M Siroya and Company
Company Secretaries
A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
T:+91 22 28706523; **M**: +91 9324310151; **E:** siroyam@gmail.com; mukesh@msiroya.com; www.msiroya.com

SCRUTINIZER'S REPORT
[Postal Ballot (Remote e-voting)]
[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,
Dr. Pawan Kumar Goenka
Non-Executive Director and Chairman
Imagine Marketing Limited
Unit no. 204 & 205, 2nd floor, D-wing & E-wing,
Corporate Avenue, Andheri Ghatkopar Link Road,
Mumbai - 400093.

Sub: Scrutinizer's report on the Postal Ballot (remote e-voting) conducted by Imagine Marketing Limited (CIN:- U52300MH2013PLC249758) ("the Company") pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to consider and approve the businesses as contained in the Notice of the Postal Ballot dated October 6, 2026 ("Postal Ballot Notice").

Dear Sir,

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") on the resolutions contained in the Postal Ballot Notice.

2. The management of the Company is responsible to ensure the compliance with the requirement of the 2013 Act and Rules relating to remote e-voting on the resolutions contained in the Postal Ballot Notice. My responsibility as a Scrutinizer is restricted to scrutinize Postal Ballot (remote e-voting) in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolutions stated in the Postal Ballot Notice, based on the report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), appointed by the Company to provide remote e-voting.

3. We note that on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Friday, October 2, 2026, the Company had sent emails on October 8, 2026 to 7678 Members who had registered their email-ids with the Company. Depositories Participants, Registrar and Transfer Agent – MUFG Intime India Private Limited. We further note that in compliance with the General Circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars') physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members for this Postal Ballot. The communication of assent / dissent of the members was taken through the remote e-voting system only.

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4. The Company has provided us a list containing different classes of shares and the Voting Rights under respective classes on a fully diluted basis. The NSDL voting data provided to us were based on the current shareholding pattern which is before dilution. However, 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, based on the list of fully diluted voting rights provided by the Company, we have ascertained the voting rights on the fully diluted basis for all the classes of preference shares. The same is reproduced below for your ready reference:

Sr. No.	Classes of Shares	No. of Shares	Face Value per Share (in INR)	Voting Rights on Fully Diluted basis
1	Equity Shares	9,90,09,153	1	9,90,09,153
2	Series A Non-Cumulative Compulsorily Convertible Preference Shares ("Series A CCPS")	1,62,400	10	16,24,000
3	Series A1 Non-Cumulative Compulsorily Convertible Preference Shares ("Series A1 CCPS")	3,47,600	10	34,76,000
4	Series B Cumulative Compulsorily Convertible Preference Shares ("Series B CCPS")	15,507	6,000	3,10,14,000
5	Series B1 Cumulative Compulsorily Convertible Preference Shares ("Series B1 CCPS")	1,762	6,000	35,24,000
6	Series C Cumulative Compulsorily Convertible Preference Shares ("Series C CCPS")*	53,26,232	3	53,26,232
	Total	**10,48,62,654**	**-**	**14,39,73,385**

**Number of fully diluted shares for Series C CCPS has been calculated by assuming each Series C CCPS converts into one Equity Share. The actual number of Equity Shares into which the Series C CCPS will convert into will be determined as per the terms of Series C CCPS.*

5. I submit herewith a report on the results of postal ballot conducted through remote e-voting as under:

(i) The remote e-voting period remained open from 09:00 a.m. IST Friday, October 9, 2026 to 05:00 p.m. IST Saturday, November 7, 2026.

(ii) The Postal Ballot Notice inter-alia indicating the process and manner of e-voting was sent by electronic mode to those Members whose e-mail addresses were registered with the Company or Depositories Participants or Registrar and Transfer Agent – MUFG Intime India Private Limited pursuant to the circulars issued by Ministry of Corporate Affairs ("MCA").

(iii) The voting rights were reckoned as on Friday, October 2, 2026, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.

(iv) Members cast their votes on the remote e-voting platform on Resolutions (which includes those who had registered their participation but abstained from e-voting), till 5:00 pm on

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November 7, 2026, being the last date for E- voting service facility arranged by NSDL, as per the Postal Ballot Notice.

(v) After the closure of the remote e-voting window, the votes cast through remote e-voting were downloaded from the e-voting system of NSDL.

(vi) Thereafter, we have scrutinized and reviewed the votes cast through remote e-voting as downloaded from the e-voting system of NSDL.

(vii) Considering the voting entitlements of each classes of preference shares, we have re-assigned the voting rights to each class of preference shares on fully diluted basis and accordingly arrived at the voting results.

(viii) The results of remote e-voting are enclosed as an Annexure to this Report. The results reflect consolidated total number of shares, by merging all classes of shares based on their voting rights.

I have annexed with this Report, the details of the remote e-voting (Annexure I) and the analysis of the Result of the Resolutions (Annexure II) as contained in the said Notice.

Yours faithfully,

For M Siroya and Company
Company Secretaries
Mukesh Kumar Siroya
Digitally signed by Mukesh Kumar Siroya
Date: 2026.11.09 15:30:41 +05'30'
Mukesh Siroya
Company Secretary
M. No. FCS 5682; CP No. 4157
PR No: 7657/2026
Firm Registration No.: S2003MH061300
UDIN: F005682H002188456

Place: Mumbai
Date: November 9, 2026

Enclosed: Annexure

Countersigned
For Imagine Marketing Limited
Pawan Kumar Goenka
Digitally signed by Pawan Kumar Goenka
Date: 2026.11.09 18:05:31 +05'30'
Pawan Kumar Goenka
Non-Executive Director and Chairman
DIN: 00254502

Place: Mumbai
Date: November 9, 2026

M Siroya and Company
Company Secretaries
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Annexure I

Postal Ballot (Remote e-voting)		
Resolution No. 1		
1	Number of members who participated in remote e-voting	44
2	Number of remote r-votes not considered/Abstained/invalid	0
3	Number of Valid Votes	44
Resolution No. 2		
1	Number of members who participated in remote e-voting	44
2	Number of remote e-votes not considered/Abstained/invalid	0
3	Number of Valid Votes	44
Resolution No. 3		
1	Number of members who participated in remote e-voting	44
2	Number of remote e-votes not considered/Abstained/invalid	0
3	Number of Valid Votes	44
Resolution No. 4		
1	Number of members who participated in remote e-voting	44
2	Number of remote e-votes not considered/Abstained/invalid	0
3	Number of Valid Votes	44
Resolution No. 5		
1	Number of members who participated in remote e-voting	44
2	Number of Remote e-votes not considered/Abstained/invalid	0
3	Number of Valid Votes	44
Resolution No. 6		
1	Number of members who participated in remote e-voting	44
2	Number of Remote e-votes not considered/Abstained/invalid	0
3	Number of Valid Votes	44

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Annexure II to the Report
Analysis of Results of the Resolutions as set out in the Postal Ballot Notice

Special Businesses:

Item No: 1: Special Resolution

Re-appointment of Mr. Aashish Ramdas Kamat (DIN: 06371682) as a Non-Executive Independent Director of the Company for a second consecutive term of 3 (three) years:

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		Percentage (%)
	No. of members voted	No. of Shares for which votes casted	
Assent	38	10,42,22,898	99.9999
Dissent	6	88	0.0001
Total	**44**	**10,42,22,986**	**100.00**

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Total	**0**	**0**	**0**	**0**

Accordingly, out of the 10,42,22,986 valid votes polled through e-voting, 10,42,22,898 votes were cast **ASSENTING** to the Special Resolution constituting 99.9999% (Approx.) of the valid votes polled and 88 votes were cast **DISSENTING** to the Special Resolution constituting 0.0001% (Approx.) of the valid votes polled.

Based on the above result, I report that the Special Resolution as set out in Item No. 1 of the Postal Ballot Notice is passed with **Requisite Majority.**

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Item No: 2: Special Resolution

Re-Appointment of Mr. Anand Ramamoorthy (DIN: 05277865) as a Non-Executive Independent Director of the Company for a second consecutive term of 3 (three) years:

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		Percentage (%)
	No. of members voted	No. of Shares for which votes casted	
Assent	38	10,42,22,898	99.9999
Dissent	6	88	0.0001
Total	**44**	**10,42,22,986**	**100.00**

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Total	**0**	**0**	**0**	**0**

Accordingly, out of the **10,42,22,986** valid votes polled through e-voting, 10,42,22,898 votes were cast **ASSENTING** to the Special Resolution constituting 99.9999% (Approx.) of the valid votes polled and 88 votes were cast **DISSENTING** to the Special Resolution constituting 0.0001% (Approx.) of the valid votes polled

Based on the above result, I report that the Special Resolution as set out in Item No. 2 of the Postal Ballot Notice is passed with **Requisite Majority.**

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Item No: 3: Special Resolution

Re-Appointment of Mr. Deven Waghani (DIN: 09434542) as a Non-Executive Independent Director of the Company for a second consecutive term of 3 (three) years:

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		Percentage (%)
	No. of members voted	No. of Shares for which votes casted	
Assent	38	10,42,22,898	99.9999
Dissent	6	88	0.0001
Total	**44**	**10,42,22,986**	**100.00**

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Total	**0**	**0**	**0**	**0**

Accordingly, out of the **10,42,22,986** valid votes polled through e-voting, 10,42,22,898 votes were cast **ASSENTING** to the Special Resolution constituting 99.9999% (Approx.) of the valid votes polled and 88 votes were cast **DISSENTING** to the Special Resolution constituting 0.0001% (Approx.) of the valid votes polled

Based on the above result, I report that the Special Resolution as set out in Item No. 3 of the Postal Ballot Notice is passed with **Requisite Majority.**

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Item No: 4: Ordinary Resolution

Appointment of Ms. Deepa Misra Harris (DIN: 00064912) as Non-Executive Independent Director of the Company for a first term of 3 (three) years:

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		Percentage (%)
	No. of members voted	No. of Shares for which votes casted	
Assent	39	10,42,22,915	99.9999
Dissent	5	71	0.0001
Total	**44**	**10,42,22,986**	**100.00**

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Total	**0**	**0**	**0**	**0**

Accordingly, out of the **10,42,22,986** valid votes polled through e-voting, 10,42,22,915 votes were cast **ASSENTING** to the Special Resolution constituting 99.9999% (Approx.) of the valid votes polled and 71 votes were cast **DISSENTING** to the Special Resolution constituting 0.0001% (Approx.) of the valid votes polled

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 4 of the Postal Ballot Notice is passed with **Requisite Majority.**

Item No: 5: Ordinary Resolution

Appointment of Dr. Pawan Kumar Goenka (DIN: 00254502) as Non-Executive Non-Independent Director and Chairman of the Company:

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		Percentage (%)
	No. of members voted	No. of Shares for which votes casted	
Assent	39	10,42,22,918	99.9999
Dissent	5	68	0.0001
Total	**44**	**10,42,22,986**	**100.00**

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Total	**0**	**0**	**0**	**0**

Accordingly, out of the **10,42,22,986** valid votes polled through e-voting, 10,42,22,918 votes were cast **ASSENTING** to the Special Resolution constituting 99.9999% (Approx.) of the valid votes polled and 68 votes were cast **DISSENTING** to the Special Resolution constituting 0.0001% (Approx.) of the valid votes polled

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 5 of the Postal Ballot Notice is passed with **Requisite Majority.**

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Item No: 6: Special Resolution

Payment of the remuneration by way of commission to Non-Executive Independent Directors of the Company for the Financial Year 2026-27:

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		Percentage (%)
	No. of members voted	No. of Shares for which votes casted	
Assent	38	10,42,22,889	99.9999
Dissent	6	97	0.0001
Total	**44**	**10,42,22,986**	**100.00**

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Total	**0**	**0**	**0**	**0**

Accordingly, out of the **10,42,22,986** valid votes polled through e-voting, 10,42,22,889 votes were cast **ASSENTING** to the Special Resolution constituting 99.9999% (Approx.) of the valid votes polled and 97 votes were cast **DISSENTING** to the Special Resolution constituting 0.0001% (Approx.) of the valid votes polled

Based on the above result, I report that the Special Resolution as set out in Item No. 6 of the Postal Ballot Notice is passed with **Requisite Majority.**

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The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to the Company Secretary/Authorized Person for preserving safely after the results of the postal ballot are declared

Thanking you,
Yours faithfully,

For M Siroya and Company
Company Secretaries

Mukesh Kumar Siroya
Digitally signed by Mukesh Kumar Siroya
Date: 2026.11.09 15:31:04 +05'30'

Mukesh Siroya
Company Secretary
M. No. FCS 5682; CP No. 4157
PR No: 7657/2026
Firm Registration No.: S2003MH061300
UDIN: F005682H002188456

Place: Mumbai
Date: November 9, 2026

Countersigned
For Imagine Marketing Limited

Pawan Kumar Goenka
Digitally signed by Pawan Kumar Goenka
Date: 2026.11.09 18:05:05 +05'30'

Pawan Kumar Goenka
Non-Executive Director and Chairman
DIN: 00254502

Place: Mumbai
Date: November 9, 2026