

August 21, 2024

To
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 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended (the “Listing Regulations”) – Update

With reference to the above and further to our earlier intimation dated August 08, 2024 and in compliance with Regulation 30 read with Schedule III of the Listing Regulations, we hereby inform / update you that the Company has entered into a Share Subscription Agreement (“SSA”) with Nazara Technologies UK Limited (“Nazara UK”), a wholly owned subsidiary of the Company, on August 21, 2024, for the infusion of funds not exceeding GBP 4,236,246 (~USD 5.5mn / ~INR 45.9Cr), into Nazara UK by way of subscription to its equity shares, subject to compliance with the applicable laws.

Further, the Company has also entered into a Loan Agreement with Nazara UK on August 21, 2024, for the proposed grant of a loan not exceeding GBP 16,944,985 (~USD 21.9mn / ~INR 183.5Cr.), in one or more tranches, to Nazara UK, subject to compliance with the applicable laws.

The details in relation to the above, as required under the Listing Regulations read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as Annexure A & B.

Kindly take the above information on record.

Thanking You.

Yours Faithfully,

For Nazara Technologies Limited

RAKESH
CHANDRAK
ANT SHAH
Digitally signed by
RAKESH
CHANDRAKANT SHAH
Date: 2024.08.21
22:34:55 +05'30'

Rakesh Shah
Chief Financial Officer

Annexure A

The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023:

Sr. No.	Particulars	Details
1.	Name of the Target Entity details in brief such as size, turnover, etc.	<p>Nazara Technologies UK Limited (“Nazara UK”)</p> <p>Nazara UK is a company incorporated in the United Kingdom as a wholly owned subsidiary of the Company on July 31, 2024.</p> <p>Paid-up Share Capital: 100 GBP</p> <p>Turnover: Nil (yet to commence its business operations).</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>Nazara UK, being a wholly owned subsidiary of the Company is a related party of the Company.</p> <p>Transactions between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company are exempt under related party transactions.</p> <p>Therefore, the transaction of proposed infusion of funds into Nazara UK by way of subscription to its equity shares is exempt under related party transactions.</p> <p>Except as stated above, the promoter/promoter group/group companies of the Company do not have any interest in Nazara UK.</p>
3.	Industry to which the entity being acquired belongs	Gaming & Entertainment Industry
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 infusion of funds by the Company into Nazara UK, by way of subscription to its equity shares, is intended to finance the acquisition of Fusebox Games Ltd. by Nazara UK, as previously communicated vide our intimation dated August 08, 2024.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of acquisition	Completed
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration

8.	Cost of Acquisition or the price at which shares are acquired	GBP 4,236,246 (~USD 5.5mn / ~INR 45.9Cr).
9.	Percentage of shareholding / control acquired and / or number of shares acquired	The Company holds 100% of the paid-up share capital of Nazara UK.
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>Nazara UK is a company incorporated in the United Kingdom as a wholly owned subsidiary of the Company.</p> <p>Date of incorporation: July 31, 2024</p> <p>Turnover: Nil (yet to commence business operations).</p> <p>Country: United Kingdom</p>

Annexure B

The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023:

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	The loan agreement (“the Agreement”) has been entered into between the Company (“Lender”) and Nazara Technologies UK Limited (“Borrower” / “Nazara UK”), a wholly owned subsidiary of the Company, on August 21, 2024.
2.	Purpose of entering into the agreement	<p>The Agreement has been entered for the proposed grant of loan not exceeding GBP 16,944,985 (~USD 21.9mn / ~INR 183.5Cr.), in one or more tranches, to Nazara UK, subject to compliance with the applicable laws.</p> <p>The proposed loan by the Company to Nazara UK is intended to finance the acquisition of Fusebox Games Ltd. by Nazara UK, as previously communicated vide our intimation dated August 08, 2024.</p>
3.	Size of agreement	Not exceeding GBP 16,944,985/- (~USD 21.9mn / ~INR 183.5Cr.)
4.	Shareholding, if any, in the entity with whom the agreement is executed	The Company holds 100% of the paid-up share capital of Nazara UK.
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	Not Applicable.
6.	<p>a.) Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship</p> <p>b.) Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length</p>	<p>Nazara UK, being a wholly owned subsidiary of the Company is a related party of the Company.</p> <p>Transactions between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company are exempt under related party transactions.</p> <p>Therefore, the transaction of proposed grant of loan to Nazara UK, subject to compliance with applicable laws, is exempt under related party transactions.</p> <p>Except as stated above, the promoter/promoter group/group companies of the Company do not have any interest in Nazara UK.</p>

8.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
9.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis	<p>Lender: Nazara Technologies Limited</p> <p>Borrower: Nazara Technologies UK Limited</p> <p>Nature of Loan: Unsecured Loan</p> <p>Total amount of loan: Not exceeding GBP 16,944,985/- (~USD 21.9mn / ~INR 183.5Cr.) in one or more tranches, subject to compliance with the applicable laws.</p> <p>Date of Execution of Loan Agreement: August 21, 2024</p> <p>Details of Security provided: None</p> <p>Amount of loan outstanding as on date of disclosure: Nil</p>
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements	Not Applicable
11.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b.) nature of the agreement; c.) date of execution of the agreement; d.) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable