



Imagine Marketing Limited

CIN U52300MH2013PLC249758

Regd. Office: Unit No. 204 & 205, 2nd floor in Wing-“D” & Wing-“E”,
Corporate Avenue, Andheri Ghatkopar Link Road,
Andheri (East), Mumbai-400093, Maharashtra, India
Website: www.boat-lifestyle.com

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Imagine Marketing Limited will be held on Wednesday, November 23, 2022, 2022 at 11:00 a.m. (IST) through Video Conference (“VC”) or Other Audio-Visual Means (“OAVM”) to transact the following businesses:

SPECIAL BUSINESS

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

APPROVAL FOR INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT AMENDMENTS IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT pursuant to Section 13, 61 and 64 and such other applicable provisions, if any of the Companies Act, 2013 (“Act”) or any statutory modification(s) thereof and rules framed thereunder, the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the existing authorized share capital of the Company from INR 26,53,94,000 (Indian Rupees Twenty Six Crore Fifty Three Lacs Ninety Four Thousand) divided into:

Kind of shares	Number of shares	Face Value per Share (In INR)	Authorised capital (In INR)
Equity	14,64,68,000	1	14,64,68,000
Preference	24,891	10	2,48,910
Series A CCPS	1,62,709	10	16,27,090
Series A1 CCPS	3,47,600	10	34,76,000
Series B CCPS	17,158	6,000	10,29,48,000
Series B1 CCPS	1,771	6,000	1,06,26,000
TOTAL			26,53,94,000

to INR 29,97,28,000 (Indian Rupees Twenty-Nine Crore Ninety Seven Lakh Twenty Eight Thousand), divided into:

Kind of shares	Number of shares	Face Value per Share (In INR)	Authorised capital (In INR)
Equity	16,08,28,000	1	16,08,28,000
Preference	24,891	10	2,48,910
Series A CCPS	1,62,709	10	16,27,090
Series A1 CCPS	3,47,600	10	34,76,000
Series B CCPS	17,158	6,000	10,29,48,000
Series B1 CCPS	1,771	6,000	1,06,26,000
Series C CCPS	66,58,000	3	1,99,74,000
TOTAL			29,97,28,000

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 of the Act and other applicable provisions, if any, of the Act or any statutory modification(s) thereof and rules framed thereunder, the existing Clause V of the memorandum of association of the Company be replaced with the following new Clause V:

Clause V. The authorised share Capital of the Company is INR 29,97,28,000 (Indian Rupees Twenty-Nine Crore Ninety Seven Lakh Twenty Eight Thousand), divided into

- i. 16,08,28,000 Equity Shares of face value INR 1 (Indian Rupees One) each.
- ii. 24,891 Preference Shares of face value INR 10 (Indian Rupees Ten) each.
- iii. 1,62,709 Series A CCPS of face value of INR 10 (Indian Rupees Ten) each.
- iv. 3,47,600 Series A1 CCPS of face value of INR 10 (Indian Rupees Ten) each.
- v. 17,158 Series B CCPS of face value of INR 6,000 (Indian Rupees Six Thousand) each.
- vi. 1,771 Series B1 CCPS of face value of INR 6,000 (Indian Rupees Six Thousand) each.
- vii. 66,58,000 Series C CCPS of face value of INR 3 (Indian Rupee Three) each.

RESOLVED FURTHER THAT the directors of the Company be and are hereby severally authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution and to file applicable e-forms / returns etc. to the Registrar concerned and to settle any question, difficulty or doubt that may arise in this regard.”

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

AUTHORISATION FOR THE ISSUE AND ALLOTMENT OF (i) 53,26,232 SERIES C COMPULSORILY CONVERTIBLE PREFERENCE SHARES HAVING FACE VALUE OF INR 3 (INDIAN RUPEE THREE) EACH (“SERIES C CCPS”) TO SOUTH LAKE INVESTMENT LTD; (ii) 3,32,890 SERIES C CCPS TO MALABAR INDIA FUND LIMITED; (iii) 8,65,513 SERIES C CCPS TO MALABAR SELECT FUND; (iv) 1,33,156 SERIES C CCPS TO MALABAR MIDCAP FUND

“**RESOLVED THAT** pursuant to the provisions of the Section 42, 55 and 62(1)(c) of the Companies Act, 2013 read with rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 framed thereunder and all amendments thereto, and in accordance with the provisions contained in the Articles of Association of the Company (“**Articles of Association**”), and subject to approval for increase in authorised share capital by Registrar of Companies, Mumbai, the consent of the shareholders of the Company be and is hereby accorded to offer and issue 66,57,791 Series C Compulsorily Convertible Preference Shares at an issue price of INR 751 (Indian Rupee Seven Hundred Fifty One) each, having a face value of INR 3 (Indian Rupee Three) each and a premium



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of INR 748 (Indian Rupee Seven Hundred Forty Eight) each, to the following identified investors mentioned below through a private placement (“**Private Placement**”) for an amount aggregating to INR 500,00,01,041 (Indian Rupee Five Hundred Crore One Thousand Forty One only) on the terms and conditions as mention in the “**Annexure A**” attached herein.

Sr. No.	Name of the Investor	Address	Number of Series CCCPS to be issued	Amount (INR in Crore)
1	South Lake Investment Ltd	Warburg Pincus Asia Ltd, 8th Floor, Newton Tower, Sir William Newton Street, Port Louis, Mauritius	53,26,232	400,00,00,232
2	Malabar India Fund Limited	4 th Floor, 19 Bank Street, Cybercity, Ebene, 72201, Republic of Mauritius	3,32,890	25,00,00,390
3	Malabar Select Fund	4 th Floor, 19 Bank Street, Cybercity, Ebene, 72201, Republic of Mauritius	8,65,513	65,00,00,263
4	Malabar Midcap Fund	2nd Floor, The Point, 30 th Road, Bandra West, Mumbai – 400050	1,33,156	10,00,00,156
Total			66,57,791	500,00,01,041

RESOLVED FURTHER THAT the terms of issue of the Series C CCPS be adopted in the manner detailed in **Annexure A**.

RESOLVED FURTHER THAT pursuant to Section 42 read with rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subsequent filing of the shareholders’ resolution in this regard with the Registrar of Companies pursuant to rule 14(8) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the members hereby accord their approval to the private placement offer letter (in Form PAS-4), along with other documents and relevant annexures and the application form annexed thereto, drafts of which have been placed before the members and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT any of the Director, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents and writings, as they may deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc, as required with the regulatory/statutory authorities and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit.



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RESOLVED FURTHER THAT the approval of the members be and is hereby granted to commence the procedure for a private placement of the Series C CCPS to identified investors.”

By Order of the Board
For Imagine Marketing Limited

Place: Mumbai
Date: October 21, 2022

Sd/-
Mukesh Ranga
Company Secretary

Registered Office:

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Andheri (East), Mumbai-400093, Maharashtra, India
CIN: U52300MH2013PTC249758
Website: www.boat-lifestyle.com
e-mail: iml.secretarial@imaginemarketingindia.com

NOTES:

- (1) Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the Extra Ordinary General Meeting (“EGM”) is annexed hereto.
- (2) In view of the General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17 /2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020, dated 31.12.2020, General Circular No.10/2021 dated 23.06.2021, and General Circular No. 20/2021 dated 08.12.2021 and General Circular No. 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as “MCA Circulars”) allowed the Companies to hold their Extra Ordinary General Meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM.
- (3) In view of the aforementioned, this EGM of the Members is being held through VC/OAVM. Members are requested to join and participate in the EGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is provided in the notice.
- (4) Since the EGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available.
- (5) However, pursuant to Section 113 of the Act, representatives of the Equity and Compulsory Convertible Preference Shareholders (hereinafter refer as “Members/ Shareholders”) may be appointed for the purpose of participation and voting in the meeting. The Institutional / Corporate Shareholders are required to send a scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend this EGM and to vote through VC on its behalf. The said Resolution/Authorization shall be sent to the Company to its designated email address at iml.secretarial@imaginemarketingindia.com.
- (6) In accordance with the Secretarial Standard-2 (SS-2) on general meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of SS-2 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the EGM.
- (7) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant for receiving all communications from the Company through electronically mode.
- (8) The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting of the e-EGM and providing e-voting facility.

- (9) Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (10) In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
- (11) The Register of Members, Directors and Key Managerial Personnel, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the Members during the EGM. Members seeking to inspect such documents can send an e-mail to iml.secretarial@imaginemarketingindia.com mentioning their Folio No./DP ID and Client ID.
- (12) The Board of Directors of the Company has appointed Ms. Ashwini Inamdar failing her Ms. Alifya Sapatwala, Partners, M/s Mehta and Mehta, Practicing Company Secretaries, as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- (13) The Scrutinizer, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than 2 working days from the conclusion of the Meeting, make a consolidated Scrutiniser's report and submit the same to the CHAIRMAN. The results declared along with the consolidated Scrutiniser's report shall be placed on the website of the Company (i.e. www.boat-lifestyle.com) and on the website of NDSL www.evoting.nsdl.com.
- (14) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. November 23, 2022.
- (15) Members who would like to express their views or ask questions during the EGM may register themselves at Iml.secretarial@imaginemarketingindia.com. The Speaker Registration will be open from Friday, November 18, 2022 at 9:00 a.m. to Monday, November 21, 2022 till 5:00 p.m. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.
- (16) **Dispatch of EGM Notice through Electronic mode:**

In compliance with the MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Members may note that the EGM Notice will also be available on the Company's website www.boat-lifestyle.com.

(17) Instructions for attending the EGM and e-voting are as follows:

- i. In view of the General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular

No. 33/2020 dated 28.09.2020, General Circular No. 39/2020, dated 31.12.2020, General Circular No.10/2021 dated 23.06.2021, and General Circular No. 20/2021 dated 08.12.2021 and General Circular No. 3/2022 dated May 05, 2022 respectively issued by the Ministry of Corporate Affairs (“MCA”) and all other relevant circulars issued from time to time and applicable provisions of the Companies Act, 2013 (‘the Act’), physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

- ii. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
- iii. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. 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, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://www.boat-lifestyle.com/pages/investor-relations>. The EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- vii. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, November 20, 2022 at 9:00 A.M. and ends on Tuesday, November 22, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. November 16, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being November 16, 2022.

Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-voting system during the EGM.

The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links

	<p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button.
8. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@mehta-mehta.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to iml.secretarial@imaginemarketingindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to iml.secretarial@imaginemarketingindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and**

joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM 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 system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



Imagine Marketing Limited

CIN U52300MH2013PLC249758

Regd. Office: Unit No. 204 & 205, 2nd floor in Wing-“D” & Wing-“E”,
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Andheri (East), Mumbai-400093, Maharashtra, India
Website: www.boat-lifestyle.com

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at iml.secretarial@imaginemarketingindia.com. The same will be replied by the company suitably.

By Order of the Board
For Imagine Marketing Limited

Sd/-
Mukesh Ranga
Company Secretary

Place: Mumbai
Date: October 21, 2022

Registered Office:

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ANNEXURE TO THE NOTICE

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

Item No. 1:

APPROVAL FOR INCREASE OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT AMENDMENTS IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company, in order to meet its growth objectives and to strengthen its financial position, is contemplating generation of long-term resources by way of issuing Series C Compulsorily Convertible Preference Shares. It is therefore deemed appropriate to increase the authorized share capital of the Company and for the said purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out at item No. 1 of the accompanying Notice.

Pursuant to Section 61 read with Section 13 of the Companies Act, 2013, the proposal of increase of authorized share capital of the Company and consequent amendments in the Memorandum of Association require the member's approval by way of an ordinary resolution.

The additional information as per Section 102(1) (a) and (b) is as follows:

- a. None of the directors, key managerial personnel of Company or their relatives are, concerned or interested (financial or otherwise) in the said resolution except to the extent of their shareholding, if any.
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – As above.

Your directors have accordingly recommended the above resolution as an Ordinary Resolution for your approval.

Item No. 2.

The Company intends on raising additional capital/financial resources for the expansion and growth plans of the business of the Company through the issuance of certain series C compulsorily convertible preference shares (“**Series C CCPS**”) through private placement.

Therefore, to achieve this object, the Board of Directors of the Company proposed to offer and issue 66,57,791 Series C Compulsorily Convertible Preference Shares at an issue price of INR 751 (Indian Rupee Seven Hundred Fifty One) each, having a face value of INR 3 (Indian Rupee Three) each and a premium of INR 748 (Indian Rupee Seven Hundred Forty Eight) each to certain identified investors namely South Lake Investment Ltd, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund, in accordance with the terms and conditions as are mentioned in “**Annexure A**” attached herein.

Therefore, the Company requires the shareholders' approval through special resolution for authorizing to offer, issue and allot the said Series C CCPS. The material facts and information concerned with and relevant to the issue of such securities to enable the members understand the meaning, scope and implications of the items of business and to take decision thereon.



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As per the Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014

a)	the size of the issue and number of preference shares to be issued and nominal value of each share	Size of Issue: INR 500,00,01,041 Number of issue: 66,57,791 Series C CCPS at a face value of INR 3 (Indian Rupees Three) each.
b)	the nature of such shares i.e. cumulative or non-cumulative, participating or non- participating, convertible or non- convertible	Cumulative
c)	Purposes and objects of the offer.	Expansion and growth plans of the business of the Company
d)	Manner of issue of shares.	Through Private Placement under Section 42 of the Companies Act, 2013
e)	the price at which such shares are proposed to be issued	Series C CCPS: Issue price of INR 751 (Indian Rupee Seven Hundred Fifty One) each having a face value of INR 3 (Indian Rupees Three) each
f)	the basis on which the price has been arrived at	The price has been determined in accordance with the valuation report dated October 21, 2022 as issued by Mr. Avinash Kothari, Registered Valuer, having registration no.: IBBI/RV/05/2020/12837,
g)	the terms of issue, including terms and rate of dividend on each shares, etc.;	Series C CCPS: As per the terms mentioned in the Annexure A .
h)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	As per the terms and conditions attached in the Annexure A .
i)	the manner and modes of redemption	As per the terms and conditions attached in the Annexure A .
j)	the current shareholding pattern of the company	Mentioned in Annexure B .
k)	the expected dilution in equity share capital upon conversion of preference shares.	Mentioned in Annexure C .

As per the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014

a)	The objects of the issue	Expansion and growth plans of the business of the Company
b)	the total number of shares or other securities to be issued	66,57,791 Series C CCPS
c)	the price or price band at/within which the allotment is proposed	Series C CCPS: An issue price of INR 751 (Indian Rupee Seven Hundred Fifty One) each, having a face value of INR 3 (Indian Rupee Three) each.



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d)	basis on which the price has been arrived at along with report of the registered valuer	The price has been determined in accordance with the valuation report dated October 21, 2022 as issued by Mr. Avinash Kothari, Registered Valuer, having registration no.: IBBI/RV/05/2020/12837																	
e)	relevant date with reference to which the price has been arrived at	the price has been determined by the Registered Valuer by way of its report dated October 21, 2022																	
f)	the class or classes of persons to whom the allotment is proposed to be made	The Eligible Investors of the Company <ul style="list-style-type: none"> • South Lake Investment Ltd • Malabar India Fund Limited • Malabar Select Fund • Malabar Midcap Fund 																	
g)	intention of promoters, directors or key managerial personnel to subscribe to the offer	NA																	
h)	the proposed time within which the allotment shall be completed	The company shall allot the securities within 60 days from the date of receipt of the application money for the securities																	
i)	the names of the proposed allottees and the percentage of post private placement offer that may be held by them	<table border="1"> <thead> <tr> <th>Proposed Allottee</th> <th>Securities</th> <th>Type of Securities</th> <th>Shareholding Percentage on a Fully Diluted Basis*</th> </tr> </thead> <tbody> <tr> <td>South Lake Investment Ltd#</td> <td>53,26,232</td> <td rowspan="4">Series C Compulsory Convertible Preference Shares</td> <td>3.48%</td> </tr> <tr> <td>Malabar India Fund Limited</td> <td>3,32,890</td> <td>0.22%</td> </tr> <tr> <td>Malabar Select Fund</td> <td>8,65,513</td> <td>0.57%</td> </tr> <tr> <td>Malabar Midcap Fund</td> <td>1,33,156</td> <td>0.09%</td> </tr> </tbody> </table> <p><i>*No. of fully diluted shares for Series C CCPS calculated by assuming each Series C CCPS converts into one Equity Share. The actual number of Equity Shares into which the Series C CCPS will convert into will be determined as per the terms of Series C CCPS</i></p> <p><i>#Shareholding % for South Lake Investment Ltd basis its proposed Series C CCPS share only</i></p>	Proposed Allottee	Securities	Type of Securities	Shareholding Percentage on a Fully Diluted Basis*	South Lake Investment Ltd#	53,26,232	Series C Compulsory Convertible Preference Shares	3.48%	Malabar India Fund Limited	3,32,890	0.22%	Malabar Select Fund	8,65,513	0.57%	Malabar Midcap Fund	1,33,156	0.09%
Proposed Allottee	Securities	Type of Securities	Shareholding Percentage on a Fully Diluted Basis*																
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Malabar India Fund Limited	3,32,890		0.22%																
Malabar Select Fund	8,65,513		0.57%																
Malabar Midcap Fund	1,33,156		0.09%																
j)	the change in control, if any, in the company that would occur consequent to the preferential offer	NA																	
k)	the number of persons to whom allotment on Private Placement basis have already been made during the	The Company had allotted 4,63,500 Equity Shares of INR 1/- each to InnoVen Capital India Private Limited on private placement basis on January 13, 2022																	

	year, in terms of number of securities as well as price	
l)	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NA
m)	The pre issue and post issue shareholding pattern of the company	Mentioned in Annexure-D

As per the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014

a)	Particular of offer including the date of passing of board resolution	66,57,791 Series C CCPS at an issue price of INR 751 (Indian Rupee Seven Hundred Fifty One) each, having a face value of INR 3 (Indian Rupee Three) each in accordance with the terms and conditions are as mentioned in “ Annexure A ” attached herein Date of Board meeting: October 21, 2022
b)	Kinds of securities offered (i.e. whether share or debenture) and the price at which security is being offered	Kind of securities: Series C compulsorily convertible preference shares (“ Series C CCPS ”); and Price at which securities is being offered Series C CCPS shall be offered at an issue price of INR 751 (Indian Rupee Seven Hundred Fifty One) each having a face value of INR 3 (Indian Rupee Three) each.
c)	basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	Each Series C CCPS shall be offered at a face value of INR 3 (Indian Rupee Three) Justification of the Price: The price has been determined in accordance with the valuation report dated October 21, 2022 as issued by Mr. Avinash Kothari, Registered Valuer, having registration no.: IBBI/RV/05/2020/12837
d)	Name and address of the valuer who performed valuation;	Mr. Avinash Kothari (IBBI Registered Valuer) Registration No. IBBI/RV/05/2020/12837 Add: Office: D-43, Orchid Whitefield, Nr. Makarba Rly. Crossing, Makarba, Ahmedabad – 380051 (India) Email: rvavinashkothari@gmail.com
e)	Amount which the company intends to raise by way of securities;	INR 500,00,01,041 (Indian Rupee Five Hundred Crore One Thousand Forty One only)
f)	Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;	As per the terms and conditions attached in Annexure A .



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g)	The proposed time within which the allotment shall be completed;	The company shall allot the securities within 60 days from the date of receipt of the application money for the securities
h)	Proposed time schedule for which the offer letter is valid;	The offer letter shall be valid for 30 days from the date of issuance of the Offer Letter.
i)	Purposes and objects of the offer;	Expansion and growth plans of the business of the Company
j)	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects;	Nil
k)	Principle terms of assets charged as security, if applicable;	Nil

The Board recommends passing of the resolution as special resolution at item No. 2 of the notice.

None of the directors, key managerial personnel of Company or their relatives are, concerned or interested (financial or otherwise) in the said resolution except to the extent of their shareholding, if any.

By Order of the Board
For Imagine Marketing Limited

Sd/-
Mukesh Ranga
Company Secretary

Place: Mumbai
Date: October 21, 2022

Registered Office:

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Annexure- “A”

TERMS OF THE SERIES C CCPS

The rights, terms and conditions attached to the Series C CCPS are set out in these terms. The terms of the Series C CCPS set out in this Schedule are without prejudice to the other rights available to the holder of the Series C CCPS under the amended and restated shareholders' agreement to be executed between the Company, the Promoters, South Lake, Malabar India Fund Limited, Malabar Select Fund, Malabar Midcap Fund, Qualcomm Ventures LLC and Fireside Ventures Investment Fund - I (Scheme of Fireside Ventures Investment Trust) (“**Shareholders Agreement**”). Capitalised terms used herein but not specifically defined herein shall, unless the context requires otherwise, have the same meaning assigned to them under the Shareholders' Agreement.

Nature: The Series C CCPS are cumulative participating compulsorily and fully convertible preference shares having a face value of INR 3 (Indian Rupees Three) each.

1. Conversion:

- 2.1 The Series C CCPS shall compulsorily convert into Equity Shares prior to the occurrence of any of the following events:
- (a) listing of the Equity Shares under an IPO; or
 - (b) expiry of nineteen years and nine months from the date of the issuance and allotment ("**Series C Investment Period**").
- 2.2 The holder of the Series C CCPS shall, at its sole discretion, have the right to convert all of the Series C CCPS into Equity Shares, at any time on or after (i) the occurrence of the Next External Funding Round (other than an IPO); or (ii) the Exit Deadline Date, whichever is earlier and in any case prior to expiry of the Series C Investment Period.
- 2.3 In the event the holder of the Series C CCPS exercises its rights to convert all of the Series C CCPS in accordance with the Shareholders' Agreement, the holder of the Series C CCPS, shall notify the Company of the date on which the conversion of the Series C CCPS is proposed to take place ("**Series C Conversion Notice**"). The Series C Conversion Notice shall also set out the number of Series C CCPS proposed to be converted and the Equity Shares to be allotted upon conversion of the Series C CCPS which shall be determined in accordance with the Series C Conversion Ratio determined in accordance with **Paragraph 3** of these terms.
- 2.4 Within 15 (fifteen) days of receipt of the Series C Conversion Notice, or within 15 (fifteen) days prior to the expiry of the Series C Investment Period or, immediately prior to the filing of a 'RHP' in connection with the IPO, as the case may be, the Company shall and the Promoters shall procure that the Company shall convert the Series C CCPS and allot the relevant Equity Shares, in accordance with the Series C Conversion Ratio specified in

Paragraph 3 of these terms. The Promoters and the Company undertake that the conversion of the Series C CCPS under this **Paragraph 2.4** shall take place without any delay or any further discussion or approval from any other Party whatsoever. For such purpose, the Company and the Promoters agree that all necessary approvals including those from the Board and the Shareholders have been obtained to issue the relevant number of Equity Shares upon conversion of the Series C CCPS.

- 2.5 The Promoters, Fireside, Qualcomm and the Company shall provide all necessary cooperation and assistance for converting the Series C CCPS into Equity Shares pursuant to the Series C Conversion Notice.
- 2.6 In the event that upon such conversion, the Equity Shares proposed to be issued to the holder of the Series C CCPS is a fractional number, then the number of Equity Shares shall be rounded off to the next whole number.
- 2.7 Subject to the rights granted to the holder of the Series C CCPS under the Transaction Documents, the Equity Shares so issued and allotted to the holder of the Series C CCPS shall carry, from the date of conversion, all rights *pari passu* with the Equity Shares existing as of date.
- 2.8 The Company shall at all times after the Effective Date, maintain sufficient authorized share capital for issue of Equity Shares for the above purpose and for the purpose of conversion of the Series C CCPS.
- 2.9 On each conversion date, the Company shall, and Promoters shall procure that that the Company shall:
- (a) enter the particulars of the relevant Series C CCPS holders in the register of members as the holder of the Equity Shares so allotted; and shall, if the Equity Shares have been dematerialized, take all actions necessary to procure that the beneficial interest in the Equity Shares is delivered through National Securities Depository Limited and/or Central Depository Securities (India) Limited (as appropriate) or will make such certificate or certificates available for collection at the office of the Company's share register in India or, if so requested, will cause its registrar to mail such certificate or certificates to the Person and the place specified in the Series C Conversion Notice.
 - (b) deliver to the relevant holder of Series C CCPS a certified copy of the Company's share register or such other record of the depository (as appropriate) evidencing the entry of the relevant Series C CCPS holders as the holder of the Equity Shares so allotted.
 - (c) the Company shall make the entire requisite statutory and regulatory filings in respect of the issuance of the Equity Shares.

3 Conversion Ratio and Conversion Price:

3.1 Series C Conversion Ratio:

(a) Subject to the terms and conditions of the Shareholders’ Agreement and subject to **Paragraph 3.3** of these terms, each Series C CCPS would convert into such number of Equity Shares (of face value of INR 1) as per the Adjustment Ratio, provided however that in the event a Next External Funding Round (as defined below) is consummated, each Series C CCPS would convert to such number of Equity Shares which is computed by dividing (i) the total number of Equity Shares into which the total number of Series C CCPS issued shall convert into, determined as per Paragraph 3.1(b) of these terms below, by (ii) total number of Series C CCPS issued by the Company (“**Series C Conversion Ratio**”), provided that Series C Conversion Ratio will not be higher than Adjustment Ratio.

(b) On occurrence of Next External Funding Round, the total number of Equity Shares into which the total number of Series C CCPS issued shall convert into, shall be the higher of (i) Series C CCPS Conversion Shares and (ii) Minimum Series C CCPS Conversion Shares.

(c) For the purposes of these terms,

(i) “**Next External Funding Round**” shall mean either (1) an investment received by the Company from any third party(ies) (other than the existing Shareholders and/or their Affiliates) in equity shares or securities compulsorily convertible into equity shares provided that the amount invested by third party(ies) is not less than INR 5,000,000,000 (Indian Rupees Five Billion); or (2) an IPO of the Company;

(ii) “**Series C CCPS Conversion Shares**” is computed as follows:
Aggregate of the amounts received by the Company towards issuance of Series C CCPS / A

Where:

‘/’ means divided by

‘A’ shall be computed as per the formula as follows: $B / (1 + 0.25)^N$

‘B’ shall: (i) in case of an IPO of the Company, mean the mid point of the price band for the IPO; or (ii) in case of the Next External Funding Round (that is not an IPO of the Company), mean the price per Equity Share of the Company on a Fully Diluted Basis in such Next External Funding Round;

‘N’ means the period (in number of years) between the Effective Date and date of closing of Next External Funding Round;

(iii) “**Minimum Series C CCPS Conversion Shares**” is computed as follows:

Aggregate of the amounts received by the Company towards issuance of Series C CCPS / X

where:

‘/’ means divided by

‘X’ = INR 751 (Indian Rupees Seven Hundred and Fifty One) price per share

3.2 Series C Conversion Price:

The conversion price per Series C CCPS (“Series C Conversion Price”) shall be as follows:

Series C Conversion Price = Aggregate of the amounts received by the Company towards issuance of Series C CCPS / the total number of Equity Shares into which the total number of Series C CCPS issued shall convert into, determined as per **Paragraph 3.1** of **these terms**

where: ‘/’ means divided by.

3.3 Adjustment to Series C Conversion Ratio:

The Series C Conversion Ratio in **Paragraph 3.1** of **these terms** shall be appropriately adjusted:

- (a) for any Corporate Event; or
- (b) as per the provisions of Anti-Dilution Rights under Clause 7.1 of the Shareholders’ Agreement;
- (c) as per provisions of Liquidation Preference under Clause 7.3 of the Shareholders’ Agreement; or
- (d) as per provisions of Paragraph 7 (*Adjustment Events*) of Schedule 14 of the Shareholders’ Agreement.

The Company shall notify the holders of Series C CCPS of the Dilution Event prior to such issuance and obtain confirmation in writing from the holders of the Series C CCPS that the same conforms to these terms of issue.

4 Dividend:

- 4.1 The Company shall be liable to pay a fixed dividend equivalent to an annual per share dividend of 0.01% (zero point zero one percent) of the par value of the Series C CCPS calculated on and from the date of the issuance and allotment of the Series C CCPS.

- 4.2 Dividends shall be payable on an annual basis, and shall be paid by the Company within 30 (thirty) days of the date of declaration of dividend. The dividend on Series C CCPS shall be payable, as and when declared, from year to year prior to and in preference to any dividend or distribution payable upon shares of any other class or series in the same Financial Year, except the Series C CCPS which shall rank *pari passu* to the Series C CCPS in relation to dividend. Notwithstanding the above, the dividend on the Series C CCPS shall be due only when declared by the Board.

5 Voting:

- 5.1 Prior to the conversion of Series C CCPS, the holder of the Series C CCPS shall, subject to Applicable Law, be entitled to attend all General Meetings and vote thereat along with the Shareholders on all matters and the voting rights of the holder of the Series C CCPS at such General Meetings shall be determined on an "as if converted basis" determined as per the Series C Conversion Ratio.
- 5.2 Subject to adjustments to the Series C Conversion Ratio as set forth in these terms and the Shareholders' Agreement and subject to Applicable Law, the holders of Series C CCPS shall be entitled to the same number of votes for each Series C CCPS as a holder of such number of Equity Shares arising from conversion thereof based on the Adjustment Ratio, provided however that in the event of any adjustment in the Series C Conversion Ratio, the number of votes associated with each Series C CCPS will change accordingly. Additionally, subject to Applicable Law, the holders of Series C CCPS shall be entitled to vote on all such matters which affect their rights directly or indirectly.

6 Alteration of terms of issue:

Subject to the provisions of the Shareholders' Agreement, any amendment/alteration of the terms of the Series C CCPS shall be undertaken in accordance with Section 48 of the Act and shall be subject to approval of the Board, provided that consent of all the original subscribers of the Series C CCPS shall also be required until they hold Series C CCPS.

7 Adjustments:

- 7.1 If, whilst any Series C CCPS remain capable of being converted into Equity Shares, the Company splits, sub-divides (stock split) or consolidates (reverse stock split) the Equity Shares into a different number of securities of the same class, the number of Equity Shares issuable upon a conversion of the Series C CCPS shall, subject to Applicable Law and receipt of requisite approvals, if any, be proportionately increased in the case of a split or sub-division (stock split), and likewise, the number of Equity Shares issuable upon a conversion of the Series C CCPS shall be proportionately decreased in the case of a consolidation (reverse stock split).
- 7.2 If, whilst any Series C CCPS remain capable of being converted into Equity Shares, the Company undertakes any bonus issue, makes or issues a dividend or other distribution of



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Equity Shares to the holders of Equity Shares then the number of Equity Shares to be issued on any subsequent conversion of Series C CCPS shall, subject to Applicable Law and receipt of requisite approvals, if any, be increased proportionately and without payment of additional consideration therefore by the holders of Series C CCPS.

- 7.3 If the Company, by re-classification or conversion of Shares or otherwise, changes any of the Equity Shares into the same or a different number of Shares of any other class or classes, the right to convert the Series C CCPS into Equity Shares shall thereafter represent the right to acquire such number and kind of Shares as would have been issuable as the result of such change with respect to the Equity Shares that were subject to the conversion rights of the holder of Series C CCPS immediately prior to the record date of such re-classification or conversion.
- 7.4 The holders of Series C CCPS shall be entitled to the cumulative benefit (without duplication or double counting of such benefits) of all adjustments referred to in these terms.

8 Registration Rights

The holders of the Series C CCPS shall receive typical and customary registration rights, where available, in all global market(s) where the Company lists the Shares. Termination of the Transaction Documents shall not affect the obligation of the Company to provide registration rights to the holders of Series C CCPS.

- 9 All costs and expenses (including stamp duty and valuation expenses) on the creation, issue, conversion of the Series C CCPS and on the issuance of the Equity Shares shall be to the account of the Company.



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Andheri (East), Mumbai-400093, Maharashtra, India

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Annexure- “B”

The current shareholding pattern of the Company

Name of Shareholder	Type of security	No. of securities	On a Fully Diluted Basis*		
			No. of shares	Shareholding % (Sub-Total)	Shareholding % (Total)
Sameer Ashok Mehta	Equity	3,83,70,000	3,83,70,000	26.20%	26.20%
Aman Gupta	Equity	3,83,70,000	3,83,70,000	26.20%	26.20%
ESOP Plan 2019	Options	53,01,200	53,01,200	3.62%	3.62%
MSOP Plan 2021	Options	54,98,000	54,98,000	3.75%	3.75%
Fireside Ventures Investment Fund – I (Scheme of Fireside Ventures Investment Trust)	Series A CCPS	1,62,400	16,24,000	1.11%	3.48%
	Series A1 CCPS	3,47,600	34,76,000	2.37%	
Innoven Capital India Private Limited	Equity	4,63,500	4,63,500	0.32%	0.32%
South Lake Investment Ltd	Series B CCPS	15,507	3,10,14,000	21.17%	33.81%
	Equity	1,85,10,000	1,85,10,000	12.64%	
Qualcomm Ventures LLC	Series B1 CCPS	1,762	35,24,000	2.41%	2.41%
Other Shareholders	Equity	3,16,800	3,16,800	0.22%	0.22%
Total			14,64,67,500	100.00%	100.00%

* The shareholding pattern is on dilution basis including ESOPs (including unvested and unallocated options).



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Annexure-C

Expected dilution in equity share capital upon conversion of preference shares

Name of Shareholder	Type of security	No. of securities	On a Fully Diluted Basis*#		
			No. of shares	Shareholding % (Sub-Total)	Shareholding % (Total)
Sameer Mehta	Equity	3,83,70,000	3,83,70,000	25.06%	25.06%
Aman Gupta	Equity	3,83,70,000	3,83,70,000	25.06%	25.06%
ESOP Plan 2019	Options	53,01,200	53,01,200	3.46%	3.46%
MSOP Plan 2021	Options	54,98,000	54,98,000	3.59%	3.59%
Fireside Ventures Investment Fund – I (Scheme of Fireside Ventures Investment Trust)	Series A CCPS	1,62,400	16,24,000	1.06%	3.33%
	Series A1 CCPS	3,47,600	34,76,000	2.27%	
Innoven Capital India Private Limited	Equity	4,63,500	4,63,500	0.30%	0.30%
South Lake Investment Ltd	Series B CCPS	15,507	3,10,14,000	20.25%	35.82%
	Equity	1,85,10,000	1,85,10,000	12.09%	
	Series C CCPS#	53,26,232	53,26,232	3.48%	
Qualcomm Ventures LLC	Series B1 CCPS	1,762	35,24,000	2.30%	2.30%
Malabar - Malabar Select Fund	Series C CCPS#	8,65,513	8,65,513	0.57%	0.87%
Malabar - Malabar India Fund Limited	Series C CCPS#	3,32,890	3,32,890	0.22%	
Malabar - Malabar Midcap Fund	Series C CCPS#	1,33,156	1,33,156	0.09%	
Other Shareholders	Equity	3,16,800	3,16,800	0.21%	0.21%
Total			15,31,25,291	100.00%	100.00%

* The above shareholding pattern is including ESOPs (including unvested and unallocated options)

No. of fully diluted shares for Series C CCPS calculated by assuming each Series C CCPS converts into one Equity Share. The actual number of Equity Shares into which the Series C CCPS will convert into will be determined as per the terms of Series C CCPS



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Annexure-“D”

Pre-Issue and Post Issue shareholding pattern

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held (INR 1/-each)	% of shareholding*	No. of Shares held* # (INR1 each)	% of shareholding*#
A	Promoters' shareholding				
1	Indian				
	Individual	7,67,40,000	56.56%	7,67,40,000	53.92%
	Body Corporate	-	-	-	-
	Limited Liability Partnership	-	-	-	-
	Sub Total	7,67,40,000	56.56%	7,67,40,000	53.92%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	7,67,40,000	56.56%	7,67,40,000	53.92%
B	Non-Promoters Investors				
1	Institutional Investors	-	-	-	-
2	Non-institutions:	-	-	-	-
	Private Body Corporate & Funds	5,86,11,500	43.20%	6,52,69,291	45.86%
	Directors and Relatives	-	-	-	-
	Indian Public	3,16,800	0.23%	3,16,800	0.22%
	Others (Including NRI)	-	-	-	-
	Sub Total (B)	5,89,28,300	43.44%	6,55,86,091	46.08%
	Grand Total	13,56,68,300	100.00%	14,23,26,091	100.00%

* On a fully diluted basis excluding ESOPs (including vested, unvested and unallocated)
#No. of fully diluted shares for Series C CCPS calculated by assuming each Series C CCPS converts into one Equity Share. The actual number of Equity Shares into which the Series C CCPS will convert into will be determined as per the terms of Series C CCPS

By Order of the Board
For Imagine Marketing Limited

Sd/-
Mukesh Ranga
Company Secretary

Place: Mumbai
Date: October 21, 2022

Registered Office:

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