



August 25, 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: Outcome of Board Meeting**

**Reference: Disclosure under 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,

Pursuant to Regulation 30 and other applicable regulations of the Listing Regulations, we wish to inform you that the Board of Directors of Nazara Technologies Limited (the "**Company**"), at its meeting held today i.e., Monday, August 25, 2025, inter-alia, considered and approved the following matters:

1. Approved granting of an unsecured loan for an amount not exceeding GBP 1,259,520 (~INR 15 Crores), in one or more tranches to Nazara Technologies UK Limited ("Nazara UK"), a wholly-owned subsidiary of the Company, subject to compliance with the applicable laws.

The details in this regard, pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD-PoD2/CIR/P/0155 dated November 11, 2024, is enclosed herewith as **Annexure A**.

2. Accorded in-principle approval to wholly owned subsidiary(ies) of the Company for:
  - i. inter-se granting of unsecured loan(s) for an amount not exceeding INR 100 Crores in addition to the amount approved in the Board Meeting held on May 20, 2025 & May 26, 2025 and as intimated to the Exchanges on even date and
  - ii. granting of unsecured loan(s) for an amount not exceeding INR 100 Crores to Nazara UK in addition to the amount approved in the Board Meeting held on May 20, 2025 and as intimated to the Exchanges on even date.

The Company shall provide the details in this regard, pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD-PoD2/CIR/P/0155 dated November 11, 2024 to the Exchanges upon execution of definitive agreement(s).

3. Approved the convening of the ensuing 26<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company on **Monday, September 29, 2025**, through Video Conferencing / Other Audio-Visual Means, pursuant to and in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The 26<sup>th</sup> Annual Report for the Financial Year 2024-25 of the Company, along with the Notice convening the 26<sup>th</sup> AGM, shall be dispatched to all eligible shareholders of the Company and will also be available on the Company's website [www.nazara.com](http://www.nazara.com) in due course.

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The meeting of the Board of Directors of the Company commenced at 2:30 p.m. and concluded at 3:50 p.m.

The above can be accessed on the website of the Company at the link [www.nazara.com](http://www.nazara.com).

This is for your information and records.

Yours faithfully,

**For Nazara Technologies Limited**

**Arun Bhandari**  
**Company Secretary & Compliance Officer**

Encl. As above

## Annexure A

The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), read with the SEBI Master Circular No. SEBI/HO/CFD-PoD2/CIR/P/0155 dated November 11, 2024:

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	The Loan Agreement (“Agreement”) has been entered into between Nazara Technologies Limited (“Nazara/the Company/Lender”) and Nazara Technologies UK Limited (“Nazara UK/ Borrower”), a wholly-owned subsidiary of the Company.
2.	Purpose of entering into the agreement	The Company has entered into the said Agreement with Nazara UK to grant an unsecured loan for an amount not exceeding GBP 1,259,520 (~INR 15 Crores), in one or more tranches, towards a part of further consideration payable in accordance with timeline stipulated under definitive agreement(s) dated August 08, 2024 entered for the acquisition of Fusebox Games Ltd, a wholly owned subsidiary of Nazara UK and a step-down subsidiary of the Company.
3.	Size of agreement	Aggregate amount not exceeding GBP 1,259,520 (~INR 15 Crores)
4.	Shareholding, if any, in the entity with whom the agreement is executed	Nazara UK is a wholly-owned subsidiary of the Company.
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	None
6.	a.) Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship b.) Whether the transaction would fall within related party transactions? If yes, 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.  Furthermore, 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.  The promoter / promoter group / group companies of the Company do not have any interest in the said transaction.  The said transaction is on arm’s length basis.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable.

Sr. No.	Particulars	Details
8.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis	Lender: Nazara Technologies Limited  Borrower: Nazara Technologies UK Limited  Nature of Loan: Unsecured Loan  Total amount of loan: Aggregate amount not exceeding GBP 1,259,520 (~INR 15 Crores), in one or more tranches, subject to compliance with the applicable laws.  Date of execution of Loan Agreement: August 25, 2025  Details of security provided to lender: None  Amount of loan outstanding as on date of disclosure: GBP 11,187,061/-
9.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements	Not Applicable.
10.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable.