

# Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)



March 01, 2022

To,  
**Listing Compliance Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001.

**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**

**Scrip Code: 543280**

Dear Sir/ Madam,

**Subject: Intimation of Acquisition of 51% stake in Rusk Distribution Private Limited by Nodwin Gaming Private Limited (Material Subsidiary).**

**Reference: Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

With reference to the captioned subject and in compliance with Regulation 30 read with Schedule III of Listing Regulations, we hereby inform that Nodwin Gaming Private Limited ("**Nodwin**"), a material subsidiary of the Company, on February 28, 2022, has acquired 5,100 equity shares of Rs. 10/- each of Rusk Distribution Private Limited ("**Rusk Distribution**") and paid a total consideration of Rs. 51,000/- (Rupees Fifty-One Thousand only) to Mr. Mayank Yadav and Mr. Karanvir Sofat, the existing Shareholders of Rusk Distribution for the same. Consequently, Nodwin is now holding 51% of the paid up equity share capital of Rusk Distribution.

With this acquisition, **Rusk Distribution** has become subsidiary of Nodwin Gaming Private Limited and a step down subsidiary of the Company effective from February 28, 2022.

The detailed information in relation to above, as required under the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09<sup>th</sup> September, 2015 is enclosed as '**Annexure A**'.

You are requested to kindly take the above intimation on records.

Thanking you,  
Yours faithfully,

For **Nazara Technologies Limited**

A handwritten signature in blue ink, appearing to read "Pravesh Palod", written over a circular stamp.



**Pravesh Palod**  
**Company Secretary and Compliance Officer**  
**M. No.: A57964**  
**Encl: As above**

India | Middle East | Africa | Europe



## Annexure A

### Disclosure of acquisition (including agreement to acquire) in terms of Listing Regulations read with Part A of Schedule III of the Listing Regulations

| Sr. No. | Particulars   | Details   |
|---------|---|---|
| 1       | Name of the Target Entity details in brief such as size, turnover, etc  | <b>Rusk Distribution Private Limited</b><br><br>Incorporated on: January 20, 2022<br><br>Nodwin Gaming Private Limited has acquired 51% equity stake of Rusk Distribution Private Limited for Rs. 51,000 (Rupees Fifty One Thousand only).<br><br>Authorised Share Capital: Rs. 1,00,000/-<br><br>Paid Up Share Capital: Rs. 1,00,000/-<br><br>Turnover: NA<br>(Since it is newly incorporated) |
| 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” | The acquisition of shares of Rusk Distribution Private Limited does not fall under related party transactions as per provisions of the Companies Act, 2013;<br><br>The promoter / promoter group / group companies of the Company do not have any interest in the entity (Rusk Distribution Private Limited) whose Equity shares have been acquired.  |
| 3       | Industry to which the entity being acquired belongs   | Advertising, Media and 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).   | The objective of acquisition of Rusk Distribution is to monetisation of digital content across all media distribution platforms and brands.   |

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|----|--|---|
| 5  | Brief details of any governmental or regulatory approvals required for the acquisition;  | None  |
| 6  | Indicative time period for completion of acquisition   | NA  |
| 7  | Nature of consideration - whether cash consideration or share swap and details of the same;  | The 5,100 Equity Shares of Rs. 10/- each amounting to total consideration of Rs. 51,000/- have been paid in Cash.   |
| 8  | Cost of Acquisition or the price at which shares are acquired  | Rs. 51,000/- (Rupees Fifty-One Thousand Only)<br>At Par Value   |
| 9  | Percentage of shareholding / control acquired and / or number of shares acquired;  | 51% is held by Nodwin Gaming Private Limited, Subsidiary of the Company.  |
| 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>Rusk Distribution Private Limited is a private limited company incorporated on January 20, 2022 under the provisions of Companies Act, 2013 with its registered office at 37, First Floor, Community Centre East of Kailash Delhi South Delhi - 110065.</p> <p>The main objective of Rusk Distribution Private Limited is sale and marketing of advertising spots and solutions in digital content being hosted on Advertising based Video on Demand. Sublicensing of Content Intellectual Properties to Over the Top (OTT) or linear platforms and procuring commissioned content deals from Over the Top (OTT) Linear Platforms.</p> <p>The company is newly incorporated and does not have history of turnover.</p> |

For Nazara Technologies Limited

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



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