



IMAGICAAWORLD ENTERTAINMENT LIMITED

CIN: L92490MH2010PLC199925

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

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

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

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read together with the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**) and any other applicable law, rules and regulations, that the proposed resolution appended below is for the approval of the Members of Imagicaaworld Entertainment Limited (**"the Company"**) through Postal Ballot only by way of remote e-voting process (**"remote e-voting"**). A detailed explanatory statement setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (**"Notice"**).

In compliance with the MCA Circulars, this Notice is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/ Depositories and the communication of assent / dissent of the Members on the Resolution proposed in the Notice will only take place through the remote e-voting system.

SPECIAL BUSINESS:

Re-appointment of Mr. Dhananjay Barve (DIN: 00224261) as Non-Executive Independent Director of the Company

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

"RESOLVED THAT Mr. Dhananjay Barve (00224261), an existing Independent Director of the Company, who holds office up to March 31, 2023, was appointed as an Additional Director (Non-Executive Independent) of the Company, with effect from April 01, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (**"Act"**) read with Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Dhananjay Barve (00224261), who meets the criteria of independence as prescribed in Section 149(6) of the Act and SEBI Listing Regulations, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for the second term of 1 (One) year with effect from April 01, 2023 to March 31, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

**Reshma Poojari
Company Secretary
Membership No. ACS 34554**

Place: Mumbai
Date: April 29, 2023

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with the Rules, which sets out the material facts relating to the aforesaid Special Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only by email to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) and Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited (“RTA”/“LIPL”) as on Friday, April 28, 2023 (“Cut-Off Date”). The communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to its Members to cast their votes electronically. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to enable the Members to cast their votes electronically. Instructions for the process to be followed for remote e-voting are given in this Notice.

4. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Special Resolution in accordance with the process specified in this Notice.
5. Members are advised to register/update their e-mail address with their Depository Participants in case of shares held in electronic form and to the Company and/or its RTA in case of shares held in physical form.
6. Members may also note that the Notice will also be available on the Company's website www.imagicaaworld.com and on the website of the stock exchanges i.e. the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.
7. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at www.imagicaaworld.com under Investor Relations Section from the date of circulation of this Notice up to the date of declaration of Postal Ballot results except for certain documents which may be inspected at the Registered Office / Corporate Office of the Company during business hours. Members may inspect the same by writing an e-mail to the Company at compliance@imagicaaworld.com.
8. The remote e-voting period commences on Sunday, May 07 2023 at 9:00 A.M. (IST) and ends on Monday, June 05, 2023 at 5:00 P.M. (IST). The remote e-voting module shall be disabled for remote e-voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.
9. In case the Members have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or may contact Mr. Ashish Upadhyay, Associate – Technology Group at enotices@linkintime.co.in or Call:- Tel : 022 - 49186000.
10. The Board of Directors of the Company has appointed Mr. Mohammed Aabid, Practicing Company Secretary (Membership No.: 6579 & COP No.: 6625) as the Scrutinizer for conducting Postal Ballot process in fair and transparent matter.
11. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after completion of scrutiny of the remote e-voting. The results of the Postal Ballot (through remote e-voting process) along with the Scrutinizer's report will be announced by the Chairman or person so authorized by him, on or before Wednesday, June 07, 2023.
12. The results of the Postal Ballot will be uploaded on the Company's website at www.imagicaaworld.com on the website of Link Intime Private Limited at <https://instavote.linkintime.co.in> and the same shall also be

communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

13. The Special Resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting, i.e. Monday, June 05, 2023.

14. **Instructions for remote e-voting are as under:**

EVENT NUMBER :- 230115

Pursuant to the SEBI circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on ‘e-voting facility provided by Listed Companies’, Individual Members holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants (“DP’s”) only. This enables e-voting for all individual demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ DP’s. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Login methods:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting

	<p>service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. • After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.

	<p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members 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> <ul style="list-style-type: none"> • <i>Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i> ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</p> <p>5. E-voting page will appear.</p> <p>6. 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).</p> <p>7. 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.</p>
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Corporate Body/Mutual Fund**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
 - In case Shareholders/ Members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

- Shareholders/ mMembers who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the e-voting period, Shareholders/ Members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case Shareholders/ Members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case Shareholders/ Members holding securities in physical mode/ Institutional shareholders have any queries regarding remote e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or may contact send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

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

Re-appointment of Mr. Dhananjay Barve (DIN: 00224261) as Non-Executive Independent Director of the Company

Mr. Dhananjay Barve (00224261), was appointed as a Non-Executive Independent Director of the Company, for a period of 3 (Three) years, with effect from April 01, 2020 to March 31, 2023, in terms of the provisions of Section 149 of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Accordingly, the first term of 3 (Three) years of Mr. Dhananjay Barve, as a Non-Executive Independent Director of the Company, was valid till March 31, 2023.

The Nomination and Remuneration Committee evaluated Mr. Barve’s immense experience and expertise and has considered that his contribution on the Board will be of great value addition to the Company. The Board considers that Mr. Barve’s association would be beneficial to the Company and desires to avail his services as an Independent Director of the Company.

Accordingly, the Board of Directors on March 31, 2023, appointed Mr. Dhananjay Barve as an Additional Director with effect from April 01, 2023, and recommend his re-appointment as a Non-Executive Independent Director for a second term of 1(One) year from April 01, 2023 to March 31, 2024, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Mr. Dhananjay Barve has confirmed that he meets the criteria of Independence as provided under section 149 of the Act and SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Dhananjay Barve has also confirmed that he is not disqualified from being appointed as Director, in terms of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder and SEBI Listing Regulations for appointment as Independent Director and is independent of the management.

The Company has received a notice in writing from a Member proposing candidature of Mr. Dhananjay Barve for the office of the Director of the Company.

Brief Profile of Mr. Dhananjay Barve:

Mr. Dhananjay Barve, aged 65 years, has over 40 years of experience in the financial and real estate markets. He started his career as Stock broker under Bombay Stock Exchange in 1981. Mr. Barve later branched out into Independent Financial Consulting and advised Corporates and Institutions for capital raising activities. He also carried out private placements of promoter shares with domestic and international funds. He had also been Director of Barve Holdings from 1991 till 2008.

Other details of Mr. Dhananjay Barve as stipulated under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India are provided in the Annexure to this Explanatory Statement.

In terms of the provisions of Section 149 read with Schedule IV to the Act and regulation 17 of the SEBI Listing Regulations and other applicable Regulations, the approval of the Members is sought for the re-appointment of Mr. Dhananjay Barve as Non-Executive Independent Director of the Company by way of Special Resolution. The Board recommends the Special Resolution as set out in this Notice for approval of the Members.

Except Mr. Dhananjay Barve, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, financially or otherwise, concerned or interested in the said Special Resolution as set out above of the accompanying Notice except to the extent of their shareholding, if any. Mr. Dhananjay Barve is not related to any Director or Key Managerial Personnel of the Company.

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

Place: Mumbai
Date: April 29, 2023

**Reshma Poojari
Company Secretary
Membership No. ACS 34554**

ANNEXURE TO NOTICE OF POSTAL BALLOT

Details of Directors seeking re-appointment as required under Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:

Name	Mr. Dhananjay Barve
Director Identification Number	00224261
Date of Birth/Age	June 21, 1957/65 years
Date of first appointment	April 01, 2020
Qualification	Higher Secondary
Experience (including expertise in specific functional area) / Brief Resume	He has over 40 years of experience in the financial and real estate markets. He started his career as Stock broker under Bombay Stock Exchange in 1981. Mr. Barve later branched out into Independent Financial Consulting and advised Corporates and Institutions for capital raising activities. He also carried out private placements of promoter shares with domestic and international funds. He had also been Director of Barve Holdings from 1991 till 2008.
Terms and Conditions of Appointment/Re-appointment	Re-appointment as Non-Executive Independent Director for a second term of 1 (One) year, with effect from April 01, 2023 up to March 31, 2024, not liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Sitting fees for attending Board/ Committee Meetings of Board of Directors and reimbursement of expenses for attending the meetings.
Remuneration proposed to be paid	Sitting fees for attending Board/ Committee Meetings of Board of Directors and reimbursement of expenses for attending the meetings.
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended during the year 2022-23	7 (Seven)
Directorships of other companies	Thrill Park Limited Blue Haven Entertainment Private Limited
Listed Entities from which he has resigned as Director in past 3 years	Nil
Membership / Chairmanship of Committees of other Boards.	Nil