November 18, 2026

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

Dear Sir/Madam,

Sub: Notice of the Extraordinary General Meeting No.01/2026-27

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Extraordinary General Meeting No. 01/2026-27 ("EGM") of the Company will be held on **Friday, December 11, 2026 at 11:00 a.m.** through Video Conferencing ("VC") or Other Audio-Video Means ("OAVM"). We are submitting herewith Notice of EGM of the Company along with explanatory statement, which is being sent today through electronic mode to the Members/Shareholders whose e-mail IDs are registered with the Company/Registrar and Share Transfer Agent/ Depository Participants in compliance with the applicable circulars issued by SEBI and the Ministry of Corporate Affairs in this regard from time to time.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the Notice of EGM. The e-voting shall commence on Tuesday, December 8, 2026 at 09:00 a.m. (IST) and will end on Thursday, December 10, 2026 at 05:00 p.m. (IST).

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

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For Imagicaaworld Entertainment Limited

SHWETA SHIVDHARI SINGH
Digitally signed by SHWETA SHIVDHARI SINGH
Date: 2026.11.18 14:40:40 +05'30'

Shweta Singh
Company Secretary & Compliance Officer
Membership No.: A44973

Encl.: As above

IMAGICAAWORLD 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, Veera Desai Industrial Estate, Off new link road, Andheri West, Mumbai 400 053.

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

NOTICE

Notice is hereby given to the Shareholders **(the "Shareholders" or the "Members")** of Imagicaaworld Entertainment Limited ("**the Company**") that an Extraordinary General Meeting No. 01/2026-27 ("**EGM**") of the Company will be held on **Friday, December 11, 2026 at 11:00 a.m.** through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM"**), to transact the following businesses:

SPECIAL BUSINESS:

1. **Issuance of Convertible Warrants to Identified Person belonging to Non Promoter Category on Preferential Basis:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any statutory amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the "Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SAST Regulations"), provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India ("GOI"), the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted / to be constituted Committee

of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches, upto 22,10,885 (Twenty-Two Lakh Ten Thousand Eight Hundred And Eighty-Five Only) Convertible Warrants (hereinafter referred to as "Warrants"), carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs. 10/- each at a price of Rs. 73.50 each, price of which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto Rs. 16,25,00,047.50 (Rupees Sixteen Crore Twenty-Five Lakh Forty-Seven Rupees And Fifty Paise Only) to the Bennett, Coleman and Company Limited, a person identified in the Non-Promoter category (hereinafter referred to as the "Proposed Allottee/BCCL") on preferential basis for cash consideration and on such other terms and conditions as set out herein, and in the explanatory statement to this Notice.

RESOLVED FURTHER THAT the 'Relevant Date' for determining the minimum price of the Warrants and Equity Shares to be allotted on exercise of the warrants in accordance with the SEBI ICDR Regulations, is Wednesday, November 11, 2026, being the date which is 30 (thirty) days prior to the date of this Extra Ordinary General Meeting ("EGM").

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

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

such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.

viii. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (fifteen) days from the date of such exercise by the respective allottee; and warrants so allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

ix. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects (including with respect to dividend and voting rights), with the then existing Equity Shares of the Company.

x. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

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

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

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

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

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

By order of the Board of Directors

Sd/-
Shweta Singh
Company Secretary & Compliance Officer
Membership Number : A44973

Place: Mumbai
Date : November 13, 2026

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") which sets out details relating to Special Business to be transacted at the Extraordinary General Meeting No. 01/2026-27 ("EGM"/ "Meeting"), is annexed hereto.

2. Pursuant to the General Circular 9/2024 dated September 19, 2024, General Circular 9/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA") read with General Circular No. 03/2025 dated 22nd September, 2025 (hereinafter collectively referred to as "MCA Circulars"), companies are allowed to hold EGM through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") without the physical presence of Members at a Common Venue. Hence, in compliance with the provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and the aforesaid MCA Circulars, the EGM of the Company is being held through VC/OAVM. The deemed venue of the EGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act and applicable provisions of the SEBI Listing Regulations the EGM is being convened through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participating in the EGM through VC/OAVM is annexed herewith and also available at the Company's website www.imagicaaworld.com

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held through VC/OAVM, 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 EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. Members attending the EGM through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.

5. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the EGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the EGM. 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.

6. Members can join the EGM through the VC/OAVM mode 15 minutes before the scheduled time of the Meeting by following the procedure mentioned in the Notice. The facility of EGM through VC/OAVM will be made available for 1000 Members. This will not include large Shareholders (Shareholders holding 2% or

more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors, who are allowed to attend the EGM without restriction as provided in the MCA Circulars.

7. In compliance with the MCA Circulars and SEBI Circular, Members may note that the Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants/Depository/ MUFG Intime, the Company's Registrar and Transfer Agent ("RTA"). Members may note that the Notice of EGM will also be available on the Company's website www.imagicaaworld.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively and also on the website of MUFG Intime i.e. https://instavote.linkintime.co.in .

8. Members who have not registered or updated their email id so far are requested to register or update the same to receive the Notice of EGM, electronically, as per the following procedure:

- For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement,AADHAR) supporting the registered address of the Member, by email to the Company's email address compliance@imagicaaworld.com
- For Members holding shares in demat form, please update your email address through your respective Depository Participant/s (DP).

9. Members may note that relevant documents referred to in the Notice shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company at compliance@imagicaaworld.com with the subject line "Inspection of Documents - EGM".

10. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-voting system during the EGM. The Company has engaged the services of MUFG Intime India Private Limited ("MUFG InTime") to provide remote e-voting facility to enable the Members to cast their votes electronically.

12. 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. **Friday, December 4, 2026**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as intimation only.

13. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. **Friday, December 4, 2026**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

14. The remote e-voting period will commence on **Tuesday, December 8, 2026 at 09:00 a.m. (IST) and end on Thursday, December 10, 2026 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 **Friday, December 4, 2026** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MUFG Intime for voting thereafter.

15. 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.

16. 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. **Friday, December 4, 2026**.

17. 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 EGM in fair and transparent manner.

18. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

19. The Results will be declared within two working days from the conclusion of EGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.imagicaaworld.com and on the website of MUFG InTime at https://instavote.linkintime.co.in/ and the same shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - 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.

METHOD 2 - 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) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

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.
e) 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.

App Store Google Play

METHOD 3 - 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 & 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 holding securities in demat mode with CDSL

METHOD 1 - 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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
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/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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.

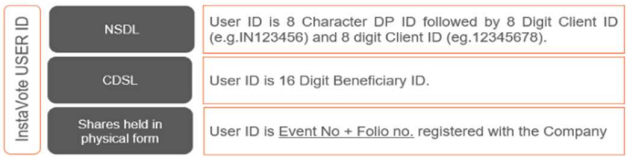
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

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 on InstaVote

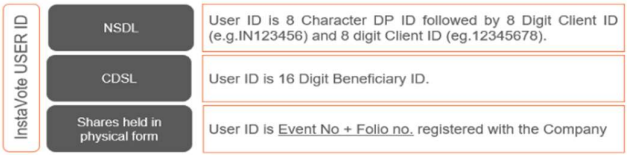
Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
A. User ID: Enter User ID



B. Password: Enter existing Password
C. Enter Image Verification (CAPTCHA) Code
D. 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:
A. User ID: Enter User ID



B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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

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

- Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
- Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
- Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

E. 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).

F. Enter Image Verification (CAPTCHA) Code.

G. 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.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

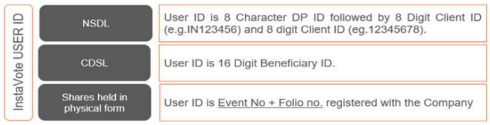
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

gin 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:

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

Individual 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.
- Further Click on **"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
- Further Click on **"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 - Shareholders

- ❖ 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 EGM through VC/OAVM are as under:

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

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

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) 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 Email Id with the DP shall enter the Email Id.

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 EGM::

a) Members who would like to express their views/ask questions during the EGM may send their queries in advance and register themselves as a speaker by sending their request from their registered email ID mentioning their name, DPID and Client ID/Folio Number, PAN, mobile number at compliance@imagicaaworld.com during the period from Monday, December 7, 2026 (09:00 a.m.) upto Tuesday, December 8, 2026 (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 EGM.

b) Members are encouraged to submit their questions in advance with regard any other matter to be placed at the EGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to reach the Company’s e-mail address at compliance@imagicaaworld.com till 03.00 p.m. on Monday, December 7, 2026. Such questions by the Members shall be suitably replied by the Company.

c) Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the EGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly. However, the Company will suitably respond to the questions which have remained unanswered during the meeting, over e-mail.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

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

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

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

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

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

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

Helpdesk:

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

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

Item No. 1

The Board of Directors at their meeting held on November 13, 2026, had subject to the approval of the Members of the Company and such other approvals as may be required approved raising of funds by way of issuance of upto 22,10,885 (Twenty-Two Lakh Ten Thousand Eight Hundred And Eighty-Five Only) Convertible Warrants (hereinafter referred to as "Warrants"), carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs. 10/- each at a price of Rs. 73.50 each, price of which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto Rs. 16,25,00,047.50 (Rupees Sixteen Crore Twenty-Five Lakh Forty-Seven Rupees And Fifty Paise Only) to the Bennett, Coleman and Company Limited.

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

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

Accordingly, in terms of the Act and SEBI ICDR Regulations, the consent of the Members is being sought by way of special resolution for the raising of funds aggregating upto Rs. 16,25,00,047.50 (Rupees Sixteen Crore Twenty-Five Lakh Forty-Seven Rupees And Fifty Paise Only) by issuance of upto 22,10,885 (Twenty-Two Lakh Ten Thousand Eight Hundred And Eighty-Five Only) Convertible Warrants, at a price of Rs. 73.50 each.

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

1. **Purpose / Objects of the Issue:**

The Company intends to utilise the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following object ("Object"):

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
	To strengthen brand visibility through advertising, marketing and promotional activities across multiple geographies in India and media platforms for existing and upcoming brands of Company and its subsidiaries, including Imagicaa, Aqua Imagicaa, WetnJoy, Sai Teerth and Hello Park.	16,25,00,047.50	3 months

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

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

Interim Use of Issue Proceeds

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

2. Monitoring of utilisation of funds:

Since the issue size does not exceed Rs. 100 crore, the requirement to appoint a Monitoring Agency in terms of Regulation 162A of the SEBI ICDR Regulation does not apply.

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

The issue of upto 22,10,885 (Twenty-Two Lakh Ten Thousand Eight Hundred And Eighty-Five Only) Convertible Warrants ("Warrants"), carrying an entitlement to subscribe to an equivalent number of fully paid-up equity shares of the Company of the face value Rs. 10/- each, at a price of Rs. 73.50 each on a

preferential basis for raising an amount aggregating upto Rs. 16,25,00,047.50 (Rupees Sixteen Crore Twenty-Five Lakh Forty-Seven Rupees And Fifty Paise Only).

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

The Issue Price of each is Rs. 73.50 (including premium of Rs. 63.50).

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

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited for a period of more than 90 trading days as on the relevant date i.e. Wednesday, November 11, 2026 and are frequently traded in accordance with Regulation 164 of SEBI ICDR Regulations.

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

a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the stock exchange (National Stock Exchange of India Limited, being the stock exchange with higher trading volumes for the said period), preceding the Relevant Date, i.e. Rs. 53.34 per warrant;
b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the stock exchange (National Stock Exchange of India Limited, being the stock exchange with higher trading volumes for the said period), preceding the Relevant Date, i.e. Rs. 43.12 per warrant.

Accordingly, the minimum issue price in terms of Regulation 164(1) of the SEBI ICDR Regulations, is Rs. 53.34 per Warrant, being higher of the above two prices.

As per the existing Articles of Association of the Company and pursuant to Regulation 166A of the SEBI ICDR Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Preferential Issue. In compliance thereof, the Company had obtained a valuation report dated November 13, 2026 from Mr. Bhavesh M Rathod bearing Registration No. IBBI/RV/06/2019/10708 as the Registered Valuer and as per the valuation report the price arrived was Rs. 53.34 per Warrant. A copy of revised valuation report shall be available on the website of the Company i.e. www.imagicaaworld.com

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

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the warrant and equity shares to be allotted upon conversion is Wednesday, November 11, 2026 ("Relevant Date") being 30 days prior to the date of this Extra Ordinary General Meeting ("EGM").

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

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

Sr. No.	ame of the Proposed Allottees	Category	Number of Warrants proposed to be issued
1	Bennett, Coleman and Company Limited	Non-Promoter	22,10,885

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

None of the promoter, directors and key managerial personnel are intending to participate/subscribe to the proposed issue.

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

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

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

Name of the Investor	Pre Preferential Shareholding		Proposed No. Warrants to be issued/allotted	Post conversion of Warrants Issue Shareholding (Diluted Shareholding)	
	No. of shares	% of shareholding		No. of shares	% of shareholding
Non Promoter					
Bennett, Coleman and Company Limited	12,48,684	0.21	22,10,885	34,59,569	0.58

Notes:

1. *The diluted percentage of post conversion shareholding is the expected shareholding in the Company, upon consummation of the allotment of the warrants offered under the preferential issue and assuming the conversion of proposed warrants into equity shares [i.e., aggregate of the following: current outstanding equity shares (58,93,43,947), and proposed warrants convertible into equity shares in 18 months of allotment of warrants (22,10,885)] and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.*

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

rticulars	**No. of Equity Shares/Warrants**
Pre-preferential issue, total no. of equity shares outstanding as on November 13, 2026 (A)	**58,93,43,947**
No. of warrants to be allotted in current preferential issue **(B)**	22,10,885
Post-preferential issue, total no. of equity shares on fully diluted basis (C) = (A +B)	**59,15,54,832**

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

Proposed Allottees	**Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued**
Bennett, Coleman and Company Limited	Mr. Sivakumar Sundaram, Mr. Anuraag Srivastava, Ms. Chanda Makhija Thadani

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

No Change.

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

The Company had allotted 2,34,82,500 equity shares having face value of Rs. 10/- each at a price of Rs. 73.50 per share upon exercise of conversion of convertible warrants on September 24, 2026 to below mentioned allottees:

Sr. No.	Name of the Allottee	Category (Promoter/ Non-promoter)	New shares allotted upon exercise of conversion of convertible warrants
1	Malpani Parks Private Limited	Promoter	1,70,06,800
2	Cybage Software Private Limited	Non-Promoter	20,40,800
3	Mr. Gopikishan S. Damani	Non-Promoter	17,00,600
4	AFOUR Enterprises	Non-Promoter	6,93,800
5	ZAPFIN TEKNOLOGIES PRIVATE LIMITED	Non-Promoter	6,80,200
6	Shridatta Trading and Investment Private Limited	Non-Promoter	5,10,200
7	Ratnatraya Holdings	Non-Promoter	1,70,000
8	Aymara Holdings	Non-Promoter	3,40,100
9	Ms. Shilpa Ajay Shah	Non-Promoter	1,70,000
10	Ms. Nita Shailesh Shah	Non-Promoter	1,70,000

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

Not Applicable

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

Sr.no.	Category	Pre Issue		Post Issue diluted shareholding (assuming full conversion of warrants)	
		No of shares held	% of share holding	No of shares held	% of share holding
A	**Promoters' shareholding**				
1	Indian				
	Individual	0	0	0	0
	Bodies corporate	43,58,32,176	73.95	43,58,32,176	73.68
	Sub-total	43,58,32,176	73.95	43,58,32,176	73.68
2	Foreign promoters	0	0.00	0	0.00
	Total (A)	**43,58,32,176**	**73.95**	**43,58,32,176**	**73.68**
B	**Non-Promoters' Shareholding**				
1	**Institutional investors**				
	Banks/Insurance/Foreign Portfolio Investors	1,14,43,799	1.94	1,14,43,799	1.93
2	**Non-institution**				

Sr.no.	Category	Pre Issue		Post Issue diluted shareholding (assuming full conversion of warrants)	
		No of shares held	% of share holding	No of shares held	% of share holding
	Private corporate bodies	4,38,81,449	7.45	4,60,92,334	7.79
	Directors and relatives	0	0.00	0	0.00
	Key Managerial Personnel	1,39,922	0.02	1,39,922	0.02
	Indian public	8,55,41,531	14.52	8,55,41,531	14.46
	Others (including NRIs)	1,25,05,070	2.12	1,25,05,070	2.11
	Total (B)	**15,35,11,771**	**26.05**	**15,57,22,656**	**26.32**
	GRAND TOTAL (A+B)	**58,93,43,947**	**100.00**	**59,15,54,832**	**100.00**

16. Undertaking to re-compute price:

The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Issue, where it is required to do so, including pursuant to Regulation 166A of the SEBI ICDR Regulations.

17. Material terms of raising Warrants:

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

a) <u>Tenure:</u>

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

b) <u>Conversion and other related matters:</u>

(i) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten) each to the Warrant holder i.e. each Warrant will entitle the holder to subscribe to one Equity Share of the Company.

(ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder on the exercise of the Warrant(s).

(iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

(iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(v) Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder of the Company.

(vi) The proposed warrants shall be issued and allotted by the Company to Proposed Allottee within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.

18. Principal terms of assets charged as securities:

Not Applicable

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

If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked - in till the time such amount is paid by the allottee.

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

Name of Proposed Allottee	**Current Status of the Proposed Allottee**	**Proposed status of allottee post the preferential issue**
Bennett, Coleman and Company Limited	Non Promoter	Non Promoter

21. Practicing Company Secretary Certificate

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

22. Lock-in Period:

The Warrants to be allotted and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above including the existing pre-preferential shareholding of the proposed allottee shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

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

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

24. Other Disclosures:

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

In terms of Sections 23, 42 and 62 of the Companies Act, 2013 and Regulation 160(b) of the SEBI ICDR Regulations, approval of the Members by way of a special resolution is required to issue Warrants by way of a preferential allotment on private placement basis. Hence, the Board of Directors recommend the Special Resolutions forming part of Item No. 1 of this Notice to the Members for their approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 1 of this Notice.

By order of the Board of Directors

Sd/-
Shweta Singh
Company Secretary & Compliance Officer
Membership Number : A44973

Place: Mumbai
Date : November 13, 2026

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