shares of the Company of the face value of Rs. 10/- each on preferential basis at a price of Rs. 73.50 per Equity Share (including Securities Premium of Rs. 63.50 per Equity Share) to Promoter and Non Promoters for raising an amount aggregating upto Rs. 172,59,63,750/- (Rupees One Hundred Seventy Two Crore Fifty Nine Lakhs Sixty Three Thousand Seven Hundred and Fifty Only); and
- Issuance of upto 2,34,82,500 (Two Crore Thirty Four Lakhs Eighty Two Thousand Five Hundred Only) Convertible Warrants, carrying an entitlement to subscribe to an equivalent number of fully paid-up equity shares of the Company of the face value Rs. 10/- each ("Warrants"), at a price of Rs. 73.50 each to Promoter and Non-Promoters for raising an amount aggregating upto Rs. 172,59,63,750/- (Rupees One Hundred Seventy Two Crore Fifty Nine Lakhs Sixty Three Thousand Seven Hundred and Fifty Only).

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Equity Shares and Warrants to be issued pursuant to the Preferential Issue.

In accordance with the provisions of Sections 23, 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and SEBI ICDR Regulations, the consent of the Members is being sought by way of special resolution for the raising of funds aggregating upto Rs. 345,19,27,500/- (Three Hundred and Forty Five Crore Nineteen Lakhs Twenty Seven Thousand Five Hundred Only) by way of issuance of upto 2,34,82,500 (Two Crore Thirty Four Lakhs Eighty Two Thousand Five Hundred Only) fully paid up Equity Shares of the Company of the face value of Rs. 10/- each at a price of Rs. 73.50 per Equity Share aggregating upto Rs. 172,59,63,750/- (Rupees One Hundred Seventy Two Crore Fifty Nine Lakhs Sixty Three Thousand Seven Hundred and Fifty Only) and issuance of upto 2,34,82,500 (Two Crore Thirty Four Lakhs Eighty Two Thousand Five Hundred Only) Warrants, at a price of Rs. 73.50/- each aggregating an amount upto Rs. 172,59,63,750/- (Rupees One Hundred Seventy Two Core Fifty Nine Lakhs Sixty Three Thousand Seven Hundred and Fifty Only).

Necessary information / details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

1. Purpose / Objects of the Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects and given that the funds to be received against Warrant conversion also will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. In Crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Repayment of loans availed by Malpani Parks Indore Private Ltd (MPIPL) and creditors, pursuant to the acquisition of MPIPL by IEL. In terms of the commercial understanding, IEL will be infusing funds by way of ICD to MPIPL.	140	Within 1 month
2	Part payment of operational parks acquired from Giriraj Enterprises situated at Lonavala and Shirdi under Business Transfer Agreement and/or repayment of debt availed to make such payment	100	Within 18 months
3	Repayment of Inter Corporate Loan availed from related party towards the purchase of equity shares of Malpani Parks Indore Private Limited	55	Within 1 month
4	General Corporate Purposes (Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws)	50	Within 18 months
	TOTAL	345	

**considering 100% subscription under Issue and conversion of 100% Warrants into Equity Shares within the stipulated time.*

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Pending the utilization of the funds, our Company, in accordance with the policies formulated by our Board from time to time/treasury policy of the Company and as per applicable laws, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by Government of India or any other investments as permitted under applicable laws.

2. Monitoring of utilisation of funds:

Given that the issue size exceeds Rs. 100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed India Ratings & Research Private Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board /Audit Committee and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the stock exchanges.

3. The total number of shares or other securities to be issued:

- a) the issue of upto 2,34,82,500 Equity Shares of the Company of the face value of Rs. 10/- each on preferential basis at a price of Rs. 73.50/- per Equity Share for raising an amount aggregating upto Rs. 172,59,63,750/- (Rupees One Hundred Seventy Two Crore Fifty Nine Lakhs Sixty Three Thousand Seven Hundred and Fifty Only).
- b) the issue of upto 2,34,82,500 Convertible Warrants ("Warrants"), carrying an entitlement to subscribe to an equivalent number of fully paid-up equity shares of the Company of the face value Rs. 10/- each, at a price of Rs. 73.50/- each on a preferential basis for raising an amount aggregating upto Rs. 172,59,63,750/- (Rupees One Hundred Seventy Two Crore Fifty Nine Lakhs Sixty Three Thousand Seven Hundred and Fifty Only).

4. The price or price band at/within which the allotment is proposed:

The Issue Price of per Equity Share and Warrant is Rs. 73.50/- (including premium of RS. 63.50/-).

5. Basis or justification for the price (including the premium, if any) has been arrived at:

In terms Regulation 164(1) of SEBI ICDR Regulations, the price at which Equity Shares and Warrants shall be allotted shall not be less than higher of the following:

- a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company, preceding the Relevant Date, i.e. Rs. 73.45 per Equity Share;
- b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company, preceding the Relevant Date, i.e. Rs. 68.33 per Equity Share.

In terms of the proviso to Regulation 164(1) read with Regulation 166A of the SEBI ICDR Regulations, if the Articles of Association of the Company provides for a method of determination which results in a floor price higher than that determined under Regulation 164(1) of the SEBI ICDR Regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. The Articles of Association of the Company provides that the price of the equity shares is determined by the valuation report of a registered valuer subject to the rules under the Companies Act, 2013. The valuation as per the proviso to Regulation 164(1) of the SEBI ICDR Regulations, the Articles of Association of the Company and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), has been certified by an independent valuer namely Mr. Bhavesh M Rathod bearing Registration No. IBBI/RV/06/2019/10708 pursuant to the valuation report dated February 12, 2025 appointed by the Company in compliance with the requirements of the proviso to Regulation 164(1) read with Regulation 166A of the SEBI ICDR Regulations, the Articles of Association of the Company and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended). As per the valuation report dated February 12, 2025, the valuation determined/computed is Rs. 73.45/- per equity share considering the historical data of trading price and volume traded on the National Stock Exchange of India being the stock exchange in which the highest trading volume has been recorded. The Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website of the Company i.e. www.imagicaaworld.com.

6. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Tuesday, February 11, 2025 ("Relevant Date") being 30 days prior to the date of this Extra Ordinary General Meeting ("EGM").

7. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to Promoter and Non-Promoters as detailed below:

Sr. No.	Name of the Proposed Allottees	Category	Number of Equity Shares proposed to be issued	Number of Warrants proposed to be issued
1	Malpani Parks Private Limited	Promoter	1,70,06,800	1,70,06,800
2	Cybage Software Private Limited	Non Promoter	20,40,800	20,40,800
3	Mr. Gopikishan S. Damani	Non Promoter	17,00,600	17,00,600
4	AFOUR Enterprises (Partnership Firm)	Non Promoter	6,93,800	6,93,800
5	Zapfin Teknologies Private Limited	Non Promoter	6,80,200	6,80,200

Sr. No.	Name of the Proposed Allottees	Category	Number of Equity Shares proposed to be issued	Number of Warrants proposed to be issued
6	Shridatta Trading and Investment Private Limited	Non Promoter	5,10,200	5,10,200
7	Ratnatraya Holdings (Partnership Firm)	Non Promoter	1,70,000	1,70,000
8	Aymara Holdings (Partnership Firm)	Non Promoter	3,40,100	3,40,100
9	Ms. Shilpa Ajay Shah	Non Promoter	1,70,000	1,70,000
10	Ms. Nita Shailesh Shah	Non Promoter	1,70,000	1,70,000

8. The intention / proposal of the Promoters, Directors and Key Managerial Personnel or Senior management of the Company to subscribe to the proposed preferential offer:

Except Malpani Parks Private Limited, Promoter of the Company, none of the promoter, directors and key managerial personnel are intending to participate/subscribe to the proposed issue.

9. Proposed time frame within which the preferential issue shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares/Warrants as the case may be on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the said Equity Shares/Warrants, provided that where the issue and allotment of Equity Shares/Warrants is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchange for the issuance of Equity Shares/Warrants to the Proposed Allottees on a preferential basis), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

10. Identity of the proposed allottees, maximum number/amount of equity shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:

Name of the Investor	Pre Preferential Shareholding		Proposed No. of Equity Shares to be issued/allotted	Post Equity Shares Issue Shareholding		Proposed No. Warrants to be issued/allotted	Post conversion of Warrants Issue Shareholding (Diluted Shareholding)	
	No. of shares	% of shareholding		No. of shares	% of shareholding		No. of shares	% of shareholding
Promoter								
Malpani Parks Private Limited	40,18,18,576	74.09	1,70,06,800	41,88,25,376	74.02	1,70,06,800	43,58,32,176	73.96
Non Promoter								
Cybage Software Private Limited	0	0.00	20,40,800	20,40,800	0.36	20,40,800	40,81,600	0.69
Mr. Gopikishan S. Damani	0	0.00	17,00,600	17,00,600	0.30	17,00,600	34,01,200	0.58
AFOUR Enterprises	0	0.00	6,93,800	6,93,800	0.12	6,93,800	13,87,600	0.24
ZAPFIN Technologies Private Limited	0	0.00	6,80,200	6,80,200	0.12	6,80,200	13,60,400	0.23

Name of the Investor	Pre Preferential Shareholding		Proposed No. of Equity Shares to be issued/allotted	Post Equity Shares Issue Shareholding		Proposed No. Warrants to be issued/allotted	Post conversion of Warrants Issue Shareholding (Diluted Shareholding)	
	No. of shares	% of shareholding		No. of shares	% of shareholding		No. of shares	% of shareholding
Shridatta Trading and Investment Private Limited	0	0.00	5,10,200	5,10,200	0.09	5,10,200	10,20,400	0.17
Ratnatraya Holdings	0	0.00	1,70,000	1,70,000	0.03	1,70,000	3,40,000	0.06
Aymara Holdings	0	0.00	3,40,100	3,40,100	0.06	3,40,100	6,80,200	0.12
Ms. Shilpa Ajay Shah	0	0.00	1,70,000	1,70,000	0.03	1,70,000	3,40,000	0.06
Ms. Nita Shailesh Shah	0	0.00	1,70,000	1,70,000	0.03	1,70,000	3,40,000	0.06

Notes:

1. The percentage of post-issue equity shareholding is the expected shareholding in the Company, upon consummation of the allotment of the Equity Shares offered under the preferential issue [i.e., aggregate of the following: current outstanding equity shares (54,23,29,391) and proposed equity shares (2,34,82,500)] and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.
2. The diluted percentage of post-issue equity shareholding is the expected shareholding in the Company, upon consummation of the allotment of the Equity Shares offered under the preferential issue and assuming the conversion of proposed warrants into equity shares [i.e., aggregate of the following: current outstanding equity shares (54,23,29,391), proposed equity shares (2,34,82,500) and proposed warrants convertible into equity shares in 18 months of allotment of warrants (2,34,82,500)] and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.

The brief details of share capital of the Company are as follows:

Particulars	No. of Equity Shares/Warrants
Pre-preferential issue, total no. of equity shares outstanding as on February 12, 2025 (A)	54,23,29,391
No. of equity shares to be allotted in current preferential issue (B)	2,34,82,500
Post-preferential issue, total no. of equity shares (C) = (A+B)	56,58,11,891
No. of warrants to be allotted in current preferential issue (D)	2,34,82,500
Post-preferential issue, total no. of equity shares on fully diluted basis (E) = (C +D)	58,92,94,391

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:

Proposed Allottees	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued
Malpani Parks Private Limited	Mr. Rajesh Omkarnath Malpani, Mr. Sanjay Omkarnath Malpani, Mr. Manish Madhav Malpani, Mr. Girish Madhav Malpani, Mr. Ashish Madhav Malpani, Yashovardhan Mr. Sanjay Malpani, Mr. Jai Manish Malpani and Mr. Harshvardhan Rajesh Malpani
Cybage Software Private Limited	Mr. Arun Vijay Nathani
Mr. Gopikishan S. Damani	Not Applicable
AFOUR Enterprises (Partnership Firm)	Mr. Aditya Arun Nahar and Mr. Arun Nahar, Partners
ZAPFIN Technologies Private Limited	Ms. Hina Kirti Doshi
Shridatta Trading and Investment Private Limited	Ms. Sunita Babsaheb Kalyani, Mr. Babasaheb Neelkanth Kalyani and Ms. Deeksha Amit Kalyani

Proposed Allottees	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued
Ratnatraya Holdings (Partnership Firm)	Mr. Siddhanth Jain and Jitendra Seema Jain Trust represented by Siddhanth Jain, Partners
Aymara Holdings (Partnership Firm)	Mr. Siddharth Kumar Jain and Ms. Preeti Reddy Kyatham, Partners
Ms. Shilpa Ajay Shah	Not Applicable
Ms. Nita Shailesh Shah	Not Applicable

12. Change in control, if any, in the Company that would occur consequent to the preferential offer:

No Change.

13. Number of persons to whom allotment on preferential basis during the year has been made in terms of number of securities as well as price:

The Company had allotted 6,03,99,348 equity shares having face value of Rs. 10/- each at a price of RS. 36.81/- to Malpani Parks Private Limited pursuant to conversion of 2,22,33,000 Optionally Convertible Redeemable Preference Shares (OCRPS) on April 11, 2024.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

15. The pre issue and post issue shareholding of the Company:

Sr.no.	Category	Pre Issue		Post Issue Equity Shareholding		Post Issue diluted shareholding (assuming full conversion of warrants)	
		No of shares held	% of share holding	No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' shareholding						
1	Indian						
	Individual	0	0				
	Bodies corporate	40,18,18,576	74.09	41,88,25,376	74.02	43,58,32,176	73.96
	Sub-total	40,18,18,576	74.09	41,88,25,376	74.02	43,58,32,176	73.96
2	Foreign promoters	0	0.00	0	0.00	0	0.00
	Total (A)	40,18,18,576	74.09	41,88,25,376	74.02	43,58,32,176	73.96
B	Non-Promoters' Shareholding						
1	Institutional investors						
	Banks/Insurance/Foreign Portfolio Investors	1,64,66,592	3.04	1,64,66,592	2.91	1,64,66,592	2.79
2	Non-institution						
	Private corporate bodies	2,52,74,707	4.66	2,85,05,907	5.04	3,17,37,107	5.39

Sr.no.	Category	Pre Issue		Post Issue Equity Shareholding		Post Issue diluted shareholding (assuming full conversion of warrants)	
		No of shares held	% of share holding	No of shares held	% of share holding	No of shares held	% of share holding
	Directors and relatives	0	0.00	0	0.00	0	0.00
	Key Managerial Personnel	1,54,101	0.03	1,54,101	0.03	1,54,101	0.03
	Indian public	8,68,86,076	16.02	8,89,26,676	15.72	9,09,67,276	15.44
	Others (including NRIs)	1,17,29,339	2.16	12933239.00	2.29	1,41,37,139	2.40
	Total (B)	14,05,10,815	25.91	14,69,86,515	25.98	15,34,62,215	26.04
	GRAND TOTAL (A+B)	54,23,29,391	100.00	56,58,11,891	100.00	58,92,94,391	100.00

16. Undertaking to recompute price:

The Company shall re-compute the price of the Equity Shares or Warrants, as the case may be, where it is required to do so, including pursuant to Regulation 166A of the SEBI ICDR Regulations, if required.

17. Material terms of raising Warrants

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

a) Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

b) Conversion and other related matters:

- (i) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten) each to the Warrant holders i.e. each Warrant will entitle the holder to subscribe to one Equity Share of the Company.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- (iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (v) Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (vi) The proposed warrants shall be issued and allotted by the Company to Proposed Allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and

allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.

18. Principal terms of assets charged as securities:

Not Applicable

19. Undertaking to put under lock-in till the recomputed price is paid:

If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above Equity Shares/Warrants, as the case may be, shall continue to be locked - in till the time such amount is paid by the allottees.

20. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Name of Proposed Allottees	Current Status of the Proposed Allottees	Proposed status of allottees post the preferential issue
Malpani Parks Private Limited	Promoter	Promoter
Cybage Software Private Limited	Non Promoter	Non Promoter
Mr. Gopikishan S. Damani	Non Promoter	Non Promoter
AFOUR Enterprises (Partnership Firm)	Non Promoter	Non Promoter
Zapfin Teknologies Private Limited	Non Promoter	Non Promoter
Shridatta Trading and Investment Private Limited	Non Promoter	Non Promoter
Ratnatraya Holdings (Partnership Firm)	Non Promoter	Non Promoter
Aymara Holdings (Partnership Firm)	Non Promoter	Non Promoter
Ms. Shilpa Ajay Shah	Non Promoter	Non Promoter
Ms. Nita Shailesh Shah	Non Promoter	Non Promoter

21. Practicing Company Secretary Certificate

A copy of the certificate of the Practicing Company Secretary, M/s. Parikh & Associates, Company Secretaries, Mumbai, certifying that the issue is being made in accordance with the requirements of Regulation 163(2) of the SEBI ICDR Regulations shall be available for inspection on the website of Imagicaaworld Entertainment Limited at www.imagicaaworld.com by the members till the date of the EGM.

22. Lock-in Period:

The Equity Shares and the Warrants to be allotted and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

23. Disclosure with regard to the outstanding dues to SEBI, Stock Exchange and Depositories:

The Company does not have any outstanding dues to SEBI, Stock Exchange (on which its Equity Shares are listed) and Depositories.

24. Other Disclosures:

- a. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- b. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- c. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- d. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
- e. In the present case none of the Proposed Allottees would attract SEBI SAST Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.
- f. At anytime Promoter shall not cross its shareholding in the Company beyond 75% of total paid up capital of the Company and not make an acquisition of more than 5% of equity shares or voting rights of the Company in a financial year.

In terms of Sections 23, 42 and 62 of the Companies Act, 2013 and Regulation 160(b) of the SEBI ICDR Regulations, approval of the Members by way of a special resolution is required to issue Equity Shares and Warrants by way of a preferential allotment on private placement basis. Hence, the Board of Directors recommend the Special Resolutions forming part of Item Nos. 1 and 2 of this Notice to the Members for their approval.

Further, it is clarified that the Equity Shares/Warrants to be issued and allotted to a related party i.e. Malpani Parks Private Limited, a Promoter of the Company, in accordance with the provisions of SEBI ICDR Regulations, shall not be considered as a 'Related Party Transactions' as defined under the Companies Act, 2013 or the SEBI Listing Regulations.

Except Mr. Rajesh Malpani, Mr. Jai Malpani and Mr. Manish Malpani, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item Nos. 1 and 2 of this Notice.

Item No. 3: Material Related Party Transactions with Malpani Parks Private Limited and Malpani Retails Private Limited

Background, details and benefits of the transaction

The Company on its own is growing organically and inorganically and, in this pursuit, it is exploring opportunities including acquiring of park business and expansion of business. For funding of these projects / requirements and also any cash flow mismatch, the Company may require borrowing from various entities of Malpani Group and Banks/NBFCs/etc. To meet the Company's business objectives/requirements, the Company proposes to enter into sale or purchase, availing or rendering of services or transfer of any resources, services or obligations.

Hence, it is hereby proposed to enter into below related party transactions:

Malpani Parks Private Limited – To borrow funds in the Company through inter-corporate loan or avail Corporate Guarantee or other forms of securities to be provided to Bank or financial institutions on behalf of the Company for the loan availed by the Company for an amount not exceeding Rs. 500 Crore in one or more tranches during the financial year 2025-26.

Malpani Retails Private Limited - For purchase and sale of goods or receiving and rendering of services or infusion of funds in the Company through inter-corporate loan or availing Corporate Guarantee or other forms of securities to be provided to Bank or financial institutions on behalf of the Company for the loan availed by the Company or transfer of any resources, services or obligations for an amount not exceeding Rs. 110 Crore during financial year 2025-26.

The aforesaid transactions would be considered as a related party transactions as Malpani Parks Private Limited and Malpani Retails Private Limited are related parties of the Company as per the definition of related party prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

The Audit Committee and Board of Directors of the Company have, on the basis of relevant details provided by the management, as required by the law, at their respective meetings held on February 12, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Details of the proposed transaction with MPIPL, being a related party of the Company, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Particulars	Details	
1	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Malpani Parks Private Limited (MPPL) MPPL is a promoter and holding company of the Company	Malpani Retails Private Limited (MRPL) Directors and their relatives having influence in the entity
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Rajesh Omkarnath Malpani, Mr. Manish Madhav Malpani and Jai Manish Malpani, Directors of the Company are Directors of MPIPL	Mr. Rajesh Omkarnath Malpani and Mr. Manish Madhav Malpani, Directors of the Company are Directors and shareholders of MRPL
3	Type of Transaction	Borrowing of funds or availing funds in the Company through inter-corporate loan or Corporate Guarantee or other forms of securities to be provided to Bank or financial institutions on behalf of the Company for the loan availed by the Company.	Borrowing/infusion of funds in the Company through inter-corporate loan or availing Corporate Guarantee(s) or other forms of securities to be provided to Bank or financial institutions on behalf of the Company for the loan availed by the Company and also towards the purchase and

Sr. No.	Particulars	Details	
			sale of goods or receiving or rendering of services and/or transfer of any resources, services or obligations.
4	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s)	
5	Tenure of the proposed transaction	During the Financial Year 2025 -26	
6	Value of proposed transaction	Not exceeding Rs. 500 Crore	Not exceeding Rs. 110 Crore
7	The percentage of the listed entity's annual consolidated turnover, considering FY2023-24 as the immediately preceding financial year	192.31%	42.31%
8	Transaction related to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary		
8 (a)	Details of the source of funds in connection with the Proposed Transaction	Not Applicable	Not Applicable
8 (b)	If any financial indebtedness is incurred to make or give such loans/advances/securities for loan and Nature of Indebtedness/Cost of Funds/Tenure	Not Applicable	Not Applicable
8(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable	Not Applicable
8(d)	Purpose for which funds will be utilised by the Company	Not Applicable	Not Applicable
9	Any advance paid or received for the transaction	Nil	Nil
10	Details about valuation report	Not Applicable	Not Applicable
11	Justification as to why the proposed transaction is in the interest of the Company	The Company is presently in expansion mode and has various projects lined up including recently awarded Sabarmati Riverfront Project and other new business	Purchase or sale of goods and services, intercorporate deposits/loans/ borrowings in case of cash flow shortfall for business or expansion.

Sr. No.	Particulars	Details	
		which needs to be completed in selected timelines and at times also want to catch the upcoming seasons for the new expansions; hence the temporary funding approval alongwith interest and processing fees.	
12	Any other information relevant or important to take an informed decision	The above related party is subject to the requirement of funds by the Company. Since it is not possible to predict the exact amount of transaction(s) or financial support to be availed, enabling approval of shareholders is being sought for transactions not exceeding Rs. 500 Crore in FY 2025-26	The above related party is subject to the requirement of funds by the Company. Since it is not possible to predict the exact amount of transaction(s) or financial support to be availed, enabling approval of shareholders is being sought for transactions not exceeding Rs. 110 Crore in FY 2025-26

The Members may note that in terms of the provisions of the SEBI Listing Regulations the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 3.

Except as mentioned above, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

The Board of Directors recommend the Ordinary Resolution forming part of Item No. 3 of this Notice to the Members for their approval.

Item No. 4: Material Modification and approval of Related Party Transactions with Giriraj Enterprises, a partnership firm

Background, details and benefits of the transaction:

Giriraj Enterprises is a partnership firm and a flagship entity of the Malpani Group (“Group”). The Group is into various lines of businesses which include real estate, FMCG, renewable energy, hospitality and entertainment. The Company had purchased Park Business Undertaking from Giriraj Enterprises in FY 2024-25 and the acquisition has been completed and the tranches under the deferred payment schedule as mentioned in the Notice of EGM dated February 08, 2024 are being paid in accordance with the relevant business transfer agreement.

The Company and the Malpani Group are further endeavoring to reduce the energy costs and thereby increasing the profitability of the Company, simultaneously adding to greener sources of energy.

Giriraj Enterprises is into the business of renewable energy for more than two decades and have expertise in setting up of wind as well as solar parks across the country. The Company has entered into discussions with the group for purchase of an operating Solar power plant undertaking situated in the state of Maharashtra, with a view to further optimize power costs of the Company which now operates 6 parks in Maharashtra alone. Giriraj Enterprises, inter alia, owns and operates a solar power undertaking at Solapur with 6.65 MW generation capacity (“Mandrup Plant”) on land parcels admeasuring approximately 28 acres. The said undertaking includes Polycrystalline Modules, Inverters, String Monitoring Combiner Boxes, Solar Photovoltaic Module Mounting Structures, DC and AC Electrical cabling network, Transformer Panel/s, 33 KV HT Transformer/ Yard, Balance of Plant including 33 KV Switch yard/s, Control Rooms, overhead lines and also existing O&M arrangement with a reputed EPC player. The said undertaking was commissioned in 2013-14.

The Company had assigned M/s. Sapien Services Private Limited to carry out a valuation exercise of the said 6.65 MW power undertaking and they have arrived at a Valuation of Rs 16.50 Crore, benchmarking various modes of valuation for reference. As per estimations of the Company energy team, the payback period of the said investment to the Company would be approximately 4 years for an acquisition price of Rs 16.00 Crore. Further, the title report of the underlying land of ~ 28 acres has been carried out and the same is satisfactory.

The Audit Committee and Board of Directors of the Company at their respective meetings held on February 12, 2025, subject to approval of the Shareholders/Members by way of ordinary resolution and subject to obtaining requisite statutory / regulatory approvals, have approved to purchase the said solar power undertaking from Giriraj Enterprises on a slump sale basis.

The Transaction is proposed to be completed in FY2024-25 and/ or FY 2025-26 or any other date as may be agreed between the Company and the Seller and is subject to fulfilment of condition precedents as agreed between the parties and receipt of requisite regulatory, statutory, shareholders and other approvals / consents as may be required. The exact date of closing may be subject to change and may be agreed mutually between the Company and Giriraj Enterprises from time to time under the Definitive Agreements

In case the aforesaid acquisition does not complete in FY 2024-25, based upon the respective seasonal consumption, the Company will continue to draw solar power from open access from Giriraj Enterprises till the period the Company acquires the Solar Power Plant from Giriraj Enterprises, plus procure necessary connectivity approvals. Further, the Company has other miscellaneous requirements including sale and purchases of goods and services for its park / hotel businesses, hence it is hereby proposed to approve the limits of transaction in the nature of a) sale, purchase, lease, or supply of goods or property; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/requirements upto an amount of Rs. 8,00,00,000/- (Rupees Eight Crores Only) during the financial year 2025-26.

The Shareholders may further note that Giriraj Enterprises is a Related Party of Imagicaaworld Entertainment Limited (“the Company”/ “Imagicaa”) as per the definition of Related Party prescribed in the Companies Act, 2013 (as amended) (“Companies Act”) and/or under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“SEBI Listing Regulations”).

Pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) approval of the Members by way of an ordinary resolution is required for all material related party transactions. For this purpose, a related party transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower. The materiality threshold for the Company for this purpose shall be 10% of the annual consolidated turnover of the Company as per the last audited financial statements of FY 2023-24 which comes to Rs. 26.00 Crore.

Since, the transaction taken together alongwith the previous transactions with Giriraj Enterprises in the FY2024-25 as approved by the Shareholders by passing resolution on July 31, 2024 through Postal Ballot is exceeding 10% of the annual consolidated turnover of the Company during the FY 2024-25 , the shareholders’ approval is required for this transaction.

Details of the proposed transaction with Giriraj Enterprises, being a related party of the Company, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Particulars	Details
1	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Giriraj Enterprises, a Partnership Firm.</p> <p>Mr. Rajesh Omkarnath Malpani, Mr. Sanjay Omkarnath Malpani, Mr. Manish Madhav Malpani, Mr. Girish Madhav Malpani and Mr. Ashish Madhav Malpani are Partners of Giriraj Enterprises.</p> <p>Mr. Rajesh Omkarnath Malpani and Mr. Manish Madhav Malpani, Directors of the Company and their relatives are partners of the partnership firm.</p>
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	<p>Mr. Rajesh Omkarnath Malpani and Mr. Manish Madhav Malpani, Directors of the Company are partners of Giriraj Enterprises and Mr. Jai Manish Malpani, Managing Director of the Company is son of Mr. Manish Madhav Malpani.</p>
3	Type of Transaction, Material terms and particulars of the proposed transaction	<p>Acquisition of Solar Power undertaking located at Mandrup, Solapur with generation of 6.65 MW power to be primarily utilised for parks owned and operated by the Company, on a cash basis to be paid upon execution of definitive documentation.</p> <p>Purchase of Solar Electricity for regular course of business and other activities including sales and other services.</p>

Sr. No.	Particulars	Details
5	Tenure of the proposed transaction	During the FY 2024-25 and/or FY 2025-26
6	Value of transaction	Not exceeding: <ul style="list-style-type: none"> - Rs. 16.00 Crore for acquisition of solar power plant in FY 2024-25 and/ or FY 2025-26, Acquisition cost would exclude transaction costs, as applicable and applicable taxes; and to be borne by the Company. - Rs. 8 Crore in the FY 2025-26 for purpose as mentioned above in Background, details and benefits of the transaction.
7	The percentage of the listed entity's annual consolidated turnover, considering FY 2023-24, as the immediately preceding financial year	92.31%
8	Transaction related to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
8 (a)	Details of the source of funds in connection with the Proposed Transaction	Not Applicable
8 (b)	If any financial indebtedness is incurred to make or give such loans/advances/securities for loan and Nature of Indebtedness/Cost of Funds/Tenure	Not Applicable
8(c)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable
8(d)	Purpose for which funds will be utilised by the Company	Not Applicable
9	Any advance paid or received for the transaction	Not Applicable
10	Details about valuation report	The proposed purchase consideration for the said acquisition is at arm's length and the amount is within the valuation given by M/s Sapient Services Private Limited, as elaborated hereinabove.
11	Justification as to why the proposed transaction is in the interest of the Company	The effective price per MW works out to less than Rs 2.15 Crore per MW (excluding land), with a remaining useful life of around 13-15 years. The plant is well maintained with stable power generation and existing O&M arrangements. The estimated payback for the overall investment is less than 4 years. The said plant is already

Sr. No.	Particulars	Details
		supplying power to parks which are now under Imagicaaworld Entertainment Limited, the Company.
12	Any other information relevant or important to take an informed decision	Nil

The Members may note that in terms of the provisions of the SEBI Listing Regulations the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 4.

Except as mentioned above, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

The Audit Committee and the Board of Directors of the Company have approved this item in their respective meetings held on February 12, 2025. Accordingly, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 4 of this Notice to the Members for their approval.

By order of the Board of Directors

Place: Mumbai

Date : February 12, 2025

Reshma Poojari

Company Secretary

Membership Number: ACS 34554

Registered Office:

30/31, Sangdewadi,

Khopoli-Pali Road, Taluka Khalapur,

District Raigad - 410 203, Maharashtra