

Date: May 13, 2022

<p><b>The Manager</b>  <b>DCS - CRD</b>  <b>BSE Limited</b>  Phiroze Jeejeeboy Towers  Dalal Street, Fort,  Mumbai- 400 001  Fax No.: 22722037/39/41/61/3121/3719  BSE Scrip Code: 539056</p>	<p><b>The Manager</b>  <b>Listing Department</b>  <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  Fax No.: 26598237/38  NSE Scrip Symbol: IMAGICAA</p>
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Dear Sir / Madam,

**Sub: Execution of the Investment Agreement (as hereinafter defined)**

**Ref: (1) Intimation under Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI LODR Regulations")**

**(2) Our letter dated May 11, 2022**

In continuation to our captioned letter informing the outcome of the meeting of the Board of Directors of Imagicaaworld Entertainment Limited (the "**Company**") held on May 11, 2022, with reference to the above and in compliance with the requirements of Regulation 30 of SEBI LODR Regulations, we write to inform you of the execution of an investment agreement by the Company with Malpani Parks Private Limited ("**Prospective Acquirer**"), Mr. Manmohan Shetty and Thrill Park Limited dated May 12, 2022 ("**Investment Agreement**") for issuance and allotment of 27,14,19,228 equity shares of the Company of face value of INR 10/- (Indian Rupees ten only) each ("**Equity Shares**") at a price of INR 15.29/- (Indian Rupees fifteen point two nine paise) per Equity Share aggregating to INR 4,15,00,00,000/- (Indian Rupees four hundred and fifteen crores only approximately), in compliance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended) ("**SEBI ICDR Regulations**") and other applicable laws, to the Prospective Acquirer on a preferential basis ("**Preferential Allotment**") inter-alia subject to the fulfilment of the conditions precedent set out in the Investment Agreement.

Under the terms of the Investment Agreement, the preferential issue of equity shares by the Company and the change in management and control of the Company shall be subject to fulfilment of various conditions precedent under the Investment Agreement, which *inter-alia* includes the following:

- (a) the 'Swiss Challenge bid process' to be undertaken by lenders of the Company in due course; and
- (b) the receipt of corporate and other statutory approvals as required under applicable laws.

**Imagicaaworld Entertainment Limited**  
(Formerly known as Adlabs Entertainment Limited)

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Corporate Office: 9<sup>th</sup> Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088  
Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: [www.imagicaaworld.com](http://www.imagicaaworld.com) • Email: [contactus@imagicaaworld.com](mailto:contactus@imagicaaworld.com)



If any of the conditions precedent set out under the Investment Agreement are not fulfilled, the Investment Agreement may be terminated and the preferential issue of equity shares may be cancelled in accordance with the terms and conditions of the Investment Agreement.

The details as required under Regulation 30 of the SEBI LODR Regulations read with the Securities and Exchange Board of India (SEBI) Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 with respect to the Investment Agreement is enclosed as **ANNEXURE – A** to this letter.

We request you to kindly take the above on record.

Pursuant to the requirements of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid notice would also be made available on the website of the Company: <https://www.imagicaaworld.com/>

Thanking you,

Yours faithfully,

For **IMAGICAAWORLD ENTERTAINMENT LIMITED**,

**Mayuresh Kore**  
**Chief Financial Officer**

**Encl.: as above**

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**ANNEXURE – A**  
**INVESTMENT AGREEMENT**

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	The Investment Agreement dated May 12, 2022 has been entered into between the Company, the Prospective Acquirer, Mr. Manmohan Shetty and Thrill Park Limited.
2.	Purpose of entering into the agreement	To issue and allot Equity Shares to the Prospective Acquirer and for change in management and control of the Company, subject to fulfilment of the conditions precedent set out under the Investment Agreement, which is executed pursuant to a Resolution plan formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated June 7, 2019,
3.	Shareholding, if any, in the entity with whom the agreement is executed	Nil
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The Preferential Allotment of the Equity Shares to the Prospective Acquirer and the change in management and control of the Company is subject to fulfilment of various conditions precedent under the Investment Agreement, which <i>inter-alia</i> includes the following: (a) the 'Swiss Challenge bid process' to be undertaken by lenders of the Company in due course; and (b) the receipt of corporate and other statutory approvals as required under applicable laws.
5.	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The Prospective Acquirer is not related to the promoter/promoter group/ group companies in any manner.

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6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	Not Applicable
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Issue and allotment on preferential issue basis of 27,14,19,228 Equity Shares of the Company of face value of INR 10/- (Indian Rupees ten only) each at a price of INR 15.29/- (Indian Rupees fifteen point two nine paisa) per Equity Share aggregating to INR 4,15,00,00,000/- (Indian Rupees four hundred and fifteen crores only), in compliance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws, to the Prospective Acquirer on a preferential basis <i>inter-alia</i> subject to the fulfilment of the conditions precedent set out in the Investment Agreement.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Subject to the fulfilment of the conditions precedent set out in the Investment Agreement, post issuance and allotment of the Equity Shares in the Company to the Prospective Acquirer, the Prospective Acquirer shall have the right to appoint nominee directors on the Board of Directors of the Company.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

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