Nazara Technologies Limited

Nazara™

Date: November 29, 2024

To,

Listing Compliance Department	**Listing Compliance Department**
BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers	Exchange Plaza, Plot No. C/1. G Block,
Dalal Street,	Bandra -Kurla Complex, Bandra (East),
Mumbai - 400 001.	Mumbai- 400051.
Scrip Code: 543280	**Scrip Symbol: NAZARA**

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") - Acquisition of Trinity Gaming India Private Limited by Nodwin Gaming Private Limited, material subsidiary of Nazara Technologies Limited

Dear Sir/Madam,

In compliance with Regulation 30, read with Schedule III of the Listing Regulations, we wish to inform you that the Nodwin Gaming Private Limited ("Nodwin"), a material subsidiary of the Company, has on November 29, 2024 signed Share Purchase Agreement ("the Agreement") with Abhishek Aggarwal and Shivam Rao ("the Founders of Trinity Gaming"/ "Sellers") for the purpose of acquisition of 100% of the equity share capital, on fully diluted basis, of Trinity Gaming India Private Limited ("Target Company" / "Trinity") from the sellers for an aggregate consideration of Rs. 24.00 Crores (Rupees Twenty-Four Crores Only), payable by the Nodwin a) partly by way of Cash consideration upto Rs. 4.80 Crores (Rupees Four Crores Eighty Lakhs Only) and b) balance Rs. 19.20 Crores (Rupees Nineteen Crores and Twenty Lakhs Only) by way of swap of equity shares of Nodwin, in accordance with the Companies Act, 2013 and other applicable laws and such other regulatory/ statutory approvals as may be required.

The proposed transaction is subject to fulfilment of certain customary condition precedents and other terms and conditions as set forth in the definitive agreements. Post completion of the said acquisition, Trinity will become the wholly owned subsidiary of Nodwin and step-down subsidiary of Company.

The details in relation to the above, as required under the Listing Regulations read with Chapter V and Annexure 18 the SEBI Master Circular No. SEBI/HO/CFD-PoD2/CIR/P/0155 dated November 11, 2024, is enclosed herewith as **Annexure A.**

You are requested to please take the above intimation on your records and treat this as a compliance with Regulation 30 of the Listing Regulations.

Thanking you,
Yours faithfully,

For Nazara Technologies Limited

RAKESH CHANDRAKANT SHAH

Digitally signed by RAKESH CHANDRAKANT SHAH
Date: 2024.11.29 10:01:23 +05'30'

Rakesh Shah
Chief Financial Officer

Encl.: As above

Annexure A

<u>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 Chapter V and Annexure 18 the SEBI Master Circular No. SEBI/HO/CFD-PoD2/CIR/P/0155 dated November 11, 2024 is as under:</u>

Sr. No.	Particulars	Details
1.	Name of the Target Entity details in brief such as size, turnover, etc.	Trinity Gaming India Private Limited ("Target Company" / "Trinity") Paid up share capital as on March 31, 2024: INR 3.51Crores Turnover as on March 31, 2024: INR 24.39 Crores (Based on the Audited Financial Statements)
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 proposed acquisition of Trinity does not fall within the purview of related party transactions and the promoter / promoter group / group companies of the Company do not have any interest in Trinity.
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)	With this acquisition, NODWIN Gaming strengthens its talent management and agency business capabilities. It is now able to serve its Brand and Publisher customers with curated talent based services, giving it a larger share of wallet of the customer marketing spends. It will expand these offerings to all of NODWIN Gaming's emerging markets reach.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No such approval required.
6.	Indicative time period for completion of acquisition	Within 60 Days.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The total consideration of INR 24.00 Crores will be discharged in the following manner: a. Cash consideration of INR 4.80 Crores, of which INR 3.00 Crores is paid within 30 days of closing and balance INR 1.80 Crores in 3 equal installments on meeting the performance targets. b. Balance INR 19.20 Crores by way of swap of equity shares of Nodwin against the equity shares of Trinity to the seller.

8.	Cost of Acquisition or the price at which shares are acquired	INR 24.00 Crores
9.	Percentage of shareholding / control acquired and / or number of shares acquired	Post completion of the aforesaid acquisition, the Company will hold 100% stake in Trinity and accordingly, Trinity shall become the wholly owned subsidiary of Nodwin and step-down subsidiary of Company.
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	Trinity is a Company incorporated in India on February 14, 2020 and is engaged in the Gaming & Sports Entertainment business Trinity leads with gaming talent to help build unique experiences for brands. Trinity's platform partnership with Youtube as an MCN and with Meta (Facebook) as a CSP allows it to support 100s of influencers and create better impact and revenue on popular platforms. **Last 3 years' turnover:** **(INR in Crores)** **Financial Year** – **Turnover** 2023-24 – 24.39 2022-23 – 48.78 2021-22 – 48.10 **Country of Operation:** India

Last 3 years' turnover (Trinity, item 10):

Financial Year	Turnover
2023-24	24.39
2022-23	48.78
2021-22	48.10

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