

September 11, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) – Acquisition of 15.86% stake in Getstan Technologies Pte. Ltd by Nazara Technologies FZ LLC, a wholly owned subsidiary of the Company**

Dear Sir/Madam,

With reference to the above and in compliance with Regulation 30 read with Schedule III of the Listing Regulations, we hereby inform you that, Nazara Technologies FZ LLC (“**Nazara Dubai**”), a wholly owned subsidiary of the Company has today i.e., on September 11, 2024, entered into Share Purchase Agreements (“**SPAs**”) with Mr. Akshat Rathee and Mr. Gautam Singh Virk (individually referred to as “**Seller**” and collectively referred to as “**Sellers**”), the existing shareholders of Getstan Technologies Pte. Ltd. (“**STAN**” / “**Target Company**”), a company incorporated in the Republic of Singapore, for the acquisition of 3,17,333 (Three Lakhs Seventeen Thousand Three Hundred and Thirty Three) ordinary shares, representing 15.86% of the share capital of STAN, by way of secondary acquisition / purchase from the Sellers for an aggregate cash consideration of upto USD 2.2 Million (equivalent to ~INR 18.4 Crores), to be paid in one or more tranches by Nazara Dubai to the Sellers, in accordance with the terms and conditions as contained in the SPAs and 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 SPAs. The transaction is being funded by Nazara Dubai from its internal resources / reserves.

The required 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.

Yours faithfully,

For **Nazara Technologies Limited**

**Rakesh Shah**  
**Chief Financial Officer**

**Encl.** As above

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## ANNEXURE A

**The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) read with the SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 is as under:**

Sr. No.	Particulars	Details
1.	Name of the Target Entity details in brief such as size, turnover, etc.	<p>Getstan Technologies Pte. Ltd (“<b>STAN</b>” / “<b>Target Company</b>”), a company incorporated in the Republic of Singapore.</p> <p>STAN is a leading gaming community platform in India, dedicated to creating a vibrant ecosystem for gamers and creators. With a mobile-first design and a focus on user experience, STAN connects gamers, facilitates meaningful interactions, and provides tools for content creators to thrive.</p> <p>Turnover as on March 31, 2024: US\$ 1.8 million (~INR 15 Cr.) (Based on the unaudited Financial Statements)</p>
2.	<p>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?</p> <p>If yes, nature of interest and details thereof and whether the same is done at “arm’s length”</p>	<p>Nazara Technologies FZ LLC (“<b>Nazara Dubai</b>”), is a wholly owned subsidiary of the Company.</p> <p>Mr. Akshat Rathee is the co-founder and Managing Director, and Mr. Gautam Singh Virk is the co-founder and Chief Operating Officer of Nodwin Gaming Private Limited, a subsidiary of the Company. Additionally, Mr. Akshat and Mr. Gautam also serve as Directors in other subsidiaries of the Company.</p> <p>Therefore, the acquisition of equity shares in STAN by Nazara Dubai from Mr. Akshat Rathee and Mr. Gautam Singh Virk (individually referred to as “<b>Seller</b>” and collectively referred to as “<b>Sellers</b>”), the existing shareholders of STAN, would fall under the purview of related party transactions in terms of Regulation 2(1)(zc) of the Listing Regulation.</p> <p>Except as stated above, the promoter / promoter group / group companies of the Company do not have any interest in STAN. The transaction shall be undertaken on arm’s length basis.</p>

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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)	Nazara Dubai's investment in STAN strengthens the position of the Company in the rapidly growing gaming and esports landscape. STAN's mobile-first approach and focus on community engagement align perfectly with the Company's vision to become a leading player in the global esports ecosystem. This investment allows the Company's to expand its reach while empowering content creators and fostering a stronger gaming community.
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 30 days
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration.  The total consideration not exceeding USD 2.2 million (equivalent to ~INR 18.4 crores) will be payable in cash, in one or more tranches by Nazara Dubai to the Sellers for the secondary acquisition of 3,17,333 (Three Lakhs Seventeen Thousand Three Hundred and Thirty Three) ordinary shares of STAN, in accordance with Share Purchase Agreement(s) dated September 11, 2024 entered amongst the Nazara Dubai and Seller, subject to the compliance with the applicable laws, statutory approvals, consents and permissions as may be required.
8.	Cost of Acquisition or the price at which shares are acquired	Upto USD 2.2 million (equivalent to ~INR 18.4 crores)
9.	Percentage of shareholding / control acquired and / or number of shares acquired	Post completion of the aforesaid transaction, Nazara Dubai will hold 3,17,333 (Three Lakhs Seventeen Thousand Three Hundred and Thirty-Three) ordinary shares, representing 15.86% of the share capital of STAN.
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	STAN is a leading gaming community platform in India, dedicated to creating a vibrant ecosystem for gamers and creators. With a mobile-first design and a focus on user experience, STAN connects gamers, facilitates meaningful interactions, and provides tools for content creators to thrive.  Date of incorporation: 18/03/2022  <b>Last 3 years' turnover and EBITDA based on the Audited Financials:</b>

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Financial Year	Turnover	EBITDA
2023-24*	USD 1.8 million (~INR 15 Cr.)	USD -0.9 million (~INR -7.6 Cr.)
2022-23	USD 0.12 million (~INR 1.0 Cr.)	USD -1.2 million (~INR -10.3 Cr.)
2021-22	NA	NA

\*Note: Basis unaudited financials.

**Country of Operation:**  
India, Singapore, Bangladesh, Sri Lanka and Nepal.