

June 16, 2025

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 of Allotment of Equity Shares on a Preferential basis pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Dear Sir/Madam,

This is in continuation of our disclosure dated January 20, 2025, regarding proposed issuance of Equity Shares of the Company on a preferential basis. Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), we wish to inform you as follows:

In accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), and applicable provisions of the Companies Act, 2013 and rules made thereunder, and upon receipt of the application money from the eligible allottee, **the Board of Directors of Nazara Technologies Limited (“the Company”)** by way of a resolution passed through circulation today i.e. on **June 16, 2025, has approved the allotment of 50,00,000 (Fifty Lakhs) fully paid-up Equity Shares of face value Rs. 4/- (Rupees Four Only) each, at a price of Rs. 990/- (including premium of Rs. 986/-) per Share, on preferential basis by way of private placement to Axana Estates LLP (“the Allottee”) for an aggregate consideration of Rs. 4,95,00,00,000/- (Rupees Four Hundred and Ninety-Five Crores Only).**

The aforesaid Equity Shares shall rank *pari-passu*, in all respects with existing Equity Shares of the Company.

The Company has received in-principle approvals from BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”), for issuance of these Equity Shares on Preferential basis on June 02, 2025. The Company will make necessary applications to the Stock Exchanges for listing and trading approval in compliance with the SEBI ICDR Regulations and the SEBI Listing Regulations.

Further, in terms of Regulation 22(2A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”), the aforesaid Equity Shares allotted to Axana Estate LLP shall not carry any voting rights until the completion of the Open Offer being made by Axana Estates LLP and Plutus Wealth Management LLP (together referred to as the “**Acquirers**”), along with Junomoneta Finsol Private Limited as the Person Acting in Concert (“**PAC**”), for the acquisition of upto 26% of the Equity Share Capital of the Company, in compliance with the SEBI (SAST) Regulations. These shares will be held in a share escrow account and, upon completion of the Open Offer, shall be transferred to the Allottee’s demat account.

India | Middle East | Africa | Europe

Upon completion of the aforesaid open offer, the Acquirers shall be classified as promoters and the PAC along with Mr. Arpit Khandelwal, Mr. Mithun Padam Sacheti and Mr. Siddhartha Sacheti (collectively referred to as 'Deemed PAC') shall be classified as the promoter group along with the existing promoters and promoter group of the Company, in accordance with applicable law.

The details of paid-up Equity Share Capital of the Company before and after the allotment are as follows:

Particulars	No. of Equity Shares	Amount
Pre-allotment	8,76,16,256	Rs. 35,04,65,024/-
Post allotment	9,26,16,256	Rs. 37,04,65,024/-

The Equity Shares allotted shall be locked in as per the applicable provisions of Chapter V of the SEBI ICDR Regulations.

You are requested to take the above intimation on record.

Thanking you,

Yours faithfully,
For **Nazara Technologies Limited**

Arun Bhandari
Company Secretary & Compliance Officer