

June 25, 2024

<p><b>BSE Limited</b> Phiroze Jeejeeboy Towers Dalal Street, Fort, Mumbai- 400 001 <b>BSE Scrip Code: 539056</b></p>	<p><b>National Stock Exchange of India Limited</b> Exchange Plaza, 5<sup>th</sup> Floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 <b>NSE Scrip Symbol: IMAGICAA</b></p>
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Dear Sir/Madam,

**Sub.: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Indore Park Transaction**

Further to our intimations dated February 8, 2024, March 18, 2024, March 29, 2024 and May 31, 2024 about the Board and Shareholders' approval for purchase of the assets and/or properties pertaining to the water park project being constructed and developed by Malpani Parks Indore Private Limited ("MPIPL"), a related party of the Company, situated at village Paliya Haidar, off Indore – Ujjain Road, located at Indore in Madhya Pradesh ("**Indore Park Project**") for an aggregate consideration not exceeding Rs. 140,00,00,000/- and to acquire leasehold rights on rental basis and/or take lease over the right, title and interest of MPIPL in the land parcels pertaining to the Indore Park Project of an area admeasuring approximately 18 acres against payment of annual lease rentals of an amount of Rs. 3,80,00,000 /- plus applicable taxes and interest free security deposit of Rs. 1,00,00,000/- with MPIPL ("**Earlier Transaction**") which was contemplated to be completed on or before September 30, 2024.

We would like to inform you that the Board of Directors of Imagicaaworld Entertainment Limited ("**the Company**"), at its meeting held on Tuesday, June 25, 2024 i.e. today has, *inter-alia*, approved the modification in the Earlier Transaction as below (collectively, the "**Revised Proposed Transaction**"):

- To acquire and purchase 10,000 (ten thousand) equity shares having face value of Rs. 10/- (Rupees Ten only) each representing 100% (one hundred percent) of the total issued and paid-up equity share capital of Malpani Parks Indore Private Limited ("MPIPL"/ "Target Company") on a fully diluted basis from Malpani Parks Private Limited (the "MPPL"/"Seller") for an aggregate consideration of up to Rs. 55,00,00,000/- (Rupees Fifty Five Crores only), subject to such deductions and/or adjustments as specified in the offer letter(s), share purchase agreement(s), and/or other documents, agreements and/or instruments in this regard (collectively, the "Definitive Agreements"). Post the acquisition, MPIPL shall become a wholly owned subsidiary of the Company. The Seller and the Company have executed the Binding Offer today for the said Revised Proposed Transaction.
- After MPIPL becomes wholly owned subsidiary, the Company shall infuse funds in MPIPL for an amount not exceeding Rs. 153,00,00,000/- (Rupees One Hundred and Fifty Three Crore Only) by way

**Imagicaaworld Entertainment Limited**

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of intercorporate deposit and / or loan and / or debt (and/or any other form/instrument/mechanism as may be decided by the Board from time to time) which is to be utilized *inter-alia* towards the repayment of unsecured loan and other creditors and /or liabilities of MPIPL and such other utilisation as contemplated under the inter-corporate deposit agreements, financing documents and/or other documents, agreements and/or instruments in this regard. This infusion is assuming the total project cost (excluding land) is Rs. 140,00,00,000/- (Rupees One Hundred and Forty Crore only) as estimated in Earlier Transaction.

The total project cost for Indore Park Project shall not exceed Rs. 208,00,00,000/- (Rupees Two Hundred and Eight Crore Only). The Earlier Transaction involved ~18 acres of land at Indore on a lease basis. The Revised Proposed Transaction involves additional underlying assets and entails acquisition of 100% ownership of MPIPL which owns overall ~25 acres of land at Indore and ~1.5 acres of land at Shirdi adjacent to Sai Teerth (devotional theme park currently being operated by the Company).

The Revised Proposed Transaction, being a material related party transaction, shall be subject to the approval of shareholders.

The details, as required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, for the aforesaid transaction is given as "Annexure A".

The Board meeting commenced at 10:30 a.m. (IST) and concluded at 12:15 p.m. (IST).

You are requested to take the same on records.

Thanking you,

Yours faithfully,

**For Imagicaaworld Entertainment Limited**

**Reshma Poojari**  
**Company Secretary & Compliance Officer**

Encl: as above

**Annexure A**

<b>Sr. No.</b>	<b>Disclosure</b>	<b>Information</b>
1	Name of the target entity, details in brief such as size, turnover etc.	Malpani Parks Indore Private Limited (“MPIPL”)  The turnover of MPIPL for the financial year ended on March 31, 2024 is Nil, as MPIPL is yet to commence operation.
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	The Revised Proposed Transaction ( <b>referred as “Transaction” herein below</b> ) is a material related party transaction, since MPIPL and MPPL are Related Parties as per the definition of Section 2(76) of the Companies Act, 2013 and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“ <b>SEBI Listing Regulations</b> ”), and also a part of same group i.e. Malpani Group.  The Transaction shall be done at arm’s length, based on independent valuation reports.  The Transaction has been approved by the Audit Committee and the Board of Directors of the Company. The Company will seek shareholders’ approval in relation to the Transaction.
3	Industry to which the entity being acquired belongs	MPIPL currently does not carry any business and is in the process of constructing a water park
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The acquisition enables the Company to increase its footprint in its line of business. The acquisition also allows consolidation of similar business by entities of the same group which provides for synergy of operations, brand building and rapid increase in scale of business operations.
5	Brief details of any governmental or regulatory approvals required for the acquisition	The Transaction may be subject to approval of the shareholders, other statutory and/or regulatory approvals (if any), and/ or third party approval(s) /

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		consent(s) (if any), as identified under the definitive agreements executed/to be executed from time to time and/or other documents, agreements and/or instruments in this regard.
6	Indicative time period for completion of the acquisition	The Transaction is likely to be completed on or before September 30, 2024 and is subject to fulfilment of condition precedents as agreed between the parties and receipt of requisite regulatory, statutory, shareholders and other approvals / consents as may be required.
7	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration
8	Cost of acquisition and/or the price at which the shares are acquired	<p>The acquisition of 10,000 equity shares of Rs. 10/- each representing 100% paid up equity shares of Malpani Parks Indore Private Limited held by Malpani Parks Private Limited for a consideration of upto Rs. 55,00,00,000/- subject to applicable taxes and such deductions and/or adjustments as specified in the offer letter(s), share purchase agreement(s), and/or other documents, agreements and/or instruments in this regard (collectively, the “Definitive Agreements”) and infusion of intercorporate deposit and / or loan and / or debt (and/or any other form/instrument/mechanism as may be decided by the Board from time to time) by the Company in MPIPL of an amount not exceeding Rs. 153,00,00,000 as agreed between the Company and MPIPL which is to be utilized <i>inter-alia</i> towards the repayment of unsecured loan and other creditors and/or liabilities of MPIPL and such other utilisation as contemplated under the inter-corporate deposit agreements, financing documents and/or other documents, agreements and/or instruments in this regard.</p> <p>The total revised project cost of Indore Park Project i.e. acquisition of MPIPL equity shares along with its assets and liabilities from the shareholders of MPIPL</p>

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		shall not exceed Rs. 208,00,00,000/- (Rupees Two Hundred and Eight Crore Only) which will include fixed assets at Indore site including underlying land (plus adjacent land for future expansion) overall aggregating ~25 acres, building and roads, Rides and other plant and machinery, Electrical equipment, Furniture and other equipment, including any capital work in progress, as part of the Project and Land admeasuring approximately ~1.5 acres at Shirdi adjacent to existing park operated by Company in the name as “Sai Teerth” for future development.
9	Percentage of shareholding / control acquired and / or number of shares acquired	100% paid equity share capital of MPIPL  Post acquisition, MPIPL would become Wholly Owned Subsidiary of the Company, which is subject to fulfilment of condition precedents as agreed between the parties and receipt of requisite regulatory, statutory, shareholders and other approvals / consents as may be required.
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	MPIPL currently does not carry any business and is in the process of constructing a water park.  <b>Date of Incorporation:</b> July 02, 2019  <b>Country:</b> India  <b>Turnover:</b> FY 2023-24 : Nil FY 2022-23 : Nil FY 2021-22 : Nil

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