

October 12, 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- 400 051.
Scrip Symbol: NAZARA

Subject: Outcome of Board Meeting

Reference: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”)

Dear Sir/Madam,

In accordance with Regulation 30 and other applicable provisions of the Listing Regulations, we wish to inform you that the Board of Directors (“Board”) of Nazara Technologies Limited (“the Company”) at its meeting held today i.e. October 12, 2026, has *inter alia*, considered, approved and noted the following:

1. Change in Directors of the Company

- The Board has approved the re-designation of Mr. Mithun Padam Sacheti (DIN:01683592) from Non-Executive Director to Whole-time Director and Key Managerial Personnel and designated as Executive Director of the Company, liable to retire by rotation, with effect from October 12, 2026, subject to the approval of the shareholders of the Company and such other approvals as may be required under applicable laws.

Mr. Sacheti shall, in his capacity as Executive Director, oversee strategic initiatives and such operational responsibilities as may be assigned to him by the Board from time to time.

- The Board took note of the resignation of Mr. Rohit Sharma (DIN:01738942) from the office of Whole-time Director of the Company with effect from the close of business hours on January 11, 2027. He has decided to pursue entrepreneurial opportunities and therefore, he will not be able to devote the time and attention required as the Whole-time Director and has decided to step down from the said position. A copy of the resignation letter is enclosed as **Annexure – A**.

The Board placed on record its sincere appreciation for the valuable contribution made by Mr. Sharma during his tenure as Whole-time Director of the Company and wished him success in his future endeavours.

- The Board has approved re-designation of Mr. Nitish Mittersain from Managing Director to Founder and Non-Executive Director effective from close of the business hours on October 12, 2026, subject to the approval of the shareholders of the Company and such other approvals as may be required under applicable laws.

Nazara Technologies Limited

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Mr. Nitish Mittersain (DIN: 02347434) founded Nazara Technologies in 1999 and has over 27 years of experience in gaming and interactive entertainment. Under his leadership, Nazara evolved into a diversified, multi-geography and multi-IP gaming business and, in 2021, became India's first publicly listed gaming company. As Founder and Non-Executive Director, he will continue to provide strategic guidance and leverage his industry experience, relationships and institutional knowledge to support the Company's long-term growth and global ambitions.

As part of the Company's leadership transition, Mr. Nitish Mittersain will transition from his executive responsibilities as Managing Director to Founder and Non-Executive Director, enabling the professional leadership team to lead the Company's next phase while he continues to provide strategic guidance to the Board.

The details in relation to the change in Directors, as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as **Annexure – B**.

2. Change in Chief Financial Officer

- The Board noted and accepted the resignation of Mr. Rakesh Shah from the position of Chief Financial Officer ('CFO') and Key Managerial Personnel ('KMP') of the Company with effect from the close of business hours on October 15, 2026, in order to pursue a professional opportunity outside the Company. A copy of the resignation letter is enclosed as **Annexure – C**.

Mr. Shah would provide transition support and assistance to the Company for a period of 90 days from the effective date of his resignation.

The Board placed on record its sincere appreciation for the significant contribution made by Mr. Shah during his tenure as the CFO of the Company and wished him success in his future endeavours.

- Based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board approved the appointment of Mr. Arun Agrawal as the Chief Financial Officer and Key Managerial Personnel of the Company with effect from October 16, 2026.

The details in relation to change in CFO, as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is enclosed herewith as **Annexure – D**.

3. Allotment of Equity Shares on Preferential Basis

Further to our earlier disclosure dated August 06, 2026, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the Companies Act, 2013 and the rules framed thereunder, the Board has approved the allotment of 2,38,81,711 fully paid-up Equity Shares of face value of ₹ 2/- each at an issue price of ₹ 306/- per Equity Share (including a premium of ₹ 304/- per Equity Share) ("Issue Price"), on a preferential basis by way of private placement ('Preferential Issue'). The details of the allotment are as follows:

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Sr. No.	Name of the Allottees	Number of Equity Shares allotted	Amount (in ₹)
1.	Mr. Raymond Albaladejo Stauffer	1,90,67,969	5,83,47,98,514
2.	Mr. Marc Sylvester Schutze	28,32,273	86,66,75,538
3.	Mr. Maxime Loppin	10,03,628	30,71,10,168
4.	Mr. Alexandre Paul Jean Noirot Cosson	7,10,946	21,75,49,476
5.	Mr. Alexander Osou	2,66,895	8,16,69,870
Total		2,38,81,711	7,30,78,03,566

The equity shares allotted pursuant to the aforesaid preferential issue shall rank *pari passu* in all respects with the existing equity shares of the Company, including entitlement to dividends and other corporate benefits, if any.

The Company has received in-principle approvals from BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) on September 29, 2026, for the aforesaid preferential issue. The Company shall make the requisite applications to the Stock Exchanges to obtain listing and trading approvals in respect of the equity shares allotted, in accordance with the ICDR Regulations and Listing Regulations.

Consequent to the aforesaid allotment, the issued, subscribed and paid-up equity share capital of the Company stands increased from ₹ 76,93,92,048/- comprising 38,46,96,024 equity shares of ₹ 2/- each to ₹ 81,71,55,470/- comprising 40,85,77,735 equity shares of ₹ 2/- each.

The Equity Shares allotted pursuant to the preferential issue shall be subject to lock-in requirements prescribed under the applicable provisions of Chapter V of the ICDR Regulations.

4. Investment in Nazara Technologies UK Limited

The Board has approved the infusion of funds aggregating up to USD 77.00 Million (~₹ 742.72 Crores) into Nazara Technologies UK Limited (“Nazara UK”), a wholly owned subsidiary of the Company, by way of subscription to its equity shares, in one or more tranches, subject to compliance with applicable laws and regulatory requirements.

The proposed investment in Nazara UK is intended to facilitate funding of the second tranche of the purchase consideration payable to the sellers of Bluetile Games, S.L. (“Bluetile”) and Bestplay Systems, S.L. (“Bestplay”), pursuant to the terms of the Share Purchase Agreement, the amendments thereto and other transaction documents executed in connection with the acquisition.

The aforesaid investment is expected to support the completion of the acquisition transaction and strengthen the Company's international gaming portfolio through its wholly owned subsidiary.

The details for infusion of funds, as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as **Annexure – E**.

5. Conversion of outstanding inter-corporate loan into equity share capital

- The Board has approved the conversion of the outstanding inter-corporate loan aggregating upto ~₹129.35 Crores into equity share capital of Smaaash Entertainment Private Limited (“Smaaash”), a wholly-owned subsidiary of the Company.

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The Company had extended financial assistance to Smaaash pursuant to the resolution plan approved under the Corporate Insolvency Resolution Process of Smaaash and in terms of the Inter-Corporate Loan Agreement dated June 6, 2025. The said agreement provides the Company with a right to convert the whole or any part of the outstanding loan into equity shares of Smaaash.

The proposed conversion is being undertaken with the objective of strengthening the capital base and net worth of Smaaash, improving its debt-equity profile, supporting its future growth plans and aligning its capital structure with its long-term business requirements.

- The Board has approved the conversion of the outstanding loan aggregating up to GBP 23.00 Million (i.e. ~₹ 294.40 Crores) advanced by the Company to Nazara Technologies UK Limited ("Nazara UK"), a wholly-owned subsidiary of the Company, into equity share capital of Nazara UK.

The Company has, from time to time, provided financial assistance to Nazara UK in compliance with the applicable provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and applicable overseas investment regulations.

The proposed conversion is intended to strengthen the capital base and net worth position of Nazara UK, improve its financial position and support its long-term growth and business requirements.

Pursuant to the approval, Nazara UK and Smaaash shall issue and allot such number of equity shares to the Company as may be determined based on the valuation report obtained from an independent valuer and in accordance with the applicable provisions of the Law.

Post conversion, Smaaash and Nazara UK shall continue to remain wholly-owned subsidiaries of the Company and there shall be no change in the ownership or control of these subsidiaries.

The details for conversion of loan into equity share capital, as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as **Annexure – F**.

This disclosure along with all the annexures is being uploaded on the Company's website at <https://investors.nazara.com/>.

The meeting of the Board of Directors of the Company commenced at 4:15 p.m. and concluded at 4:40 p.m.

You are requested to take the above on record.

Yours faithfully,
For **Nazara Technologies Limited**

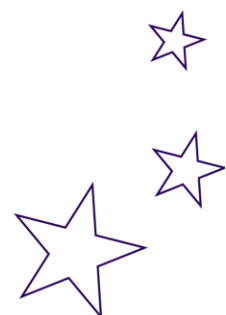
ARUN SHIVA BHANDARI
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ARUN SHIVA BHANDARI
Date: 2026.10.12
18:14:49 +05'30'

Arun Bhandari
Company Secretary & Compliance Officer

Encl.: As above

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Annexure A

Date: 12/10/2026

To
The Board of Directors
Nazara Technologies Limited

Sub: Resignation from the Office of Whole-time Director

Dear Members of the Board,

I hereby submit my resignation from the office of Whole-time Director of Nazara Technologies Limited.

I wish to inform you that I have decided to pursue Entrepreneurial opportunities and therefore I will be unable to devote the time and attention required as the Whole time Director and have decided to step down from my position.

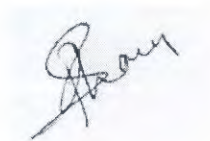
In accordance with the terms of my appointment, I shall serve the applicable notice period of three (3) months from the date of this letter. Accordingly, my resignation shall become effective from the close of business hours on 11/01/2027 being upon completion of the notice period, or such other date as may be mutually agreed by the Company and me.

I would like to express my sincere gratitude to the Board, management team and employees of the Company for their support and cooperation during my tenure. It has been a privilege to be associated with the Company and contribute to its growth and development.

I request the Board to kindly take note of my resignation and take all necessary steps to give effect to the same, including making the requisite regulatory filings and disclosures.

I confirm that there are no material reasons for my resignation other than those stated above.

Thank you.
Yours sincerely,



Rohit Sharma
Whole-time Director
DIN: 01738942



Annexure – B

Sr. No.	Particulars	Details of Resignation of Mr. Rohit Sharma (DIN: 01738942)	Details of change in designation of Mr. Nitish Mittersain (DIN: 02347434)	Details of change in designation of Mr. Mithun Padam Sacheti (DIN: 01683592)
1.	Reason for Change viz Appointment, Resignation, removal, death or otherwise	Mr. Rohit Sharma has tendered his resignation from the position of Whole-time Director and Key Managerial Personnel of the Company. He has decided to pursue Entrepreneurial opportunities and therefore, he will not be able to devote the time and attention required as the Whole-time Director and has decided to step down from the said position.	As part of the Company's leadership transition, Mr. Nitish Mittersain will transition from his executive responsibilities as Managing Director to Founder and Non-Executive Director, enabling the professional leadership team to lead the Company's next phase while he continues to provide strategic guidance to the Board and support the Company's long-term growth and global ambitions. The re-designation of Mr. Nitish Mittersain will be effective from close business hours on October 12, 2026, subject to approval of the members of the Company. Consequently, he shall cease to be the Key Managerial Personnel of the Company with effect from October 13, 2026.	Mr. Mithun Padam Sacheti has been re-designated from the position of Non-Executive Director to Whole-time Director and Key Managerial Personnel of the Company, designated as Executive Director of the Company, with effect from October 12, 2026, subject to approval of the members of the Company.

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Sr. No.	Particulars	Details of Resignation of Mr. Rohit Sharma (DIN: 01738942)	Details of change in designation of Mr. Nitish Mittersain (DIN: 02347434)	Details of change in designation of Mr. Mithun Padam Sacheti (DIN: 01683592)
2.	Date of Appointment / reappointment / cessation (as applicable) & term of appointment / re-appointment.	Mr. Rohit Sharma shall cease to be a Whole-time Director and Key Managerial Personnel of the Company with effect from close of the business hours on January 11, 2027.	Subject to the approval of the members, the Board has approved the re-designation of Mr. Nitish Mittersain as a Non-Executive Director, liable to retire by rotation, with effect from close of the business hours on October 12, 2026.	Subject to approval of the members, the Board has approved the re-designation of Mr. Mithun Padam Sacheti as Whole-time Director and Key Managerial Personnel of the Company, liable to retire by rotation, for a term of five (5) years commencing from October 12, 2026.
3.	Brief Profile (In case of Appointment)	Not Applicable	Mr. Nitish Mittersain founded Nazara Technologies in 1999 and has over 27 years of experience in gaming and interactive entertainment. Under his leadership, Nazara evolved into a diversified, multi-geography and multi-IP gaming business and, in 2021, became India's first publicly listed gaming company. As Founder and Non-Executive Director, he will continue to provide strategic guidance and leverage his industry experience, relationships and institutional knowledge to support the Company's long-term growth and global ambitions.	Mr. Mithun Padam Sacheti comes with a Bachelor's degree in Commerce from Sydenham College of Commerce and Economics and is a certified gemologist from the Gemological Institute of America, California (GIA). Named amongst GQ's The 50 Most Influential Young Indians, Mithun Padam Sacheti the Founder of CaratLane, has transformed the Indian jewelry landscape. Under his leadership, CaratLane has become India's largest omni-channel jewelry business. With numerous awards and recognitions to his name, Mithun has played a significant role in revolutionizing the Indian jewellery and startup community.

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Sr. No.	Particulars	Details of Resignation of Mr. Rohit Sharma (DIN: 01738942)	Details of change in designation of Mr. Nitish Mittersain (DIN: 02347434)	Details of change in designation of Mr. Mithun Padam Sacheti (DIN: 01683592)
				He understands the consumer business space, digital consumer ecosystems. Mithun's relentless pursuit of blending art, fashion, and jewellery with technology is evident in his oversight of all aspects of consumer interaction. Mithun's remarkable contributions have earned him recognition on both national and international levels. Notably, he was featured on the prestigious cover of Forbes, a testament to his profound impact on the jewellery industry. Titles such as 'Next-Gen Entrepreneur of the Year' by TiE in 2012 and 2023 again, 'Entrepreneur of the Year' by the Confederation of Indian Industry Connect in 2014, Young Turk Award by Retail Jewellers Guild Award in 2015, and Masters of Reinvention by London Business School - Real Innovations Awards in 2017 and many more such recognitions reflect his commitment to simplifying jewellery buying, empowering customers, and integrating jewellery into daily

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Sr. No.	Particulars	Details of Resignation of Mr. Rohit Sharma (DIN: 01738942)	Details of change in designation of Mr. Nitish Mittersain (DIN: 02347434)	Details of change in designation of Mr. Mithun Padam Sacheti (DIN: 01683592)
				lives. He brings extensive entrepreneurial, consumer and brandbuilding experience.
4.	Disclosure of relationships between directors (In case of Appointment of a Director)	Not Applicable	Mr. Vikash Mittersain, Non-Executive Director of the Company, is the father of Mr. Nitish Mittersain. Except as stated above, Mr. Nitish Mittersain is not related to any other Director of the Company.	Mr. Mithun Padam Sacheti is not related to any Director of the Company.
5.	Information as required pursuant to BSE Circular with ref.no. LIST/COMP/ 14/2018-19 and the National Stock Exchange of India Limited with ref.no NSE/ CML/ 2018/24 dated June 20, 2018	Not Applicable	Mr. Nitish Mittersain is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority.	Mr. Mithun Padam Sacheti is not debarred from holding the office of director by virtue of any SEBI Order or any other authority.

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October 12, 2026

To

The Board of Directors
Nazara Technologies Limited

Subject: Resignation from the position of Chief Financial Officer

Dear Members of the Board,

I hereby resign from the position of Chief Financial Officer and Key Managerial Personnel of Nazara Technologies Limited, with effect from the close of business hours on October 15, 2026.

This decision has been made to enable me to pursue a career opportunity outside the Company. My journey at Nazara has been immensely enriching and rewarding. I am grateful for the trust, responsibility, and support that I have received throughout my tenure.

I would like to express my sincere gratitude to the Board and the Audit Committee for their guidance, encouragement, and confidence in me.

I shall continue to be available to the Company for a period of 90 days from the effective date of my resignation for the purpose of facilitating transition of responsibilities and providing such assistance as may be required.

I take this opportunity to wish the Company and its stakeholders continued success in all future endeavours.

I confirm that there are no material reasons for my resignation other than those stated above.

Thank you.

Yours sincerely,



Rakesh Shah



Annexure – D

Sr. No.	Particulars	Mr. Rakesh Shah	Mr. Arun Agrawal
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Mr. Rakesh Shah Resigned from the position of Chief Financial Officer (Key Managerial Personnel) of the Company.	Mr. Arun Agrawal appointment as the Chief Financial Officer (Key Managerial Personnel) and Senior Management of the Company.
2.	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment	Mr. Rakesh Shah will be relieved from his responsibilities with effect from closure of business hours on October 15, 2026. Mr. Shah shall continue to provide transition support to the Company for a period of 90 days from the effective date of his resignation.	Mr. Arun Agrawal appointed with effect from October 16, 2026. Term of appointment: Mr. Arun Agrawal shall be in full-time employment of the Company and shall hold office as Chief Financial Officer and Key Managerial Personnel of the Company.
3.	Brief profile (in case of appointment)	Not Applicable	Mr. Arun Agrawal is a Chartered Accountant, who brings over two decades of rich experience in finance and business strategy across global organizations. Before joining us, Arun has served as Global CFO at Ness Digital Engineering, a Global PE owned organization and at Mastek Limited, listed on an Indian stock exchange, where he played a pivotal role in driving financial growth and transforming finance into a strategic enabler for business transformation. His expertise in structuring complex financial deals, optimizing business profitability, and ensuring operational efficiency has significantly contributed to scaling the company and achieving long-term business success. Earlier, Arun held leadership roles at Firstsource Solutions, General Electric, Wipro, and Tata Motors. Arun comes with a strong foundation in Corporate Planning, Business Analytics, Controllershship, Treasury, International Taxation, M&A and Investor Relations.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable

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Annexure – E

Sr. No.	Particulars	Details of Infusion of funds into Nazara Technologies UK Limited
1.	Name of the Target Entity details in brief such as size, turnover, etc.	Nazara Technologies UK Limited (“Nazara UK”) Nazara UK incorporated in the United Kingdom as a wholly owned subsidiary of the Company on July 31, 2024. Paid-up Share Capital: GBP 48,87,246 Turnover: Nil
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”	Nazara UK, being a wholly owned subsidiary of the Company, is a related party of the Company. As the transaction is between a holding company and its wholly owned subsidiary, it is exempt from the provisions applicable to related party transactions under the Listing Regulations and the Companies Act, 2013. The promoter / promoter group / group companies of the Company do not have any interest in the said transaction other than through their shareholding interest in the Company, if any. The transaction is being undertaken on an arm's length basis.
3.	Industry to which the entity being acquired belongs	Gaming & Entertainment Industry
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if the business is outside the main line of business of the listed entity)	The proposed investment by the Company into Nazara UK, by way of subscription to its equity shares, is intended to finance the payment of the second tranche of purchase consideration payable to the Sellers of Bluetile Games, S.L. (“Bluetile”) and Bestplay Systems, S.L. (“Bestplay”), in accordance with the Share Purchase Agreement, the amendments thereto and the other transaction documents.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	The investment shall be undertaken in compliance with the applicable provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder. No specific governmental or regulatory approval is required for the proposed investment.
6.	Indicative time period for completion of acquisition	Within 30 days from the date of approval by the Board or such other period as may be mutually agreed and permitted under applicable laws.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration by way of subscription to equity shares of Nazara UK.

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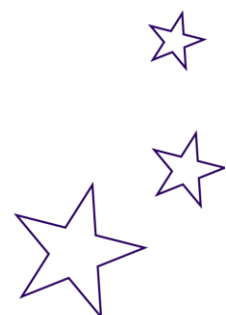




Sr. No.	Particulars	Details of Infusion of funds into Nazara Technologies UK Limited
8.	Cost of Acquisition or the price at which shares are acquired	The Company will subscribe to up to 148,07,69,231 equity shares of Nazara UK at a price of USD 0.052 per equity share (including premium, if any), for an aggregate consideration of USD 77.00 million (approximately ~₹742.72 crores).
9.	Percentage of shareholding / control acquired and / or number of shares acquired	The Company continues to hold 100% of the share capital of Nazara UK.
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	Nazara UK incorporated in the United Kingdom as a wholly owned subsidiary of the Company. Date of incorporation: July 31, 2024 Turnover: NIL. Country of Incorporation: United Kingdom

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Annexure – F

Particulars	Details	
	Conversion of loan advanced to Smaaash Entertainment Private Limited	Conversion of loan advanced to Nazara Technologies UK Limited
Name of the Target Entity details in brief such as size, turnover, etc.	Smaaash Entertainment Private Limited (“Smaaash”), a wholly owned subsidiary of the Company, incorporated in India on November 30, 2009. Paid-up Share Capital: ₹10,00,00,000 divided into 1,00,00,000 equity shares of ₹ 10 each fully paid-up Turnover as on March 31, 2026: ₹95.80 Crores	Nazara Technologies UK Limited (“Nazara UK”), a wholly owned subsidiary of the Company, incorporated in the United Kingdom on July 31, 2024. Paid-up Share Capital: GBP 48,87,246 Turnover: Nil
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”	Smaaash, being a wholly owned subsidiary of the Company is a related party of the Company. As the transaction is between a holding company and its wholly owned subsidiary, it is exempt from the provisions applicable to related party transactions under Listing Regulations and the Companies Act, 2013. The promoter / promoter group / group companies of the Company do not have any interest in this transaction other than through their shareholding in the Company, if any. The transaction is being undertaken on an arm's length basis.	Nazara UK, being a wholly owned subsidiary of the Company is a related party of the Company. As the transaction is between a holding company and its wholly owned subsidiary, it is exempt from the provisions applicable to related party transactions under Listing Regulations and the Companies Act, 2013. The promoter / promoter group / group companies of the Company do not have any interest in the said transaction other than through their shareholding in the Company, if any. The transaction is being undertaken on an arm's length basis.
Industry to which the entity being acquired belongs	Gaming, Entertainment and Food & Beverage.	Gaming & Entertainment Industry
Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if the business is outside the main line of business of the listed entity)	Conversion of the outstanding inter-corporate loan into equity share capital of Smaaash to strengthen its capital base and net worth, improve its debt-equity profile and support its future growth plans and business requirements.	Conversion of the outstanding loan into equity share capital of Nazara UK to strengthen its capital base and net worth position, improve its financial profile and support its long-term growth and business requirements.
Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable	The conversion shall be undertaken in compliance with applicable provisions of the Foreign Exchange Management Act, 1999 and overseas investment regulations.

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Particulars	Details	
	Conversion of loan advanced to Smaaash Entertainment Private Limited	Conversion of loan advanced to Nazara Technologies UK Limited
		No specific governmental approval is required.
Indicative time period for completion of acquisition	Within 60 days from the date of approval by the Board or such other period as may be mutually agreed and permitted under applicable laws.	Within 60 days from the date of approval by the Board or such other period as may be mutually agreed and permitted under applicable laws.
Nature of consideration - whether cash consideration or share swap and details of the same	Subscription up to 12,93,44,768 equity shares of ₹ 10/- each pursuant to conversion of outstanding inter-corporate loan.	Subscription up to 57,50,00,000 equity shares of GBP 0.04 each pursuant to conversion of outstanding inter-corporate loan.
Cost of Acquisition or the price at which shares are acquired	Conversion of the outstanding inter-corporate loan aggregating up to ~₹129.35 Crores into equity share capital of Smaaash at a price of ₹10 per equity share determined based on the valuation report issued by an independent valuer.	Conversion of the outstanding loan aggregating to GBP 23 Million (equivalent to ~₹294.40 crores) into equity share capital of Nazara UK at a price of GBP 0.04 per equity share determined based on the valuation report issued by an independent valuer.
Percentage of shareholding / control acquired and / or number of shares acquired	The Company continues to hold 100% of the share capital of Smaaash.	The Company continues to hold 100% of the share capital of Nazara UK.
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	Smaaash is engaged in the business of gaming and entertainment, operating various entertainment centres with main themes such as bowling and go-karting, along with ancillary games and attractions. The key revenue segments for Smaaash include Gaming, Food & Beverages, Events, and Sponsorship. The company has a presence in 10 centres across various cities in India. All the centres are operated under the brand name 'SMAAASH'. Date of Incorporation: November 30, 2009 Country in which acquired entity has presence: India Turnover: March 31, 2026: 95.80 Crores March 31, 2025: 104.89 Crores March 31, 2024: 109.20 Crores	Nazara UK is a company incorporated in the United Kingdom as a wholly owned subsidiary of the Company. Date of incorporation: July 31, 2024 Turnover: NIL Country: United Kingdom

Nazara Technologies Limited

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