

May 27, 2023

To,  
**Head, Listing Compliance Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001.

**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 Code: 543280**

**Scrip Symbol: NAZARA**

**Subject: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we hereby intimate that, Nodwin Gaming Private Limited ("**Nodwin**") a material subsidiary of the Company, on May 27, 2023, has entered into a Share Subscription Agreement with Brandscale Innovations Private Limited ("**Brandscale Innovations**"), Subsidiary of Nodwin, Mr. Nishit Satyendra Sharma, Promoter of Brandscale and Mr. Vijay Venkateswaran, Promoter of Brandscale, for investment by subscription of 140 Compulsorily Convertible Preference Shares (CCPS) of having face value of ₹ 100/- each at a price of ₹ 5,72,840/- each for a total consideration amounting to ₹ 8,01,97,600/- (Rupees Eight Crore One Lakh Ninety-Seven Thousand and Six Hundred only), payable in cash.

Nodwin presently holds an equity stake of 35 % on fully diluted basis; and with this additional subscription of 140 CCPS, the equity stake of Nodwin will be increased to 40.17 % on fully diluted basis.

Further, the details in terms of Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, is enclosed herewith as **Annexure A**.

The said intimation is also being uploaded on the Company's website [www.nazara.com](http://www.nazara.com)

You are requested to kindly take the above information on records.

Yours faithfully,  
For **Nazara Technologies Limited**

**Pravesh Palod**  
**Company Secretary and Compliance Officer**  
**M. No.: A57964**

Sr. No.	Particulars	Details
1.	Name of the Target Entity details in brief such as size, turnover, etc.	Brandscale Innovations Private Limited  Turnover as on 31 <sup>st</sup> March 2023 is ₹831.55 million.
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.”	Since Brandscale Innovations is a Subsidiary of Nodwin and Nodwin is a Subsidiary of the Company, hence the aforesaid transaction would fall under the purview of Related Party Transactions under the Listing Regulations.  The promoter / promoter group / group companies of the Company have no interest in Nodwin/Brandscale whose shares are being acquired. The transaction is on arm’s length basis
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 of gaming accessories. The further 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 approvals required.
6.	Indicative time for completion of acquisition	Within 30 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.	₹ 8,01,97,600/- (Rupees Eight Crore One Lakh Ninety-Seven Thousand and Six Hundred only)
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	40.17 % (post completion of subscription on fully diluted basis)



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 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.</p> <p>Date of Incorporation: October 14, 2021 Country of Operations: India Turnover (FY 23): ₹ 831.55 million Turnover (FY 22): ₹ 30.57 million</p>
-----	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------