



# Imagine Marketing Limited

(formerly known as Imagine Marketing Private Limited)

CIN: U52300MH2013PLC249758

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

**Tel.:** +91-22-62102400, **Website:** [www.boat-lifestyle.com](http://www.boat-lifestyle.com)

**E-mail:** [iml.secretarial@imaginemarketingIndia.com](mailto:iml.secretarial@imaginemarketingIndia.com)

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## Notice of Postal Ballot (“Notice” or “Postal Ballot Notice”)

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below))

Notice is hereby given, to the Members of Imagine Marketing Limited (the “Company”) for seeking their consent for transacting the following special business by passing the following Resolutions through Postal Ballot by way of remote e-voting pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the “Companies Act”), and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 03/2022 dated May 05, 2022 and General Circular No.11/2022 dated December 28, 2022 (the “MCA Circulars”) issued by the Ministry of Corporate and subject to other applicable laws, rules, and regulations (including any statutory modification(s) or re-enactment(s) thereof for time being in force and as amended from time to time).

In compliance with pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s). The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot..

The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolutions, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed Resolutions, along with the Explanatory Statement, and thereafter record your assent or dissent by means of ‘remote e-voting facility provided by the Company.

### 1. Alteration of Articles of Association of the Company

To consider and, if thought fit, to give your assent or dissent to the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Sections 5 and 14 of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (“the Act”) and all other applicable laws, acts, rules, circulars and notifications and subject to such consent(s), permission(s) or sanction(s) as may be required, draft of the new set of articles of association of the Company, as made available for inspection by Members of the Company, the consent of the shareholders be and is hereby accorded to alter the Article No. 100.2 of Articles of Association of the Company with immediate effect in the manner set out herein below:

The existing Article No. 100.2 be deleted and replaced with the below:

*“A Promoter Director shall be appointed as chairman (“Chairman”) of the Board for all meetings of the Board. Once Independent Directors are appointed on the Board, one of the Non-Executive Directors (including Independent Directors) shall be appointed as Chairman as agreed by South Lake and the Promoters. In the event of absence/ unavailability of the said non-executive Director who has been so appointed as the Chairman, for any meeting, any other director (non-executive or executive) may be elected as Chairman for that particular meeting as may be agreed by the Board of Directors on a case-to-case basis.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things and execute all documents and writings, make all filings, take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including paying fees and incurring expenses in relation thereto and to file such documents, forms, etc., as required with the regulatory/statutory authorities, authorise the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution, and removing any difficulty arising in relation thereto, and complying with all other requirements in this regard.

**RESOLVED FURTHER THAT** the Company Secretary and/or any of the Directors of the Company be and are hereby individually and severally authorized to sign such forms/returns, and various documents as may be required to be submitted to the Registrar of Companies, Mumbai, or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the aforesaid resolution.”

**2. Appointment of Mr. Vivek Gambhir as a Non-Executive, Non-Independent Director pursuant to change in designation.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 & 161 and all other applicable provisions of Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of association of the company, basis the recommendation of Nomination and Remuneration Committee and Board of Directors,

Mr. Vivek Gambhir (DIN: 06527810), be and is hereby appointed as a Non-Executive, Non Independent Director of the Company, pursuant to the change in designation from Whole Time Director to a Non-Executive, Non-Independent Director, with effect from May 4, 2023, and he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the appointment of Mr. Vivek Gambhir (DIN: 06527810) as a Non-Executive, Non Independent Director shall be on such terms and conditions as may be decided by the Board of Directors from time to time and that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds matters and things as it may in its absolute discretion deem necessary or desirable for the purpose of giving effect to this resolution.

**3. Appointment of Mr. Sameer Mehta, Whole-time Director as Chief Executive Officer of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 2(18), 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to appoint Mr. Sameer Ashok Mehta (DIN: 02945481), a Whole Time Director (“WTD”) of the Company, as Chief Executive Officer of the Company (“CEO”) and to be designated as WTD & CEO of the Company with effect from May 4, 2023 and that there shall be no change in the remuneration and/or other terms and conditions.

**RESOLVED FURTHER THAT** the Board of Directors and the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds matters and things as it may in its absolute discretion deem necessary or desirable for the purpose of giving effect to this resolution.

**Registered Office:**

Unit No. 204 & 205, 2nd floor in Wing-“D” & Wing-“E”,  
Corporate Avenue, Andheri Ghatkopar Link Road,  
Andheri (East), Mumbai-400093, Maharashtra, India

CIN : U52300MH2013PLC249758

Website : [www.boat-lifestyle.com](http://www.boat-lifestyle.com)

Email : [iml.secretarial@imaginemarketingindia.com](mailto:iml.secretarial@imaginemarketingindia.com)

Date : May 04, 2023

**By Order of the Board of Directors  
For Imagine Marketing Limited**

Mukesh Ranga  
Company Secretary  
Membership No.: A30560

**Notes:**

1. The relevant explanatory statement pursuant to the provisions of section 102 and 110 of the Companies Act, 2013 in respect to the aforesaid item, set out in the Notice of the Postal Ballot is annexed hereto. Further, additional information as required under the Secretarial Standards is attached.
2. In accordance with the MCA Circulars, this Notice is being electronically sent to all the members whose names appear in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on cut -off date i.e. Friday, April 28, 2023 and who have registered their email addresses with the Company and/or with the Depositories/Depository Participants. It is however, clarified that all the persons who are members of the Company as on April 28, 2023 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolutions specified in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. Dispatch of the Notice shall be deemed to be completed on May 09, 2023. Voting Rights shall be reckoned on the paid-up value of the shares registered in the names of the members as April 28, 2023.
3. Members who have not registered their e-mail addresses with either the Company or the Depositories/Depository Participants are requested to register the same with the Company or the Depositories/Depository Participants, in accordance with the process specified herein below at point no 14(b).
4. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Thursday, June 08, 2023. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
5. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send mail to [iml.secretarial@imaginemarketingindia.com](mailto:iml.secretarial@imaginemarketingindia.com).
6. Members cannot exercise votes by proxy on Postal Ballot.
7. The Board of Directors have appointed Mr. Mukesh Siroya (ICSI Membership No. F5682), Proprietor, M/s. M. Siroya and Company, Practicing Company Secretaries, as the Scrutinizer for conducting voting process in a fair and transparent manner.
8. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules and the Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through electronic means shall prevail and voting done by physical ballot shall be treated as invalid. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting.

Commencement of e-voting	: Wednesday, May 10, 2023 (10.00 a.m. IST)
Conclusion of e-voting	: Thursday, June 08, 2023 (5:00 p.m. IST)

6. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated and also the Company will not be under any obligation to provide physical copies upon specific request of any member(s).
7. The Scrutinizer will submit his report to Mr. Sameer Mehta, Whole-time Director of the Company or any person authorised by him after completion of the scrutiny on or before June 9, 2023 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M., June 9, 2023 at the Registered Office of the Company at Unit No. 204 & 205, 2nd floor in Wing-“D” & Wing-“E”, Corporate Avenue, Andheri Ghatkopar Link Road, Andheri (East), Mumbai-400093, Maharashtra, India by placing it along with the Scrutinizer’s report on its notice board, Company’s website [www.boat-lifestyle.com](http://www.boat-lifestyle.com).
8. The resolution shall be taken as passed effectively on the date of declaration of the result.
9. Relevant documents referred to in the accompanying Notice are open for inspection through electronic mode up to June 08, 2023.
10. This Postal Ballot Notice will also be available on the Company's website at [www.boat-lifestyle.com](http://www.boat-lifestyle.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. The instructions for members for voting electronically are as under:-

(a) **Voting through electronic mode/ e-voting:**

- i. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
- ii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY THE SHAREHOLDERS OF THE COMPANY.**

**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 for Individual shareholders holding securities in demat mode**

The 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>  <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<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.</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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method 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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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 [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto:iml.secretarial@imaginemarketingindia.com), [contact No. +91-22-62102400](tel:+912262102400). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice**

**Item No. 1: Alteration of Articles of Association**

The Company is seeking approval of the members regarding alteration of Clause 100.2 of the Articles of Association of the Company. As per the existing clause 100.2 of the Articles of Association of the Company a Promoter Director shall be appointed as chairman (“Chairman”) of the Board for all meetings of the Board. It further states that once Independent Directors are appointed on the Board, one of the Independent Directors shall be appointed as Chairman of the Board. It is proposed to alter the said provisions. As per the proposed amendment in the clause 100.2 of the Articles of Association of the Company, one of the Non-Executive Director shall be appointed as Chairman of the Company and in the event of absence/ unavailability of the said Non-executive Director who has been so appointed as the Chairman, for any meeting, any other director (non-executive or executive) may be elected as Chairman for that particular meeting, as may be agreed by the Board of Directors on a case-to-case basis.

The Members are requested to note that the Board of Directors at its meeting held on May 04, 2023, approved and recommended to the members the alteration of the said clause 100.2 of the Articles of Association of the Company.

In terms of Section 14 of the Companies Act, 2013, any alteration in the Articles of Association of the Company shall require approval of the Members of the Company by way of a Special Resolution. Accordingly, approval of the Members of the Company is sought for the alteration of existing Clause 100.2 of the Articles of Association by substituting in its place a new clause 100.2.

No Directors or key managerial personnel or their relatives, as per Section 102(1)(a) of the Companies Act, 2013 have any concern or interest in the nature of, financial or otherwise with respect to Agenda Item 1 of this notice, except to the extent of their shareholding in the Company.

The copy of Articles of Association of the Company will be open for inspection for the members at the registered office of the Company, during business hours on all working days between 11.00 a.m. and 1.00 p.m., from the date of issue of this notice until the date of closure of e-voting.

The Board accordingly recommends the passing of the Special Resolution as set out in Item No. 1 of this Notice, for the approval of the Members.

**Item No. 2: Appointment of Mr. Vivek Gambhir (DIN: 06527810) as a Non-Executive, Non-Independent Director pursuant to change in designation**

Mr. Vivek Gambhir (DIN: 06527810) was appointed as a Whole-time Director of the Company effective from July 05, 2022 and his appointment was regularized by the shareholders in their Annual General Meeting held on December 23, 2023. Mr. Vivek Gambhir has resigned from the employment of the Company and basis the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 04, 2023 has appointed Mr. Vivek Gambhir as a Non-executive, Non Independent Director of the Company (“NED”), and he shall be liable to retire by rotation. Mr. Gambhir’s appointment as NED is pursuant to change in his designation from Whole-time Director to Non-Executive, Non Independent Director.

The Company has received a notice of the candidature from Members proposing Mr. Vivek Gambhir as a candidate for the office of Non-Executive, Non independent Director of the Company in accordance with Section 160 of the Act.

The Board considered that Mr. Vivek Gambhir's continued association would be of immense benefit to the Company, and it is therefore desirable to continue to avail his valuable services in his new role as Non-Executive, Non independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vivek Gambhir (DIN: 06527810) as Non-Executive, Non independent Director, for the approval by the Members of the Company

Except Mr. Vivek Gambhir, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of this notice.

The details as prescribed under Secretarial Standard -2 (SS-2) issued by the Institute of Company Secretaries of India are tabled below:-

**Details of Mr. Vivek Gambhir (DIN: 06527810) as required in accordance with the Secretarial Standard-2 on General Meeting**

Particulars	Mr. Vivek Gambhir
DIN	06527810
Father's name	(Late) Mr. Madan Mohan Gambhir
Date of Birth	27/11/1968
Age	54 Years
Present residential address	House No. D-84, Malcha Marg, Chanakya Puri, New Delhi- 110 021, India
Qualification	Bachelor's degree in science (computer science) and bachelor's degree in arts (economics and business) from Lafayette College, Easton, Pennsylvania Master's degree in business administration from Harvard Business School, Boston, Massachusetts
Experience/ expertise in specific functional areas	He is having 28 years of vast professional experience in industry and has significant experience in building consumer brands with value
Terms and conditions of appointment	His appointment as Non-Executive, Non independent Director is as per the provisions of the Companies Act, 2013, and he shall be liable to retire by rotation.
Details of Sitting Fees and remuneration sought to be paid	<p><b><u>Sitting Fees:</u></b>            INR 75000 for attending each Board Meeting            INR 50,000 for attending each Committee Meeting where he is member.</p> <p><b><u>Fixed Remuneration:</u></b>            Pursuant to the approval of members at their Annual General Meeting held on December 23, 2022, not exceeding INR 15 Lakhs per annum as remuneration by way of commission, as may be approved by the Board of Directors from time to time, subject to the overall aggregate payment of commission to all NEDs and IDs together shall not exceed 1% of the net profits of the Company</p>
Remuneration last drawn	INR 3.00 Crore per annum.

Date of first appointment on the Board	13/04/2021
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the year	6 out of 6 meetings
Directorship in other Companies	7
Membership/ Chairmanship of the committees of other Companies (consists of membership/ chairmanship of Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)	<b>Metropolis Healthcare Limited</b> <ul style="list-style-type: none"><li>• Audit Committee (Member)</li><li>• Nomination Remuneration Committee- (Chairman)</li><li>• Stakeholders Relationship Committee (Member)</li></ul>

**Item No. 3: Appointment of Mr. Sameer Mehta, Whole-time Director as Chief Executive Officer of the Company**

Mr. Sameer Mehta (DIN: 02945481) was appointed as a Whole-time Director (WTD) of the Company with effect from July 05, 2022. Based on the recommendation of the Nomination and Remuneration Committee, the Board felt it appropriate to entrust Mr. Mehta with additional responsibility of Chief Executive Officer of the Company ("CEO").

Accordingly, the Board of Directors in their meeting held on May 04, 2023 appointed Mr. Sameer Mehta (DIN: 02945481), WTD of the Company, as CEO of the Company with immediate effect. Pursuant to the appointment of Mr. Sameer Mehta as CEO, his designation has been changed to WTD & CEO of the Company effective from May 04, 2023.

Mr. Sameer Mehta's terms and conditions of appointment as CEO will be the same as Whole-time Director of the Company and there will be no change in remuneration or other terms also. The member had already approved the terms and conditions of Mr. Sameer Mehta's appointment as Whole-time Director of the Company in the Annual General Meeting held on December 23, 2022

Except Mr. Sameer Mehta, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of this notice.

**Registered Office:**

Unit No. 204 & 205, 2nd floor in Wing-"D" & Wing-"E",  
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Email : [iml.secretarial@imaginemarketingindia.com](mailto:iml.secretarial@imaginemarketingindia.com)

Date : May 04, 2023

**By Order of the Board of Directors  
For Imagine Marketing Limited**

Mukesh Ranga  
Company Secretary  
Membership No.: A30560