

Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)



September 17, 2021

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Security Code: 543280

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

Scrip Symbol: NAZARA

Subject: Intimation of Acquisition of Gaming and Live IPs of OML Entertainment Private Limited by Nodwin Gaming Private Limited (Material subsidiary)

Dear Sir(s)/Madam,

We wish to inform that, the Board of Directors of NODWIN Gaming Private Limited (“**NODWIN**”), a material subsidiary of Nazara Technologies Limited at their meeting held on September 17, 2021, has approved the acquisition of Gaming and Live IPs of OML Entertainment Private Limited (“**OML**”) as a going concern on a slump sale basis, for a lump sum cash consideration of Rs.73,00,00,000 (Rupees Seventy Three Crores Only) , without values being assigned to individual assets and liabilities as contemplated under the Income Tax Act, 1961, on such terms and conditions as contained in the Agreement to sell and subject to such other approvals/ consents as may be necessary from the regulatory/ statutory authorities and subject to further conditions that may be imposed by any person or authority while granting such approvals.

In furtherance of the same, Nodwin has entered into an “Agreement to sell” with OML and Mr. Ajay Nair, Managing Director of OML on September 17, 2021 to record the terms and conditions of the acquisition of Gaming and Live IPs of OML.

Detailed information in relation to the above, as required to be disclosed in terms of Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto as **Annexure I**.

Kindly take the above information on record.

Thanking You,

For Nazara Technologies Limited

Kiran Joshi
Interim Compliance Officer



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Annexure I

The disclosure pursuant to Regulation 30 of the SEBI LODR read with Para A (1) of Part A of Schedule III and SEBI Circular CIR/CFD/CMD/4/2015 dated 09th September 2015 :

Sr. No	Particulars	Details
1	Name of the Target Entity, details in brief, such as size, turnover etc.	The Board of Directors of Nodwin Gaming has approved the acquisition of Gaming and Live IPs of OML Entertainment Private Limited ("OML") through Agreement to sell on Slump Sale Basis.
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 "arms length"	<ul style="list-style-type: none"> The transaction would not fall within related party transaction The Promoter/Promoter group do not have any interest in the Gaming and IPs of OML being acquired.
3	Industry to which the entity being acquired belongs	Gaming & Sports Entertainment
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)	NODWIN strongly believes that continuous growth in the IP portfolio is central to building a vibrant ecosystem of fans, talent, broadcasters and brands. The addition of some of the largest IPs in India like NH7 weekender is going to accelerate the massification of esports and gaming entertainment across the spectrum of fans and brands.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable
6	Indicative time period for completion of acquisition	Approximately September 30, 2021
7	nature of consideration - whether cash consideration or share swap and details of the same;	The Consideration for acquisition of Gaming and Live IPs of OML would be paid in cash.
8	cost of acquisition or the price at which the shares are acquired	Subject to the compliance of conditions and adjustments as provided in the Agreement to sell, Consideration amounting to Rs. 73,00,00,000

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		(Rupees Seventy Three Crores only) shall be payable to OML for acquisition of Gaming and Live IPs.
9	percentage of shareholding / control acquired and / or number of shares acquired;	Acquisition of Gaming business and live IPs of OML is through Agreement to sell.
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)	<p>The Business being carved out from OML is in creation and management of live IPs and gaming talent management.</p> <p>OML was incorporated on November 21, 2008</p> <p>Turnover of Gaming and live IPs of OML during last 3 financial years (FY) are as follows:</p> <p>Financial Year ("FY")</p> <p>FY 2018-19 – Approximately Rs. 86.1 crores</p> <p>FY 2019-20 – Approximately Rs. 90.89 crores</p> <p>FY 2020-21 – Approximately Rs. 27.85 crores (Due to Covid impact turnover of FY 2020-21 is not comparable with previous financial years and Business is witnessing strong YOY revenue growth in this current financial year.</p>

For Nazara Technologies Limited

Kiran Joshi
Interim Compliance Officer



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