

**Date: April 19, 2022**

**Listing Compliance Department  
BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001.  
**Scrip Code: 543280**

**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**

Dear Sir/Madam,

**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”).**

With reference to 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 (“Nazara”), at their meeting held on April 18, 2022, has approved the Acquisition of 35% of the paid up share capital of Brandscale Innovations Private Limited (“Brandscale Innovations”) by way of subscription to 567 equity shares having a face value of ₹ 100/- each of Brandscale Innovations Private Limited for a total consideration of ₹ 1,00,160,550/- (Ten Crore One Lac Sixty Thousand five hundred Fifty), payable in cash.

In furtherance of the same, Nodwin has entered into Shareholders Subscription Agreement and Shareholders Agreement with Brandscale Innovations Private Limited to record the terms and conditions of the proposed acquisition.

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 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 9<sup>th</sup> September 2015 is as under:

Sr. No	Particulars	Details
1	Name of the Target Entity details in brief such as size, turnover, etc.	<p>Brandscale Innovations Private Limited (“Brandscale Innovations”)</p> <p>The Board of Directors of Nodwin has approved the acquisition of 35% equity stake in Brandscale Innovations through Shareholders Subscription Agreement and Shareholders Agreement.</p> <p>Incorporated on October 14, 2021</p> <p>Authorised Share Capital: ₹ 5,00,000/-</p> <p>Paid Up Share Capital: ₹ 1,00,000/-</p> <p>The Company is newly incorporated entity and does not have history of turnover.</p>
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”	<p>Investment in Brandscale Innovations does not fall under related party transactions as per the provisions of the Companies Act, 2013.</p> <p>The promoter/ promoter group / group companies of the Company do not have any interest in Brandscale Innovation, whose Equity shares have been acquired.</p>
3	Industry to which the entity being acquired belongs	Gaming Accessories
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).	Brandscale Innovations Private Limited deals in the business of trading, manufacturing gaming accessories including but not limited to audio headphones and other gaming accessories across computer and mobile. The proposal investment is part of Nodwin’s growth strategy to unlock power of its community and strengthen its D2C revenues.
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



7	Nature of consideration - whether cash consideration or share swap and details of the same;	The consideration would be paid in cash.
8	Cost of Acquisition or the price at which shares are acquired	₹ 1,00,160,550/- (Ten Crore One Lac Sixty Thousand five hundred Fifty)
9	percentage of shareholding / control acquired and / or number of shares acquired;	Nodwin will acquire 35% equity stake in Brandscale Innovations by subscribing 567 equity shares of Rs. 100 each.
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>Line of Business: Brandscale Innovations Private Limited deals in the business of trading, manufacturing gaming accessories including but not limited to audio headphones and other gaming accessories across computer and mobile under the brand name “Wings” and sells its products mostly through e-commerce portals like Amazon, Flipkart, and other ecommerce platforms and through its own website <a href="http://www.wingslifestyle.in">www.wingslifestyle.in</a></p> <p>Date of Incorporation: October 14, 2021</p> <p>The company is newly incorporated entity and has not finished its first annual financial reporting. However, company as per its MIS is clocking 25 Cr ARR basis Q4 of FY22 and is expected to achieve 70 Cr of revenue in FY23.</p> <p>The Brandscale Innovations operates 100% business in India.</p>

**For Nazara Technologies Limited**



**Pravesh Palod**  
**Company Secretary and Compliance Officer**  
M. No. 57964

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