

Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)



Date: December 11, 2021

**Head, Listing Compliance Department
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

Scrip Code: 543280

**Head Listing Compliance Department
National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1. G Block,
Bandra -Kurla Complex, Bandra (East),
Mumbai- 400051.

Scrip Symbol: NAZARA

Subject: Intimation of Acquisitions by Nodwin Gaming Private Limited (Material Subsidiary).

Reference: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir/Madam,

With reference to above captioned subject and in compliance with Regulation 30 read with Schedule III of Listing Regulations, we hereby inform that, the Board of Directors of Nodwin Gaming Private Limited (“Nodwin”), a material subsidiary of Nazara Technologies Limited, at their meeting held on December 10, 2021, has approved the Acquisition of 10.26% equity stake on fully diluted basis of Rusk Media Private Limited for a total consideration not exceeding Rs. 10,00,00,000 (Rupees Ten crores) payable in cash.

In furtherance of the same, Nodwin has entered into definitive agreements with Rusk Media Private Limited to record the terms and conditions of the proposed acquisition.

The details as required under Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is enclosed as Annexure A to this letter.

Kindly take the above information on record.

Thanking You,

Yours Faithfully

For Nazara Technologies Limited



**Pravesh Palod
Company Secretary and Compliance Officer
M. No. A57964
Encl : a/a**

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Annexure A		
The details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015 is as under:		
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 Private Limited (“Nodwin”) has approved the acquisition of 10.26% equity stake in Rusk Media Private Limited . (Hereinafter referred as “Rusk”) through Shareholder’s Agreement. Authorized Share Capital: Rs. 9,00,000/- Paid-up share capital: Rs. 2,88,920/- Turnover – Rs. 6.40 Crores (based on audited financial statements for year ended March 31, 2021)
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 acquisition of shares of Rusk does not fall under related party transactions as per provisions of the Companies Act, 2013 The promoter / promoter group / group companies of the Company do not have any interest in the entity (Rusk) whose Equity shares are being acquired.
3	Industry to which the entity being acquired belongs	Media & Entertainment
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if the business is outside the main line of business of the listed entity).	NODWIN’s investment in Rusk Media will enable massification of entertainment first gaming and esports content in the country and enable media platforms to have access to content that the 18 - 25 year olds looking for.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	No such approval required
6	Indicative time period for completion of acquisition	Approximately one (1) month

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7	Nature of consideration - whether cash consideration or share swap and details of the same;	The consideration would be paid in cash (in one or more tranches).												
8	Cost of Acquisition or the price at which shares are acquired	Rs.10,00,00,000/- (Rupees Ten Crores)												
9	percentage of shareholding / control acquired and / or number of shares acquired;	Nodwin will acquire 10.26% equity stake in Rusk on fully diluted basis.												
10	Brief background about the entity proposed to be acquired in terms of product/ line of business acquired, date of incorporation, history of last three years turnover, country in which acquired entity has presence and other significant information	<p><u>Line of Business:</u> Rusk Media Private Limited is a digital entertainment company which creates content IPs for the Gen-Z and millennial audiences in India.</p> <p><u>Date of Incorporation:</u> February 13, 2019</p> <p><u>Turnover for last three years:</u> As the Company has been incorporated in February 2019, the Turnover has been provided for last two years:</p> <table border="1"><thead><tr><th colspan="3">Rusk Media Private Limited</th></tr><tr><th colspan="3">INR Crores</th></tr><tr><th>Year</th><th>FY 21</th><th>FY 20</th></tr></thead><tbody><tr><td>Revenue</td><td>6.40</td><td>3.44</td></tr></tbody></table> <p>Based on Audited Financial Statements of the Company</p> <p>The Rusk Operates 100% business in India.</p>	Rusk Media Private Limited			INR Crores			Year	FY 21	FY 20	Revenue	6.40	3.44
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