

Date: March 04, 2023

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 (“Listing Regulations”) – Acquisition of Branded Pte Ltd., Singapore by Nodwin Gaming Private Limited, material subsidiary, through its wholly owned subsidiary ‘Nodwin International Pte. Ltd.’

With reference to the captioned subject and in compliance with Regulation 30 of the Listing Regulations, we wish to inform you that ‘Nodwin International Pte. Ltd.’, wholly owned subsidiary of Nodwin Gaming Private Limited (“Nodwin”), material subsidiary of the Company, has today signed definitive agreements for the acquisition of 51% of the share capital of Branded Pte. Ltd., at a consideration of upto USD 1.3 million, to be paid in cash.

Branded Pte Ltd. is a Private Company Limited by Shares, incorporated in Singapore engaged in Gaming & Sports Entertainment IP business.

The acquisition is proposed by way combination of both primary infusion in Shares and secondary purchase of Shares from the existing shareholder of Branded Pte. Ltd., which in aggregate represent up to 51% of the share capital of Branded Pte Ltd.

The proposed acquisition is subject to fulfilment of certain customary conditions precedent and other terms and conditions as set forth in the definitive agreements. The acquisition is being funded out of internal cash reserves of Nodwin International Pte. Ltd and the cash reserves created by way of equity infusion which is proposed to be advanced by Nodwin to Nodwin International Pte Ltd.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are enclosed as “Annexure - A”.

Thanking You,
Yours faithfully,
For **Nazara Technologies Limited**

Pravesh Palod
Company Secretary and Compliance Officer
Membership No.: ACS 57964

India | Middle East | Africa | Europe

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Annexure A

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015:

Sr. No.	Particulars	Details
1	Name of the Target Entity details in brief such as size, turnover, etc	Branded Pte Ltd. is a Company incorporated in Singapore. Turnover as on December 31, 2022: SGD 755,644
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 investment in Branded Pte Ltd. does not fall under related party transactions as per the provisions of the Companies Act, 2013. The promoter/ promoter group / group companies of the Company do not have any interest in Branded Pte Ltd.
3	Industry to which the entity being acquired belongs	Gaming & Sports 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).	Nodwin Gaming Private Limited (“NODWIN”) is continuing its journey as a sports media company focussed on esports and this acquisition is a step in that direction. As a result of this acquisition, Nodwin International Pte. Ltd. (“Nodwin Singapore”) will own IPs of Branded such as Gaming Matters, Sports Matters, Music Matters and others that have direct synergy with NODWIN. Branded also owns and executes a few women centric IPs, such as It’s a Girl Thing and produces She Loves Tech in Singapore. These IPs will help broaden the base for Nodwin across gender and geographies to make Gaming and esports more inclusive.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	No such approval required.
6	Indicative time for completion of acquisition	Within 90 days
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	Up to USD 1.3 million.
9	Percentage of shareholding / control acquired and / or number of shares acquired;	51% of the share capital of Branded Pte Ltd., by way of primary infusion through subscription of Shares and secondary purchase of Shares from the existing shareholder.

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>Branded Pte Ltd. is a Company incorporated in Singapore engaged in Gaming & Sports Entertainment IP business.</p> <p>Date of Formation: 02 January 2013</p> <p>Turnover: (Basis unaudited financial statements as on December 31, 022)</p> <p>2020: SGD 781,273</p> <p>2021: SGD 761,831</p> <p>2022: SGD 755,644</p> <p>Country of Operations: Singapore</p>
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