

STRICTLY CONFIDENTIAL

December 17, 2024

Dear Shareholder,

Subject: Intimation of the proposed initial public offer of equity shares of Imagine Marketing Limited (“Company”)

This is to inform you that pursuant to a resolution passed by the board of directors of the Company on November 26, 2024, the Company is evaluating options for raising capital including through an initial public offering of its equity shares (“**Equity Shares**”, and such offering, “**Proposed IPO**”). The Proposed IPO will be undertaken subject to market conditions, receipt of regulatory, corporate and such other approvals, consents, other commercial considerations and applicable law, including the Companies Act, 2013, and the rules notified thereunder, each as amended (collectively referred to as the “**Companies Act**”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and in consultation with the book running lead managers (“**BRLMs**”) and other advisors appointed for the Proposed IPO.

The Proposed IPO may comprise a fresh issue of Equity Shares (“**Fresh Issue**”) and/or include an offer for sale of Equity Shares by the existing eligible shareholder(s) of the Company (“**Offer for Sale**” or “**OFS**” and such shareholders, “**Selling Shareholder(s)**”) subject to compliance with conditions as set out herein below and as may be determined by the board of directors of the Company. Further, all decisions in relation to the Proposed IPO (including the timing and structure of the Proposed IPO, the extent of Fresh Issue and/or OFS, price band, appointment of various intermediaries for the Proposed IPO, allocation, allotment and withdrawal of the Proposed IPO) shall be at the sole discretion of the Company, in consultation with the BRLMs in relation to the Proposed IPO, and in accordance with applicable laws.

Participation in the Offer for Sale

In order to participate in the Offer for Sale as a Selling Shareholder, you will be required to comply with certain requirements and undertake certain activities in accordance with the SEBI ICDR Regulations and the Companies Act. Some key considerations are set out below, for your reference.

(i) ***Eligibility of Equity Shares for the OFS:*** The Equity Shares offered for sale in the Proposed IPO (“**Offered Shares**”):

- (a) should be fully paid-up,
- (b) should have been held by you for a continuous period of at least one year prior to filing of the draft offer document/ updated draft red herring prospectus-I, as the case may be depending on filing route adopted, with the Securities and Exchange Board of India (“**SEBI**”) for the Proposed IPO.

For Equity Shares received on conversion or exchange of fully paid-up compulsory convertible securities the holding period of such convertible securities will be counted towards the minimum holding period of one year.

Further, any Equity Shares issued to a shareholder by way of a bonus issue on existing Equity Shares held by a shareholder (in the last one year prior to filing of the draft offer document/ updated draft red herring prospectus-I, as the case may be with SEBI) (“**Bonus Shares**”), are also eligible to be offered as part of the Offer for Sale by the Selling Shareholder, provided that:

- (i) such Bonus Shares have been issued out of free reserves and share premium existing in the books of account of the Company as at the end of the financial year preceding the financial year in which the draft offer document/ updated draft red herring prospectus-I, as the case may be is filed with SEBI; and

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- (ii) such Bonus Shares have not been issued by utilization of revaluation reserves or unrealized profits of the Company.
- (c) should not be subject to any restraining order of any court or tribunal, any charge, lien, pledge, encumbrance or transfer restriction of any kind whatsoever, including any 'lock-in' (other than any arrangement entered into with the BRLMs for the purpose of the Proposed IPO).
- (ii) *Other eligibility conditions:* You should not be debarred from accessing the capital markets by SEBI or prohibited from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court. Further, your holding of the Equity Shares should be in compliance of the Companies (Significant Beneficial Owners) Rules, 2018, as amended.
- (iii) *Additional considerations:* In terms of the SEBI ICDR Regulations, a Selling Shareholder is not permitted to offer Equity Shares more than the following:
 - (a) 50% of their pre-Offer shareholding in the Company on a fully diluted basis, if such shareholder holds, individually or with persons acting concert ("PACs"), more than 20% of the pre-Offer paid-up Equity Share capital of the Company on a fully diluted basis; and
 - (b) 10% of the pre-Offer Equity Share capital of the Company on a fully diluted basis, if such shareholder holds, individually or with PACs, less than 20% of the pre-Offer paid-up Equity Share capital of the Company on a fully diluted basis.
- (iv) *Documentation/Selling Shareholder deliverables:* If you choose to participate in the OFS, you will also be required to furnish a certificate to the BRLMs containing certain confirmations and undertakings in relation to yourself and the Equity Shares proposed to offered by you as part of the OFS, and as part of such documentation you will be required to give customary representations, warranties and confirmations in relation to yourself and the Offered Shares and, including but not limited to:
 - (i) due incorporation, registration and valid existence;
 - (ii) on your eligibility to participate in the Proposed IPO as mentioned in (ii) above;
 - (iii) corporate power and authority to offer and transfer the Offered Shares pursuant to the Proposed IPO;
 - (iv) approval or consent from governmental or regulatory authority, if any;
 - (v) good and valid title to the Offered Shares and free from encumbrances;
 - (vi) accuracy of the statements relating to the Selling Shareholder and the Offered Shares in the offer documents;
 - (vii) you have not been declared a wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India; and
 - (viii) you have not been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended.

Additionally, you will be required to furnish documentations such as consent letters and KYC documentation and enter into agreements including the offer agreement, registrar agreement, syndicate agreement, share escrow agreement, cash escrow agreement and underwriting agreement, in relation to the Proposed IPO.

In the event you are a non-promoter individual selling-shareholder, and you hold less than 1% of the Company's pre-IPO paid-up share capital, you will be required to provide a power of attorney in favour of the Company's representatives for signing the offer documents and various agreements, as mentioned above. A draft of such power of attorney will be shared with you in due course. Please note that the power of attorney when shared with us will need to be adequately stamped for appropriate value by you and duly notarised before it is sent to us. If you are a non-resident, the power of attorney is also required to be duly authenticated by an Indian consul, vice-consul, or representative of the Government of India, as applicable. Further, please note that pursuant to the power of attorney, the authorised person(s) of the Company, will be

acting on your behalf so as to ease the logistics of your participation in the Proposed IPO, and shall not be acting as your fiduciary.

- (v) *Deposit of Offered Shares in escrow account:* The Equity Shares shall be sold in the Proposed IPO at the offer price to be determined through the book building process prescribed under the SEBI ICDR Regulations. Such Equity Shares offered by you will be deposited in an escrow account prior to filing of the updated draft red herring prospectus-II / red herring prospectus, as the case maybe and determined by the BRLMs, until the completion of the Proposed IPO or termination thereof. Once the Equity Shares offered by you are deposited in an escrow account for the Proposed IPO, you shall not sell those Equity Shares or create any lien, pledge or any other encumbrance, as long as such Equity Shares are held in the escrow account.

Further, in case of a non-promoter individual selling shareholders and you hold less than 1% of the Company's pre-IPO paid-up share capital, please note that your Offered Shares may be required to be deposited in an escrow account, prior to the filing of the updated draft red herring prospectus-I . Additionally, if you are a non-resident Selling Shareholder, there may be additional approval requirements pursuant to applicable foreign exchange regulations for deposit of Equity Shares in an escrow account.

- (vi) *Dematerialization:* Please note that the Equity Shares offered by you are required to be either: (i) held in dematerialized form; or (ii) will be dematerialized prior to filing of the relevant offer document with SEBI. Additionally, the shares proposed to be offered by you in the OFS will have to be held in dematerialized form and will continue to be held in dematerialized form till the date of allotment and transfer in the Proposed IPO.
- (vii) *Legal counsel:* Selling Shareholders may consult with the Company for the appointment of legal counsel, as applicable, to advise them in connection to the Proposed IPO. Such counsel shall also be required to provide opinions to the BRLMs on, *inter alia*, the title to the Offered Shares, their due incorporation and corporate authority, as applicable.
- (viii) *Costs and expenses:* Please note that, the offer expenses may broadly include fees and expenses of BRLMs, legal counsel and other intermediaries, advertising and marketing expenses, brokerage and selling commission, listing fees and all other incidental expenses for listing the Equity Shares on the and the relevant stock exchanges in India where the Equity Shares are proposed to be listed. In accordance with the Companies Act and other applicable laws, the expenses and taxes related to the Proposed IPO (except the listing fees) are required to be shared among the Selling Shareholders and the Company, in proportion to the number of Offered Shares offered for sale by the Selling Shareholders and the number of Equity Shares issued by the Company in the Fresh Issue, respectively, on a pro rata basis. However, do note that: (i) fees for legal counsel appointed by the Selling Shareholder; and (ii) fees for tax advisors / consultants, if required, by the Selling Shareholder; shall be solely borne by such Selling Shareholder. Further, any taxes (including securities transaction tax and applicable withholding tax) in relation to your respective portion of the Offered Shares will also be borne by you.
- (i) *Decision making:* The board of directors of the Company or any committee duly constituted by the board of directors of the Company is entitled to take all decisions in relation to the Proposed IPO in accordance with the articles of association and the shareholders' agreement of the Company, the Companies Act, the SEBI ICDR Regulations and other applicable laws. The Company reserves the right, at its sole discretion, to modify or vary the terms and conditions of the participation of such Shareholder in the Offer for Sale, including where any relevant approvals are not obtained in a timely manner or at all.
- (ii) *Responsibility and liability:* As a Selling Shareholder, you will be liable under Companies Act and other applicable law for disclosures made in the offer documents with respect to you or your respective portion of the Offered Shares. You will have to accept responsibility for and confirm the statements made by you in the offer documents (to the extent of information specifically pertaining to you and your respective portion of the Offered Shares) and assume responsibility that such statements are true and correct in all respects. The Company, BRLMs and their respective legal counsels and other professional advisors shall not be responsible or liable to the Selling Shareholder(s) or to any other persons in relation to the Offer for Sale.

Please note that in addition to the indicative list above and the Selling Shareholder deliverables, you may be required to comply with additional terms, requirements or such other directions as may be specified by SEBI and other regulatory authorities, the details of which shall be set out in the Offer-related documents and the Offer-related agreements.

In the event you are interested in participating in the Proposed IPO, please indicate your intention to participate, along with your name, registered address, CIN number, number of Equity Shares held as on date, DP/Client ID, PAN No., telephone number and email ID, as applicable, through an e-mail addressed to Mr. Shreekant Sawant, Company Secretary, at iml.secretarial@imaginemarketingindia.com on or before 05:00 PM IST on Tuesday, December 31, 2024 and in the form annexed as **Annexure A** of this E-mail/letter.

Please note that in the case of any joint ownership over Equity Shares that are proposed to be sold in the Offer for Sale, the consent of all joint owners is required for participation in the Proposed IPO.

A detailed docket of the applicable conditions, requirements and activities to be undertaken and certificates, consent letters, power of attorney, as applicable, and other documents to be provided or executed by each of the Selling Shareholders offering their shares in the Proposed IPO will be shared separately, at the appropriate stages, with the shareholders who express their intention to participate in the Proposed IPO. Please also note that if you become a Selling Shareholder in the Proposed IPO, you shall not be able to submit bid applications in the Proposed IPO as an investor.

We would advise you to seek your own legal and tax advice to decide to participate in the Offer for Sale and neither the Company nor the BRLMs and any other advisors will be responsible for your decision.

In the event the Company does not receive an intimation from you within the above timeline or any other timeline as may be specified by the Company, in writing, it shall be presumed that you are not interested in participating in the Proposed IPO, and have consented to lock-in your entire pre-Offer shareholding from the date of allotment/transfer in the Proposed IPO as per the SEBI ICDR Regulations as set out above, to the extent applicable. The Company and BRLMs would not be liable for delays in receipt of this E-mail/letter and other requisite documents, if duly dispatched by the Company, for postal delays or any other reasons. Accordingly, please ensure that your intimation is received by the Company well before the prescribed time, to avoid inadvertent delays on the last day.

Obligations as a shareholder of the Company in relation to the Proposed IPO

Please note that, irrespective of your eligibility to participate in the OFS, or participation in the OFS, you will, as a shareholder of the Company, be subject to the following:

- (i) **Lock-in:** All pre-offer Equity Shares held by you (other than the Offered Shares which are successfully sold and transferred as a part of the Offer for Sale) will be locked in for a period of six months from the date of allotment pursuant to the Proposed IPO or such other minimum lock-in period (subject to certain conditions and exceptions, including an exemption for lock-in of shares allotted to and held by the employees of the Company under an employee stock option plan, whether or not they are current employees of the Company) in accordance with applicable regulations.

Further, any Equity Shares held by a venture capital fund or Category I alternative investment fund or Category II alternative investment fund or foreign venture capital investor, shall be exempt from such lock-in period, provided that such Equity Shares shall be locked in for such period of six months from the date of purchase by such shareholders (This exemption will not apply if such entity holds more than 20% of the pre-Offer Equity Share capital of the Company, on a fully diluted basis).

- (ii) **Publicity restrictions:** You will be required to comply with the publicity restrictions applicable to public offerings. A copy of the publicity memorandum setting out such restrictions is attached hereto, as **Annexure B**.

The Company also reserves the right to settle all questions, difficulties or doubts that may arise in regard to the Proposed IPO process generally and the Offer for Sale process specifically, and to take all incidental and ancillary steps in this connection.

Please also note that the Company may continue to engage with you, or with the power of attorney holder, as applicable, on various other aspects related to the Proposed IPO, including amendment(s) to the existing shareholders agreement and to the articles of association, and other actions as may be required.

This E-mail/letter does not create any obligation on: (a) the Company to undertake the Proposed IPO within any specific time period, or at all, or (b) any other Shareholders to participate in the Offer for Sale. You are requested to note that offering your Equity Shares does not guarantee that such Equity Shares will be sold through the Proposed IPO. Accordingly, the Offered Shares which remain unsold in the Proposed IPO, will be returned to you in your demat account and will be subject to the lock-in applicable under the SEBI ICDR Regulations, as stated above. Further, the Company reserves the right to not proceed with the Proposed IPO for any reason whatsoever and shall not be bound to undertake the Proposed IPO merely due to the reason that one or more of shareholders have indicated their intention to participate in the Offer for Sale.

If you choose to participate in the Offer for Sale, you will be subject to all statutory liabilities that Shareholders in transactions of such nature may be subject to in accordance with applicable law.

Further, please note that this E-mail/letter is being dispatched to only those Shareholders whose names appear in the register of members/register of beneficial owners of the Company, as on Friday, December 13, 2024.

Please consider this communication in its entirety, including the Proposed IPO, strictly confidential and do not disclose these contents to any third parties. Please note that as a shareholder, you are requested to take note of the above and act accordingly.

Yours faithfully,

For and on behalf of **Imagine Marketing Limited**

Shreekant Sawant
Company Secretary

KINDLY NOTE THAT THE PROPOSED IPO WILL BE UNDERTAKEN BY THE COMPANY SUBJECT TO MARKET CONDITIONS, OTHER CONSIDERATIONS AND RECEIPT OF REGULATORY AND OTHER APPROVALS, INCLUDING OBSERVATIONS FROM SEBI. ACCORDINGLY, IT CANNOT BE GUARANTEED BY THE COMPANY THAT THE PROPOSED IPO WILL HAPPEN/ TAKE PLACE IN A TIMELY MANNER OR AT ALL.

THIS COMMUNICATION IS PREPARED BY THE COMPANY FOR THE EXCLUSIVE USE OF THE ADDRESSEE, AND MAY NOT BE DISTRIBUTED OR USED WITHOUT THE EXPRESS CONSENT OF THE COMPANY FOR ANY PURPOSE OTHER THAN AS DISCLOSED ABOVE. THIS COMMUNICATION MAY NOT BE COPIED, DISTRIBUTED, REPRODUCED OR PASSED ON, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, OR DISCLOSED BY OR PUBLISHED IN WHOLE OR IN PART, FOR ANY PURPOSE OR UNDER ANY CIRCUMSTANCES. IF YOU HAVE RECEIVED THIS COMMUNICATION INADVERTENTLY, PLEASE CONTACT THE SENDER IMMEDIATELY AND DELETE OR DESTROY THIS COMMUNICATION, WHETHER IN ELECTRONIC OR HARD COPY. THIS COMMUNICATION IS FOR INFORMATION PURPOSES ONLY. THIS COMMUNICATION IS NOT INTENDED TO BE A PROSPECTUS OR AN OFFER DOCUMENT UNDER THE APPLICABLE LAWS OF ANY JURISDICTION, INCLUDING INDIA. THIS COMMUNICATION IS NOT A PROSPECTUS UNDER THE COMPANIES ACT, 2013 AND RULES THEREUNDER, IN EACH CASE, AS AMENDED, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS"), OR ANY OTHER APPLICABLE LAW IN INDIA.

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Phone: +91-22-62102400 +91-22-62101300 |
Email: info@imaginemarketingIndia.com

Delhi Corporate Office: 19, Hauz Khas Village,
2nd Floor, New Delhi – 110016
Phone: +91 – 11-45024237, 45019643

Haryana Corporate Office: Gulf Adiba
Plot No. 272, Phase II, Udyog Vihar, Sector 20,
Gurugram, Haryana 122008

THIS COMMUNICATION IS FOR INFORMATION PURPOSES ONLY AND IS NEITHER AN OFFER NOR INVITATION TO BUY NOR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES, NOR SHALL THERE BE ANY SALE OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE IS OR MAY BE UNLAWFUL WHETHER PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION OR OTHERWISE.

RECIPIENTS OF THE COMMUNICATION RESIDENT IN JURISDICTIONS OUTSIDE INDIA SHOULD INFORM THEMSELVES OF AND COMPLY WITH ALL APPLICABLE LEGAL REQUIREMENTS.

NEITHER THIS COMMUNICATION NOR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THIS COMMUNICATION SHOULD BE CONSIDERED AS A RECOMMENDATION BY THE COMPANY OR THE BRLMS, OR ANY OF THEIR AFFILIATES, TO ANY OF THE SELLING SHAREHOLDERS TO OFFER THEIR EQUITY SHARES IN THE OFFER FOR SALE. YOUR PARTICIPATION IN THE OFFER DOES NOT CREATE ANY OBLIGATION ON THE COMPANY OR THE BRLMS TO PURCHASE ANY EQUITY SHARES.

THE SELLING SHAREHOLDERS MUST RELY ON THEIR OWN TAX, FINANCIAL AND LEGAL ADVISORS, IN RELATION TO THEIR PARTICIPATION IN THE OFFER. THE COMPANY, BRLMS AND THEIR RESPECTIVE, AFFILIATES, LEGAL COUNSEL AND OTHER PROFESSIONAL ADVISORS SHALL NOT BE RESPONSIBLE OR LIABLE TO THE SELLING SHAREHOLDERS OR TO ANY OTHER PERSONS IN RELATION TO THE OFFER FOR SALE, INCLUDING IN RELATION TO ANY BAD FAITH, NEGLIGENCE, FRAUD, DEFAULT OR MISCONDUCT BY ANY SELLING SHAREHOLDERS.

NO COMMUNICATION AND NO INFORMATION IN RESPECT OF THIS TRANSACTION MAY BE DISTRIBUTED TO THE PUBLIC IN ANY JURISDICTION WHERE A REGISTRATION OR APPROVAL IS REQUIRED. NO STEPS HAVE BEEN OR WILL BE TAKEN IN ANY JURISDICTION WHERE SUCH STEPS WOULD BE REQUIRED (OTHER THAN INDIA). THE ISSUE, SUBSCRIPTION FOR OR PURCHASE OF EQUITY SHARES MAY BE SUBJECT TO SPECIFIC LEGAL OR REGULATORY RESTRICTIONS IN CERTAIN JURISDICTIONS. IMAGINE MARKETING LIMITED ASSUMES NO RESPONSIBILITY FOR ANY VIOLATION OF ANY SUCH RESTRICTIONS BY ANY PERSON.

THIS COMMUNICATION DOES NOT CONSTITUTE OR FORM A PART OF ANY OFFER OR INVITATION OR SOLICITATION TO PURCHASE OR SUBSCRIBE FOR SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE DISTRIBUTION OF THIS COMMUNICATION IN CERTAIN COUNTRIES MAY CONSTITUTE A BREACH OF APPLICABLE LAW. THIS COMMUNICATION MAY NOT BE PUBLISHED, FORWARDED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OR IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THE EQUITY SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”), AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT. ACCORDINGLY, THE EQUITY SHARES ARE BEING OFFERED AND SOLD (I) WITHIN THE UNITED STATES SOLELY TO PERSONS WHO ARE REASONABLY BELIEVED TO BE QUALIFIED INSTITUTIONAL BUYERS (“U.S. QIBS”) (AS DEFINED IN RULE 144A UNDER THE U.S. SECURITIES ACT) IN ONE OR MORE TRANSACTIONS EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT, AND (II) OUTSIDE THE UNITED STATES IN “OFFSHORE TRANSACTIONS” AS DEFINED IN AND IN COMPLIANCE WITH REGULATIONS UNDER THE U.S. SECURITIES ACT AND THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES OCCUR.

ANNEXURE A

To,

Imagine Marketing Limited
Unit no. 204 & 205, 2nd floor,
D-wing & E-wing, Corporate Avenue,
Andheri Ghatkopar Link, Road,
Mumbai 400 093,
Maharashtra, India

Dear Madam/ Sir,

Subject: Proposed initial public offering of the equity shares (the “Equity Shares”) of Imagine Marketing Limited (the “Company”)

This is in relation to your E-mail/letter dated December 17, 2024 (“Letter”) in relation to the Proposed IPO. We/I would like to inform you that we/I are/am interested in participating in the Offer for Sale, in the event undertaken by the Company. We/I hereby acknowledge the contents of, and accept all terms and conditions set out in, the Letter. We/I hereby confirm compliance with the eligibility conditions prescribed under applicable law and referred to in the Letter. Please share the detailed set of instructions and documents as indicated in your Letter so that we/I can take appropriate steps to participate in the Offer for Sale. Further, please see below my details, as required:

- Name: [●]
- Registered address: [●]
- CIN number (if applicable): [●]
- DP/ Client ID: [●]
- PAN: [●]
- Telephone No.: [●]
- Email ID: [●]
- Number of Equity Shares held as on date: [●]

Capitalised terms not specifically defined herein shall have the same meanings ascribed to such terms in the Letter. This letter may be shared by the Company with, and relied upon, by any representatives and professional advisors of the Company, as well as any regulatory or statutory authority as required under applicable law.

Signature: _____

Name: [●]

Date: [●]

Imagine Marketing Limited
CIN U52300MH2013PLC249758

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ANNEXURE B

PUBLICITY MEMORANDUM

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