Nazara Technologies Limited

Nazara™

January 24, 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**

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 Comic Con India Private Limited by Nodwin Gaming Private Limited, material subsidiary of the Company.

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 January 23, 2024, signed definitive agreements with Mr. Karan Kalra, Mr. Jatin Varma, and Across Universe Media Private Limited (collectively referred to as "Seller Shareholders"), for the purpose of acquisition of 100% of the equity share capital, on fully diluted basis, of Comic Con India Private Limited ("Target Company" / "Comic Con") from the Sellers for an aggregate consideration of Rs. 54,99,78,240/- (Rupees Fifty-Four Crores Ninety-Nine Lakhs Seventy-Eight Thousand Two Hundred and Forty Only). The consideration for said purchase will be discharged partly by cash and partly by way of share swap 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, Comic Con will become the wholly owned subsidiary of Nodwin and step-down subsidiary of Company.

The details in this regard, pursuant to Regulation 30 of the SEBI 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/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as Annexure-A to this letter.

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

Thanking you,

Yours faithfully,

For **Nazara Technologies Limited**

VARSHA VALLABH VYAS

Digitally signed by VARSHA VALLABH VYAS
Date: 2024.01.24 00:34:37 +05'30'

Varsha Vyas
Company Secretary and Compliance Officer

Encl.: As above

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	Comic Con India Private Limited ("Comic Con" or "Target Company") Turnover as on March 31, 2023: Rs. 16.26 Crores/- (Based on 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 Comic Con by Nodwin Gaming Private Limited, a material subsidiary of the Company, ("Nodwin") does not fall under the purview of a related party transaction and the promoter / promoter group / group companies of the Company do not have any interest in Comic Con.
3	Industry to which the entity being acquired belongs	Gaming & Pop Culture Entertainment
4	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)	Integration of Comic Con India will amplify and diversify the offering of NODWIN to all opportunities that target the youth in India. With the continued intersection of Gaming/ Pop Culture/ esports into one interactive entertainment sector, Nodwin will add a strong and robust IP that is scalable both in India and Internationally. The quest for drawing millions of fans across the world will get another level up with Comic Con.
5	Brief details of any governmental or regulatory approvals required for the acquisition	None.
6	Indicative time for completion of acquisition	Within 90 days
7	Nature of consideration - whether cash consideration or share swap or any other form and details of the same	The total consideration of INR 54,99,78,240/- will be discharged in the following manner: a.) INR 27,44,56,428/- will be payable in Cash. b.) balance INR 27,55,21,812/- by way of swap of shares (i.e by issuance of 172 equity shares of Nodwin against the equity shares of Comic Con) to the Sellers.
8	Cost of acquisition and/or the price at which the shares are acquired	INR 54,99,78,240/-

9	Percentage of shareholding / control acquired and / or number of shares acquired	6,504 equity shares of Rs. 100/- each representing 100 % equity share capital of the Target Company on a fully diluted basis.
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 (in brief)	Comic Con India Private Limited is a private limited company incorporated on 18th November,2011 under the provisions of Companies Act, 1956 with its registered office situated at Unit No. 111, Aggarwal City Square, Plot No. 10 District Centre Manglam Place, Sector 3, Rohini, Rohini Sector 5, North West Delhi, Delhi – 110085, India. Comic Con is famous for hosting multiple pop cultural festivals targeting youth in India Website: www.comicconindia.com **Turnover for last three years (Based on the Audited Financial Statements:** March 31, 2023: Rs. 89 lakhs/- March 31, 2022: Rs. 24 lakhs/- March 31, 2021: Rs. 16.26 crores/- **Country in which acquired entity has presence: India**

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