Nazara Technologies Limited

October 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

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

Dear Sir/Madam,

In compliance with Regulation 30 read with Schedule III of Listing Regulations, we wish to inform you that Nodwin Gaming International Pte Ltd. (Nodwin Singapore), wholly owned subsidiary of Nodwin Gaming Private Limited, material subsidiary of the Company, has entered into a Share Sale & Termination Agreement ("the Agreement") with Nazara Technologies FZ LLC (Nazara Dubai), wholly owned subsidiary of the Company, and Publishme Global FZ LLC (PublishMe), subsidiary of Nazara Dubai and Mr. Ozgur Ozalp, founder shareholder of PublishMe for the purpose of acquisition of 100% stake of Publishme in the below manner:

1. purchase of 82.81% stake of Publishme through secondary purchase from Nazara Dubai for a consideration aggregating to USD 2 mn, payable in cash;
2. purchase of balance 17.19 % stake of Publishme through secondary purchase from Mr. Ozgur Ozalp for an aggregate consideration of USD 1, payable in cash.

Further, the Shareholders Agreement dated September 20, 2021 entered amongst the PublishMe, Nazara Dubai and other shareholders shall stand terminated from the termination date as defined in the Agreement.

Post completion of the aforesaid transaction, PublishMe shall ceased to be a subsidiary of Nazara Dubai and shall become the wholly owned subsidiary of Nodwin Singapore and step-down subsidiary of both Nodwin and Company. Further, Arrakis Tanitim Organizasyon Pazarlama San. Tic. Ltd. Sti., Turkey ("Arrakis"), wholly owned subsidiary of Publishme, will also become the step-down subsidiary of both Nodwin Singapore, Nodwin and Company. Thus, the Company through its step down subsidiary i.e. Nodwin Gaming International Pte Ltd, will hold 52.71% stake in Publishme on non-diluted basis.

Further, the details as required under Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023 are annexed hereto as **Annexure A & B.**

You are requested to please take the above intimation on record.

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

VARSHA VALLABH VYAS
Digitally signed by VARSHA VALLABH VYAS
Date: 2023.10.04 13:52:58 +05'30'

Varsha Vyas
Company Secretary and Compliance Officer
M. No.: A57238

Annexure A

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023:

Sr. No.	Particulars	Details
1	Name of the Acquirer	Nodwin Gaming International Pte. Ltd.
2	Name of the Target Entity details in brief such as size, turnover, etc	Publishme Global FZ-LLC ("Publishme") is a Company limited by shares incorporated under the laws of Dubai on July 29, 2021 bearing license number 98808. Paid Up Share Capital as on today's date: AED 1,22,76,000 Turnover as on March 31, 2023: AED 64,34,723
3.	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"	Nodwin Gaming International Pte. Ltd. ("Nodwin Singapore") is a wholly owned subsidiary of Nodwin Gaming Private Limited ("Nodwin"), material subsidiary of the Company. Nazara Technologies FZ-LLC ("Nazara Dubai"), is a wholly owned subsidiary of the Company. Publishme is a subsidiary of Nazara Dubai, wholly owned subsidiary of the Company. Hence the acquisition would fall under related party transactions. Other than above, the promoter/ promoter group / group companies of the Company do not have any interest in the said transaction. The transaction is being concluded at Arm's Length basis.
4	Industry to which the entity being acquired belongs	Gaming and Publishing
5	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This strategic acquisition not only brings in a host of new opportunities but also paves the way for a multitude of fresh possibilities for NODWIN as a leading gaming and esports media company. As NODWIN Gaming continues to expand its presence across the globe, with particular emphasis on pivotal emerging markets the new BRICS++ global network. The inclusion of PublishME stands as a natural and integral progression to allow NODWIN

		to help Publishers and Brands understand and access this emerging market.
6	Brief details of any governmental or regulatory approvals required for the acquisition	The Company may obtain the necessary approval as may be required, if any during the transaction.
7	Indicative time for completion of acquisition	120 Days
8	Nature of consideration - whether cash consideration or share swap or any other form and details of the same	Cash Consideration
9	Cost of acquisition and/or the price at which the shares are acquired	USD 2,000,001
10	Percentage of shareholding / control acquired and / or number of shares acquired	100% stake of Publishme
11	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 (in brief)	Publishme is a Company limited by shares incorporated under the laws of Dubai bearing license number 98808. Publishme is a full-service games marketing and publishing agency which works extensively with gaming publishers in Turkey and MENA region. Website: www.publishmeglobal.com Date of Incorporation: July 29, 2021 Turnover as on March 31, 2023: AED 64,34,723 Turnover as on March 31, 2022: AED 48,22,061 Country: Dubai

Annexure B

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023:

Sr. No.	Particulars	Publishme Global FZ-LLC
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	a. Turnover as on 31.03.2023: AED 64,34,723 b. Contribution to turnover of the Company as on 31.03.2023: 1.29% c. Net worth as on 31.03.2023: AED 51,36,125 d. Contribution to net worth of the Company: 0.17% e. Income: (AED 20,76,537) f. Contribution to income of the Company: 0.00%
2	Date on which the agreement for sale has been entered into	October 03, 2023
3	The expected date of completion of sale/disposal	120 Days
4	Consideration received from such sale/disposal	Upto USD 2,000,000 to be received from Nodwin Gaming International Pte. Ltd.
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	No
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	Nodwin Gaming International Pte. Ltd. is a wholly owned subsidiary of Nodwin Gaming Private Limited, material subsidiary of the Company.Nazara Technologies FZ-LLC, is a wholly owned subsidiary of the Company.Publishme Global FZ-LLC is a subsidiary of Nazara Dubai, wholly owned subsidiary of the Company. Hence the transaction would fall under related party transactions. The transaction is being concluded at Arm's Length basis.
7	whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of Listing Regulations.	Not Applicable

8	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable