



April 08, 2026

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: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Notice of Extra-Ordinary General Meeting (EGM) of Nazara Technologies Limited ('the Company')

Dear Sir/Ma'am,

With reference to the captioned subject and in continuation to our intimations dated March 30, 2026 and April 01, 2026 and pursuant to Regulation 30 and other applicable provisions of the Listing Regulations, please find enclosed herewith the Notice convening the EGM of the Company scheduled to be held on Friday, May 01, 2026 at 11:30 a.m. (IST) through Video Conference ("VC")/ Other Audio-Visual means ("OAVM") to transact the business(es) set forth in the said Notice .

In compliance with applicable laws and relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the EGM along with the Explanatory Statements is being sent through electronic mode to all the members of the Company whose email addresses are registered with Depository Participant(s) or Registrar and Share Transfer Agent or with Company.

The said Notice has also been hosted on the Company's website at www.nazara.com

You are requested to take the above information on record.

Thanking You,

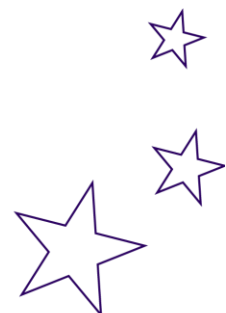
Yours faithfully
For **Nazara Technologies Limited**

Arun Bhandari
Company Secretary and Compliance Officer

Encl: As Above

Nazara Technologies Limited

CIN: L72900MH1999PLC122970
📍 11th Floor, Avighna House, Dr. A.B. Road,
Worli, Mumbai – 400018.
☎ 91-22-40330800 / 22810303 / 22813030
✉ info@nazara.com
🌐 www.nazara.com





NAZARA TECHNOLOGIES LIMITED

CIN: L72900MH1999PLC122970

Regd. Office.: 11th Floor, Avighna House, Dr. A.B. Road, Worli, Mumbai - 400018

Tel.: +91-22-40330800; E-mail: investors@nazara.com;

Website: www.nazara.com

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of **NAZARA TECHNOLOGIES LIMITED** (“the Company”) will be held on **Friday, May 01, 2026 at 11:30 a.m. (IST)** through **Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following businesses:

SPECIAL BUSINESS:

1. Approval for increase in the limits to provide loan, guarantee or security or to make investment under Section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the Special Resolution passed by the Members of Company at the Extra-Ordinary General Meeting of the Company held on February 13, 2025, and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, sanctions and consents, as may be required, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution and/ or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to: (a) give loans, from time to time on such terms and conditions as it may deem expedient to any person(s) or other body(ies) corporate; (b) give guarantee or provide security in connection with a loan taken by subsidiary(ies)/ associate(s) of the Company or any person(s) or other body(ies) corporate; and (c) acquire by way of subscription, purchase or otherwise, the securities of any body(ies) corporate from time to time, in one or more tranches, upto an aggregate amount of INR 5000,00,00,000/- (Indian Rupees Five Thousand Crores Only) notwithstanding the fact that the aggregated amount of the loan(s) and investment(s), so far made, the amounts for which guarantee(s) given, along with the investment(s), loan(s), guarantee(s) and security(ies) in respect of loan(s) proposed to be made or given by the Board which may exceed the higher of sixty percent of the total paid-up share capital and free reserves and the securities premium account or one hundred percent of its free reserves and the securities premium account, as per the provisions of Section 186 of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment(s) within the aforesaid limits including the power to transfer, lien and dispose of the investment(s) so made, from time to time, giving loan(s) to any person(s) or body(ies) corporate or giving guarantee(s) or providing security(ies) in connection with a loan(s) to any other person(s) or body(ies) corporate as they may deem fit and in the best interest of the Company and to execute all deeds, documents and other writings;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things to the extent it may be desirable and expedient to give effect to the aforesaid resolution including the power to settle any and all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

2. To approve the issuance of Warrants on Preferential Basis:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to (i) the applicable provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies

(Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as the “**Act**”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (“**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (“**SEBI SAST Regulations**”) and subject to other applicable laws, rules, regulations, circulars, notifications and guidelines of the Securities and Exchange Board of India (“**SEBI**”) and/ or the stock exchanges where the Equity Shares of the Company are listed, (iii) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (BSE and NSE together, the “**Stock Exchanges**”) on which the Equity Shares of the Company having face value of INR 2/- (Indian Rupees Two Only) (“**Equity Shares**”) are listed, (iv) the applicable provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed there under as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**GoI**”) as amended from time to time, subject to other applicable rules, regulations and guidelines issued by Ministry of Finance, Reserve Bank of India (“**RBI**”); (v) in accordance with the provisions of the Memorandum and Articles of Association of the Company, as amended; (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the GoI, the Ministry of Corporate Affairs (“**MCA**”), the SEBI, or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be regulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authority(ies) and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 1,92,31,000 (One Crore Ninety Two Lakhs Thirty One Thousand) Warrants (“**Warrants**”), each convertible into 1 (One) fully paid-up equity share of face value of INR 2/- (Indian Rupees Two Only) each, at a price of INR 260/- (Indian Rupees Two Hundred and Sixty Only) (including a premium of INR 258/- per Warrant (“**Warrant Issue Price**”), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto INR 500,00,60,000/- (Indian Rupees Five Hundred Crores and Sixty Thousand Only), in one or more tranches, to the Proposed Allottees as listed in the table below, as per the particulars stated therein, by way of preferential issue on private placement basis (“**Preferential Allotment**”), for cash consideration, in accordance with applicable laws:

Sr. No.	Name of Proposed Allottees	Category of the proposed allottees	Maximum Number of Warrants to be issued and allotted	Consideration Amount (in INR) #
1.	Riambel Capital PCC-RCC1	Qualified Institutional Buyer (Non-Promoter)	94,85,000	246,61,00,000/-
2.	S Gupta Family Investments Private Limited	Body Corporate (Non-Promoter)	40,00,000	104,00,00,000/-
3.	Plutus Investments and Holding Private Limited	Body Corporate (Non-Promoter*)	38,46,000	99,99,60,000/-
4.	Classic Enterprises (Partnership Firm represented by its Partners: Mr. Sanjeev Singhal, Mr. Gaurank Singhal and Mr. Aditya Singhal)	Individual (Non-Promoter)	10,00,000	26,00,00,000/-
5.	Founders Collective Fund	Qualified Institutional Buyer (Non-Promoter)	9,00,000	23,40,00,000/-
Total			1,92,31,000	500,00,60,000/-

#a) considering full conversion of warrants issued on preferential basis

b) 25% of the total consideration amount shall be paid by the allottees on or before the allotment of warrants and balance consideration i.e. 75% shall be paid at the time of conversion of the Warrants into Equity Shares.

* Presently, Plutus Investments and Holding Private Limited (“**PIHPL**”) is neither a promoter nor a member of the promoter group of the Company. However, as PIHPL is associated with certain existing promoters and members of promoter group of the Company; accordingly, PIHPL shall be categorized as a member of the promoter group of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the Preferential Allotment of issue of Warrants is Wednesday, April 01, 2026, being the date that is 30 days prior to the date of the EGM i.e. Friday, May 01, 2026;

RESOLVED FURTHER THAT the warrants being offered, issued and allotted to the Proposed Allottees by way of Preferential Allotment shall inter-alia be subject to the following terms and conditions:

- a) The Allotment of Warrants shall be made in dematerialized form only;
- b) INR 65/- (Indian Rupees Sixty Five Only), being 25% of the Warrant Issue Price (“**Warrant Subscription Price**”), shall be payable at the time of subscription to each Warrant, and the remaining INR 195/- (Indian Rupees One Hundred and Ninety Five Only), being 75% of the Warrant Issue Price, shall be payable by the Warrant holder at the time of conversion of the Warrant (such 75% being the “**Warrant Conversion Price**”);
- c) The Warrant Holders shall make payment of Warrant Subscription Price and Warrant Conversion Price to the Company from their own bank account;
- d) The Company has obtained the Permanent Account Number of the Proposed Allottees;
- e) The Warrants so offered, issued and allotted shall not exceed the number of Warrants as approved hereinabove;
- f) The Equity Shares allotted to the Proposed Allottees, on conversion of the Warrants shall be in dematerialized form and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- g) The Warrants shall not carry any voting rights until they are converted into Equity Shares;
- h) The Warrant Issue Price and/or the number of Equity Shares to be allotted on conversion of the Warrants shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI ICDR Regulations prior to the conversion of the Warrants;
- i) The Warrants may be converted by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form, subject to receipt of the aggregate Warrant Conversion Price from the Warrant holder to the designated bank account of the Company;
- j) In the event that the Warrant holder does not convert the Warrants within the period of 18 (Eighteen) months from the date of allotment of the Warrants, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire, the unconverted Warrants shall lapse, and the amount paid by the Warrant holder on such Warrants shall stand forfeited;
- k) The Warrants and the resultant Equity Shares allotted on conversion of such Warrants shall be subject to applicable lock-in requirements for such period as specified in Chapter V of the SEBI ICDR Regulations;
- l) The entire pre-preferential allotment shareholding of the Proposed Allottee(s) in the Company shall be subject to lock-in for such period as specified in Chapter V of the SEBI ICDR Regulations;
- m) The Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of the special resolution approving the Preferential Allotment or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time or where the allotment of the Warrants is pending on account of pendency of any approval for the Preferential Allotment/ for such allotment by any regulatory/ statutory authority(ies) (including but not limited to the in-principle approval of the Stock Exchanges), the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval;
- n) The Equity Shares allotted on conversion of Warrants will be listed on BSE and NSE and, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to record the names of investors be recorded for the issue of invitation to subscribe to the Warrants and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to Warrants;

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application for Warrants pursuant to this preferential issue/ private placement shall be kept by the Company in a separate bank account in a Scheduled Bank;

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation(s) (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants and Equity Shares to be allotted upon conversion of Warrants to the Proposed Allottees for effecting any modification(s), change(s), variation(s), alteration(s), addition(s) and/or deletion(s) to the Preferential Allotment as may be required by any regulatory or other authority(ies) or agency(ies) involved in or concerned with the issue of Warrants and for determining and making any changes to the form, terms and timing of the Preferential Allotment, and the number of Warrants and Equity Shares to be allotted upon conversion of Warrants, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of resultant Equity Shares upon conversion of Warrants, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the Depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Warrants and Equity Shares upon conversion of Warrants, (viii) to determine, finalise and vary utilisation of the proceeds of the Preferential Allotment, in accordance with applicable laws, (ix) to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws, (x) to appoint and execute necessary agreements with the monitoring agency, and (xi) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more director(s), officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**By Order of Board of Directors,
Nazara Technologies Limited**

Sd/-

**Arun Bhandari
Company Secretary & Compliance Officer
Mem. No.: F8754**

Place: Mumbai

Date: March 30, 2026

Registered Office:

11th Floor, Avighna House,
Dr. A.B. Road, Worli,
Mumbai - 400018

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (hereinafter collectively referred to as “MCA Circulars”) and applicable circulars issued by the Securities and Exchange Board of India (“SEBI”) have permitted companies to conduct Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), subject to compliance of the conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars, applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, each as amended, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (“SEBI Listing Regulations”), the EGM of the Members of the Company is being convened and conducted through VC/ OAVM, without the physical presence of the Members at a common venue.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, in respect of the Special Business to be transacted at the meeting forms part of this Notice.
3. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company situated at 11th Floor, Avighna House, Dr. A.B. Road, Worli, Mumbai - 400018, Maharashtra, India. Since, the EGM is being held through VC/ OAVM, the route map of the venue is not annexed hereto.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/ her behalf. Since the EGM is being held through VC/ OAVM pursuant to the relevant MCA Circulars and the SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice. In pursuance of Sections 112 and 113 of the Act, representatives of the President of India or the Governor of a State or Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the EGM held through VC/ OAVM.
5. Central Depository Services (India) Limited (“CDSL”) has been appointed to provide the facility for voting through remote e-voting, for participation in the EGM through VC/ OAVM and e-voting at the EGM. The procedure for voting through remote e-voting, e-voting at EGM and participating in the EGM through VC/OAVM is explained at Notes below and is also available on the website of the Company at www.nazara.com.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/ OAVM. Institutional Investors, who are Members of the Company and Corporate Members intending to appoint an authorized representative to attend the EGM through VC/ OAVM and to vote through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorisation/ Power of Attorney to the Scrutinizer of the EGM by e-mail at scrutinizer@mgconsulting.in with a copy marked to cs@nazara.com.
7. The Members attending the EGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
8. In case of joint holders, the member whose name appears as the first holder in the order of their names will be entitled to cast vote at the EGM.
9. All the documents referred to in the Notice and the Explanatory Statement pursuant to Section 102(1) of the Act shall be available electronically for inspection by the Members from the date of circulation of this Notice upto 5:00 p.m. (IST) on the last date of remote e-voting. Members seeking to inspect the aforesaid documents may send their request in writing to the Company at cs@nazara.com mentioning their Folio No./DP ID and Client ID (BO ID).
10. Members who have not yet registered their e-mail addresses are requested to register the same with their respective Depository Participants (“DP”) in case the Equity Shares are held by them in dematerialised form. Members holding the shares in physical form are requested to intimate such changes to Company’s Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083 (the “RTA of the Company”) quoting their folio number.
11. Members are requested to update/ intimate changes, if any, in their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DP if the Equity Shares are held by them in dematerialised form and to the RTA of the Company, quoting their folio number, if the Equity Shares

are held by them in physical form by submitting Form ISR-1. The said form is available on the website of the Company at <https://investors.nazara.com/investor-information#three> and on the website of RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>

12. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA of the Company/ Depositories. Members may note that the Notice is available on the Company's website www.nazara.com, websites of the Stock Exchanges, i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and on the website of CDSL www.evotingindia.com.
13. As per the provisions of Section 72 of the Act and the SEBI Circulars, the facility for making nomination is available for the Members in respect of the Equity Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the Company's website www.nazara.com. The Members are requested to submit the said details to their DPs in case the Equity Shares are held by them in dematerialised form and to the RTA of the Company quoting their folio number, in case the Equity Shares are held by them in physical form.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
15. The Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website <https://investors.nazara.com/investor-information#three>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. Non-Resident Indian members are requested to inform the RTA of the Company, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
17. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records. Members are therefore requested to kindly submit their e-mail ID and other details to their respective Depository Participant / Depository.
18. **Green Initiative:** To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. The Company has also issued a Notice in this regard in the Newspapers.

19. Instruction for e-voting and joining the EGM are as follows: -

A. VOTING THROUGH ELECTRONICS MEANS: -

- i. As you are aware, as permitted by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), the general meetings of the companies shall be conducted as per the guidelines issued by the MCA. Accordingly, the EGM of the Company will thus be held through VC/ OAVM. Hence, Members can attend and participate in the ensuing EGM of the Company through VC/ OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited

("CDSL") for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

- iii. The Members can join the EGM in the VC/ OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available to 1000 (one thousand) members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration & Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the EGM through VC/ OAVM will be counted for the purpose of ascertaining quorum under Section 103 of the Companies Act, 2013.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date i.e., Friday, April 24, 2026.
- vi. Any person, who acquires shares of the Company and becomes a member of the Company, after dispatch of the Notice and holding shares as on the Cut-off-date i.e., Friday, April 24, 2026, may follow the same instructions as mentioned above for e-voting. A person who is not a member as on the Cut-off date, should treat the Notice for information purpose only.
- vii. Only those Members/ Shareholders, who will be present in the EGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/ OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through remote e-voting or voting through VC/ OAVM mode during the EGM.
- viii. The Company has appointed CS Sandhya Malhotra, Partner of M/s. Manish Ghia & Associates, Practicing Company Secretaries (Membership No.: FCS 6715 and CP No.: 9928) as the Scrutinizer to scrutinize the process of remote e-voting and voting on the date of EGM in a fair and transparent manner. The Voting results will be declared within 2 (Two) working days from the conclusion of EGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.nazara.com and on the website of CDSL e-voting i.e. www.evotingindia.com and the same shall also be communicated to BSE and NSE, the Stock Exchanges where the Equity Shares of the Company are listed.
- ix. The Notice of the EGM and instructions for e-voting along with instruction for participating in the Meeting through VC/ OAVM are being sent by electronic mode to all Members whose e-mail address are registered with the Company/ RTA of the Company/ DP.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in dematerialised form.

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical form and non-individual shareholders in dematerialised form.

- a. The voting period begins on Monday, April 27, 2026 at 9:00 A.M. (IST) and ends on Thursday, April 30, 2026 at 5:00 P.M. (IST). During this period shareholders of the Company, holding shares as on the cut-off date i.e. Friday, April 24, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the virtual meeting date would not be entitled to vote at the virtual meeting during the EGM.
- c. Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in dematerialised form.

- d. In terms of SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 on e-voting facility provided by Listed Companies, individual shareholders holding securities in dematerialised form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for individual shareholders holding securities in dematerialised form with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easy / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, the links are provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical form and non-individual shareholders in dematerialised form.

e. Login method for e-voting and joining virtual meetings for **shareholders who are holding shares in physical mode and shareholders other than individual holding in dematerialised form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

Particulars	For shareholders who are holding shares in physical mode and other than individual shareholders holding shares in Demat.
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders (i.e. shareholders holding shares in dematerialised form) as well as shareholders holding shares in physical form) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the EVSN of Nazara Technologies Limited on which you choose to vote. The EVSN of the Company is **260408002**.
- j. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- o. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p. There is also an optional provision to upload Board Resolution/Power of Attorney, which will be made available to scrutinizer for verification.
- q. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required to mandatorily send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz scrutinizer@mgconsulting.in and cs@nazara.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/ OAVM & E-VOTING AT THE EGM ARE AS UNDER:

- The procedure for attending meeting & e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- The link for VC/ OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
- Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 (five) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@nazara.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 (five) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@nazara.com. These queries will be replied to by the Company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
- Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting at the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

- o For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to the Company/RTA of the Company at their designated e-mail ID.
- o For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- o **For Individual demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013, as amended (the "Act"), the following statements sets out all the material facts relating to the special business mentioned under Item Nos. 01 and 02 of this Notice of the Extra-Ordinary General Meeting ("EGM").

ITEM NO. 01:

The Members are informed that the Company continues to make investments in, and giving loans to, its various subsidiary(ies), associate(s) and other body(ies) corporate from time to time. The Company has a stated strategy of creating shareholder value through strategic M&A and has a proven track record of creating value through its past acquisitions.

The Company has been constantly looking for opportunities in the market for acquisition/investment in new businesses as part of its inorganic growth strategy. In order to make optimum use of funds available with the Company and also to achieve long-term strategic and business objectives, the Board of Directors of the Company proposes to make use of such funds by making strategic acquisitions and investment in or granting loans to body(ies) corporate, giving guarantee or providing security for the benefit of body(ies) corporate as and when required.

It is to be further noted that the Members of the Company had passed a Special Resolution at the EGM held on February 13, 2025 authorising the Board of Directors to give loans, provide guarantees and/ or security for loans taken, acquire by way of subscription, investment, purchase or otherwise, the securities of any other body(ies) corporate, as may be required from time to time, up to an amount of INR 3500,00,00,000/- (Indian Rupees Three Thousand Five Hundred Crores Only).

The Company has, from time to time, made investments in various companies in furtherance of its business objectives and strategic growth plans. The details in this regard are available on the website of the Company at <https://investors.nazara.com/general-meeting>.

In order to tap the future market opportunities, the present limit under Section 186 of the Act may not be sufficient as the same is within reach of being exhausted. Accordingly, it is proposed to enhance the investment/ loan/ guarantee limits under Section 186 of the Act from the existing limit of INR 3500,00,00,000/- (Indian Rupees Three Thousand Five Hundred Crores Only) to INR 5000,00,00,000/- (Indian Rupees Five Thousand Crores Only).

Upon receipt of approval on enhanced limits as proposed in Item No. 01 of this Notice from the Members, the Board of Directors will be able to make strategic investments in various company(ies)/ body(ies) corporate, from time to time, in accordance with the applicable provisions of Act.

The Members may note that the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Act, by way of a Special Resolution, up to a limit of INR 5000,00,00,000/- (Indian Rupees Five Thousand Crores Only) as proposed in Item No. 01 of this Notice. The above proposal is in the interest of the Company and accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 01 of this Notice of the EGM.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relative(s) are, in any way, concerned or interested, financially or otherwise, in the resolution(s) set out at Item No. 01.

ITEM NO. 02:

The Board of Directors of the Company ("Board") in their meeting held on March 30, 2026 subject to the necessary statutory and regulatory approvals, if any, has approved the creation, offer, issue and allotment of upto 1,92,31,000 (One Crore Ninety Two Lakhs Thirty One Thousand) Warrants, each convertible into 1 (One) fully paid-up Equity Share of face value of INR 2/- (Indian Rupees Two Only) each, at a price of INR 260/- (Indian Rupees Two Hundred and Sixty Only) (including a premium of INR 258/-) per Warrant ("**Warrant Issue Price**") for an aggregate consideration of INR 500,00,60,000/- (Indian Rupees Five

Hundred Crores and Sixty Thousand Only), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), as amended, by way of preferential allotment on private placement basis, in the following manner:

Sr. No.	Name of Proposed Allottees	Maximum Number of Warrants to be issued and allotted	Consideration Amount (in INR) #
1,	Riambel Capital PCC-RCC1	94,85,000	246,61,00,000/-
2.	S Gupta Family Investments Private Limited	40,00,000	104,00,00,000/-
3.	Plutus Investments and Holding Private Limited	38,46,000	99,99,60,000/-
4.	Classic Enterprises (Partnership Firm represented by its Partners: Mr. Sanjeev Singhal, Mr. Gaurank Singhal and Mr. Aditya Singhal)	10,00,000	26,00,00,000/-
5.	Founders Collective Fund	9,00,000	23,40,00,000/-
Total		1,92,31,000	500,00,60,000/-

#a) *considering full conversion of warrants issued on preferential basis*

b) *25% of the total consideration amount shall be paid by the allottees on or before the allotment of warrants and balance consideration i.e. 75% shall be paid at the time of conversion of the Warrants into Equity Shares .*

As per Section 62 read with Section 42, Section 23 and other applicable provisions, if any, of the Act and the Rules made thereunder, and in accordance with the provisions of Chapter V of the SEBI ICDR Regulations as amended, approval of shareholders by way of Special Resolution is required for allotment of Warrants on preferential allotment/ private placement basis.

Therefore, the consent of the Members is being sought by way of a special resolution to issue Warrants to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information/ disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

1. Object(s) of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

- i. **Expansion and growth:** The Company shall utilise at least 75% (Seventy Five percent) of the issue proceeds from the Preferential Issue (after adjustment of expenses related to the Preferential issue, if any) (“**Net Proceeds**”) i.e., an amount aggregating to at least INR 375,00,45,000/- (Indian Rupees Three Hundred Seventy Five Crores and Forty Five Thousand Only) towards funding inorganic growth opportunities and strategic acquisitions/ investments of the Company and its subsidiaries and associates, (by way of merger & acquisition activities, strategic investments in certain gaming sector investment vehicles, acquisition of any business undertaking on going concern basis etc., in accordance with applicable laws), including but not limited to investment in/ loan to Nazara Technologies UK Limited for the acquisition of Bluetile Games, S.L. and Bestplay Systems, S.L.;
- ii. **General corporate purposes:** The Company shall utilise upto 25% (Twenty Five percent) of the issue proceeds from the Preferential Issue i.e. an amount of INR 125,00,15,000/- (Indian Rupees One Hundred Twenty Five Crores and Fifteen Thousand Only) for general corporate purposes, which includes, *inter alia*, for meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable laws (“**GCP**”).

(collectively referred as the “**Objects**”)

Utilization of Net Proceeds:

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for the Objects of the Issue (INR in crore)*	Tentative timelines for utilization of Net Proceeds from the date of receipt of funds**
1.	Expansion and growth	INR 375,00,45,000/-	Within 36 months from the date of receipt of funds.
2.	General Corporate Purposes & Preferential Issue expenses	INR 125,00,15,000/-	Within 36 months from the date of receipt of funds.
Total		INR 500,00,60,000/-	

* Considering 100% conversion of Warrants into equity shares within the stipulated time.

** Issue proceeds shall be received by the Company within 18 months period from the date of allotment of Warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management the entire proceeds received from the issue would be utilized subject to compliance with applicable laws for the above mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by March 2029.

While the amounts proposed to be utilized against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances and the business and investments prospects and opportunities, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213- 47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of/ various factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to (i) funds utilised for GCP not exceeding 25% of the proceeds from the Preferential Issue, as stated above; and (ii) compliance with the applicable laws.

Interim Use of Issue Proceeds:

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

Monitoring of utilisation of funds:

- i. Given that the issue size exceeds INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").
- ii. The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (Forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

2. Maximum Number of Warrants to be offered:

The Company proposes to create, offer, issue and allot up to 1,92,31,000 (One Crore Ninety Two Lakhs Thirty One Thousand) Warrants, each convertible into 1 (One) fully paid-up equity share of face value of INR 2/- (Indian Rupees Two Only) each at a price of INR 260/- (Indian Rupees Two Hundred and Sixty Only) (including premium of INR 258/-) per Warrant, aggregating to INR 500,00,60,000/- (Indian Rupees Five Hundred Crores and Sixty Thousand Only).

3. Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise up to a maximum of INR 500,00,60,000/- (Indian Rupees Five Hundred Crores and Sixty Thousand Only) by way of issuance of up to 1,92,31,000 (One Crore Ninety Two Lakhs Thirty One Thousand) Warrants.

4. Issue Price:

The Company proposes to create, offer, issue and allot up to 1,92,31,000 (One Crore Ninety Two Lakhs Thirty One Thousand) Warrants, each convertible into 1 (One) fully paid-up Equity Share of face value of INR 2/- (Indian Rupees Two Only) each at a price of INR 260/- (Indian Rupees Two Hundred and Sixty Only) (including premium of INR 258/-) per Warrant, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations. Please refer to Point No. 6 below in respect of the basis of determining the price of the Preferential Issue.

5. Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Warrants to be issued is Wednesday, April 01, 2026 i.e., being the date that is 30 days prior to the date of the EGM i.e. Friday, May 01, 2026.

6. Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchanges i.e. National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") and are frequently traded in accordance with the SEBI ICDR Regulations. For the purpose of computation of the price per Warrant, NSE, being the stock exchange with higher trading volumes for the preceding 90 (Ninety) trading days prior to Relevant Date i.e., Wednesday, April 01, 2026 has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The price per Warrant has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be higher of:

- a. The 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the Relevant Date, which is INR 259.78/- per equity share; or
- b. The 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the Relevant Date, which is INR 238.84/- per equity share; or
- c. Price determined through the valuation report from an independent registered valuer-

As the proposed Preferential Issue does not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the provisions of Regulation 166A of the SEBI ICDR Regulations are not applicable; or

- d. Floor price determined in accordance with the provisions of the Articles of Association of the Company-

This is not applicable as the Articles of Association of the Company do not provide for any method of determination for valuation of shares for determination of floor price of shares issued by way of preferential allotment.

The Proposed Allottees in the current Preferential Allotment, inter alia, include certain investor(s) under QIB category. Regulation 164(4)(a) of the SEBI ICDR Regulations determines the pricing for preferential issue of persons under QIB category, which is at a price not less than 10 trading days volume weighted average prices of the Equity Shares of the Company quoted on NSE preceding the Relevant Date (being Wednesday, April 01, 2026).

In view of the above, the Board has decided to issue the Warrants on preferential basis to the Proposed Allottees at a price of INR 260/- (Indian Rupees Two Hundred and Sixty Only) (including premium of INR 258/-) per Warrant which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations.

The certificate dated March 31, 2026 issued by M/s. Manish Ghia & Associates, Company Secretaries, certifying compliance of the Issue Price for the proposed Preferential Issue of the Company with the pricing formula prescribed under Chapter V of SEBI ICDR Regulations, will be made available for inspection by the Members during the Meeting and is also available on the Company's website and is accessible at link <https://investors.nazara.com/general-meeting>.

7. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue:

None of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the Warrants pursuant to the aforementioned preferential issue and no contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of the objects, except as mentioned below:

The Company has received a letter dated March 27, 2026 from Plutus Investments and Holding Private Limited (“PIHPL”), informing the Company of its intention to invest an aggregate amount up to an amount of INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only) in the Company. Presently, PIHPL is neither a promoter nor a member of the promoter group of the Company. However, as PIHPL is associated with certain existing promoters and members of promoter group of the Company; accordingly, PIHPL shall be categorized as a member of the promoter group of the Company.

8. Class or Classes of persons to whom the allotment is proposed to be made:

The Warrants shall be issued and allotted to the investors as detailed herein below. The Company has obtained the Permanent Account Number (“PAN”) of all the Proposed Allottees:

Sr. No.	Name of the proposed allottees	Category	Maximum number of securities to be offered	Total Amount (in INR)
1.	Riambel Capital PCC-RCC1	Qualified Institutional Buyer (Non-Promoter)	94,85,000	246,61,00,000
2.	S Gupta Family Investments Private Limited	Body Corporate (Non-Promoter)	40,00,000	104,00,00,000
3.	Plutus Investments and Holding Private Limited	Body Corporate (Non-Promoter*)	38,46,000	99,99,60,000
4.	Classic Enterprises (Partnership Firm represented by its Partners: Mr. Sanjeev Singhal, Mr. Gaurank Singhal and Mr. Aditya Singhal)	Individual (Non-Promoter)	10,00,000	26,00,00,000
5.	Founders Collective Fund	Qualified Institutional Buyer (Non-Promoter)	9,00,000	23,40,00,000
Total			1,92,31,000	500,00,60,000

* Presently, Plutus Investments and Holding Private Limited (“PIHPL”) is neither a promoter nor a member of the promoter group of the Company. However, as PIHPL is associated with certain existing promoters and members of promoter group of the Company; accordingly, PIHPL shall be categorized as a member of the promoter group of the Company.

9. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of Warrants to the Proposed Allottees on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the Members of the Company.

It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

10. Shareholding Pattern of the Company before and after the Preferential Issue:

The pre-issue shareholding pattern as on Friday, April 03, 2026 and the post-issue shareholding pattern (considering full conversion of Warrants issued on preferential basis) is provided below:

Sr. No	Category of shareholders	Pre- Issue Shareholding (As on April 03, 2026)		Post-Issue Shareholding#	
		No. of Shares held	% of Total Shareholding	Post- Issue Shareholding	% of Total Shareholding
A.	Promoter and Promoter Group				
1	Indian				
(a)	Individuals/Hindu undivided Family	4,20,61,592	11.35	4,20,61,592	10.79
(b)	Body Corporate	8,92,95,208	24.10	9,31,41,208	23.90
Total Shareholding of Promoter and Promoter Group (A)		13,13,56,800	35.46	13,52,02,800	34.69
B	Non-Promoter Holding				
1	Institutions (Domestic)				
(a)	Mutual Funds	60,84,074	1.64	60,84,074	1.56
(b)	Venture Capital Funds	0	0.00	0	0.00
(c)	Alternate Investment Funds	84,400	0.02	9,84,400	0.25
(d)	Bank	0	0.00	0	0.00
(e)	Insurance Companies	18,62,492	0.50	18,62,492	0.48
(f)	NBFCs registered with RBI	8,000	0.00	8,000	0.00
Sub-Total (B)(1)		80,38,966	2.17	89,38,966	2.29
2	Institutions (Foreign)				
(a)	Foreign Portfolio Investors Category I	4,16,38,033	11.24	5,11,23,033	13.12
(b)	Foreign Portfolio Investors Category II	76,89,440	2.08	76,89,440	1.97
Sub-Total (B)(2)		4,93,27,473	13.32	5,88,12,473	15.09
3	Central Government/ State Government(s)				
(a)	Central Government / President of India	1,600	0.00	1,600	0.00
(b)	State Government / Governor	0.00	0.00	0.00	0.00
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0.00	0.00	0.00	0.00
Sub-Total (B)(3)		1,600	0.00	1,600	0.00
4	Non-institutions				
(a)	Key Managerial Personnel	8	0.00	8	0.00
(b)	i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	2,94,87,450	7.96	2,94,87,450	7.57
(c)	ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	4,88,36,217	13.18	4,98,36,217	12.79
(d)	Non Resident Indians (NRIs)	55,14,249	1.49	55,14,249	1.42
(e)	Foreign Companies	83,65,680	2.26	83,65,680	2.15
(f)	Bodies Corporate	6,10,71,929	16.49	6,50,71,929	16.70
(g)	Any Other (Specify)	2,84,64,652	7.68	2,84,64,652	7.30
(i)	Trusts	16,120	0.00	16,120	0.00
(iii)	Hindu Undivided Family	1,20,62,687	3.26	1,20,62,687	3.10
(iv)	Clearing Member	1,25,05,137	3.38	1,25,05,137	3.21
(vi)	Demat Suspense Escrow Account	38,80,708	1.05	38,80,708	1.00
Sub-Total (B)(4)		18,17,40,185	49.06	18,67,40,185	47.92
Total Public Shareholding (B)=(B)(1)+(B)(2)+ (B)(3)+(B)(4)		23,91,08,224	64.54	25,44,93,224	65.31
Total (A+B)		37,04,65,024	100.00	38,96,96,024	100.00

In the event of allotment of equity shares, upon exercise of outstanding ESOPs, the post-issue shareholding pattern shall stand modified to the extent of the equity shares allotted by the Company.

11. Lock-in Period:

The Warrants proposed to be allotted and the Equity Shares allotted on conversion pursuant to the Preferential Issue and, where applicable, the pre-preferential allotment shareholding of the Proposed Allottees shall be subject to lock-in as per the requirement of Chapter V of the SEBI ICDR Regulations.

12. Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted/ Equity Shares arising on conversion of Warrants and/ or who ultimately control the Proposed Allottees:

The names of the Proposed Allottees and the identity of the natural persons who are ultimate beneficial owners of the Warrants and resultant equity shares, proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue are provided herein below:

Name of the Proposed Allottees	Category	Name of the natural persons, who are the ultimate beneficial owners	Pre- Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment*	
			No. of Shares	% of voting rights		No. of Shares	% of voting rights
Riambel Capital PCC-RCC1	Qualified Institutional Buyer	1. Mr. Jacques Eddy Tong Sam 2. Mr. Jacques Dany Tong Sam	63,53,520	1.72	94,85,000	1,58,38,520	4.06
S Gupta Family Investments Private Limited	Body Corporate	1. Ms. Neera Gupta 2. Ms. Megha Gupta	-	-	40,00,000	40,00,000	1.03
Plutus Investments and Holding Private Limited	Body Corporate	1. Mr. Ramesh Keshubhai Siyani 2. Mr. Arpit Khandelwal	-	-	38,46,000	38,46,000	0.99
Classic Enterprises (Partnership Firm represented by its Partners Mr. Sanjeev Singhal, Mr. Gaurank Singhal and Mr. Aditya Singhal)	Individual	1. Mr. Sanjeev Singhal 2. Mr. Gaurank Singhal 3. Mr. Aditya Singhal	-	-	10,00,000	10,00,000	0.26
Founders Collective Fund	Qualified Institutional Buyer	Vistra ITCL (India) Limited acts as the Trustee to Founders Collective Fund, and Ms. Shikha Bagai is a Director of Vistra ITCL (India) Limited	-	-	9,00,000	9,00,000	0.23

* Assuming full conversion of Warrants

13. Certificate from Practicing Company Secretary:

The Certificate issued by Manish Ghia & Associates., Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations will be made available for inspection by the Members during the Meeting and is also be made available on the Company's website at <https://investors.nazara.com/general-meeting>.

14. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control of the Company consequent to the preferential issue.

15. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the FY 25-26, the Company has allotted 50,00,000 (Fifty Lakhs) Equity shares of INR 4/- (Indian Rupees Four Only) each at a price of INR 990/- (Indian Rupees Nine Hundred and Ninety) (including a premium of INR 986/- each) per equity share to Axana Estates LLP aggregating to INR 495,00,00,000/- (Indian Rupees Four Hundred and Ninety-Five Crores Only) for cash on Preferential Basis, on June 16, 2025.

16. The Current and Proposed Status of the Allottees post the preferential issues namely promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Current Status	Post Allotment Status
1.	Riambel Capital PCC-RCC1	Non-Promoter	Non-Promoter
2.	S Gupta Family Investments Private Limited	Non-Promoter	Non-Promoter
3.	Plutus Investments and Holding Private Limited	Non-Promoter	Member of Promoter Group*
4.	Classic Enterprises (Partnership Firm represented by its Partners: Mr. Sanjeev Singhal, Mr. Gaurank Singhal and Mr. Aditya Singhal)	Non-Promoter	Non-Promoter
5.	Founders Collective Fund	Non-Promoter	Non-Promoter

* Presently, Plutus Investments and Holding Private Limited (“PIHPL”) is neither a promoter nor a member of the promoter group of the Company. However, as PIHPL is associated with certain existing promoters and members of promoter group of the Company; accordingly, PIHPL shall be categorized as a member of the promoter group of the Company.

17. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

Not Applicable, as the Preferential issue will be undertaken for cash consideration.

18. Particulars of the issue including the material terms of issue, date of passing Board Resolution, kind of securities offered, etc:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are mentioned in the resolutions set out at Item No. 02 and the previous and the forthcoming paragraphs. The Equity Shares allotted on conversion of Warrants shall be fully paid-up and listed on the NSE and BSE and shall rank *pari-passu* with the existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable laws, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

19. Listing:

The Company shall make an application to the BSE Limited and National Stock Exchange of India Limited (collectively known as “Stock Exchanges”) on which the existing Equity Shares are listed, seeking approval for listing of Equity Shares allotted on conversion of Warrants.

The Equity Shares allotted on conversion of such Warrants, shall rank *pari-passu* with the then existing Equity Shares of the Company in all respects, including dividend.

20. Principle terms of assets charged as securities:

Not applicable.

21. Material terms of raising such securities:

The material terms for the preferential issue of Warrants to the Proposed Allottees is set out below:

A. Tenure:

The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:

- i. The Warrants may be converted by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board shall allot the corresponding number of Equity Shares in dematerialized form, subject to receipt of the aggregate Warrant Conversion Price from the Warrant holder to the designated bank account of the Company.
- ii. The Warrant holder shall be entitled to apply for and be allotted 1 (One) Equity Share against each Warrant.
- iii. The Company shall issue and allot the Equity Shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing of the Equity Shares allotted to the Warrant holder pursuant to conversion of the Warrants.
- iv. The Company shall submit the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) and 169(5) of the SEBI ICDR Regulations, from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- v. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the preferential issue.
- vi. The procedure for conversion of Warrants into Equity Shares set out above shall be applicable for conversion of each Warrant into Equity Shares, irrespective of the number of tranches in which the Warrant holder issues a written notice for conversion in accordance with Paragraph B(i) above.

C. Lock-in:

The Warrants and the Equity Shares issued upon conversion of the Warrants shall be locked-in, in accordance with Chapter V of the SEBI ICDR Regulations.

D. Rights:

The Warrants shall not carry any voting rights until they are converted into Equity Shares.

22. Other Disclosures:

- a. The Proposed Allottees have confirmed that they have not sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- b. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- c. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
- d. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- e. Neither the Company nor any of its Directors or Promoters are a wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- f. Neither the Company nor any of its Directors and Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- g. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be subject to lock-in for such period as specified in Chapter V of the SEBI ICDR Regulations.
- h. The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations.*

* Since the Equity Shares are listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the proposed Allottee(s) within the time stipulated in the SEBI ICDR Regulations, the Equity Shares allotted on conversion of Warrants proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the Proposed Allottee(s).

Except Mr. Vivek Chopra, Non-Executive and Non-Independent Director on the Board of the Company who may be considered as interested, none of the Directors or Key Managerial Personnel or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 02 of this Notice, except to the extent to their shareholding in the Company.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Warrants through a Preferential Issue, on private placement basis. The Board accordingly recommends the Special Resolution as set out in Item No. 02 of this Notice for approval of the Members.

**By Order of Board of Directors,
Nazara Technologies Limited**

Sd/-

**Arun Bhandari
Company Secretary & Compliance Officer
Mem. No.: F8754**

Place: Mumbai

Date: March 30, 2026

Registered Office:

11th Floor, Avighna House,
Dr. A.B. Road, Worli,
Mumbai - 400018