



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

Website: www.boat-lifestyle.com

Notice

Notice is hereby given that the 10th (Tenth) Annual General Meeting (“AGM”) of the members of Imagine Marketing Limited (Formerly known as Imagine Marketing Private Limited) (CIN: U52300MH2013PLC249758) will be held on Monday, October 30, 2023 at 11.00 am (IST) through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) facility to transact the following businesses:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

ORDINARY BUSINESSSES

1. To receive, consider and adopt the audited Standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon and in this regard, to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

(a) “**RESOLVED THAT** the audited Standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

(b) “**RESOLVED THAT** the audited Consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mr. Aman Gupta (DIN: 02249682), who retires by rotation as a Director and being eligible, seeks his re-appointment, and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Aman Gupta (DIN: 02249682), who retires by rotation at this meeting and being eligible for re-appointment be re-appointed as a Director of the Company.”

SPECIAL BUSINESSSES

3. **Waiver of recovery of excess managerial remuneration paid to Mr. Aman Gupta (DIN: 02249682), Whole-time Director of the Company for the financial year ended March 31, 2023**

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

“**RESOLVED THAT** pursuant to (i) the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and read with the applicable



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Rules framed thereunder including any statutory modification (s) or re-enactment (s) thereof for the time being in force (‘Act’) (ii) the applicable provisions of the Articles of Association of the Company and (iii) all other applicable acts, rules, guidelines, circulars and notifications, and subject to the approval of the shareholders of the Company and such consent (s), permission(s) or sanction(s) as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to waive the recovery of remuneration amounting to INR 2.50 Crores paid to Mr. Aman Gupta (DIN: 02249682), Whole Time Director, for the financial year 2022-2023, which turned out to be in excess of the limits prescribed under the Section 197 read with Schedule V of the Act, in view of the audited financial results recorded by the Company for the Financial year 2022-23.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. Waiver of recovery of excess managerial remuneration paid to Mr. Sameer Ashok Mehta (DIN: 02945481), Whole-Time Director of the Company for the financial year ended March 31, 2023

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

“RESOLVED THAT pursuant to (i) the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and read with the applicable Rules framed thereunder including any statutory modification (s) or re-enactment (s) thereof for the time being in force (‘Act’) (ii) the applicable provisions of the Articles of Association of the Company and (iii) all other applicable acts, rules, guidelines, circulars and notifications, and subject to the approval of the shareholders of the Company and such consent (s), permission(s) or sanction(s) as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to waive the recovery of remuneration amounting to INR 2.50 Crores paid to Mr. Sameer Ashok Mehta (DIN: 02945481), Whole Time Director, for the financial year 2022-2023, which turned out to be in excess of the limits prescribed under the Section 197 read with Schedule V of the Act, in view of the audited financial results recorded by the Company for the Financial year 2022-23.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee constituted / may be



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constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. Waiver of recovery of excess managerial remuneration paid to Mr. Vivek Gambhir (DIN: 06527810), Director for the financial year ended March 31, 2023

“**RESOLVED THAT** pursuant to (i) the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and read with the applicable Rules framed thereunder including any statutory modification (s) or re-enactment (s) thereof for the time being in force (‘Act’) (ii) the applicable provisions of the Articles of Association of the Company and (iii) all other applicable acts, rules, guidelines, circulars and notifications, and subject to such consent (s), permission(s) or sanction(s) as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to waive the recovery of remuneration amounting to INR 2.96 Crore paid to Mr. Vivek Gambhir (DIN: 06527810), Whole Time Director former Chief Executive Officer for his tenure in the Company in financial year 2022-23, who resigned as Chief Executive Officer with effect from March 15, 2023 and from Whole Time Director from May 4, 2023 and currently a Non-Executive Director, for the financial year 2022-2023, which turned out to be in excess of the limits prescribed under the Section 197 read with Schedule V of the Act in view of the audited financial results recorded by the Company for the Financial year 2022-23.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



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6. To Consider and approve the Remuneration to be paid to Mr. Aman Gupta (DIN: 02249682), Whole-time Director of the Company for the Financial Year 2023-24

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013, pursuant to applicable Regulations, if any and Articles of Association of the Company and such other applicable provisions (including any statutory modification or re-enactment thereof), if any and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration, in terms of the provisions of Schedule V to the Companies Act, 2013, for the financial year 2023-24 to Mr. Aman Gupta (DIN: 02249682), who was appointed as Whole Time Director of the Company for a period of five years with effect from July 5, 2022 by the Members at their 9th Annual General Meeting held on December 23, 2022 (9th AGM) on the terms and conditions including remuneration as mentioned therein, on the similar terms and conditions as approved by the members in their 9th AGM, which are reproduced herein below:

A. Remuneration:

- a. Remuneration of Rs. 2.50 Crore per annum;
- b. Performance Linked Bonus: Performance Linked Bonus shall not exceed 100% of Salary, which will be finalized at the discretion of the Board and/or the Nomination and Remuneration Committee, based on certain performance criteria and such other parameters as may be considered appropriate. The said Performance Linked Bonus shall be in addition to the Remuneration under (a) above;
- c. The Company's contribution to provident fund, gratuity payment and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above;
- d. Net Pay calculations are excluding of TDS as may be applicable under the Income Tax Act.
- e. The aggregate of the Remuneration, Performance Linked Bonus and Perquisites and Allowances as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197 & 198 and other applicable provisions, if any, of the Act and Rules made thereunder, read with Schedule V to the Act including any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible subject to the law;
- f. In the event of no profits or inadequacy of the profits of the Company during FY 2023-24, the Remuneration including the Performance Linked Bonus and Perquisites and Allowances as aforesaid will be paid to Mr. Aman Gupta, Whole Time Director as minimum remuneration for the financial year 2023-24 and in



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accordance with the applicable provisions of the Act, Rules thereunder and Schedule V to the Act.

B. Other Terms & Conditions:

- Mr. Aman Gupta, Whole Time Director, shall perform such duties as shall from time to time be entrusted to him, subject to overall supervision, guidance and control of the Board of Directors of the Company.
- Reimbursement of expenses actually and properly incurred by him for and in connection with the business of the Company.
- shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or the Committee(s) thereof.
- shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- shall adhere to the Company's Code of Conduct and policies framed by the Company from time to time.
- If, at any time, Mr. Aman Gupta ceases to be a director of the Company for any cause whatsoever, his office as Whole Time Director shall forthwith be terminated.

RESOLVED FURTHER THAT the remuneration payable to Mr. Aman Gupta by way of salary, perquisites and other allowances and benefits shall be in accordance with the limits laid down in Section 197 read with Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors or Nomination and Remuneration Committee be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, from time to time, in accordance with the provisions specified in Section 197, 198 and schedule V and other applicable provisions, if any, of the Act and relevant Rules as amended from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained herein, if in the financial year 2023-24, the Company has no profits or its profits are inadequate, the Company may make payment of the above remuneration to Mr. Aman Gupta, Whole Time Director of the Company.

RESOLVED FURTHER THAT it is clarified that in respect of the remaining period of the tenure of Mr. Aman Gupta, i.e. w.e.f. April 1, 2024 to July 4, 2027, he shall continue to be paid the remuneration in accordance with the original resolution of the members passed in their 9th AGM.



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RESOLVED FURTHER THAT anyone Director of the Company be and is hereby severally 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.

RESOLVED FURTHER THAT anyone Director of the Company be and is hereby severally authorized to file requisite form(s) with the Ministry of Corporate Affairs, Government of India, inform / intimate such other authorities as may be required and to do all such acts, deeds, things which are incidental and ancillary to it."

7. To Consider and approve the Remuneration to be paid to Mr. Sameer Ashok Mehta (DIN: 024945481), Whole-time Director of the Company for the Financial Year 2023-24

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013, pursuant to applicable Regulations, if any and Articles of Association of the Company and such other applicable provisions (including any statutory modification or re-enactment thereof), if any and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration, in terms of the provisions of Schedule V to the Companies Act, 2013, for the financial year 2023-24 to Mr. Sameer Mehta (DIN: 02945481), who is presently a Whole Time Director & Chief Executive Officer (WTD & CEO) of the Company, and who was appointed as Whole Time Director of the Company for a period of five years with effect from July 5, 2022 by the members at their 9th Annual General Meeting held on December 23, 2022 (9th AGM) on the terms and conditions including remuneration as mentioned therein, on the similar terms and conditions as approved by the members in their 9th AGM, which are reproduced herein below:

A. Remuneration:

- a. Remuneration of Rs. 2.50 Crore per annum;
- b. Performance Linked Bonus: Performance Linked Bonus shall not exceed 100% of Salary, which will be finalized at the discretion of the Board and/or the Nomination and Remuneration Committee, based on certain performance criteria and such other parameters as may be considered appropriate. The said Performance Linked Bonus shall be in addition to the Remuneration under (a) above;
- c. The Company's contribution to provident fund, gratuity payment and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above;
- d. Net Pay calculations are excluding of TDS as may be applicable under the Income Tax Act.



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- e. The aggregate of the Remuneration, Performance Linked Bonus and Perquisites and Allowances as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197 & 198 and other applicable provisions, if any, of the Act and Rules made thereunder, read with Schedule V to the Act including any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible subject to the law;
- f. In the event of no profits or inadequacy of the profits of the Company during FY 2023-24, the Remuneration including the Performance Linked Bonus and Perquisites and Allowances as aforesaid will be paid to Mr. Sameer Ahok Mehta, WTD & CEO as minimum remuneration for the financial year 2023-24 and in accordance with the applicable provisions of the Act, Rules thereunder and Schedule V to the Act.

B. Other Terms & Conditions:

- Mr. Sameer Mehta, WTD & CEO shall perform such duties as shall from time to time be entrusted to him, subject to overall supervision, guidance and control of the Board of Directors of the Company.
- Reimbursement of expenses actually and properly incurred by him for and in connection with the business of the Company.
- shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or the Committee(s) thereof.
- shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- shall adhere to the Company's Code of Conduct and policies framed by the Company from time to time.
- If, at any time, Mr. Sameer Mehta ceases to be a director of the Company for any cause whatsoever, his office as WTD & CEO shall forthwith be terminated

RESOLVED FURTHER THAT the remuneration payable to Mr. Sameer Mehta by way of salary, perquisites and other allowances and benefits shall be in accordance with the limits laid down in Section 197 read with Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors or Nomination and Remuneration Committee be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, from time to time, in accordance with the provisions specified in Section 197, 198 and schedule V and other applicable provisions, if any, of the Act and relevant Rules as amended from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained herein, if in the financial year 2023-24, the Company has no profits or its profits are inadequate, the



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Company may make payment of the above remuneration to Mr. Sameer Ashok Mehta, WTD & CEO of the Company.

RESOLVED FURTHER THAT it is clarified that in respect of the remaining period of the tenure of Mr. Sameer Ashok Mehta, i.e. w.e.f. April 1, 2024 to July 4, 2027, he shall continue to be paid the remuneration in accordance with the original resolution of the members passed in their 9th AGM.

RESOLVED FURTHER THAT anyone Director of the Company be and is hereby severally 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.

RESOLVED FURTHER THAT anyone Director of the Company be and is hereby severally authorized to file requisite form(s) with the Ministry of Corporate Affairs, Government of India, inform / intimate such other authorities as may be required and to do all such acts, deeds, things which are incidental and ancillary to it."

8. To consider and approve the remuneration to be paid to Non-Executive Director(s) and Independent Directors of the Company for the Financial Years 2022-23 and 2023-24

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

“RESOLVED THAT pursuant to (i) the provisions of Schedule V read with sections 149, 197, 198 and all other applicable provisions of the Companies Act, 2013, and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”) (ii) the applicable provisions of the Articles of Association of the Company, (iii) all other applicable laws, acts, rules, guidelines, circulars, directions and notifications and (iv) on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company and in furtherance to the resolution passed by the members at their 9th Annual General Meeting held on December 23, 2022, consent of the Members of the Company be and is hereby accorded to pay a fixed remuneration by way of a specified amount upto INR 15,00,000/- per annum per such Non-Executive Director(s) (NEDs) and Independent Directors (IDs) of the Company of the Company for the financial year 2022-23 and financial year 2023-24 or such other amount as may be decided by the Board of Directors from time to time (hereinafter referred to as the “Board” which term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company including the Nomination and Remuneration Committee, or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorized by the Board in this regard), notwithstanding that the aggregate amount of such remuneration may exceed one percent of the net profits of the Company as computed in the manner provided in section 198 of the Companies Act, 2013, with an authority to the Board of Directors to determine the manner and proportion in which the amount be distributed among the Non-Executive Director(s) and Independent Directors.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fee payable to the Director(s) for attending the meetings of the Board or Committees thereof or



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for any other purpose whatsoever, as may be decided by the Board of Directors and Nomination and Remuneration Committee, and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT notwithstanding anything contained herein, if in the financial year 2022-23 and 2023-24, the Company has no profits or its profits are inadequate, the Company may make payment of the above remuneration to Non-Executive Director(s) (NEDs) and Independent Directors (IDs) of the Company.

RESOLVED FURTHER THAT it is clarified that in respect of the remaining period, i.e., period beginning with April 1, 2024 and ending on March 31, 2027, each of the Non-Executive Director(s) and Non-Executive Independent Directors, for the time being and from time to time, shall continue to be paid the remuneration by way of commission in accordance with the original resolution of the members passed in their 9th AGM.

RESOLVED FURTHER THAT the Board of Directors (including the Nomination and Remuneration Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things in this connection as may be considered necessary, proper, desirable and expedient including seeking all approvals as may be required to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

By Order of the Board
For Imagine Marketing Limited

Place: Mumbai
Date: September 22, 2023

Mukesh Ranga
Company Secretary
Membership No.: A30560

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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 10th Annual General Meeting (“AGM”) is annexed hereto. Details of Directors whose appointment/re-appointment is proposed pursuant to Secretarial Standards on General Meeting (SS-2) is also provided.
- (2) In view of the General Circulars No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, Circular No. 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) allowed the Companies to hold their Annual General Meeting (“AGM”) 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 Annual General Meeting of the Company is being held through VC / OAVM.
- (3) In view of the aforementioned, this AGM of the Members is being held through VC/OAVM. Members are requested to join and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is provided in the notice.
- (4) Details of Directors whose remuneration is being fixed/approved and those who are retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure II” to the Notice.
- (5) A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM, is annexed hereto.
- (6) Since the AGM 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.
- (7) However, pursuant to sections 113 of the Act, representatives of the members 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 AGM 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.
- (8) 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 AGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.



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- (9) 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.
- (10) The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting of the e-AGM and providing e-voting facility.
- (11) The remote e-voting period begins on Wednesday, October 25, 2023 at 9.00 A.M. (IST) and ends on Sunday, October 29, 2023 at 5.00 A.M.(IST) 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. Monday, October 23, 2023, may cast their vote electronically. The Company has issued different classes of preference shares besides equity shares and each classes of preference shares are entitled to voting rights at all meetings of the equity shareholders on as if converted basis, i.e., fully diluted basis. Accordingly, the voting right of holders of equity shares and holders of each class of preference shares shall be reckoned as on the cut-off date, being Monday, October 23, 2023.
- (12) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (13) 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.
- (14) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, 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 AGM. 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.
- (15) The Board of Directors of the Company has appointed Mr. Mukesh Siroya, M Siroya and Company, Company Secretaries, failing him Ms. Bhavyata Acharya, Partner, Siroya and BA Associates, 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.
- (16) 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 Scrutinizer’s report and submit the same to the CHAIRMAN of the AGM. The results declared along with the consolidated Scrutinizer’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.
- (17) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed



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on the date of the Meeting, i.e. Monday, October 30, 2023.

- (18) Members who would like to express their views or ask questions during the AGM may register themselves at iml.secretarial@imaginemarketingindia.com. The Speaker Registration will be open from Friday, October 20, 2023 at 10.00 a.m. (IST) to Sunday, October 22, 2023 till 5.00 p.m. (IST). 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 AGM.

(19) Dispatch of AGM Notice alongwith Annual Report through Electronic mode:

In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 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 Notice and Annual Report 2022-23 will also be available on the Company's website www.boat-lifestyle.com.com.

(20) Instructions for attending the AGM and e-voting are as follows:

1. In view of the MCA Circulars and all other relevant circulars issued from time to time, physical attendance of the Members to the 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 AGM through VC/OAVM.
2. 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM 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 Extra Ordinary General Meeting (EGM), EGM/AGM 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/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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



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Members in respect of the business to be transacted at the EGM/AGM. 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 AGM will be provided by NSDL.

6. 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 Notice can also be accessed from the websites of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars 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, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023.

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

The remote e-voting period begins on Wednesday, October 25, 2023 at 9.00 A.M.(IST) and ends on Sunday, October 29, 2023 at 5.00 P.M. (IST). 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. Monday, October 23, 2023, may cast their vote electronically. The Company has issued different classes of preference shares besides equity shares and each classes of preference shares are entitled to voting rights at all meetings of the equity shareholders on as if converted basis, i.e., fully diluted basis. Accordingly, the voting right of holders of equity shares and holders of each class of preference shares shall be reckoned as on the cut-off date, being Monday, October 23, 2023.

Those Members, who will be present in the AGM 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 AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM 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:



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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

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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. 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.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.jsp3. 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <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; align-items: center; margin-top: 10px;">   </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 provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 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. 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.



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	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 evoting@nsdl.co.in or call at toll free no.: 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.



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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:

- 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:



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- 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 siroyam@gmail.com with a copy



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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.: 022 - 4886 7000 and 022 - 2499 7000 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.



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3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM 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 AGM 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.
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.

Place: Mumbai

Date: September 22, 2023

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CIN: U52300MH2013PTC249758

Website: www.boat-lifestyle.com

e-mail: iml.secretarial@imaginemarketingindia.com

By Order of the Board

For Imagine Marketing Limited

Mukesh Ranga

Company Secretary

Membership No.: A30560



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

Item No 3, 4 and 5:

Members of the Company at the 9th Annual General meeting of the Company held on December 23, 2022 approved appointment of Mr. Aman Gupta, Mr. Sameer Ashok Mehta and Mr. Vivek Gambhir as Whole-time Directors (WTDs) for a period of 5 (five) years with effect from July 05, 2022 respectively, by means of Special Resolutions on the terms and conditions including remuneration as mentioned in the respective special resolutions.

Members are requested to note that in terms of approval granted by the Members of the Company, Mr. Aman Gupta, Mr. Sameer Ashok Mehta were paid remuneration of INR 2.50 Crore each and Mr. Vivek Gambhir INR 2.96 Crore respectively during the financial year 2022-23.

Members are further requested to note that Mr. Vivek Gambhir resigned as Chief Executive Officer with effect from March 15, 2023 and as Whole-time Director of the Company with effect from May 4, 2023.

While approving the remuneration of Mr. Aman Gupta, Mr. Sameer Ashok Mehta and Mr. Vivek Gambhir in the 9th AGM, the members had also inter alia approved the payment of “Minimum Remuneration” in the event of inadequacy or absence of profits, in any financial year or years during the tenure, subject to requisite approvals.

Further, pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, where a Company has no profits or its profits are inadequate, it may pay any remuneration to the managerial personnel provided that, amongst others, a statement along with a notice calling the general meeting contains certain information.

Upon completion of audit and with reference to the approved audited financial statements for the financial year ended March 31, 2023, the remuneration paid during the Financial year 2022-23, which was duly approved by the members through Special Resolution passed at the 9th AGM, turned out to be in excess of the limits envisaged under the provisions of Section 197 of the Companies Act, 2013.

Accordingly, the remuneration paid to Mr. Aman Gupta, Mr. Sameer Ashok Mehta amounting to INR 2.50 Crore each and Mr. Vivek Gambhir amounting to INR 2.96 Crore during the financial year 2022-23, respectively turned out to be in excess of the limits prescribed in Section 197 of the Act.

Pursuant to Section 197(10) of the Act, the members of the Company have been empowered to waive the recovery of excess remuneration by passing a special resolution.

The Nomination and Remuneration Committee (“NRC”) and the Board of Directors are of the opinion that the remuneration paid to Mr. Aman Gupta, Mr. Sameer Ashok Mehta and Mr. Vivek Gambhir is justified and appropriate considering the key role that each of them plays in



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managing the business operations, designing and executing strategies of the Company in the long term. Members are requested to note that the Nomination and Remuneration Committee on August 28, 2023 approved and recommended waiver to the Board and the Board of Directors on September 22, 2023 approved waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Aman Gupta, Mr. Sameer Ashok Mehta and Mr. Vivek Gambhir and have recommended the resolutions as set out in this AGM Notice to the Members for their approval.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any. The Company has not issued any non-convertible debentures.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 3, 4 and 5 of this Notice.

Accordingly, it is proposed that approval of the members of the Company by way of Special Resolutions be obtained for the waiver of recovery of the excess remuneration paid to Mr. Aman Gupta, Mr. Sameer Ashok Mehta and Mr. Vivek Gambhir for the Financial Year 2022-23.

Save and except Mr. Aman Gupta, Mr. Sameer Ashok Mehta and Mr. Vivek Gambhir and their relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 3, 4 and 5, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 3, 4 and 5.

Item No. 6 and 7:

Mr. Aman Gupta, and Mr. Sameer Ashok Mehta were appointed as a Whole Time Directors (WTDs) of the Company for a period of five years with effect from July 5, 2022 by means of Special Resolutions passed by the Members at the 9th Annual General Meeting (9th AGM) of the Company held on December 23, 2022 on the terms and conditions including payment of remuneration as mentioned therein. Subsequently, Mr. Vivek Gambhir resigned as Chief Executive Officer with effect from March 15, 2023 and from Whole Time Director from May 4, 2023 and is presently a Non-Executive Director whereas Mr. Sameer Ashok Mehta is presently a Whole Time Director and Chief Executive Officer of the Company.

In view of the performance and tireless efforts of Mr. Aman Gupta, and Mr. Sameer Ashok Mehta in establishing many new internal projects, improving the operational efficiency, and bringing in a new dynamic vision, road-map and professionalism for the Company's growth, your Directors proposed their remuneration as proposed in the resolution set out in Item No. 6 and 7 for approval of Members.

While approving the remuneration of Mr. Aman Gupta and Mr. Sameer Ashok Mehta in the 9th AGM, the members had also inter alia approved the payment of “Minimum Remuneration” in the event of inadequacy or absence of profits, in any financial year or years during the tenure, subject to requisite approvals.

Further, pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, where a Company has no profits or its profits are inadequate, it may pay any remuneration to



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the managerial personnel provided that, amongst others, a statement along with a notice calling the general meeting contains certain information. With a view to enable the Company to continue to pay the due remuneration to its Whole Time Directors based on the approval of the members at the 9th AGM, it is proposed to seek re-approval of members for FY 2023-24 inter-alia, under Schedule V of the Companies Act, 2013 by providing appropriate and required disclosures in accordance with the clause (iv) of the second proviso of Para B of Section II of Part II of Schedule V to the Companies Act, 2013.

The members are requested to note that there is no material change in the remuneration or other terms of appointment of Mr. Aman Gupta and Mr. Sameer Ashok Mehta as approved by the members in the 9th AGM and the resolutions at Item No. 6 and 7 are only enabling resolutions to permit the Company to make the payment of the remuneration, as per Schedule V to the Companies Act, 2013, as approved by the members at this AGM for the Financial Year 2023-24 in the event of any absence or inadequacy of profits.

The Nomination and Remuneration Committee on August 28, 2023 and the Board on September 22, 2023 respectively, subject to the approval of the members of the Company at this AGM, accorded their approvals for payment of aforesaid remuneration to Mr. Aman Gupta, and Mr. Sameer Ashok Mehta for the Financial Year 2023-24 w.e.f. April 1, 2023 under Schedule V of the Act. The Board also, in the interest of the Company, recommends the aforesaid resolutions as set out in this Notice for approval of the Members at item no. 6 and 7.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any. The Company has not issued any non-convertible debentures.

The terms and conditions and remuneration stated in Resolutions No. 5 and 6 of the notice and its explanatory statement may be treated as a written memorandum setting out the terms and remuneration of Mr. Aman Gupta and Mr. Sameer Ashok Mehta respectively under Section 190 of the Act.

For this purpose, Special Resolutions are required to be passed in the General Meeting and accordingly, your approval is solicited by way of Special Resolutions.

Save and except Mr. Aman Gupta, Whole Time Director and Mr. Sameer Ashok Mehta, Whole Time Directors & Chief Executive Officer and their relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 6 and 7, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 6 and 7.

The information as required to be disclosed under clause (iv) of the second proviso of Para B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure – I to the Notice in respect of Mr. Aman Gupta and Mr. Sameer Ashok Mehta.

Item No. 8:

Members are requested to note that in accordance with the provisions of the Act, Members of the Company, at the 9th Annual General Meeting held on December 23, 2022, had accorded their approval for payment of remuneration by way of commission to Non- Executive



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Director(s) and Independent Directors of the Company, for a period of 5 (five) years commencing from financial year 2022-23 to financial year 2026-27, a specified amount or at a specified percentage of net profits, not exceeding in aggregate, 1% (one percent) of the net profits of the Company of each financial year calculated in accordance with Section 198 of the Act.

Pursuant to the resolution passed by the members at the 9th AGM, the Board of Directors had approved the payment of a fixed remuneration by way of a specified amount upto INR 15,00,000/- per such Non-Executive Director(s) (NEDs) and Independent Directors (IDs), from time to time, of the Company for a period of 5 (Three) years commencing with the payment for the financial year 2022-23 to financial year 2026-27, or as may be decided by the Board of Directors from time to time.

Members are requested to note that the Ministry of Corporate Affairs has vide notification dated March 18, 2021 amended the provisions of Section 149, Section 197 and Schedule V of the Act to enable companies having no profits or inadequate profits to pay remuneration to its non-executive director(s) including independent directors provided the conditions specified under the Schedule V of the Act are complied with. Schedule V of the Act prescribes limits/criteria for payment of remuneration to non-executive directors in case of absence or inadequacy of profits, by obtaining approval of members of the Company by way of a resolution.

In view of the inadequacy of the profits and no profits in any given financial year including financial year 2022-23 and in order to enable the Company to appropriately compensate the Non-Executive Director(s) (NEDs) and Independent Directors (IDs) it is proposed to seek approval of members under the provisions of, inter-alia, Schedule V to the Companies Act, 2013 for a period of two years i.e. financial year 2022-23 and financial year 2023-24 to pay a fixed remuneration of INR 15,00,000/- per annum per such NEDs and ID, from time to time, notwithstanding that the aggregate amount of such remuneration may exceed one percent of the net profits of the Company as computed in the manner provided in section 198 of the Companies Act, 2013, with an authority to the Board of Directors to determine the manner and proportion in which the amount be distributed among the Non-Executive Director(s) and Independent Directors.

Members may please note that considering the vast experience and expertise of Non- Executive Director and Independent Directors in their respective fields, and the need for them to devote time and efforts in helping the Company to take vital strategic decision, the Nomination & Remuneration Committee recommended on August 28, 2023 and the Board of Directors on September 22, 2023, subject to the approval of members, approved payment of remuneration of upto INR 15 Lakhs per annum to each Non-Executive Director(s) and Independent Directors of the Company for the financial year 2022-23 and financial 2023-24 under Schedule V of the Act. The payment of remuneration would be in addition to the sitting fees and other reimbursement payable to them for attending the meetings of the Board of the Directors and committees.

Brief profile(s) of the Non-Executive Director(s) and Independent Directors and disclosure(s) / information under the Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India are set out in Annexure to the AGM Notice.



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Members are requested to note that payment of remuneration to Non-Executive Independent Directors of the Company for the financial year 2022-23 and financial 2023-24 under Schedule V read with Section 197 of the Companies Act, 2013 commencing from financial year 2022-23 to financial year 2023-24 as mentioned above, shall require approval of the Members of the Company by way of a Special Resolution.

The Resolution at Item No. 8 is an enabling resolution seeking approval of Members for payment of fixed remuneration to Non-Executive Director(s) and Independent Directors, for a period of two years commencing from the financial year 2022-23 to the financial year 2023-24 in accordance with the provisions of Schedule V to the Companies Act, 2013 as per the limits mentioned therein.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any. The Company has not issued any non-convertible debentures

The Board of Directors recommends the resolution set out at Item No. 8 of the AGM Notice to the Members for their consideration and approval, by way of a Special Resolution.

Except the Non-Executive Director and the Independent Directors of the Company and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the AGM Notice.

Information as required to be disclosed under clause (iv) of the second proviso after Para B of Section II of Part II of Schedule V to the Act is mentioned in Annexure I

Place: Mumbai Date: September 22, 2023	By Order of the Board For Imagine Marketing Limited
<u>Registered Office:</u> Unit No. 204 & 205, 2 nd floor in Wing-“D” & Wing-“E”, Corporate Avenue, Andheri Ghatkopar Link Road, Andheri (East), Mumbai-400093, Maharashtra, India Tel. No.: +91-22-62102400 CIN: U52300MH2013PTC249758 Website: www.boat-lifestyle.com e-mail: iml.secretarial@imaginemarketingindia.com	Mukesh Ranga Company Secretary Membership No.: A30560



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Annexure - I

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT IN RESPECT TO RESOLUTION NO. 6, 7 AND 8 OF THE NOTICE

I. GENERAL INFORMATION

1. Nature of Industry

The Company is into business of manufacturing, buying, selling, reselling, importing, transporting, storing, developing, promoting, marketing or supplying, trading, dealing, in any manner whatsoever in all kinds of Consumer Electrical Appliances, Consumer Electronic devices, gadgets and its components on retail as well as wholesale basis across both offline and online channels.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on November 01, 2013 and commenced the business activities in 2014.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

4. Financial performance based on given indicators:

(INR in Crore)

Financial year	2022-23	2021-22	2020-21
Audited Revenue	3258.40	2886.41	1320.38
Profit before Interest, Depreciation and Tax	(134.68)	109.04	117.55
Profit after Tax	(100.15)	78.82	85.87
Rate of Dividend	-	-	-
Earning per Share on fully diluted basis	(10.37)	8.84	7.91

5. Foreign investments or collaborations, if any:

The Company has made foreign investments in its wholly owned subsidiary Company in Singapore. The Company has also received investments from overseas/foreign entities.

The Company has not made any Foreign Collaboration.

II. INFORMATION ABOUT THE APPOINTEE(S):

1. Mr. Aman Gupta, Whole Time Director

a) Background details, Job Profile and his suitability, recognition or awards:

Mr. Aman Gupta is Wholt-time Director of the Company. He is one of the founders and Promoters of our Company. He holds a post-graduate degree in management from Indian School of Business, Hyderabad and is a qualified chartered accountant with the Institute of Chartered Accountants of India.



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He is also the Chief Marketing Officer of our Company and heads the marketing department for all brands in our Company’s portfolio.

b) Past remuneration and remuneration proposed:

Details on proposed remuneration have been stated in Resolution no. 6 of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

Financial Year	INR in Crore		
	2022-23	2021-22	2020-21
Mr. Aman Gupta	2.50	1.63	1

c) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Considering the size of the Company, responsibilities allocated to Mr. Aman Gupta, his contribution in the growth of business, the relevance of his experience and expertise in marketing and branding, his remuneration is commensurate with the general industry standards.

d) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

As on date of this notice, Mr. Aman Gupta has no pecuniary relationship with the Company except remuneration drawn as Whole-Time Director of the Company and to the extent of shareholding in the Company. Mr. Aman Gupta has no relationship with any key managerial personnel of the Company. As on date of this notice, he holds 3,83,70,000 equity shares in the Company in his personal capacity.

2. Mr. Sameer Ashok Mehta, Whole-Time Director and Chief Executive Officer

a) Background details, Job Profile and his suitability, Recognition or awards:

Mr. Sameer Ashok Mehta is Whole-time Director of the Company. He is also the Chief Executive Officer of our Company. He is one of the founders and Promoters of our Company. He holds a bachelor’s degree in commerce from University of Mumbai. He has experience in supply chain, general business operations, technology, product research and development.

b) Past remuneration and remuneration proposed:

Details on proposed remuneration have been stated in Resolution no. 7 of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

Financial Year	INR in Crore		
	2022-23	2021-22	2020-20
Mr. Sameer Mehta	2.50	1.63	1



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c) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Considering the size of the Company, responsibilities allocated to Mr. Sameer Mehta, contribution to the growth of business, relevance of experience and expertise in supply chain, general business operations, technology, product research and development, his remuneration is commensurate with the general industry standards.

d) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

As on date of this notice, Mr. Sameer Mehta has no pecuniary relationship with the Company except remuneration drawn as Whole-Time Director of the Company and to the extent of shareholding in the Company. Mr. Sameer Mehta has no relationship with any key managerial personnel of the Company. As on date of this notice, he holds 3,83,70,000 equity shares in the Company in his personal capacity.

3. Non-Executive Director(s) and Independent directors

e) Background details, Job Profile and his suitability, Recognition or awards:

(i) Mr. Aashish Kamat:

Mr. Aashish Kamat is an Independent Director of the Company. He holds a bachelor's degree in arts from the Franklin and Marshall College and is a member of the Pennsylvania Institute of Certified Public Accountants. He was previously the managing director in corporate & investment bank department of JP Morgan Chase Bank, N.A, the Chief Financial Officer and Managing Director of Bank of America (GCIB), Chief Executive Officer of UBS AG, Mumbai Branch, India, Managing Director of UBS AG, Hong Kong Branch and Managing Director, Chief Operating officer of L Catterton Asia.

(ii) Mr. Anand Ramamoorthy:

Mr. Anand Ramamoorthy is an Independent Director of the Company. He holds a bachelor's degree in engineering (metallurgical engineering) from University of Roorkee, a master's degree in mechanical engineering from Auburn University and a master's degree in business administration from Santa Clara University. He currently serves as the Vice-President & Managing Director, India Country Executive of Micron Technology Operations India LLP. He was previously associated with Marvell Semiconductors, Inc. as senior director of India business development, and McAfee Software India Private Limited as senior director, sales.

(iii) Mr. Deven Waghani

Mr. Deven Waghani is an Independent Director of the Company. He holds a bachelor's degree of technology in Chemical engineering from Indian Institute of Technology, Bombay, and a master' degree in business administration from the University of Chicago. He also holds a post-graduate diploma in management from Indian Institute



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of Management, Calcutta. He was associated with McKinsey & Company as a senior engagement manager, Microsoft as senior director – SBU strategy and business development, and Hewlett – Packard as vice president – strategy and planning. He also serves as the senior vice president – business operations, for Automation Anywhere Inc.

(iv) **Mrs. Purvi Sheth:**

Mrs. Purvi Sheth is an Independent Director of our Company. She holds bachelor degree in arts (Economics and Political Science) from St. Xavier’s College, Mumbai, University of Mumbai and she has completed the certificate of professional development program from the Wharton Business School, University of Pennsylvania. She has been associated with the firm, Shilputsi Consultants, for more than 25 years where she currently holds the position of Chief Executive Officer.

(v) **Mr. Vivek Gambhir:**

Mr. Vivek Gambhir is currently the Non- Executive Director of the Company. He holds a bachelor’s degree in science (computer science), a bachelor’s degree in arts (economics and business) from Lafayette College, Easton, Pennsylvania and a master’s degree in business administration from Harvard Business School, Boston, Massachusetts. He served as Chief Executive Officer of the Company till March 15, 2023 and his designation was changed in the Company from Whole-time Director to Non-Executive Director w.e.f. May 04, 2023. He was the Chief Executive Officer and Managing Director of Godrej Consumer Products Limited and the Chief Strategy Officer of Godrej Industries Limited. He was associated with Bain & Company India Private Limited as a partner and was a founding member of Bain & Company’s consulting operations in India. He has previously been the co-chair of the Confederation of Indian Industry, National FMCG Committee and served as the president of the Harvard Business School Club of India. He is currently on the advisory board of the Central Square Foundation and authors a leadership blog, www.monday-8am.com.

f) **Past remuneration and remuneration proposed:**

Details on proposed remuneration have been stated in Resolution no. 8 of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

INR in Cr.

Financial Year	2022-23	2021-22	2020-21
Mr. Aashish Kamat	0.15**	0.15	NA
Mr. Anand Ramamoorthy	0.15**	0.15	NA
Mr. Deven Waghani	0.15**	0.15	NA
Mrs. Purvi Sheth	0.15**	0.15	NA
Mr. Vivek Gambhir*	2.96	2.46	0.34

* Mr. Vivek Gambhir was paid remuneration as CEO & Whole-time Director of the Company. He has resigned from the post of CEO w.e.f. March 15, 2023 and as Whole-time Director w.e.f. May 04, 2023.

** Proposed to be paid for FY 2022-23 upon the approval of members as per resolution placed at item no. 8 of this AGM Notice.



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g) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Considering the size of the Company, responsibilities allocated to Non-Executive Director(s) & Independent Directors, their contribution, the relevance of experience and expertise in the industry, their remuneration is commensurate with the general industry standards.

h) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

As on date of this notice, the Non-Executive Director and Independent Directors have no pecuniary relationship with the Company except to the extent of Sitting Fees, Commission / Remuneration, as applicable which may be paid, and reimbursement of out of pocket expenses received by them for attending the meetings, if any. The Non-Executive Director and Independent Directors have no relationship with any key managerial personnel or directors of the Company.

As on date of this notice, Mr. Vivek Gambhir holds 20,64,000 Stock Options in the Company in his personal capacity. The Independent Directors do not hold any shares in the Company.

III. OTHER INFORMATION:

1. Reason of loss or inadequate profits:

While company continues to maintain market leadership and profitability in audio segment, it invested in building out its wearables business, a relatively newer but now a sizeable product line for the company (and a large market opportunity), via sales, marketing and pricing-related investments, due to which near term profitability has been impacted given the conscious strategic calls taken by management.

2. Steps taken or proposed to be taken for improvement:

The Company, based on various investments made including in marketing and branding during FY2022-23, has been able to establish a leading presence in the Indian wearables sector and now intends to focus on its overall profitability during FY 2023-24 and future years.

3. Expected increase in productivity and profits in measurable terms:

The Company expects to increase its overall EBITDA (Earnings before Interest, Tax, Depreciation and Amortisation) and PBT (Profit before Tax) margins during FY 2023-24 as compared to FY 2022-23.

IV. Disclosures

The disclosures on remuneration package and all other required details of each Director are contained in the audited financials. The Company is an unlisted public company and therefore the provisions of Corporate Governance Report are not applicable on the Company.



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Annexure II

Details of Directors whose remuneration is being fixed/approved and those who are retiring by rotation and seeking appointment/ re-appointment, at the 10th Annual General Meeting: [Pursuant to Secretarial Standards - 2 on General Meetings]

Particulars	Mr. Aman Gupta	Mr. Sameer Mehta	Mr. Vivek Gambhir	Mr. Aashish Kamat	Mr. Anand Ramamoo rthy	Mr. Deven Waghan i	Mrs. Purvi Sheth
DIN	02249682	02945481	06527810	06371682	05277865	09434542	06449636
Designation	Whole Time Director	Whole Time Director and CEO	Non-Executive Director	Independent Director	Independent Director	Independent Director	Independent Director
Father's name	Mr. Neeraj Kumar Gupta	Late Mr. Ashok Ochavllal Mehta	Late Mr. Madan Mohan Gambhir	Mr. Ramdas Keshav Kamat	Mr. Laxminarayan Ramamoo rthy	Mr. Pravinchandra Amulakh Waghani	Mr. Tarun Sheth
Date of Birth	03/03/1981	29/11/1976	27/11/1968	06/10/1965	07/06/1974	28/04/1965	31/05/1972
Age	41 Years	46 years	54 Years	57 Years	49 Years	58 Years	51 Years
Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian
Present residential address	R-21, Huaz Khas Enclave, New Delhi-, 110016	A-2301, Omkar 1973, Pandurang Budhkar Marg, Near Shani Mandir, Neelam Centre, Worli, Mumbai 400030	House No. D-84, Malcha Marg, Chanakya Puri, New Delhi, 110021, India	The Imperial Edge, 2402, B B Nakashe Marg, Tardeo, Mumbai Central, Mumbai-400026, Maharashtra, India	C-1001, Akme Ballet Apartment, Doddanaku di Outer Ring Road, Doddanaku ndi, Bangalore North Marathahalli Colony, Bangalore-560037, Karnataka	8642 NE 7 th St. Medina, WA 98039	505/B , Eldorado, Kashinath Dhuru Lane, Off. Veer Savarkar Marg, Opposite Siddhi Vinayak Temple, Prabhadevi, Mumbai 400025, Maharashtra, India
Qualification	Chartered Accountant, Post-Graduate degree in	B.Com.	• Bachelor's degree in science	• Bachelor's Degree in Arts, Franklin	B.E. (Metallurgical Engineering)	1. B.Tech. (Chemical Engineering), IIT Bombay	Bachelor of Arts (economics and political



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	management from Indian School of Business, Hyderabad		(computer science) <ul style="list-style-type: none"> 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 	and Marshall Collage <ul style="list-style-type: none"> Certified Public Accountants, Pennsylvania Institute 	M.E. (Mechanical Engineering) M.B.A.	2. Post Graduate Diploma in Management, IIM, Calcutta 3. Master Degree in Business Administration, University of Chicago	science) University of Mumbai Certificate of professional development program from the Wharton Business School, University of Pennsylvania
Brief Profile/Experience/expertise in specific functional areas	Mr. Aman Gupta is Whole-time Director of the Company. He is one of the founders and Promoters of our Company. He holds a post-graduate degree in management from Indian School of	Mr. Sameer Ashok Mehta is Whole-time Director of the Company. He is also the Chief Executive Officer of our Company. He is one of the	Mr. Vivek Gambhir is currently the Non-Executive Director of the Company. He holds a bachelor's degree in science (computer science), a bachelor's degree in arts	Mr. Aashish Kamat is an Independent Director of the Company. He holds a bachelor's degree in arts from the Franklin and Marshall College	Mr. Anand Ramamoorthy is an Independent Director of the Company. He holds a bachelor's degree in engineering (metallurgical engineering) from University of Roorkee, a	Mr. Deven Waghani is an Independent Director of the Company. He holds a bachelor's degree of technology in Chemical	Mrs. Purvi Sheth is an Independent Director of our Company. She holds bachelor degree in arts (Economics and Political Science) from St. Xavier's College,



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	<p>Business, Hyderabad and is a qualified chartered accountant with the Institute of Chartered Accountants of India.</p> <p>He is also the Chief Marketing Officer of our Company and heads the marketing department for all brands in our Company's portfolio.</p>	<p>founders and Promoters of our Company. He holds a bachelor's degree in commerce from University of Mumbai. He has experience in supply chain, general business operations, technology, product research and development.</p>	<p>(economics and business) from Lafayette College, Easton, Pennsylvania and a master's degree in business administration from Harvard Business School, Boston, Massachusetts. He served as Chief Executive Officer of the Company till March 15, 2023 and his designation was changed in the Company from Whole-time Director to Non-Executive Director w.e.f. May 04, 2023. He was the Chief Executive Officer and Managing Director of</p>	<p>and is a member of the Pennsylvania Institute of Certified Public Accountants. He was previously the managing director in corporate & investment bank department of JP Morgan Chase Bank, N.A, the Chief Financial Officer and Managing Director of Bank of America (GCIB), Chief Executive Officer of UBS AG, Mumbai Branch, India, Managing Director of UBS AG, Hong Kong Branch and Managing</p>	<p>master's degree in mechanical engineering from Auburn University and a master's degree in business administration from Santa Clara University. He currently serves as the Vice-President & Managing Director, India Country Executive of Micron Technology Operations India LLP. He was previously associated with Marvell Semiconductors, Inc. as senior director of business development, and McAfee Software India Private Limited as senior director, sales.</p>	<p>engineering from Indian Institute of Technology, Bombay, and a master's degree in business administration from the University of Chicago. He also holds a post-graduate diploma in management from Indian Institute of Management, Calcutta. He was associated with McKinsey & Company as a senior engagement manager, Microsoft as senior</p>	<p>Mumbai, University of Mumbai and she has completed the certificate of professional development program from the Wharton Business School, University of Pennsylvania. She has been associated with the firm, Shilputsi Consultants, for more than 25 years where she currently holds the position of Chief Executive Officer.</p>
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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

Website: www.boat-lifestyle.com

			<p>Godrej Consumer Products Limited and the Chief Strategy Officer of Godrej Industries Limited. He was associated with Bain & Company India Private Limited as a partner and was a founding member of Bain & Company’s consulting operations in India. He has previously been the co-chair of the Confederation of Indian Industry, National FMCG Committee and served as the president of the Harvard Business School Club of India. He is currently on the advisory board of the Central</p>	<p>Director, Chief Operating officer of L Catterton Asia</p>		<p>director – SBU strategy and business development, and Hewlett – Packard as vice president – strategy and planning. He also serves as the senior vice president – business operations, for Automate Inc.</p>	
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of the Company							
Number of Meetings of the Board attended during the year	5 out of 6 Board Meetings	6 out of 6 Board Meetings	6 out of 6 Board Meetings	6 out of 6 Board Meetings	6 out of 6 Board Meetings	4 out of 6	6 out of 6
Directorship in other Companies	2	4	7	1	2	Nil	6
Memberships/Chairmanship of the committees of other Companies (consists of membership/chairmanship of Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)	Nil	Nil	Metropolis Healthcare Limited (i) Member - Audit Committee (ii) Member - Audit Committee (iii) Chairman - Stakeholders Relationship Committee	IDFC First Bank Limited Chairman-Audit Committee Member-Nomination and Remuneration Committee	Nil	Nil	<u>Deepak Nitrite Limited</u> Chairperson-Nomination & Remuneration Committee Member-Corporate Social Responsibility Committee <u>Kirloskar Oil Engines Limited</u> Member-Nomination and Remuneration Committee <u>Ambuja Cements Limited</u>



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							Chairperson- Nomination & Remuneration Committee <u>Member-</u> Corporate Social Responsibility Committee <u>Member-</u> Risk Management Committee
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By Order of the Board
For Imagine Marketing Limited

Place: Mumbai

Date: September 22, 2023

Mukesh Ranga

Company Secretary

Membership No.: A30560

Registered Office:

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Tel. No.: +91-22-62102400

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