

IMAGICA WORLD ENTERTAINMENT LIMITED

CIN: L92490MH2010PLC199925

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

Corporate Office: A-301, 3rd Floor, VIP Plaza, Off New Link Road, Veera Desai Industrial Estate, Andheri (West), Mumbai 400 053, Maharashtra

Tel No.: +91 22 6984 0000; **Email:** compliance@imagicaworld.com; **Website:** www.imagicaworld.com

NOTICE

Notice is hereby given that the 16th (Sixteenth) Annual General Meeting ("**AGM**") of the Members of Imagicaaworld Entertainment Limited ("**the Company**") will be held on **Monday, September 29, 2025 at 11:30 a.m.** through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") facility to transact following businesses:

ORDINARY BUSINESS:

1. To adopt financial statements of the Company for the financial year ended March 31, 2025

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

- a) "**RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditor's thereon, as circulated to the Members, be and are hereby considered and adopted."
- b) "**RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025 and the report of Auditor's thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Manish Malpani (DIN: 00039560), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Manish Malpani (DIN: 00039560), who

retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To appoint M/s. Parikh & Associates, Company Secretaries, as Secretarial Auditors of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company M/s. Parikh & Associates, Company Secretaries (Firm Registration Number: P1988MH009800) be and are hereby appointed as Secretarial Auditors of the Company, for a term of 5 (Five) consecutive years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration plus taxes as applicable and reimbursement of actual out-of-pocket expenses incurred, if any, in connection with the secretarial audit, as may be mutually agreed between the Board of Directors of the Company (referred to as the "Board", which expression shall include any Committee thereof) and the said Secretarial Auditors.

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain

from the Secretarial Auditors, such other services or certificates or reports which the Secretarial Auditors may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

4. To approve acquisition of Malpani Parks Ahmedabad Private Limited from Malpani Parks Private Limited, a Material Related Party Transaction

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

“**RESOLVED THAT** pursuant to Sections 186 and 188 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and rules framed thereunder including without limitation the Companies (Meetings of the Board and its Powers) Rules, 2014 (as amended) (“**Rules**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and 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 (as amended) (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with applicable rules, notifications, circulars, and guidelines issued from time to time and any other applicable laws (including any amendment, modification, variation or re-enactment to any of the forgoing), the provisions of the Memorandum and Articles of Association of the Company, the Company’s policy on related party transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company vide resolutions passed at their respective meetings, and subject to statutory and/or regulatory approvals, if any, and/ or third party approval(s)/ consent(s), if any, the consent of the Members of the Company be

and is hereby accorded to the Board of Directors of the Company (“**Board**”) (which term shall include any committee constituted by the Board or hereinafter constituted from time to time, to exercise its powers including power conferred by this resolution) for: (A) acquisition and purchase of 10,000 (ten thousand) equity shares having face value of ₹ 10/- (Rupees Ten Only) each representing 100% (one hundred percent) of the total issued and paid-up equity share capital on a fully diluted basis of Malpani Parks Ahmedabad Private Limited (“**MPAPL**”/ “**Target Company**”) from Malpani Parks Private Limited together with nominee shareholder who collectively hold 100% (one hundred percent) of the equity shareholding in the Target Company (collectively referred to as the “**Sellers**” and each individually a “**Seller**”), free and clear of any charges, lien, mortgage, pledge, security interest and/ or encumbrances, for an aggregate cash consideration of not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crore Only) {subject to such deductions of applicable taxes} and/or any other adjustments as specified in the Definitive Agreements (as hereinafter defined) (“**Purchase Consideration**”), and (B) infusion of funds by the Company in MPAPL of an amount not exceeding ₹ 30,00,00,000/- (Rupees Thirty Crore Only) by way of intercorporate deposit and / or loan and / or debt (and/ or any other form/instrument/mechanism as may be decided by the Board from time to time) which is to be utilized *inter-alia* towards the payment/repayment of loan and/or creditors and/or liabilities (net of current assets) of MPAPL, and utilisation as contemplated under the Definitive Agreements (as hereinafter defined), such that the total transaction value aggregating the amount mentioned in (A) and (B) shall not exceed ₹ 75,00,00,000/- (Rupees Seventy Five Crore Only), with effect from such date, in such manner and on such terms and conditions as specified under the Definitive Agreements (as hereinafter defined) executed/to be executed in relation to such aforesaid transactions, as per the terms and conditions of the offer letter (“**Offer Letter**”) and share purchase agreement with shareholders of MPAPL, inter-corporate deposit agreements, financing documents, subscription agreement(s), transfer agreement(s) and/or other documents, agreements and/or instruments in this regard (collectively, the “**Transaction Document(s)**”) to be executed in this regard from time to time, and/ or other documents, agreements, instruments, deeds, arrangements, letters, correspondences, applications and/or writings required in connection with, or

ancillary to, the execution and/or implementation of the Offer Letter and/or the Transaction Document(s) (collectively, the “**Ancillary Documents**”) (the Offer Letter, the Transaction Document(s) and other Ancillary Documents are collectively referred to as the “**Definitive Agreements**”), in relation to the aforesaid transactions (collectively, the “**Transaction**”), provided that such transactions to be entered into / carried out are on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof) and on such terms as mentioned in the explanatory statement of this resolution.

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 the Definitive Agreements and/or any other necessary documents, including agreement(s), deeds of assignment 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 negotiate, settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, including without limitation to, making necessary regulatory filings with the Registrar of Companies or any other statutory authorities as may be necessary, if any, negotiating, finalising and executing any amendments in relation to any of the Definitive Agreements and/or any other Ancillary Documents or other undertakings, memoranda, deeds, documents and such other papers and writings, as may be deemed necessary or expedient, in connection therewith, 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: (A) 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; and (B) appoint and co-ordinate with such, intermediaries, delegates, agents, representatives, consultants, attorney/s and advisors/counsels, as may be finalized by the authorized signatories/authorized representative(s) of the Company in their absolute discretion (collectively, the “**Intermediaries**”), and to enter into / issue necessary documents with the same from time to time in connection therewith and to authorize the Intermediaries to do all such acts, deeds, matters and things in accordance with the terms and conditions of the Definitive Agreements/Ancillary Documents.

RESOLVED FURTHER THAT all actions taken by the Board and/or 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

Reshma Poojari

Place: Mumbai

Company Secretary

Date: August 22, 2025

Membership No. A34554

Registered Office:

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

NOTES:

1. The Ministry of Corporate Affairs (“**MCA**”) vide its Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“**MCA Circulars**”) has permitted companies to conduct Annual General Meeting (“**AGM**”) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”) without the physical presence of Members at a Common Venue. In accordance with MCA Circulars and the applicable provisions of the Companies Act, 2023 (“**the Act**”) read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the AGM of the Members is being convened through VC/OAVM. Hence, Members

can attend and participate in the AGM through VC/OAVM only. The deemed venue of the AGM shall be the Registered Office of the Company.

2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, in respect of the business under item nos. 3 to 4 as set out above and the details as required mentioned under the Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director is annexed hereto.
3. 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, SS-2 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 AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar & Transfer Agent of the Company ("MUFG InTime") to provide remote e-voting facility to enable the Members to cast their votes electronically. The procedure for participating in the AGM through VC/OAVM is explained below.
4. Members attending the AGM through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, pursuant to the MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, physical attendance of Members has been dispensed with. Further, SEBI vide its Notification dated December 12, 2024, amended SEBI Listing Regulations, whereby the requirement to send proxy forms shall not be applicable to general meetings held only through electronic mode.

Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

6. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Scrutiniser at e-mail ID cs@parikhassociates.com in with a copy marked to insta.vote@linkintime.co.in and to the Company at compliance@imagicaaworld.com, authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act, the certificate from the secretarial auditors of the Company that the Employee Stock Option Scheme has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to compliance@imagicaaworld.com with the subject line "Inspection of Documents - AGM".
8. Members can join the AGM 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 AGM 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 AGM without restriction as provided in the MCA Circulars.

9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company/Depository Participants/Depository/ MUFG Intime, the Company's Registrar and Transfer Agent ("RTA"). Members may note that the Notice of AGM along with the Annual Report 2024-25 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.nseindia.com and www.bseindia.com respectively and also on the website of MUFG Intime i.e. <https://instavote.linkintime.co.in>. The Company shall provide a hard copy of the Annual Report for FY 2024-25 to the Members, upon request.
10. Members who have not registered or updated their email id so far are requested to register or update the same to receive the Notice and Annual Report from the Company, 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).
11. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that the service requests received for Issuance of Duplicate Share Certificate, Release of Shares from Unclaimed Suspense Account of the Company, Renewal/ Exchange of Share Certificate, Endorsement, Sub-division/ Splitting of Share Certificate, Consolidation of Folios/ Share Certificates, Transmission and Transposition shall be processed by issuing shares in dematerialized form only and physical Share Certificates shall not be issued by the Company to the Member/Claimant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website i.e. www.imagicaaworld.com.
12. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into dematerialised form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
13. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's or RTA's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
14. SEBI, vide its various circulars, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) which is also available on the Company's website i.e. www.imagicaaworld.com.
15. The Company has appointed Mr. P. N. Parikh (Membership No. FCS 327, CP 1228) and failing him Mr. Mitesh Dhabliwala (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 AGM in fair and transparent matter.
16. 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. Monday, September 22, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as intimation only.

17. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. Monday, September 22, 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 AGM by following the procedure mentioned in this part.
18. The remote e-voting period will commence on Thursday, September 25, 2025 at 09:00 a.m. (IST) and end on Sunday, September 28, 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 Monday, September 22, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MUFG Intime for voting thereafter.
19. 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.
20. 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. Monday, September 22, 2025.
21. Members must note that voting by show of hands will not be available at the Meeting in terms of the aforesaid provisions.
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, 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.
23. The Results will be declared within two working days from the conclusion of AGM. 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.

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

Login method for remote e-voting for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- 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.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/ Member' section.

- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- 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.
- 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.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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.
- 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.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, 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.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

1. User ID: Enter User ID

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

2. Password: Enter existing Password

3. Enter Image Verification (CAPTCHA) Code

4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

2. 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.

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
- Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

5. 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).

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon. E-voting page will appear.

C. 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).

D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

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:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

Note: 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.

- D. 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 – Steps to cast vote for Resolutions through InstaVote

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."
- 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "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.mufig.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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 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 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.

General Instructions to Shareholders/Members

- ❖ 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 Members for attending the AGM through VC/OAVM are as under:

Members are entitled to attend the AGM through VC/OAVM, provided by MUFG Intime by following the below mentioned process:

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

- Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- Select the “Company Name” and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No.: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) 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 AGM:

- For the smooth conduct of the proceedings of the AGM being conducted through VC/OAVM, Members who would like to express their views/ask questions during the AGM 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 during the period from Tuesday, September 23, 2025 (09:00 a.m.) upto Thursday, September 25, 2025 (05:00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- Members who do not wish to speak during the AGM 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 Thursday, September 25, 2025, the Company will give response to the queries suitably by e-mail.

- Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the AGM, 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 to Vote during the AGM through InstaMeet:

Once the electronic voting is activated during the AGM, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

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

Notes:

- Shareholders/ Members, who will be present in the AGM 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 AGM.

- Shareholders/ Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the AGM 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 AGM.
- 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 No. 3:

As per section 204 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity.

Under the SEBI Listing Regulations, every listed entity shall basis recommendation of the Board of Directors appoint / re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years, subject to shareholders' approval at the Annual General Meeting.

Further, the secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI").

Basis the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 28, 2025, had approved appointment of M/s. Parikh & Associates ("the firm") a peer reviewed firm of Company Secretaries in practice (ICSI Firm Registration Number: P1988MH009800) as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years, commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members of the Company at the Annual General Meeting.

M/s. Parikh & Associates is a firm of Practising Company Secretaries founded in the year 1987. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

The firm has confirmed that it is not disqualified and is eligible to be appointed as Secretarial Auditor of the Company under the Act, SEBI Listing Regulations and Circular(s) issued by SEBI in this regard and have given their consent for their appointment as Secretarial Auditor of the Company

The firm is presently the Secretarial Auditor of the Company. The terms and conditions of the appointment of M/s. Parikh & Associates include a tenure of 5 (Five) consecutive years, commencing from FY 2025-26 till FY 2029-30 at a remuneration of ₹ 1,00,000/- (Rupee One Lakh Only) for FY 2025-26. The remuneration proposed to be paid to the Secretarial Auditors for the FY 2026-27 till the FY 2029-30 will be determined by the Board of Directors of the Company, basis the recommendation of the Audit Committee and in consultation with the Secretarial Auditors, which will be commensurate with the scope of work and other requirements as mutually agreed. The Company may also obtain the Annual Secretarial Compliance Report and such other certifications as may be mandatory or permitted to be sought from Secretarial Auditor under the applicable laws and engage with them on the other services which are not prohibited by SEBI or any other authority.

The Audit Committee and the Board of Directors has recommended the appointment of M/s. Parikh & Associates, as Secretarial Auditors of the Company to the Members of the Company for their approval. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in by them and reputation of the Firm.

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations, the appointment of Secretarial Auditors is required to be approved by the Members of the Company. Accordingly, approval of the Members is sought by passing an Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice except to the extent of their shareholding, if any, in the Company.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members of the Company.

Item No. 4:

Background, details and benefits of the transaction:

Malpani Parks Ahmedabad Private Limited ("MPAPL"/"Target Company") is a company incorporated in the year 2021 and presently holds un-developed Non Agricultural (NA) land parcels. MPAPL shall be undertaking the construction and development of a project near Ahmedabad ("Project") on various land parcels owned by it, over an area admeasuring approximately 34 acres situated at Chandrala, Ahmedabad ("Project Land").

The equity shares of MPAPL are held by Malpani Parks Private Limited ("MPPL") who is a Promoter of Imagicaaworld Entertainment Limited ("the Company"/"IEL") together with the nominee shareholder who collectively hold 100% (one hundred percent) of the equity shareholding in the Target Company (collectively referred to as the "Sellers" and each individually a "Seller").

Background: Before acquisition of IEL by MPPL, acquisition of the Project Land had begun around 2021-22 in a newly formed entity MPAPL. Subsequent to acquisition of IEL, being a listed entity by MPPL, it was emerging as a conflict of interest to carry on the outdoor park business in private domain. Considering the legacy operational parks of Malpani group under Wet n' Joy / Sai Teerth brands, these were the first priority for the Company to acquire and transaction was agreed in February 2024. Subsequently, under development park in Indore was agreed to be acquired by the Company in June 2024.

Presently, the Company/IEL proposes to acquire MPAPL which shall be undertaking the construction and development of an entertainment park/water park project near Ahmedabad.

Accordingly, the approval of the Shareholders'/Members' is sought for below transactions which are on arms' length basis and in the ordinary course of business of the Company:

- a) The acquisition and purchase of 10,000 (ten thousand) equity shares having face value of ₹ 10/- (Rupees Ten Only) each representing 100% (one hundred percent) of the total issued and paid-up equity share capital on a fully diluted basis of MPAPL held by MPPL together with the nominee shareholder who collectively hold 100% (one hundred percent) of the equity shareholding in the Target Company (collectively referred to as the "Sellers" and each individually a "Seller") for a cash consideration of not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crore Only) subject to applicable taxes and such deductions and/or adjustments as specified in the offer letter(s), share purchase agreement(s), and/or other documents, agreements and/or instruments in this regard (collectively, the "Definitive Agreements"). Post completion of this transaction MPAPL shall become Wholly Owned Subsidiary (WOS) of the Company; and
- b) The Company will infuse funds in MPAPL by way of intercorporate deposit and/or loan and/or debt (and/or any other form/instrument/mechanism as may be decided by the Board from time to time) for amounts not exceeding ₹ 30,00,00,000/- (Rupees Thirty Crore Only) which is to be utilized inter-alia towards the payment/repayment of loan and/or creditors and/or liabilities (net of current assets) of MPAPL;

Provided that the transaction value aggregating the amount mentioned in point no. (a) and (b) shall not exceed ₹ 75,00,00,000/- (Rupees Seventy Five Crore Only).

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 ₹ 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

i.e. as on March 31, 2025 to ₹ 41.00 Crore. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company.

Since the transaction value exceeds than 10% of the annual consolidated turnover of the Company as on March 31, 2025, the proposed transaction constitutes material related party transaction and is subject to Shareholders'/Members' approval.

The Audit Committee and the Board of Directors have, on

the basis of relevant details provided by the management, as required by the law, at its meeting held on August 22, 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 MPAPL and MPPL, being a related parties of the Company, including the Information pursuant to the SEBI circular are disclosed below:

Particulars	Information in respect of related parties involved	
Name of the Related Party(ies)	Malpani Parks Ahmedabad Private Limited ("MPAPL")	Malpani Parks Private Limited ("MPPL")
Country of incorporation of the related party	India	India
Nature of Business of Related Party	MPAPL currently does not carry any business and intends to develop a water park/entertainment park.	Amusement and Water Parks
Relationship and ownership of the related party		
Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	MPAPL is a subsidiary of MPPL and MPPL is a promoter & holding company of IEL.	MPPL is a promoter and holding company of IEL.
<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	Nil	Nil
<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Not Applicable, since MPAPL is a company with share capital.	Not Applicable, since MPPL is a company with share capital.
<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Nil	MPPL holds 74.02% of shareholding of IEL.

Particulars	Information in respect of related parties involved											
Details of previous transactions with the related parties												
Total amount of all the transactions undertaken by the Company or subsidiary with related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	NIL	<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2024-25 (₹ in Crore)</th></tr><tr><td>1</td><td>Purchase of equity shares of Malpani Parks Indore Private Limited from MPPL</td><td>55.00</td></tr><tr><td>2</td><td>Intercompany Loan Availed and Repaid</td><td>10.00</td></tr></table>		Sr. No.	Nature of Transactions	FY 2024-25 (₹ in Crore)	1	Purchase of equity shares of Malpani Parks Indore Private Limited from MPPL	55.00	2	Intercompany Loan Availed and Repaid	10.00
Sr. No.	Nature of Transactions	FY 2024-25 (₹ in Crore)										
1	Purchase of equity shares of Malpani Parks Indore Private Limited from MPPL	55.00										
2	Intercompany Loan Availed and Repaid	10.00										
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil	NIL										
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	NIL	NIL										
Amount of the proposed transaction(s)												
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<div>a) Infusion of intercompany deposit and/ or loan and/ or debt (and/ or any other form/instrument/mechanism as may be decided by the Board from time to time) by the Company in MPAPL of an amount not exceeding ₹ 30,00,00,000/- (Rupees Thirty Crore Only) which is to be utilized inter-alia towards the payment/ repayment of loan and/ or creditors and/ or liabilities (net of current assets) of MPAPL.</div> <div>b) The acquisition and purchase of 10,000 equity shares of ₹ 10/- each representing 100% paid up equity shares of MPAPL held by MPPL for a cash consideration of not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crore Only) subject to applicable taxes and such deductions and/ or adjustments as specified in the offer letter(s), share purchase agreement(s), and/ or other documents, agreements and/ or instruments in this regard (collectively, the “Definitive Agreements”).</div> <div>Provided that the transaction value aggregating the amount mentioned in point no. (a) and (b) shall not exceed ₹ 75,00,00,000/- (Rupees Seventy Five Crore Only).</div>											
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes										

Particulars	Information in respect of related parties involved			
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	18.29%			
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable		Not Applicable	
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Not Applicable, as no Turnover. MPAPL has not yet commenced its core business		Not Applicable, as no Turnover.	
Financial performance of the related party for the immediately preceding financial year	Particulars	FY 2024-25 (in ₹)	Particulars	FY 2024-25 (in ₹)
<i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	Turnover (Other Income)	19,786	Turnover (Other Income)	55,10,47,011
	Profit After Tax	(2,55,297)	Profit After Tax	45,34,12,720
	Net Worth	(337,102)	Net Worth	1,54,60,68,896
Basic details of the proposed transaction				
Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	Infusion of Loan to MPAPL after it becoming wholly owned subsidiary of the IEL		Purchase of equity shares	

Particulars	Information in respect of related parties involved	
Details of each type of the proposed transaction	<p>a) Infusion of intercorporate deposit and/or loan and/or debt (and/or any other form/instrument/mechanism as may be decided by the Board from time to time) by the Company in MPAPL of an amount not exceeding ₹ 30,00,00,000/- (Rupees Thirty Crore Only) which is to be utilized inter-alia towards the payment/repayment of loan and/or creditors and/or liabilities (net of current assets) of MPAPL.</p> <p><i>Provided that the transaction value shall not exceed ₹ 75,00,00,000/- (Rupees Seventy Five Crore Only).</i></p>	<p>b) The acquisition of 10,000 equity shares of ₹ 10/- each representing 100% paid up equity shares of MPAPL held by MPPL for a cash consideration of not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crore Only) subject to applicable taxes and such deductions and/or adjustments as specified in the offer letter(s), share purchase agreement(s), and/or other documents, agreements and/or instruments in this regard (collectively, the “Definitive Agreements”).</p>
Tenure of the proposed transaction (tenure in number of years or months to be specified)	To be completed on or before March 31, 2026	To be completed on or before March 31, 2026
Whether omnibus approval is being sought?	No	No
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>₹ 30,00,00,000 for payment/repayment of loan and/or creditors and/or liabilities (net of current assets) of MPAPL.</p> <p><i>Provide that transaction value shall not exceed ₹ 75,00,00,000/-. (Rupees Seventy Five Crore Only)</i></p>	₹ 50,00,00,000 for purchase of equity shares from MPPL.
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity basis for determination of price and other material terms and conditions of RPT	<p>MPAPL is a newly incorporated entity (2021) and presently owns prime un-developed NA land parcels, as such the financial performance or net worth given herein above are not reflective of the underlying land valuation.</p> <p>The Company (IEL) has announced the vision of launching one new park every year in the next few years. Our brands are well known in Western India. The State of Gujarat is a focus market; for the Company which is already present in Surat (smaller city based water park), Sabarmati Riverfront (entertainment hub with a landmark ferris wheel) and therefore for a larger water park project, the Ahmedabad – Gandhinagar belt is a strategic and fast growing corridor. The Project Land is clear title, contiguous, with highway access and available water tables. Gujarat region is the most vibrant market for good quality water parks and has historically patronized this segment. Acquisition of similar favorable land parcels can get quite complicated, time consuming and fraught with risks; hence currently proposed transaction, at the given attractive commercial terms is clearly beneficial for IEL.</p>	

Particulars	Information in respect of related parties involved	
<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a) Name of the director / KMP</p> <p>b) Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	MPPL, Promoter of the Company - 99.9% Manish Malpani (nominee shareholder of MPPL) - 0.01%	Mr. Rajesh Malpani – 12.50% (Indirectly - 50%) Mr. Jai Malpani – 8.33% and Mr. Manish Malpani – 8.33% (Indirectly – 50%)
A copy of the valuation or other external party report, if any, placed before the Audit Committee.	Valuation report from Pensar Valuation Private Limited shall be available for inspection.	
Any other information relevant for decision making	<p>For development of an entertainment park, MPPL had begun acquisition of Project Land around 2021-22 in a new entity MPAPL, as IEL acquisition was not done at that juncture. Subsequent to acquisition of listed entity IEL by MPPL, it was emerging a conflict of interest to carry on park business in private domain. Considering the legacy operational parks of Malpani group under Wet n’ Joy / Sai Teerth brands, these were the first priority for IEL to acquire and transaction was agreed in February, 2024. Subsequently, the under development park in Indore was agreed to be acquired by IEL in June, 2024.</p> <p>With the above priorities, the remaining asset of MPAPL which holds Project Land near Ahmedabad, could not be taken up and had recently come up for discussion and no development could be done by MPAPL on the said land considering the conflict issue. Hence, it was now needed to decide upon the said land / company.</p> <p>Pursuant to various rounds of commercial discussions with MPPL, the transaction value for MPAPL has been finally agreed at ₹ 75 crore. While underlying land market valuation is higher due to rapid appreciation in recent past; IEL team had to consider project viability, reckoner rates, etc. whilst making the final offer as above. The same has been principally accepted by MPPL.</p>	
Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
Source of funds in connection with the proposed transaction.	Through internal accruals	Not Applicable

Particulars	Information in respect of related parties involved	
Where any financial indebtedness is incurred to make investment, specify the following:		
a. Nature of indebtedness	No	No
b. Total cost of borrowing	Not Applicable	Not Applicable
c. Tenure	Not Applicable	Not Applicable
d. Other details	Not Applicable	Not Applicable
Rate of interest at which the listed entity is borrowing from its bankers/ other lenders.	Not Applicable	Not Applicable
Proposed interest rate to be charged by listed entity from the related party.	Will be higher than the extant rate of borrowing.	Not Applicable
Maturity / due date	60 months (maximum) from the date of Inter Corporate Deposit (ICD) availment	Not Applicable
Repayment schedule & terms	Any Loans granted to the acquired entity shall be for less than 5 years and partly repaid upon refinance or internal accruals subsequent to achievement of COD i.e. date of commencement of commercial operation.	Not Applicable
Whether secured or unsecured?	Unsecured	Not Applicable
If secured, the nature of security & security coverage ratio	Not Applicable	Not Applicable
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds would be infused as part of the transaction value agreed and the recipient of funds would be repaying the liabilities / loans.	Not Applicable
Latest credit rating of the related party	Unrated	Unrated
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No	No

Particulars	Information in respect of related parties involved	
<p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	No	No
Disclosure only in case of transactions relating to investment made by the listed entity		
Source of funds in connection with the proposed transaction.	Through internal accruals	Through internal accruals
<p>Where any financial indebtedness is incurred to make investment, specify the following:</p> <p>a. Nature of indebtedness</p> <p>b. Total cost of borrowing</p> <p>c. Tenure</p> <p>d. Other details</p>	NIL	NIL
Purpose for which funds shall be utilized by the investee company.	Funds would be infused as part of the transaction value agreed and the recipient of funds would be repaying the net liabilities / loans.	General corporate purpose

Particulars	Information in respect of related parties involved	
Material terms of the proposed transaction	It is covered above under ICD	The acquisition and purchase of 10,000 equity shares of ₹ 10/- each representing 100% paid up equity shares of MPAPL held by MPPL for a cash consideration of not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crore Only) subject to applicable taxes and such deductions and/or adjustments as specified in the offer letter(s), share purchase agreement(s), and/or other documents, agreements and/or instruments in this regard (collectively, the "Definitive Agreements").
Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities	Not Applicable	Not Applicable
Whether any regulatory approval is required. If yes, whether the same has been obtained.	No	No

Mr. Rajesh Malpani, Mr. Manish Malpani and Mr. Jai Malpani, Directors of the Company who are also directors on the board of MPPL; and Mr. Rajesh Malpani and Mr. Manish Malpani, Directors of the Company who are also directors on the board of MPAPL may be deemed to be concerned or interested, in the said transactions.

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.

Save and 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 set out at Item No. 4 of the Notice except to the extent of their shareholding, if any, in the Company.

Basis the consideration and approval of the Audit Committee, the Board 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: August 22, 2025

Reshma Poojari
Company Secretary
Membership No. A34554

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

Annexure to Item No. 2 of the Notice convening the Sixteenth Annual General Meeting of the Company

Details of Director seeking re-appointment at the Sixteenth Annual General Meeting of the Company pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Manish Madhav Malpani
DIN	00039560
Age & Date of Birth	55 years August 6, 1970
Educational Qualification	D M E - Mechanical
Experience (including expertise in specific functional area) / Brief Resume	His previous experience in production activities of the group has resulted in his in depth knowledge of products the firm deals with. His quality consciousness for the products traded by the group has helped to build a goodwill and reputation. Simultaneously he is also actively involved in various social activities. He has served as President of Rajasthan Yuvak Mandal and had raised maximum funds through innovative ideas for the purpose of social welfare.
Date of first appointment on the Board	June 22, 2022
Terms and Conditions of Re-appointment	Non-Executive Non-Independent Director liable to retirement by rotation.
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	First Cousin of Mr. Rajesh Malpani, Non-Executive Director of the Company and Father of Mr. Jai Malpani, Managing Director of the Company. No Relationship with other Board of Directors
Number of meetings of the Board attended during the year 2024-25	Attended 4 out of 5 Board Meetings held during the financial year 2024-25
Directorships of other companies	Nil
Memberships/Chairmanship of Committees in other companies	Nil

Notes:

- (1) In terms of the applicable provisions of the Act and SEBI Listing Regulations, total number of directorships:
 - a. consist of directorships in all public limited companies (including deemed public company), whether listed or not;
 - b. excludes this company, foreign companies, private limited companies and companies formed under section 25 of the erstwhile Companies Act, 1956 and under section 8 of the Act.
- (2) In terms of the applicable provisions of SEBI Listing Regulations, memberships in committee only includes the Audit Committee and Stakeholders' Relationship Committee in other public limited companies, whether listed or not and chairmanships in committee only includes the Audit Committee and Stakeholders' Relationship Committee.