

**COMPLIANCE CERTIFICATE**

**(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)**

To

**IMAGICAAWORLD ENTERTAINMENT LIMITED**  
**30/31 Sangdewadi Khopoli Pali Road,**  
**Taluka Khalapur , Khalapur Raigarh,**  
**Maharashtra 410203**

We Aabid & CO., Practicing Company Secretaries have been appointed by IMAGICAAWORLD ENTERTAINMENT LIMITED (hereinafter referred to as 'Company'), having CIN: L92490MH2010PLC199925 and having its Registered Office at 30/31 Sangdewadi Khopoli Pali Road, Taluka Khalapur, Khalapur Raigarh, Maharashtra 410203 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed issue of 4,80,00,000 0.01% 20 years Optionally Convertible Redeemable Preference Shares ("OCRPS") of convertible into 13,03,99,348 Equity Shares with face value of Rs. 10/- each, fully paid up on a preferential basis with an issue price of Rs. 36.81/- each ('Proposed Preferential issue'). The proposed preferential issue was approved at the Meeting of Board of the Directors of the Company held on February 08, 2023.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, We have verified the following documents and have concluded that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Proposed Allottee;
- v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was February 08, 2023;
- vi. The statutory registers of the Company and List of shareholders issued by RTA:
  - a. to note that the equity shares are fully paid up.



- b. all equity shares held by the proposed allottee in the Company are in dematerialized form.
- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottee during the 90 trading days preceding the relevant date;
- viii. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter during the 90 trading days preceding the relevant date;
- ix. Permanent Account Numbers of the proposed allottee;
- x. Draft notice of General Meeting, Explanatory Statement and Shareholders Agreement (if any):
- a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
- b. to verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment.
- c. to verify the lock-in period as required under Regulation 167 of the Regulations.
- xi. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 36.74/-;
- xii. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were previously subscribed by them; **(Not Applicable)**
- xiii. Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares; **(Not Applicable)**
- xiv. Valuation Report of the assets done by the Independent Registered Valuer for issuance of securities for consideration other than cash and its submission to the stock exchanges where the equity shares of the Company are listed; (if applicable)
- xv. Verified the relevant statutory records of the company to confirm that:
- a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
- b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory

