



POLICY ON RELATED PARTY TRANSACTIONS

1. PREAMBLE

The Board of Directors (the “Board”) of Imagicaaworld Entertainment Limited [formerly known as Adlabs Entertainment Limited] (the “Company”), has adopted the following policy and procedures with regard to Related Party Transactions (including materiality of related party transactions and dealing with related party transactions) as defined below. The Audit Committee is to review and shall, from time to time, recommend amendments, if any, in this policy to the Board.

This policy is applicable to the Company. This policy is to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations applicable on the Company.

This policy is primarily framed based on Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred to as ‘Listing Regulations’ and the provisions of Companies Act, 2013 (the “Act”) including Rules made there under, and are primarily intended to ensure the governance and reporting of transactions between the Company and its Related Parties.

2. OBJECTIVE OF THE POLICY

The objective of this Policy is to set out (a) the clear materiality thresholds limits for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on the Act, Regulation 23(1) of Listing Regulations and any other laws and regulations as may be applicable to the Company.

3. DEFINITIONS

Related Party Transaction: “Related Party Transaction” is a transfer of any resources, services or obligations between the Company and a related party, regardless of whether a price is charged. (A transaction with a related party shall be construed to include single transaction or a group of transactions in a contract).

Imagicaaworld Entertainment Limited
(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com



Term	Definition
Arms' length Transaction	Section 188 (1) (Explanation): The expression "arm's length transaction" means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest.
Associate	Will have the same meaning as defined under Sec 2 (6) of the Companies Act, 2013 and under the applicable accounting standards.
Audit Committee or Committee	means "Audit Committee" constituted by the Board of Directors of the Company under the provisions of Listing Regulations and the Companies Act, 2013, from time to time.
Board of Directors or Board	means the Board of Directors of Imagicaaworld Entertainment Limited, as constituted from time to time
Holding Company	Will have the same meaning as defined under Sec 2 (46) of the Companies Act, 2013.
Key Managerial Personnel	Will have the same meaning as defined under Sec 2 (51) of the Companies Act, 2013.
Manager	Will have the same meaning as defined under section 2(53) of the Companies Act, 2013.
Material Related Party Transaction	A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the company.
Net Worth	Will have the same meaning as defined under Section 2(57) of the Companies Act, 2013.
Office or place of Profit	Section 188 (1) (Explanation): Office or place of profit means any office or place of profit: i. is held by a director, if the director holding it receives from the

Imagicaaworld Entertainment Limited
(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com

	<p>company anything by way of remuneration, over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;</p> <p>ii. is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise</p>
Policy	means this Policy on related party transactions (including materiality of related party transactions and dealing with related party transactions).
Related Party	<p>Will have the same meaning as defined under section 2 (76) of the Companies Act, 2013 as amended from time to time or under the applicable accounting standards.</p> <p>Provided that any person or entity belonging to the promoter or promoter group of the listed entity and holding 20% or more of shareholding in the listed entity shall be deemed to be a related party.</p>
Relative	Will have the same meaning as defined under section 2 (77) of the Companies Act, 2013 and rules prescribed thereunder.
Subsidiary	Will have the same meaning as defined under Sec 2 (87) of the Companies Act, 2013.

4. POLICY

4.1. MATERIALITY

Under Regulation 23 of Listing Regulations

Imagicaaworld Entertainment Limited
(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com



A Related Party Transaction shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company as per the last audited Financial Statements of the Company. Above that threshold, Company would need the approval of the shareholders by way of a special resolution.

Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed two percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Under the Act

S.no.	Transaction or contract or arrangements for	Limits for the time being in force * [as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014]
1	Sale, purchases or supply of any goods or materials	10% or more of turnover or Rs. 100 crores, whichever is lower (For the transaction or transactions to be entered in to either individually or taken together with the previous transactions during a Financial Year)
2	Selling or otherwise disposing of, or buying property of any kind	10% or more of net worth or Rs. 100 crores, whichever is lower (For the transaction or transactions to be entered in to either individually or taken together with the previous transactions during a Financial Year)
3	Leasing of property of any kind	10% or more of net worth or 10% of turnover or Rs. 100 crores, whichever is lower (For the transaction or transactions to be entered in to either individually or taken together with the previous transactions during a Financial Year)
4	Availing or rendering of any	10% or more of net worth or Rs. 50 crores, whichever

Imagicaaworld Entertainment Limited

(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
 Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
 Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com

	services, directly or through appointment of agent	is lower (For the transaction or transactions to be entered in to either individually or taken together with the previous transactions during a Financial Year)
5	Such Related Party's appointment to any office or place of profit in the company, its subsidiary company or associate company.	Where monthly remuneration exceeds Rs.2,50,000
6	Remuneration for underwriting the subscription of any securities or derivatives thereof, of the company	For amount exceeding 1% of Net Worth of the Company

4.2. Identification of Related Party

Each Director and Key Managerial Personnel (KMP) is responsible to notify to the Board regarding persons and entities to be considered as `Related Parties` by virtue of his/her being Director/ KMP in the Company. Such Notice shall be issued to the Company at the time of appointment and also at the time of first board meeting in every financial year and whenever there is any change in the disclosures already made. In addition to above, management is to identify other related parties based on control exercised by Company on them and vice-versa within the meaning of Companies Act, 2013 and Accounting Standard - 18.

4.3. Identification of Potential Related Party Transactions

On the basis of related parties identified in application of exercise referred to in 4.1. above, the Management is to intimate Audit Committee or Board, as may be required, of any potential Related Party Transaction with any person or entity, including any additional information about the transaction that the Board/Audit Committee may reasonably request. Board/Audit

Imagicaaworld Entertainment Limited
(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com



Committee is/are to determine whether the transaction genuinely constitutes a Related Party Transaction requiring compliance with this policy

4.4. Review and Approval of Related Party Transactions

All Related Party Transactions must be reported to the Audit Committee for its prior approval in accordance with this Policy. The Committee shall review the transaction and recommend the same for approval of the Board and shareholders, if required, in accordance with this policy.

The approval of Audit Committee, Board or shareholders, as may be required under this Policy is to be taken prior to entering into the Related Party Transaction.

Approval of Audit Committee

All Related Party Transactions and any subsequent modifications thereto, shall require the prior approval of the Audit Committee.

However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company subject to the following conditions:

- a. The Audit Committee shall grant the omnibus approval in line with this policy on Related Party Transactions (including criteria for granting omnibus approval) of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature.
- b. The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the company;
- c. Such omnibus approval shall specify
 - (i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into;
 - (ii) the indicative base price / current contracted price and the formula for variation in the price, if any; and
 - (iii) such other conditions as the Audit Committee may deem fit;

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 (one) crore per transaction.

Imagicaaworld Entertainment Limited
(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com



- d. The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given.
- e. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

For transactions by the Company with its wholly owned subsidiaries, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval, the aforesaid conditions/requirements regarding approval of audit committee shall not be applicable.

Any member of the Committee who has a potential interest in any Related Party Transaction is to abstain from discussion and voting on the approval of the Related Party Transaction.

Approval of Board of Directors

All Related Party Transactions that are:

- not in the ordinary course of business, or
- in the ordinary course of business but not at arms' length or
- neither in the ordinary course of business nor at arms' length

shall require the prior approval of the Board of Directors at a Meeting of the Board.

Any member of the Board who is interested or has a potential interest in any Related Party Transaction is not to be present at the meeting during discussions on the subject matter of the resolution relating to such Related Party Transaction.

Approval of Shareholders

- i) All the **Material Related Party Transactions** (other than transactions entered into by the company with its wholly owned subsidiary, whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval) require prior approval of the shareholders through resolution and no Related Party shall vote to approve such resolutions irrespective of whether the entity is a party to the particular transaction or not.

Imagicaaworld Entertainment Limited (Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com

- ii) All **Related Party Transactions** which are not in the Ordinary Course of Business and/or are not at Arms' Length Basis and are exceeding the limits mentioned in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 shall require prior approval of the shareholders through resolution. Related Parties to the contract or arrangement are to abstain from voting on such resolution. It is clarified that the 'Related Party' referred to here has to be construed with reference to the contract or arrangement under particular resolution. Thus the term 'Related Party' in the given context, refers to only such related party as may be a related party in the context of the contract or arrangement for which the said resolution is being proposed.

The approval of Board of Directors and Shareholders required for related party transactions (RPT) have been mentioned in the Table below:

(approval of Audit Committee is required for all related party transactions)

Transactions	Not in ordinary course of business	Not at Arm's length Basis	In ordinary course of business	At Arm's length Basis
Material RPT (as per Listing regulations)	Board approval &	Board approval &	Board approval &	Board approval &
	Shareholder's approval by ordinary resolution	Shareholder's approval by ordinary resolution	Shareholder's approval by ordinary resolution	Shareholder's approval by ordinary resolution
All RPT exceeding limits of Rule 15 under Companies (Meetings of Board and its Powers) Rules, 2014	Board approval &	Board approval &	None	None
	Shareholder's approval by ordinary resolution	Shareholder's approval by ordinary resolution		

Imagicaaworld Entertainment Limited
(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com

All RPT within limits under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014	Board Resolution	Board Resolution	None	None
---	------------------	------------------	------	------

Transactions not requiring approval of Audit Committee, Board or Shareholders

Notwithstanding the foregoing, the following Related Party Transactions do not require approval of Audit Committee, Board or Shareholders:

- i) Any transaction that involves the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- ii) Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and where all holders of such securities receive the same benefits pro rata as the Related Party.

Transactions not requiring approval of Board or Shareholders

Notwithstanding the foregoing, the following Related Party Transactions do not require approval of Board or Shareholders:

- i) Contracts entered into by the Company pursuant to section 297 of the Companies Act 1956, which have already come into effect before the commencement of section 188 of the Companies Act, 2013, do not require fresh approval under section 188 of the Companies Act, 2013, till the expiry of the original term of such contracts. However if any modification in such contract is made on or after April 1, 2014, the requirements under section 188 of the Companies Act'2013 are to be complied with.
- ii) Transactions entered into by the company with its wholly owned subsidiary, whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval.

Imagicaaworld Entertainment Limited
(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com



5. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a Related Party Transaction that has not been approved under this Policy prior to its consummation, the same shall be reviewed by the Audit Committee / Board as follows:

The Audit Committee or Board or Shareholders, as the case may be, will consider all the relevant facts and circumstances regarding the Related Party Transaction, and evaluate all options available to the Company, including ratification within 3 months of the date of the contract or arrangement, whether ratification should be allowed and if ratified whether it would be beneficial or detrimental to the Company, revision or termination of the Related Party Transaction including the facts and circumstances of failure to obtain approval / report such Related Party Transaction to the Audit Committee or the Board or Shareholders under this Policy and take such action as deemed appropriate. In case, such contract or arrangement is not so ratified, such contract or arrangement shall be voidable at the option of the Board, as the case may be, of the shareholders. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such related party transaction to the Audit Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the related party etc. In connection with any review/approval of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

6. REPORTING AND DISCLOSURES

6.1 Details with respect to Related Party Transactions are to be disclosed to the Stock Exchanges (where shares of the company are listed) on consolidated basis within 30 days of publication Standalone and Consolidated financial results for the half year as per

Imagicaaworld Entertainment Limited
(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com



format given in the relevant accounting standards and in the compliance report on corporate governance.

- 6.2 The policy on dealing with Related Party Transactions is to be disclosed on the website of the Company and a web link thereto shall be provided in the Annual Report.
- 6.3 Particulars of every contract or arrangement with Related Parties referred to in section 188 (1) of the Act are to be included in the Board's Report to the shareholders along with justification for entering into the transaction in the prescribed Form AOC-2 .
- 6.4 A Register pertaining to Related Party Transactions is maintained by the company in accordance with the Companies Act, 2013, which is placed before the Board / annual general meeting as per the requirements of Companies Act, 2013.
- 6.5 Disclosure regarding Related Party relationship and transactions with them are made in the Financial Statements as per the requirements of relevant Accounting Standards and the Listing Regulations.

7. AMENDMENTS TO THE POLICY

The Board of Directors on its own and / or as per the recommendations of Audit Committee can amend this Policy, as and when deemed fit. However, the policy shall be reviewed by the board of directors at least once every three years and updated accordingly. Any or all provisions of this Policy are subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities found inconsistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Imagicaaworld Entertainment Limited
(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com