

Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)



Date: January 13, 2022

**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 (“Nazara”), at their meeting held on January 12, 2022, has approved the Acquisition of 27,987 equity shares of Rs. 10/- each of Superhero Brands Private Limited from existing shareholders (“Sellers”), in one or more tranches, aggregating to 100% equity stake of Superhero Brands Private Limited, on such terms and conditions, as mutually agreed in the Share Purchase Agreement proposed to be entered between the Sellers and the Company, for a consideration of Rs. 4.90/-Crores.

With this, Superhero Brand Private Limited shall become the wholly owned subsidiary of Nodwin and subsidiary of Nazara.

In furtherance of the same, Nodwin has entered into definitive agreements with Superhero Brands 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 Paod
Company Secretary and Compliance Officer
M. No. A57964
Encl: A/a



India | Middle East | Africa | Europe

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 100% equity stake in Superhero Brands Private Limited . (hereinafter referred as “Superhero”) through Share Purchase Agreement. Authorized Share Capital: Rs. 650000/- Paid-up share capital: Rs. 284060/- Turnover – Approx. Rs. 2.79 Crores (as on October 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 Superhero 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 (Superhero) whose Equity shares are being acquired.
3	Industry to which the entity being acquired belongs	Manufacturing and selling licensed character merchandise.
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).	On acquisition Superhero become wholly owned subsidiary of Nodwin and this will give Nodwin an entry in D2C business catering to gaming fans across the country by increasing its offerings with licensed merchandise.
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 (in one or more tranches).
8	Cost of Acquisition or the price at which shares are acquired	Rs. 4.90 Crores
9	percentage of shareholding / control acquired and / or number of shares acquired;	Nodwin will acquire 100% equity stake in Superhero.

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Nazara™

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> Superhero is engaged in business of manufacturing and selling licensed character merchandise, apparels, collectibles, accessories and other merchandise services in India.</p> <p><u>Date of Incorporation:</u> June 02, 2015</p> <p><u>Turnover for last three years:</u></p> <table border="1" data-bbox="829 619 1421 787"><thead><tr><th colspan="4">Superhero Brands Private Limited</th></tr><tr><th colspan="4">INR Crores</th></tr><tr><th>Year</th><th>FY 21</th><th>FY 20</th><th>FY 19</th></tr></thead><tbody><tr><td>Revenue*</td><td>4.99</td><td>8.17</td><td>7.43</td></tr></tbody></table> <p>*Based on Audited Financial Statements of the Company.</p> <p>The Superhero Operates 100% business in India.</p>	Superhero Brands Private Limited				INR Crores				Year	FY 21	FY 20	FY 19	Revenue*	4.99	8.17	7.43
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For Nazara Technologies Limited

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



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