

November 14, 2024

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the “Listing Regulations”) – Resignation of Statutory Auditors of Nodwin Gaming Private Limited and Absolute Sports Private Limited, Material Subsidiaries of Nazara Technologies Limited (“the Company”)

Dear Sir/Ma’am,

With reference to the captioned subject and in compliance with Regulation 30 read with Schedule III of the Listing Regulations, we hereby inform you that M/s. Walker Chandiook & Co LLP, Chartered Accountants (FRN:001076N/N500013), have resigned as the Statutory Auditors of Nodwin Gaming Private Limited (“Nodwin”) and Absolute Sports Private Limited (“Absolute”), material subsidiaries of the Company, with effect from November 14, 2024, after issuing the Limited Review Report(s) dated November 13, 2024, on the unaudited financial results of Nodwin and Absolute for the quarter and half year ended September 30, 2024.

The Members of the Company, at the 25th Annual General Meeting (“AGM”) held on September 30, 2024, approved the appointment of M/s. M S K C & Associates, Chartered Accountants (Firm Registration No. 001595S) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years, i.e., from the conclusion of the 25th AGM till the conclusion of the 30th AGM of the Company. Accordingly, in line with the management’s intent to align the statutory auditors of the material subsidiaries with the Statutory Auditors of the Company, to streamline the audit process across the group and enhance efficiency, M/s Walker Chandiook & Co. LLP have resigned from their office as Statutory Auditors of Nodwin and Absolute.

M/s. Walker Chandiook & Co LLP have not raised any concern regarding their resignation from Nodwin and Absolute. The resignation letters dated November 14, 2024, along with Annexure A, in accordance with SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, as received from M/s. Walker Chandiook & Co LLP, are annexed as “**Annexure – I & II**”.

The details as required under the Listing Regulations read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are enclosed as “**Annexure – III**”.

Kindly take the above information on record.

Thanking You,

Yours Faithfully

For **Nazara Technologies Limited**

Rakesh Shah
Chief Financial Officer

Encl: As above

India | Middle East | Africa | Europe

Walker Chandiok & Co LLP

Walker Chandiok & Co LLP

Unit No – 1, 10th Floor,
My Home Twitza, APIIC,
Hyderabad Knowledge City,
Raidurg (Panmaktha) Village,
Serilingampally Mandal,
Ranga Reddy District,
Hyderabad – 500 081
Telangana

T +91 40 4859 7178
F +91 40 6630 8230

To,

The Board of Directors,
Nodwin Gaming Private Limited
Plot No. 119 Sector-31,
Gurugram, Haryana,
India - 122001

For the kind attention of **Mr. Akshat Rathee, Director**

Dear Sirs,

We, Walker Chandiok & Co. LLP, Chartered Accountants, (“the Firm” or “WCCLLP”), were appointed as the Statutory Auditors of Nodwin Gaming Private Limited (“the Company”) at the Annual General Meeting (“AGM”) held on 30 December 2020 for a period of five years up to the conclusion of the [7th AGM] in accordance with the provisions of the Companies Act, 2013.

We refer to your letter dated 12 November 2024. We understand that Nazara Technologies Limited, [“the Holding Company”] is transitioning to new statutory auditors. The management of the Company intends to align the statutory auditors of the Company with the auditors of the holding company, in order to align the audit processes across the group, streamline audit functions, enhance efficiency and convenience.

Accordingly, we hereby resign from the office of statutory auditor of the Company after issuance of limited review report, dated 13 November 2024, on standalone financial information for the quarter and half year ended 30 September 2024.

Information from the auditor in the format as specified in Annexure A to the Securities and Exchange Board of India’s circular CIR/CFD/CMD1/114/2019 dated 18 October 2019 (the ‘Circular’) is annexed herewith.

We take this opportunity to reiterate our appreciation for the co-operation extended to us by your organization.

Should you require any assistance in the future, please feel free to contact us.

Yours faithfully,

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm’s Registration No. 001076N/N500013

NIKHIL Digitally signed
by NIKHIL VAID
Date: 2024.11.14
13:00:27 +05'30'
Nikhil Vaid VAID
Partner
Membership No. 213356
Place: Hyderabad
Date: 14 November 2024

Walker Chandiook & Co LLP

Annexure A

Format of information to be obtained from the Statutory Auditor upon resignation

1. Name of the material subsidiary: Nodwin Gaming Private Limited
2. Details of the statutory auditor:
 - a. Name: Walker Chandiook & Co LLP
 - b. Address:
Unit No – 1, 10th Floor,
My Home Twitza, APIIC,
Hyderabad Knowledge City,
Raidurg (Panmaktha) Village, Serilingampally Mandal,
Ranga Reddy District,
Hyderabad – 500 081
Telangana
 - c. Phone number: +91 40 4859 7178
 - d. Email: Nikhil.void@walkerchandiook.in
3. Details of association with the listed entity/ material subsidiary:
 - a. Date on which the statutory auditor was appointed: We were appointed as the statutory auditors of the Company for a term of 5 consecutive years, from the conclusion of 7th annual general meeting of the Company held on 30 December 2020
 - b. Date on which the term of the statutory auditor was scheduled to expire: On the conclusion of the 12th annual general meeting of the Company
 - c. Prior to resignation, the latest audit report/limited review report submitted by the auditor and date of its submission: Limited review report on standalone financial information for the quarter and period ended 30 September 2024 and issued our report on 13 November 2024.
4. Detailed reasons for resignation: The Holding Company is transitioning to new statutory auditors. The management of the Company intends to align the statutory auditors of the Company with the auditors of the holding company, in order to align the audit processes across the group, streamline audit functions, enhance efficiency and convenience.
5. In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/Board of Directors along with the date of communication made to the Audit Committee/Board of Directors): Not applicable
6. In case the information requested by the auditor was not provided, then following shall be disclosed – The below points a to d are not applicable as no such case.
 - a. *Whether the inability to obtain sufficient appropriate audit evidence was due to a management-imposed limitation or circumstances beyond the control of the management.*
 - b. *Whether the lack of information would have significant impact on the financial statements/results.*

Walker Chandiook & Co LLP

- c. *Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised)*
 - d. *Whether the lack of information was prevalent in the previous reported financial statements/results. If yes, on what basis the previous audit/limited review reports were issued.*
7. Any other facts relevant to the resignation: None

Declaration

1. *We hereby confirm that the information given in this letter and its attachments is correct and complete.*
2. *We hereby confirm that there is no other material reason other than those provided above for ~~my~~ resignation/ resignation of my firm.*

Yours faithfully

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

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VAID

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by NIKHIL VAID
Date: 2024.11.14
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Nikhil Vaid
Partner
Membership No. 213356

Place: Hyderabad
Date: 14 November 2024

Walker Chandiok & Co LLP

Walker Chandiok & Co LLP

Unit No – 1, 10th Floor,
My Home Twitza, APIIC,
Hyderabad Knowledge City,
Raidurg (Panmaktha) Village,
Serilingampally Mandal,
Ranga Reddy District,
Hyderabad – 500 081
Telangana

T +91 40 4859 7178
F +91 40 6630 8230

To,

The Board of Directors,
Absolute Sports Private Limited
P3 & 4, 10th Main, Kodihalli Village,
Hal 3rd Stage, Jeevan Bhima Nagar,
Bangalore KA 560075 IN

For the kind attention of **Mr. Ajay Pratap Singh, Director and Chief Executive Officer**

Dear Sirs,

We, Walker Chandiok & Co. LLP, Chartered Accountants, (“the Firm” or “WCCLLP”), were appointed as the Statutory Auditors of Absolute Sports Private Limited (“the Company”) at the Annual General Meeting (“AGM”) held on 28 December 2020 for a period of five years up to the conclusion of the [15th AGM] in accordance with the provisions of the Companies Act, 2013.

We refer to your letter dated 7 October 2024. We understand that Nazara Technologies Limited, [‘the Holding Company’] is transitioning to new statutory auditors. The management of the Company intends to align the statutory auditors of the Company with the auditors of the holding company, in order to align the audit processes across the group, streamline audit functions, enhance efficiency and convenience.

Accordingly, we hereby resign from the office of statutory auditor of the Company after issuance of limited review report, dated 13 November 2024, on standalone financial information for the quarter and half year ended 30 September 2024.

Information from the auditor in the format as specified in Annexure A to the Securities and Exchange Board of India’s circular CIR/CFD/CMD1/114/2019 dated 18 October 2019 (the ‘Circular’) is annexed herewith.

We take this opportunity to reiterate our appreciation for the co-operation extended to us by your organization.

Should you require any assistance in the future, please feel free to contact us.

Yours faithfully,

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm’s Registration No. 001076N/N500013

NIKHIL Digitally signed
by NIKHIL VAID
Date: 2024.11.14
13:01:56 +05'30'
Nikhil Vaid
Partner
Membership No. 213356
Place: Hyderabad
Date: 14 November 2024

Walker Chandiook & Co LLP

Annexure A

Format of information to be obtained from the Statutory Auditor upon resignation

1. Name of the material subsidiary: Absolute Sports Private Limited
2. Details of the statutory auditor:
 - a. Name: Walker Chandiook & Co LLP
 - b. Address:
Unit No – 1, 10th Floor,
My Home Twitza, APIIC,
Hyderabad Knowledge City,
Raidurg (Panmaktha) Village, Serilingampally Mandal,
Ranga Reddy District,
Hyderabad – 500 081
Telangana
 - c. Phone number: +91 40 4859 7178
 - d. Email: Nikhil.vaid@walkerchandiook.in
3. Details of association with the listed entity/ material subsidiary:
 - a. Date on which the statutory auditor was appointed: We were appointed as the statutory auditors of the Company for a term of 5 consecutive years, from the conclusion of 10th annual general meeting of the Company held on 28 December 2020
 - b. Date on which the term of the statutory auditor was scheduled to expire: On the conclusion of the 15th annual general meeting of the Company
 - c. Prior to resignation, the latest audit report/limited review report submitted by the auditor and date of its submission: Limited review report on standalone financial information for the quarter and period ended 30 September 2024 and issued our report on 13 November 2024.
4. Detailed reasons for resignation: The Holding Company is transitioning to new statutory auditors. The management of the Company intends to align the statutory auditors of the Company with the auditors of the holding company, in order to align the audit processes across the group, streamline audit functions, enhance efficiency and convenience.
5. In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/Board of Directors along with the date of communication made to the Audit Committee/Board of Directors): Not applicable
6. In case the information requested by the auditor was not provided, then following shall be disclosed – The below points a to d are not applicable as no such case.
 - a. *Whether the inability to obtain sufficient appropriate audit evidence was due to a management-imposed limitation or circumstances beyond the control of the management.*
 - b. *Whether the lack of information would have significant impact on the financial statements/results.*

Walker Chandiook & Co LLP

- c. *Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised)*
- d. *Whether the lack of information was prevalent in the previous reported financial statements/results. If yes, on what basis the previous audit/limited review reports were issued.*

7. Any other facts relevant to the resignation: None

Declaration

1. *We hereby confirm that the information given in this letter and its attachments is correct and complete.*
2. *We hereby confirm that there is no other material reason other than those provided above for my ~~resignation~~/ resignation of my firm.*

Yours faithfully

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

NIKHIL Digitally signed
by NIKHIL VAID
VAID Date: 2024.11.14
13:02:16 +05'30'

Nikhil Vaid
Partner
Membership No. 213356

Place: Hyderabad
Date: 14 November 2024

Annexure III

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

Sr. No.	Particulars	Details	
1.	Name of the Material Subsidiary	Nodwin Gaming Private Limited (“Nodwin”)	Absolute Sports Private Limited (“Absolute”)
2.	Name of the Statutory Auditors	M/s. Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N500013)	M/s. Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N500013)
3.	Reason for change viz. appointment, removal, death or otherwise resignation,	Resignation as Statutory Auditors of Nodwin vide letter dated November 14, 2024	Resignation as Statutory Auditors of Absolute vide letter dated November 14, 2024
4.	Date of appointment/re-appointment/cessation (as applicable) & terms of appointment / re-appointment	November 14, 2024	November 14, 2024
5.	Brief profile (in case of appointment)	Not Applicable	Not Applicable
6.	Disclosure of relationships between Directors (in case of appointment of a Director)	Not Applicable	Not Applicable