

February 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

Dear Sir/Madam,

Subject: 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 Ninja Global FZCO, UAE by Nodwin Gaming Private Limited, material subsidiary, through its wholly owned subsidiary “Nodwin Gaming 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 Gaming International Pte. Ltd. (“Nodwin Singapore”), a wholly owned subsidiary of Nodwin Gaming Private Limited (“Nodwin”), a material subsidiary of the Company, has entered into a Share Purchase Agreement (“the Agreement”) with Ninja Global FZCO (“Target Company” / “Ninja”), Planzet FZCO (“Seller”) and Gokhan Kazar and Doruk Demirsar (“the Founders of Planzet FZCO”) for acquisition of 100% of the share capital of Ninja through secondary purchase from the Seller, for a total consideration of upto USD 3,570,000 (Three Million Five Hundred and Seventy Thousand US Dollars Only), payable (a) partly by way of Cash consideration upto USD 1,320,063 and (b) balance USD 2,249,937 by way of swap of preference shares of Nodwin Singapore.

Ninja Global FZCO has a 100% subsidiary in Turkey, Ninja Espor Prodüksiyon Anonim Şirketi, which is a market leader in Gaming and esports entertainment business in Turkey.

With this acquisition, Nodwin will further strengthen its presence in the Middle East & Turkey region, along with PublishMe, a Gaming Marketing Services Company acquired by it in October 2023. Nodwin will now also have cost efficient multi-language production & delivery capabilities, a competitive advantage not only for the Middle East & Turkey markets, but also for Europe, specially Germany. With this acquisition, Nodwin is well set to enter the Central Asia mobile gaming & e-sports market, which is rapidly expanding with a tech-savvy young audience.

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 cash component of the transaction is being funded from the internal reserves and equity based financing of Nodwin Singapore.

Post completion of the aforesaid transaction, Ninja shall become the wholly owned subsidiary of Nodwin Singapore and step-down subsidiary of both Nodwin and Company. Further, Ninja Espor Prodüksiyon Anonim Şirketi, Turkey wholly owned subsidiary of Ninja, will also become the step-down subsidiary of Nodwin Singapore, Nodwin and the Company.

India | Middle East | Africa | Europe

Nazara Technologies Limited



Further, the details in this regards pursuant to the Listing Regulations 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, is enclosed herewith as **Annexure-A**.

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

Thanking you,

Yours faithfully,

For **Nazara Technologies Limited**

Varsha Vyas
Company Secretary and Compliance Officer

Encl.: As above

India | Middle East | Africa | Europe

Regd. Office: 51-54, Maker Chamber III, Nariman Point Mumbai - 400021. Tel. : +91-22-40330800 / 22810303 / 22813030
Fax: +91-22-22810606 E-mail: info@nazara.com Website: www.nazara.com CIN: L72900MH1999PLC122970

Annexure A

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 Target Entity details in brief such as size, turnover, etc	Ninja Global FZCO (“Ninja” or “Target Company”) is a Company incorporated in UAE. It has signed definitive share transfer agreements for purchase of 100% shares of Ninja Esport Produksiyon Anonim Şirketi. The turnover of Ninja Esport for CY22 was Turkish Lira 64.67 million (equivalent US\$ 2.2 million per current Forex Rates)
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 Ninja by Nodwin Singapore does not fall under the purview of related party transactions and the promoter/ promoter group / group companies of the Company do not have any interest in Ninja.
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 is continuing its journey to further penetrate the emerging markets, focussed on esports and this acquisition is a step in that direction. This acquisition adds multi-language production & delivery capabilities making Nodwin even more relevant for Middle East, Turkey & German markets.
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;	Total consideration of upto USD 3,570,000 (Three Million Five Hundred and Seventy Thousand US Dollars Only), payable (a) partly by way of Cash consideration upto USD

India | Middle East | Africa | Europe

		1,320,063 and (b) balance USD 2,249,937 by way of swap of preference shares of Nodwin Singapore.
8	Cost of Acquisition or the price at which shares are acquired	USD 3,570,000/- (USD Three Million Five Hundred and Seventy Thousand Only).
9	Percentage of shareholding / control acquired and / or number of shares acquired;	100% of the share capital of Ninja.
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>Ninja is a Company incorporated in UAE on 21.12.2023, along with Ninja Espor Prodüksiyon Anonim Şirketi. a Turkey based Company is engaged in the Gaming & Sports Entertainment business.:</p> <p><u>Turnover for last three years:</u></p> <p>2022: 64.67 million Turkish Lira 2021: 22.39 million Turkish Lira 2020: 11.21 million Turkish Lira Networth 23.97 million Turkish Lira</p> <p><u>Country in which acquired entity has presence:</u> UAE & Turkey</p>