

Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)



May 28, 2021

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Security Code: 543280

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Symbol: NAZARA

Sub: Outcome of Board Meeting held on May 28, 2021

Reference: Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this is to inform you that the Board of Directors of the Company at its meeting held today i.e. on Friday, May 28, 2021, has *inter-alia* considered and approved:

1. the Audited Financial Results (Standalone & Consolidated) of the Company, for the quarter and financial year ended March 31, 2021.
2. Appointment of Manish Ghia & Associates, Company Secretaries, as the Secretarial Auditors of the Company for the financial year 2021-22. The details pertaining to the Secretarial Auditor is enclosed as Annexure 1.

A copy of the said audited financial results together with the Auditors Report for the quarter and financial year ended March 31, 2021, are enclosed herewith as Annexure 2. These are also being made available on the website of the Company: www.nazara.com

Further, pursuant to the provisions of Regulation 33 (3) (d) of the SEBI LODR, the declaration of Unmodified Opinion by the Joint Managing Director of the Company, in respect of the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2021 is enclosed as Annexure 3.

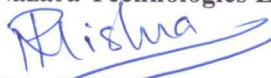
The meeting of the Board of Directors commenced at 3.00 p.m. and concluded at 6.35 p.m.

This is for your information and records.

Thanking you.

Yours faithfully,

For Nazara Technologies Limited


Pratibha Mishra

Company Secretary and Compliance Officer

India | Middle East | Africa | Europe

ANNEXURE 1

PARTICULARS PERTAINING TO APPOINTMENT OF SECRETARIAL AUDITOR.

Name of the Firm	M/s Manish Ghia & Associates
Membership No.	6252
Certificate of Practice No.	3531
Address and Email id of the Auditor	04, Chandan Niwas, 1 st Floor, Mathuradas Vasanji Road, behind Andheri Gymkhana, Andheri (East), Mumbai – 400069 Email id: mg@mgconsulting.in
Reason for appointment	Pursuant to Section 204 of the Companies Act 2013 and the rules made thereunder and in accordance with the provisions of Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
Date of appointment and Term of appointment	For F.Y. 2021-22, appointed at Board meeting held on May 28, 2021
Brief Profile	<p>M/s Manish Ghia & Associates, founded in the year 2000 by Mr. Manish L. Ghia, a Fellow Member of the Institute of Company Secretaries of India, offers a wide range of specialized, multi-disciplinary professional services to meet the immediate and long term business needs of its clients.</p> <p>Its team consist of 70 members including 27 Qualified Company Secretaries and MBA's, all equipped with requisite business and technical skills, experience and knowledge, deliver customized solutions to our valued clients.</p> <p>Manish Ghia has more than 21 years of experience in the field of Advisory and Consultancy Services under Corporate laws comprising of Companies Act, Securities Laws, Listing Guidelines and regulations, NBFC Guidelines, SEBI Rules and Regulations.</p> <p>M/s. Manish Ghia & Associates has accorded consent to act as Secretarial Auditor of the Company and is qualified and eligible for appointment in accordance with the requirements of the Companies Act, 2013.</p>

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Begumpet
Hyderabad – 500 016
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Independent Auditor's Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Nazara Technologies Limited

Opinion

1. We have audited the accompanying standalone annual financial results ('the Statement') of Nazara Technologies Limited ('the Company') for the year ended 31 March 2021, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the SEBI from time to time.
2. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations, and
 - (ii) gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the standalone net profit after tax and other comprehensive income and other financial information of the Company for the year ended 31 March 2021.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Statement* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion.

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiok & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Responsibilities of Management and Those Charged with Governance for the Statement

4. This Statement has been prepared on the basis of the standalone annual audited financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.
5. In preparing the Statement, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Statement

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under section 143(10) of the Act, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.
8. As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place adequate internal financial controls with reference to financial statements and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
 - Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

11. The Statement includes the standalone financial results for the quarter ended 31 March 2021, being the balancing figures between the audited figures in respect of the full financial year and the unaudited year-to-date figures up to the third quarter of the current financial year, on which we issued a special purpose review report dated 28 May 2021.
12. The Statement also includes figures for the preceding quarter ended 31 December 2020 which have been approved by the Board of Directors and is based on management certified standalone financial information of the Company and have not been subjected to either audit or review.
13. The Statement includes figures for the corresponding quarter ended 31 March 2020 which are the balancing figures between the audited figures in respect of the full financial year ended 31 March 2020 and the unaudited year-to-date figures up to the third quarter of the previous financial year, which have been approved by the Company's Board of Directors, but have not been subjected to audit or review.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

NIKHIL
VAID

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by NIKHIL VAID
Date:
2021.05.28
18:24:44 +05'30'

Nikhil Vaid

Partner

Membership No. 213356

UDIN: 21213356AAAACN4807

Place: Hyderabad

Date: 28 May 2021

FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2021
CIN : U72900MH1999PLC122970 ; Registered office: Maker Chambers 3, 51-57, Nariman Point,
Mumbai, Maharashtra 400021
Website: www.nazara.com ; Email: info@nazara.com ; Tel.: +91-22-40330800 ; Fax: +91-22-22810606
FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2021

(Amounts in ₹ millions, except share and per share data, unless otherwise stated)

Particulars	Quarter Ended		Year Ended		
	March 31, 2021 (Audited) (Refer note 3)	December 31, 2020 (Unaudited) (Refer note 4)	March 31, 2020 (Unaudited) (Refer note 5)	March 31, 2021 (Audited)	March 31, 2020 (Audited) (Restated)
I Income					
(a) Revenue from operations	64.19	71.99	134.73	329.34	461.21
(b) Other income	11.69	13.60	24.49	90.07	66.31
Total income	75.88	85.59	159.21	419.41	527.52
II Expenses					
(a) Content	7.61	8.30	10.41	22.03	44.02
(b) Advertising expenses	17.66	15.98	9.46	62.21	74.60
(d) Employees benefits expense	61.98	37.03	41.55	173.60	140.17
(e) Finance costs	0.07	0.29	0.95	1.51	5.16
(f) Depreciation and amortisation	14.71	13.40	18.03	54.45	51.05
(g) Impairment losses	43.19	17.50	35.82	60.69	35.82
(h) Other expenses	13.05	16.15	20.61	53.39	71.97
Total expenses	158.27	108.65	136.82	427.88	422.79
III Profit/ (loss) before tax (I-II)	(82.39)	(23.06)	22.39	(8.47)	104.73
IV Tax expense / (credit)					
(a) Current tax	(10.07)	4.34	8.47	13.06	31.47
(b) Taxes for earlier years	(3.95)	5.62	-	(3.95)	-
(c) Deferred tax expense/(benefit)	(12.87)	(9.23)	7.95	(25.79)	3.61
Total tax expenses / (credit)	(26.89)	0.73	16.42	(16.68)	35.08
V Profit/ (loss) for the period / year (III-IV)	(55.50)	(23.79)	5.97	8.21	69.65
VI Other comprehensive income / (loss)					
(a) Items that will not be reclassified to profit and loss (net)	1.52	(2.19)	0.05	(0.40)	0.18
(b) Item that will be reclassified to profit and loss (net)	(0.10)	(4.74)	11.34	(6.12)	14.38
Other comprehensive income (net of taxes)	1.42	(6.93)	11.39	(6.52)	14.56
VII Total comprehensive income / (loss) for the period / year (V+VI)	(54.08)	(30.72)	17.36	1.69	84.21
VIII Paid-up equity share capital (Face Value of ₹ 4 each)	121.81	115.82	111.99	121.81	111.99
IX Other equity (revaluation reserve: ₹ Nil)				4,577.38	3,315.82
X Earnings per share (of face value ₹ 4 each) (not annualised)					
(a) Basic (in ₹)	(1.86)	(0.83)	0.21	0.28	2.51
(b) Diluted (in ₹)	(1.86)	(0.83)	0.21	0.28	2.46

See accompanying notes to the Standalone financial results

NAZARA TECHNOLOGIES LIMITED
CIN : U72900MH1999PLC122970 ; Registered office: Maker Chambers 3, 51-57, Nariman Point,
Mumbai, Maharashtra 400021
Website: www.nazara.com ; Email: info@nazara.com ; Tel.: +91-22-40330800 ; Fax: +91-22-22810606
BALANCE SHEET AS AT MARCH 31, 2021

(Amounts in ₹ millions, except share and per share data, unless otherwise stated)

Particulars	As at	
	March 31, 2021 (Audited)	March 31, 2020 (Audited) (Restated)
ASSETS		
Non-current assets		
Property and equipment	1.25	1.09
Right-of-use assets	7.03	46.62
Intangible assets	1.34	3.15
Financial assets		
Investments	3,382.13	3,033.03
Loans and deposits	43.59	29.35
Other financial assets	-	40.19
Deferred tax assets (net)	45.18	19.28
Other non-current assets	21.84	19.13
Total non-current assets	3,502.36	3,191.84
Current assets		
Financial assets		
Investments	1,060.37	326.10
Loans and deposit	74.65	17.64
Trade receivables	41.94	84.55
Cash and cash equivalents	561.88	39.04
Other current financial assets	437.51	40.84
Other current assets	35.99	18.78
Total current assets	2,212.34	526.95
Total assets	5,714.70	3,718.79
EQUITY AND LIABILITIES		
EQUITY		
Equity share capital	121.81	111.99
Other equity	4,577.38	3,315.82
Total Equity	4,699.19	3,427.81
LIABILITIES		
Non-current liabilities		
Provisions	15.34	12.07
Total non-current liabilities	15.34	12.07
Current liabilities		
Financial liabilities		
Trade payables due to		
Micro and Small Enterprises	1.75	0.07
Other than Micro and Small Enterprises	132.25	84.26
Lease liabilities	-	39.94
Other financial liabilities	588.21	132.32
Other current liabilities	270.03	13.67
Provisions	7.00	6.27
Current tax liabilities (net)	0.93	2.38
Total current liabilities	1,000.17	278.91
Total Equity and Liabilities	5,714.70	3,718.79

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CASHFLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

(Amounts in ₹ millions, except share and per share data, unless otherwise stated)

	Year Ended	
	March 31, 2021 (Audited)	March 31, 2020 (Audited)
Cash flow from operating activities		
Profit/(loss) before tax	(8.47)	104.73
Adjustments for :		
Fair value gain on financial instruments at fair value through profit and loss	(5.63)	(21.94)
Sundry balances written-back	(2.95)	(13.98)
Depreciation and amortisation	54.45	51.05
Share based payment expenses	5.93	-
Bad debts written off	2.15	0.80
Provision for doubtful debts	1.23	-
Unwinding of interest on loans and advances	(3.28)	(1.57)
Interest on lease liabilities	1.51	5.16
Lease concession gain	(13.76)	-
Unrealised foreign exchange (gain)/loss, net	3.05	(3.46)
Net gain on sale of current investments	(11.51)	(15.03)
Loss on fair value on non-current investment	17.50	9.63
Impairment on investment in subsidiary, associates and joint ventures	43.19	26.19
Interest income	(12.50)	(5.93)
Dividend income	(39.10)	-
Operating profit before working capital changes	31.81	135.65
Working capital adjustments:		
Increase/(decrease) in trade payables	52.62	(4.74)
Increase in provisions	3.49	0.10
Increase/(decrease) in other liabilities	256.37	(6.04)
Increase in other financial liabilities	555.88	4.19
Decrease/(increase) in trade receivables	36.18	(10.20)
(Increase) in loans and advances	(67.97)	(38.20)
(Increase) in other financial assets	(349.69)	(0.91)
(Increase)/decrease in other assets	(17.27)	23.86
Cash generated from operations	501.42	103.71
Direct taxes paid (net of refunds)	(13.21)	(22.71)
Net cash flow from operating activities (A)	488.21	81.00
Cash flow from investing activities		
Purchase of property and equipment, including intangible assets	(1.23)	(3.11)
Acquisition of shares in subsidiary/associates	(363.45)	(566.50)
Purchase of non-current investments	-	(7.50)
Purchase of current investments	(1,025.13)	(293.91)
Movement of restricted bank balances	(535.57)	-
Sale of current investments	301.89	820.67
Interest received on fixed deposits, bonds and loans given to subsidiary	5.71	5.80
Dividend received from subsidiary company	39.10	-
Decrease in other bank balances	-	1.65
Net cash flow (used in) investing activities (B)	(1,578.68)	(42.90)
Cash flow from financing activities		
Issue of equity shares (including premium)	1,117.41	25.45
Repayment of lease liabilities	(39.67)	(51.47)
Net cash flow from/(used in) financing activities (C)	1,077.74	(26.02)
Net increase in cash and cash equivalents (A)+(B)+(C)	(12.73)	12.08
Cash in hand at the beginning of the year	0.80	0.55
Balances with bank at the beginning of the year	38.24	26.41
Cash and cash equivalents at the end of the year	26.31	39.04
Cash and cash equivalents as above comprises of the following		
Cash in hand	0.97	0.80
Balances with bank	560.91	38.24
Total cash and bank balance	561.88	39.04
Less: Restricted bank balance	(535.57)	-
Total cash and cash equivalents	26.31	39.04

Notes to the Standalone financial results:

- 1 The Standalone statement/results of Nazara Technologies Limited ("the Company") have been prepared in accordance with the recognition and measurement principles of applicable Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), as prescribed under section 133 of the Companies Act 2013 and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended.
- 2 The above results were reviewed and recommended by the audit Committee and approved by the Board of Directors at their respective meetings held on May 28, 2021.
- 3 Equity shares of the Company were listed on March 30, 2021 on BSE limited and National Stock Exchange of India Limited (NSE). Accordingly, the Company, for the first time, has presented its results for the year and quarter ended March 31, 2021. The figures for the quarter ended March 31, 2021 are the balancing figures between audited figures for the full financial year and the unaudited year-to-date figures up to the end of the third quarter of the current financial year, which were subjected to a limited review by the statutory auditor.
- 4 The figures for the preceding quarter ended December 31, 2020 have been approved by the Board of Directors and is based on management certified standalone financial information of the Company and have not been subjected to either audit or review by the statutory auditor.
- 5 The figures for the quarter ended March 31, 2020 have neither been reviewed nor audited by the statutory auditors and is based on management certified standalone financial information of the Company.
- 6 The Company has completed its Initial Public Offering (IPO) of 52,94,352 equity shares of face value of ₹ 4 each at a price of ₹ 1,101 per equity share, consisting entire equity shares as an offer for sale by the selling shareholders. The equity shares of the Company were listed on BSE limited and National Stock Exchange of India Limited on 30 March 2021. The proceeds have been distributed to the Selling Shareholders in proportion to the shares sold by the respective Selling Shareholders as part of the Offer. These proceeds have been distributed to the selling shareholders in proportion to the shares sold by respective selling shareholders, net of expenses. Of the total proceeds, ₹ 535.57 million is lying in the bank balance as of March 31, 2021 and has been disclosed as restricted cash.
- 7 The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of intangible assets, Investments, trade receivables including unbilled revenue and other assets.

In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial results has used internal and external sources on the expected future performance of the Company, including in respect of each business segment the Company operate into. Management believes that the pandemic will not have a significant negative effect on the Company's financial position and results of its operation. However, in view of the volatility in the global economic conditions pursuant to this pandemic; the impact of COVID-19 on the Company's financial statements may differ from the estimate as on the date of the approval of the results. The Company will continue to closely monitor any material changes to future economic conditions.

- 8 Subsequent to the Balance Sheet date, following events have led to change in controlling interest in subsidiaries:
 - a) Halaplay Technologies Private Limited has issued 30,638 equity shares of face value of ₹100 per share to investors at a premium of ₹ 5,775 per share. Consequent to this, Company's stake in Halaplay will reduce to 64.70% from existing 74.02%.
 - b) The Company has entered into an agreement to acquire 3,000 equity shares of Absolute Sports Private Limited of face value ₹ 10 each from one of its employee at a premium of ₹ 3,195.34 per share. Consequent to this, Company's stake in Absolute will increase to 74.30% from existing 72.71%.
- 9 The Group has restated standalone financial statements / results for the comparative periods, in accordance with the requirements of Ind-AS 8 - 'Accounting Policies, Changes in Accounting Estimates and Errors'. Restatements impact on equity and total comprehensive income has been summarized as follows:

Balance sheet

	As at March 31, 2020	Restatement	As at March 31, 2020 (Restated)
Equity			
Other equity	3,322.08	(6.26)	3,315.82

Statement of profit and loss account

	For the year ended on March 31, 2020	Restatement	For the year ended on March 31, 2020 (restated)
Total comprehensive (loss) / income for the year	90.47	(6.26)	84.21

The aforesaid restatements arose on account of correction of deferred tax liability on unrealized gain on mutual funds as at March 31, 2020.

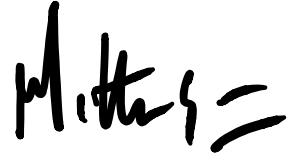
10 The Company made following additional investments in subsidiaries during the year:

- a) The Company invested ₹ 84 million in cash to acquire 40,002 equity shares of face value ₹ 1 each in Halaplay from existing shareholders. The Company further invested ₹ 29.50 million in cash for acquiring 6,565 equity shares of face value ₹ 100 each through private placement of shares. The Company further invested ₹ 146.35 million for acquiring 31,578 0.1% cumulative compulsorily convertible preference shares of ₹ 100 each from existing shareholders.
- b) The Company has invested ₹ 149.94 million in cash for acquiring 831 equity shares of ₹ 100 each in Nodwin Gaming Private Limited during the current year.

11 Instant Growth Limited, foreign body corporate, has subscribed 1,160,093 equity shares of face value ₹ 4 per share at a premium of ₹ 858 per share on 4 February 2021 on private placement basis.

12 The above results are available on the Company's website www.nazara.com and also on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com), where the shares of the Company are listed.

For and on behalf of the Board of Directors



Nitish Mittersain
Joint Managing Director
DIN: 02347434

Place: Mumbai
Date: May 28, 2021

Walker Chandiok & Co LLP

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Independent Auditor's Report on Consolidated Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Nazara Technologies Limited

Opinion

1. We have audited the accompanying consolidated annual financial results ('the Statement') of Nazara Technologies Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint venture for the year ended 31 March 2021, attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the SEBI from time to time.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate audited financial statements of the subsidiaries and joint ventures, as referred to in paragraph 12 below, the Statement:
 - (i) includes the annual financial results of the entities listed in Annexure 1;
 - (ii) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations; and
 - (iii) gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the consolidated net profit after tax and other comprehensive income and other financial information of the Group, its associates and joint venture for the year ended 31 March 2021.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in *the Auditor's Responsibilities for the Audit of the Statement section of our report*. We are independent of the Group, its associates and joint ventures, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and that obtained by the other auditors in terms of their reports referred to in paragraph 12 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Statement

4. The Statement, which is the responsibility of the Holding Company's management and has been approved by the Holding Company's Board of Directors, has been prepared on the basis of the consolidated annual audited financial statements. The Holding Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the consolidated net profit or loss after tax and other comprehensive income, and other financial information of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Ind AS prescribed under section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of the Statement. Further, in terms of the provisions of the Act, the respective Board of Directors/ management of the companies included in the Group and its associates and joint venture, covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Group, and its associates and joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results, that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial results have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.
5. In preparing the Statement, the respective Board of Directors of the companies included in the Group and of its associates and joint venture are responsible for assessing the ability of the Group and of its associates and joint venture, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
6. The respective Board of Directors of the companies included in the Group and of its associates and joint venture are responsible for overseeing the financial reporting process of the companies included in the Group and of its associates and joint venture.

Auditor's Responsibilities for the Audit of the Statement

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under section 143(10) of the Act, will always detect a material misstatement, when it exists. Misstatements can arise from fraud or error, and are considered material if, individually, or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.
8. As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint venture, to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information or financial statements of the entities within the Group, and its associates and joint venture, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement, of which we are the independent auditors. For the other entities included in the Statement, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
9. We communicate with those charged with governance of the Holding Company and such other entities included in the Statement, of which we are the independent auditors, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
11. We also performed procedures in accordance with SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019, issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

Other Matters

12. We did not audit the annual financial statements of 8 subsidiaries included in the Statement, whose financial information reflects total assets of ₹ 538.44 million as at 31 March 2021, total revenues of ₹ 67.99 million, total net loss after tax of ₹ 115.35 million, total comprehensive income of ₹ 115.35 million, and cash outflows (net) of ₹ 27.05 million for the year ended on that date, as considered in the Statement. The Statement also includes the Group's share of net loss after tax of ₹ 14.16 million and total comprehensive income of ₹ 14.16 million for the year ended 31 March 2021, in respect of 1 joint venture whose annual financial statements have not been audited by us. These annual financial statements have been audited by other auditors whose audit report have been furnished to us by the management and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures are based solely on the audit reports of such other auditors, and the procedures performed by us as stated in paragraph 11 above. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and reports of other auditors.

Further, of these subsidiaries, and joint venture, 6 subsidiaries, are located outside India, whose annual financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries, and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management.

Our opinion, in so far as it relates to the balances and affairs of these subsidiaries located outside India, is based on the audit report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

The statements also includes the Group's share of net loss after tax of ₹ 9.66 million and total comprehensive loss of ₹ 9.66 million for the year ended 31 March 2021, in respect of two associates based on its annual financial information which has not been audited by its auditor. These financial information have been furnished to us by the Holding Company's management and our opinion, in so far as it relates to the amounts and disclosures included in respect of the aforesaid associates is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the management, these financial information are not material to the Group.

Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

13. The Statement includes the consolidated financial results for the quarter ended 31 March 2021, being the balancing figures between the audited consolidated figures in respect of the full financial year and the unaudited year-to-date consolidated figures up to the third quarter of the current financial year, on which we issued a special purpose review report dated 28 May 2021.

Walker Chandiok & Co LLP

14. The Statement also includes figures for the preceding quarter ended 31 December 2020 which have been approved by the Board of Directors and is based on management certified consolidated financial information of the Group and have not been subjected to either audit or review.
15. The Statement includes consolidated figures for the corresponding quarter ended 31 March 2020 which are the balancing figures between the audited figures in respect of the full financial year ended 31 March 2020 and the unaudited year-to-date figures up to the third quarter of the previous financial year, which have been approved by the Holding Company's Board of Directors, but have not been subjected to audit or review.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

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by NIKHIL VAID
Date:
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Nikhil Vaid

Partner

Membership No. 213356

UDIN: 21213356AAAACM2048

Place: Hyderabad

Date: 28 May 2021

Walker Chandiok & Co LLP

Annexure 1

List of entities included in the Statement

Sr. No.	Particulars
	Subsidiaries (including Step down subsidiaries)
1	Nazara Technologies FZ LLC
2	Nazara Pte Limited
3	Nextwave Multimedia Private Limited
4	Absolute Sports Private Limited
5	Nodwin Gaming Private Limited
6	Nazara Pro Gaming Private Limited
7	CrimzonCode Technologies Private Limited
8	Paper Boat Apps Private Limited
9	Halaplay Technologies Private Limited
10	Nazara Technologies
11	Nazara Zambia Limited
12	Nz Mobile Nigeria Limited
13	Nazara Uganda Limited
14	Nzmobile Kenya Limited
15	Nzworld Kenya Limited
16	Nazara Bangladesh Limited
17	Nodwin Gaming International Limited
18	Kiddopia Inc.
	Associates
19	Mastermind Sports Limited
20	Moong labs Technologies Private Limited
	Joint Venture
21	Sports Unity Private Limited

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Consolidated Financial Results for the quarter ended March 31, 2021

(Amounts in ₹ millions, except share and per share data, unless otherwise stated)					
Particulars	Quarter ended		Year ended		
	March 31, 2021 (Audited) (refer note 3)	December 31, 2020 (Unaudited) (refer note 4)	March 31, 2020 (Unaudited) (refer note 5)	March 31, 2021 (Audited)	March 31, 2020 (Audited) (Restated)
I Income					
(a) Revenue from operations	1,233.82	1,303.68	870.75	4,542.07	2,475.09
(b) Other income	21.95	55.80	64.20	143.27	154.56
Total income	1,255.77	1,359.48	934.95	4,685.34	2,629.65
II Expenses					
(a) Content, event and web server	182.90	187.46	122.81	524.41	506.92
(b) Advertising and business promotion	538.45	529.95	470.76	2,264.64	1,329.26
(c) Commission	142.78	131.23	53.77	501.11	71.34
(d) Employees benefit	152.31	116.06	115.90	486.91	318.84
(e) Finance costs	0.99	2.93	4.63	9.03	12.37
(f) Depreciation and amortisation	74.72	114.85	65.03	354.82	263.24
(g) Impairment	23.48	17.50	-	40.98	-
(h) Other expenses	99.64	65.53	102.80	312.59	305.35
Total expenses	1,215.27	1,165.51	935.70	4,494.49	2,807.32
III Profit / (loss) before share of profit / (loss) of joint ventures and associates, exceptional items and tax (I - II)	40.50	193.97	(0.75)	190.85	(177.67)
IV Share of loss of associates	(5.51)	(2.39)	(2.22)	(23.82)	(18.12)
V Profit before tax (III+IV)	34.99	191.58	(2.97)	167.03	(195.79)
VI Tax expense					
(a) Current tax	21.11	37.41	15.71	104.34	62.13
(b) Taxes for earlier years	(2.15)	-	-	(2.15)	-
(c) Deferred tax expense/(credit)	(26.25)	(24.35)	51.50	(71.52)	9.84
Total tax expenses/(credit)	(7.29)	13.06	67.21	30.67	71.97
VII Profit/ (loss) for the period / year (VI-VII)	42.28	178.52	(70.18)	136.36	(267.76)
VIII Other comprehensive income / (loss) (OCI)					
(a) Items that will not be reclassified to profit and loss (net)	(1.47)	0.88	0.33	(0.34)	0.73
(b) Item that will be reclassified to profit and loss (net)	0.30	(5.08)	11.34	(6.11)	14.38
(c) Exchange differences upon translation of foreign operations	8.74	(7.46)	99.52	(40.09)	147.78
Other comprehensive income (net of taxes)	7.57	(11.66)	111.19	(46.54)	162.89
IX Total comprehensive income/(loss) for the period / year (VII+VIII)	49.85	166.86	41.01	89.82	(104.87)
X Net profit / (loss) attributable to:					
- Equity shareholders of the Company	31.53	101.95	(32.98)	92.38	(21.29)
- Non-controlling interest	10.75	76.57	(37.20)	43.98	(246.47)
XI Total comprehensive income / (loss) attributable to:					
- Equity shareholders of the Company	35.15	92.10	83.18	43.70	141.60
- Non-controlling interest	14.70	74.76	(42.17)	46.12	(246.47)
XII Paid-up equity share capital (Face Value of ₹ 4 each)	121.81	115.82	111.99	121.81	111.99
XIII Other equity (revaluation reserve: ₹ Nil)				6,459.95	4,898.68
XIV Earnings per share (of face value ₹ 4 each) (not annualised)					
(a) Basic (in ₹)	1.06	3.56	(1.18)	3.20	(0.77)
(b) Diluted (in ₹)	1.00	3.48	(1.18)	3.08	(0.77)

See accompanying note to the consolidated financial results

Nazara Technologies Limited
CIN : U72900MH1999PLC122970 ; Registered office: Maker Chambers 3, 51-57, Nariman Point,
Mumbai, Maharashtra 400021
Website: www.nazara.com ; Email: info@nazara.com ; Tel.: +91-22-40330800 ; Fax: +91-22-22810606
Consolidated Segmentwise Revenue, Results, Assets and Liabilities

Particulars	(Amounts in millions, except share and per share data, unless otherwise stated)				
	Quarter Ended		Year Ended		
	March 31, 2021 (Audited) (refer note 3)	December 31, 2020 (Unaudited) (refer note 4)	March 31, 2020 (Unaudited) (refer note 5)	March 31, 2021 (Audited)	March 31, 2020 (Audited) (Restated)
I Segment Revenue					
(a) Telco subscription	178.32	143.46	180.89	749.40	817.96
(b) Gamified early learning	506.14	465.61	191.33	1,758.40	191.33
(c) Freemium	43.32	61.61	40.31	195.20	197.79
(d) eSports	485.77	577.68	397.96	1,700.60	841.61
(e) Real money gaming	20.27	55.32	60.26	138.47	426.40
Income from operations	1,233.82	1,303.68	870.75	4,542.07	2,475.09
II Segment Results					
(a) Telco subscription	(14.70)	7.09	41.08	75.47	150.55
(b) Gamified early learning	64.18	59.12	(48.89)	52.68	(48.89)
(c) Freemium	(10.42)	(5.33)	(13.37)	(30.16)	6.83
(d) eSports	41.86	114.28	6.85	186.55	(20.42)
(e) Real money gaming	(19.22)	0.13	(33.08)	(96.74)	(386.46)
Total	61.70	175.29	(47.41)	187.80	(298.39)
Unallocated expense	(30.60)	(34.73)	(4.63)	(62.69)	(13.68)
Other income	9.40	53.41	51.29	65.74	134.40
Share of net (loss) of associate by using equity method	(5.51)	(2.39)	(2.22)	(23.82)	(18.12)
Profit before tax	34.99	191.58	(2.97)	167.03	(195.79)
III Segment Assets					
(a) Telco subscription	694.63	627.65	695.69	694.63	695.69
(b) Gamified early learning	1,438.52	1,420.93	1,490.01	1,438.52	1,490.01
(c) Freemium	421.18	456.25	532.16	421.18	532.16
(d) eSports	1,386.38	2,112.76	1,536.91	1,386.38	1,536.91
(e) Real money gaming	443.13	457.45	486.27	443.13	486.27
Total segment assets	4,383.84	5,075.04	4,741.04	4,383.84	4,741.04
Unallocated assets	5,843.20	2,894.53	2,802.83	5,843.20	2,802.83
Total assets	10,227.04	7,969.57	7,543.87	10,227.04	7,543.87
IV Segment Liabilities					
(a) Telco subscription	568.03	299.76	322.98	568.03	322.98
(b) Gamified early learning	446.81	405.45	407.32	446.81	407.32
(c) Freemium	58.51	50.06	22.20	58.51	22.20
(d) eSports	323.91	1,025.37	444.71	323.91	444.71
(e) Real money gaming	71.16	84.10	120.52	71.16	120.52
Total segment liabilities	1,468.42	1,864.74	1,317.73	1,468.42	1,317.73
Unallocated liabilities	968.84	432.28	525.92	968.84	525.92
Total liabilities	2,437.26	2,297.02	1,843.65	2,437.26	1,843.65

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Consolidated Balance Sheet as at March 31 2021

(All amounts in ₹ million, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020 (Audited) (Restated)	As at April 1, 2019 (Audited) (Restated)
Assets			
Non-current assets			
Property and equipment	17.24	22.70	15.40
Right-of-use assets	21.40	86.06	-
Goodwill	1,684.46	1,687.71	680.03
Other intangible assets	1,239.37	1,471.18	585.92
Intangible assets under development	23.52	63.20	6.83
Investment accounted using the equity method	41.50	80.51	303.11
Financial assets			
Investments	80.34	135.95	132.18
Loans	0.04	14.00	2.00
Other financial assets	45.62	68.40	60.74
Income tax asset	211.57	86.62	71.50
Deferred tax assets (net)	46.41	27.58	62.95
Other non-current assets	3.15	3.09	-
Total non-current assets	3,414.62	3,747.00	1,920.66
Current assets			
Financial assets			
Investments	1,060.37	366.54	839.57
Trade receivables	685.60	681.08	460.10
Cash and cash equivalents	1,399.66	720.88	532.61
Other bank balances	2,323.86	1,146.16	800.06
Loans	29.00	21.61	2.41
Other financial assets	1,006.66	635.79	413.05
Other current assets	307.27	224.81	101.78
Total current assets	6,812.42	3,796.87	3,149.58
	10,227.04	7,543.87	5,070.24
Equity and liabilities			
Equity			
Share capital	121.81	111.99	109.89
Other equity	6,459.95	4,898.68	3,969.35
Equity attributable to equity holder of the company	6,581.76	5,010.67	4,079.24
Non-controlling interest	1,208.02	689.55	323.42
Total equity	7,789.78	5,700.22	4,402.66
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	2.46	20.10	-
Other financial liabilities	4.16	-	68.16
Deferred tax liabilities (net)	259.92	311.73	84.69
Provisions	35.05	27.28	25.41
Total non-current liabilities	301.59	359.11	178.26
Current liabilities			
Financial liabilities			
Trade payables due to			
(a) Micro enterprises and small enterprises	2.25	0.98	-
(b) Other than micro enterprises and small enterprises	637.90	691.74	249.24
Lease liabilities	10.59	60.26	-
Other financial liabilities	1,086.55	393.90	170.95
Other current liabilities	297.16	306.94	53.73
Provisions	13.47	10.49	2.81
Income taxes liabilities (net)	87.75	20.23	12.59
Total current liabilities	2,135.67	1,484.54	489.32
Total equity and liabilities	10,227.0400	7,543.8700	5,070.2400

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Consolidated statement of cash flows for the year ended March 31, 2021

(All amounts in ₹ million, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021 (Audited)	For the year ended March 31, 2020 (Audited) (Restated)
I Cash flow from operating activities		
Profit/(loss) before tax for the year	167.03	(195.79)
Adjustments for:		
Interest expense	3.98	7.96
Depreciation and amortisation	354.82	263.24
Interest income	(40.79)	(52.08)
Sundry balances written back	(54.06)	(20.64)
Net gain on sale of current investments	(11.92)	(15.03)
Employee stock option expense	5.93	-
Fair value gain on financial instruments carried at fair value through profit or loss (net)	(10.73)	(24.32)
Profit on sale of property and equipment (net)	(0.36)	(0.77)
Bad debts	7.50	5.74
Allowance for doubtful debts	41.08	3.01
Unrealised (gain) / loss on exchange fluctuation (net)	15.02	(26.04)
Share of loss of investments accounted using equity method	23.82	18.12
Impairment losses	40.66	-
Loss on sale of investment	0.96	-
Lease concession gain	(15.74)	-
	527.20	(36.60)
Changes in working capital:		
(Decrease) / increase in trade payables	(20.23)	191.61
Increase / (decrease) in provisions	9.19	4.46
Increase / (decrease) in other liabilities	824.82	226.36
(Increase) / decrease in trade receivables	(77.76)	(145.96)
(Increase) / decrease in other assets	(432.18)	(172.87)
Decrease / (increase) in loans and advances	2.65	(16.65)
Cash generated from operations	833.69	50.35
Direct taxes paid	(159.63)	(72.42)
Net cash generated from operating activities	674.06	(22.07)
II Cash flow from Investing activities		
Purchase of property and equipment including intangible under development	(31.83)	(70.17)
Proceeds from sale of property and equipment	11.30	1.36
Purchase of non-current investments	-	(7.50)
Net cash acquired on acquisition	-	(68.41)
Purchase of current investments	(1,025.18)	-
Proceeds from redemption/maturity of current investments	342.57	(293.91)
Proceeds from redemption/maturity of non-current investments	42.00	825.82
Loan given to joint venture	4.50	-
Acquisition of shares from non-controlling interest	(233.94)	-
Acquisition of associates	-	(63.40)
Investment in bank deposit	(1,189.46)	(272.99)
Movement of restricted bank balances (*)	(535.57)	-
Consideration paid for shares acquired in subsidiary	(100.00)	-
Interest received on investments	40.28	38.15
Net cash generated from / (used in) investing activities	(2,675.33)	88.95
III Cash flow from financing activities		
Proceed from issue of equity share capital	1,117.41	25.45
Proceeds from issue of shares by subsidiaries	1,110.35	71.99
Payment of finance lease liabilities	(53.26)	(55.82)
Payment of interest on finance lease liabilities	(3.79)	(7.96)
Net cash generated from financing activities	2,170.71	33.66
Net increase/decrease in cash and cash equivalents	169.44	100.54
Effects of exchange rate changes of cash and cash equivalents	(26.23)	87.73
Cash and cash equivalents at beginning of year	720.88	532.61
Cash and cash equivalents at end of year	864.09	720.88
Cash and cash equivalents as per above comprises of the following:		
Cash in hand	1.24	5.33
Balances with bank	1,319.52	602.35
Restricted cash and cash equivalents	(535.57)	-
Deposit with original maturity of less than 3 months	78.90	113.20
Cash and cash equivalents at end of year	864.09	720.88

(*) ₹ 535.57 pertains to restricted bank balance.

Note to the Consolidated Financial Results:

- 1 The Statement/results of Nazara Technologies Limited (the "Company" or "Holding Company") and its subsidiaries (referred to as "the Group") together with associates and joint ventures, have been prepared in accordance with the recognition and measurement principles of applicable Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), as prescribed under section 133 of the Companies Act 2013 and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended.
- 2 The above results were reviewed and recommended by the audit Committee and approved by the Board of Directors at their respective meetings held on May 28, 2021.
- 3 Equity shares of the Company were listed on March 30, 2021 on BSE limited and National Stock Exchange of India Limited (NSE). Accordingly, the Company, for the first time, has presented its results for the year and quarter ended March 31, 2021. The figures for the quarter ended March 31, 2021 are the balancing figures between audited figures for the full financial year and the unaudited year-to-date figures for the third quarter of the current financial year, which were subjected to limited review by the statutory auditor.
- 4 The figures for the preceding quarter ended December 31, 2020 have been derived by the management from reviewed year-to-date figures for the nine months ended December 31, 2020 and audited year-to-date figures for the six months ended 30 September 2020. These are neither reviewed nor audited by the statutory auditors and have been certified by the management.
- 5 The figures for the quarter ended March 31, 2020 have neither been reviewed nor audited by the statutory auditors and is based on management certified consolidated financial information of the Group.
- 6 During the year ended on March 31, 2020, the Group has acquired the controlling interest in Absolute Sports Private Limited, HalaPlay Technologies Private Limited, Crimzoncode Technologies Private Limited and PaperBoat Apps Private Limited on September 30, 2019, April 8, 2019, January 31, 2020 and January 18, 2020 respectively. Accordingly, results for the year and quarter ended March 31, 2020 consists of financial information from the date of acquisition till end of financial year/ quarter. Hence, the aforesaid results are not comparable with the results for the quarter and year ended March 31, 2021.
- 7 The Company has completed its Initial Public Offering (IPO) of 52,94,352 equity shares of face value of ₹ 4 each at a price of ₹ 1,101 per equity share, consisting entire equity shares as an offer for sale by the selling shareholders. The equity shares of the Company were listed on BSE limited and National Stock Exchange of India Limited on 30 March 2021. The proceeds have been distributed to the Selling Shareholders in proportion to the shares sold by the respective Selling Shareholders as part of the Offer. These proceeds have been distributed to the selling shareholders in proportion to the shares sold by respective selling shareholders, net of expenses. Of the total proceeds, ₹ 535.57 million is lying in the bank balance as of March 31, 2021 and has been disclosed as restricted cash.
- 8 The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of intangible assets, investments, trade receivables including unbilled revenue and other assets. From business perspective, the Group is buoyed with the resilience of digital and interactive gaming, e-sports, learning app market in these challenging times and are confident of its ability to maintain Group's market position.

While there is increase in demand for learning app for kids, digital and interactive games, online esports tournaments hosting, primarily on account of global travel restrictions and limitations on public gatherings, the Group's fantasy sports business saw decline due to adverse impact on the number of daily fantasy sports leagues due to cancellation or deferral of live-in person sports events, particularly cricket. The management do not anticipate such volatility to continue in the long-term.

In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group, as at the date of approval of these financial results has used internal and external sources on the expected future performance of the Group, including in respect of each business segment the Group operate into. Management believes that the pandemic will not have a significant negative effect on the Group's financial position and results of its operation. However, in view of the volatility in the global economic conditions pursuant to this pandemic; the impact of COVID-19 on the Group's financial statements may differ from the estimate as on the date of the approval of the results. The Group will continue to closely monitor any material changes to future economic conditions.
- 9 Subsequent to the Balance Sheet date, following events have led to change in controlling interest in subsidiaries:
 - a) Halaplay Technologies Private Limited has issued 30,638 equity shares of face value of ₹100 per share to investors at a premium of ₹ 5,775 per share. Consequent to this, Group's stake in Halaplay reduced to 64.70% from 74.02%.
 - b) The Group has entered into an agreement to acquire 3,000 equity shares of Absolute Sports Private Limited of face value ₹ 10 each at a premium of ₹ 3,195.34 per share. Consequent to this, Company's stake in Absolute will increase to 74.30% from 72.71%.

- 10 The Group has restated consolidated financial statements for the comparative periods, in accordance with the requirements of Ind-AS 8 - 'Accounting Policies, Changes in Accounting Estimates and Errors,' and Ind AS 103 - 'Business Combination,' as applicable. Retained Earnings (other equity) as at April 1, 2019, within the Statement of Changes in Equity, have also been restated to adjust the impact of such adjustments which relate to the prior periods. Restatements impact on equity, non-controlling interest and total comprehensive income has been summarized as follows:

Particulars	As at		As at		As at	
	March 31, 2020	Adjustments	March 31, 2020 (Restated)	April 1, 2019	Adjustments	April 1, 2019 (Restated)
Equity						
Other equity	4,974.83	(76.15)	4,898.68	3,969.20	0.15	3,969.35
Non-controlling interest	906.66	(217.11)	689.55	409.49	(86.07)	323.42
<hr/>						
Particulars	For the year ended		For the year ended		For the year ended	
	March 31, 2020	Adjustments	March 31, 2020 (Restated)	March 31, 2020	Adjustments	March 31, 2020 (Restated)
Total comprehensive (loss) / income for the year						
Attributable to:						
Equity holders of the company			167.90	(26.30)		141.60
Non-controlling interest			(254.31)	7.84		(246.47)

The aforesaid restatements arose on account of completion of purchase price allocation, correction in business combinations, deferred taxes on loss making subsidiaries, impact of mark to market movement on investments and changes in controlling interest without change in control.

- 11 **The Company made following additional investments in subsidiaries during the year**
- a) The Company invested ₹ 84 million in cash to acquire 40,002 equity shares of face value ₹ 1 each in HalaPlay from existing shareholders. The Company further invested ₹ 29.50 million in cash for acquiring 6,565 equity shares of face value ₹ 100 each through private placement of shares. The Company further invested ₹ 146.35 million for acquiring 31,578 0.1% cumulative compulsorily convertible preference shares of ₹ 100 each from existing shareholders.
- b) The Company invested ₹ 149.94 million in cash for acquiring 831 equity shares of ₹ 100 each in Nodwin Gaming Private Limited during the current year.
- 12 Krafon Inc. subscribed to 1,638 fully paid equity shares of face value ₹10 each at a premium of ₹ 670,597 per share in Nodwin Gaming Private Limited, on private placement basis pursuant to the terms of Shareholders Agreement dated 26 February 2021 between the Company, Krafon, promoters of Nodwin.
- 13 Instant Growth Limited, foreign body corporate, has subscribed 1,160,093 equity shares of face value ₹ 4 per share at a premium of ₹ 858 per share on 4 February 2021 on private placement basis.
- 14 The above results are available on the Company's website www.nazara.com and also on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com), where the shares of the Company are listed.

Place: Mumbai
Date: May 28, 2021


Nitish Mittersain
Joint Managing Director
DIN: 02347434

Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)



May 28, 2021

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Security Code: 543280

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Symbol: NAZARA

Subject: Declaration pursuant to Regulation 33 (3) (d) of SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015, in respect of the Audited Financial Results (Standalone and Consolidated) of the Company for the financial year ended March 31, 2021

Dear Sir/Madam,

In terms of the second proviso to Regulation 33 (3) (d) of the SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015, we hereby declare that Statutory Auditors of the Company, Walker Chandiok & Co LLP, Chartered Accountants, have issued the Auditor's Report on the annual Audited Financial Results (Standalone and Consolidated) of the Company for the financial year ended March 31, 2021 **with unmodified opinion.**

The above is for your information and records.

Thanking you.

Yours faithfully,

For Nazara Technologies Limited

Nitish Mittersain

Joint Managing Director

DIN: 02347434

India | Middle East | Africa | Europe

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