

March 30, 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: Outcome of the Board Meeting

Reference: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”)

Dear Sir/Ma’am,

Further to our intimation dated March 24, 2026 and in accordance with Regulation 30 and other applicable regulation(s) of the Listing Regulations, we wish to inform you that the Board of Directors of Nazara Technologies Limited (“**Company**”), at its meeting held today i.e., Monday, March 30, 2026, has *inter-alia*, considered and approved the following businesses:

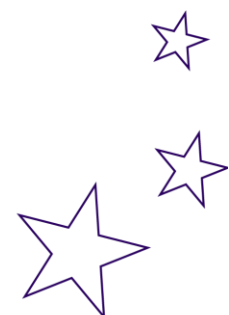
1. Issuance of upto 1,92,31,000 Warrants, each convertible into 1 (one) fully paid-up equity share of face value of INR 2 (Indian Rupees Two Only) each, at a price of INR 260/- (Indian Rupees Two Hundred and Sixty Only) (including a premium of INR 258/- each) per Warrant (“**Warrant Issue Price**”), aggregating upto INR 500,00,60,000/-, on preferential basis, for cash consideration, to identified investors, in accordance with the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), applicable provisions of the Companies Act, 2013 and other laws and subject to approval of shareholders of the Company and other requisite statutory and regulatory approvals. The details, in accordance 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-A**;
2. Granting of an unsecured loan for an amount not exceeding INR 4,00,00,000/- (Indian Rupees Four Crores Only), to Smaaash Entertainment Private Limited (“**Smaaash**”), a wholly-owned subsidiary of the Company, in one or more tranches, subject to compliance with the applicable laws.

The details in this regard, pursuant to the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, shall be provided to the exchanges upon execution of definitive agreement(s).;

3. Convening of an Extra-Ordinary General Meeting (“**EGM**”) of the shareholders of the Company on Thursday, April 30, 2026, through video conferencing or other audio-visual means, for seeking necessary approval of the shareholders, *inter-alia*, for the matter covered at point no.1 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





The meeting of the Board of the Company commenced at 3:45 p.m. and concluded at 4:10 p.m.

You are requested to take the above on record.

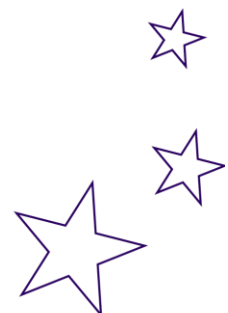
Yours faithfully,
For Nazara Technologies Limited

Arun Bhandari
Company Secretary and Compliance Officer

Encl: As above

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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/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 are as under:

Sr. No.	Particulars	Details																								
1	Type of securities proposed to be issued	Convertible Warrants (“Warrants”)																								
2	Type of issuance	Preferential Allotment in accordance with Chapter V of SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws.																								
3	Total number of securities proposed to be issued or amount for which the securities will be issued.	1,92,31,000 Warrants, each convertible into 1 (one) fully paid-up equity share of face value of INR 2/- (Indian Rupees Two Only) each, within 18 (Eighteen) months, at a price of INR 260/- (Indian Rupees Two Hundred and Sixty Only) (including a premium of INR 258/- each) per Warrant (“ Warrant Issue Price ”), aggregating upto INR 500,00,60,000/- (Indian Rupees Five Hundred Crores Sixty Thousand Only).																								
4	Additional Information in case of Preferential Issue:																									
i.	Names of the Investors	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the proposed Investors</th> <th>Maximum Number of Warrants to be allotted</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Riambel Capital PCC-RCC1</td> <td>94,85,000</td> </tr> <tr> <td>2</td> <td>S Gupta Family Investments Private Limited</td> <td>40,00,000</td> </tr> <tr> <td>3</td> <td>Plutus Investments and Holding Private Limited</td> <td>38,46,000</td> </tr> <tr> <td>4</td> <td>Classic Enterprises</td> <td>10,00,000</td> </tr> <tr> <td>5</td> <td>Founders Collective Fund</td> <td>9,00,000</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total</td> <td>1,92,31,000</td> </tr> </tbody> </table>	Sr. No.	Name of the proposed Investors	Maximum Number of Warrants to be allotted	1	Riambel Capital PCC-RCC1	94,85,000	2	S Gupta Family Investments Private Limited	40,00,000	3	Plutus Investments and Holding Private Limited	38,46,000	4	Classic Enterprises	10,00,000	5	Founders Collective Fund	9,00,000	Total		1,92,31,000			
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Total		1,92,31,000																								
ii.	Post Allotment of Securities: Outcome of Subscription	<p>The Warrants are proposed to be allotted to the identified investors. Details of the shareholding of Investors in the Company, prior to and after the proposed Preferential Issue, are as under:</p> <table border="1"> <thead> <tr> <th rowspan="2">Name of Investors</th> <th colspan="2">Pre-Preferential Issue</th> <th colspan="2">Post- Preferential Issue (*)(**)</th> </tr> <tr> <th>No. of shares</th> <th>% of holding</th> <th>No. of Shares</th> <th>% of holding</th> </tr> </thead> <tbody> <tr> <td>Riambel Capital PCC-RCC1</td> <td>63,53,520</td> <td>1.72</td> <td>1,58,38,520</td> <td>4.06</td> </tr> <tr> <td>S Gupta Family Investments Private Limited</td> <td>--</td> <td>--</td> <td>40,00,000</td> <td>1.03</td> </tr> <tr> <td>Plutus Investments and Holding Private Limited</td> <td>--</td> <td>--</td> <td>38,46,000</td> <td>0.99</td> </tr> </tbody> </table>	Name of Investors	Pre-Preferential Issue		Post- Preferential Issue (*)(**)		No. of shares	% of holding	No. of Shares	% of holding	Riambel Capital PCC-RCC1	63,53,520	1.72	1,58,38,520	4.06	S Gupta Family Investments Private Limited	--	--	40,00,000	1.03	Plutus Investments and Holding Private Limited	--	--	38,46,000	0.99
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Sr. No.	Particulars	Details				
		Name of Investors	Pre-Preferential Issue		Post- Preferential Issue (*)(**)	
			No. of shares	% of holding	No. of shares	No. of shares
		Classic Enterprises	--	--	10,00,000	0.26
		Founders Collective Fund	--	--	9,00,000	0.23
		Total	63,53,520	1.72	2,55,84,520	6.57
		<i>*Assuming full conversion of the Warrants</i> <i>** In the event of allotment of equity shares, upon exercise of Employee Stock Options, the post preferential issue % holding shall stand modified to the extent of the shares allotted by the Company.</i>				
iii.	Issue Price / Allotted Price (in case of convertibles),	INR 260/- per Warrant (including a premium of INR 258/- per Warrant). The price at which the Warrants shall be issued to the proposed investors is not lower than the floor price determined in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.				
iv	Number of Investors	5 (Five)				
v	In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument	The tenure of the Warrants shall not exceed 18 (Eighteen) months from the date of allotment. The warrant holder may exercise the right attached to the warrants, in one or more tranches, at any time within the period of 18 (Eighteen) months from the date of allotment of the Warrants. In the event that the Warrant holder does not exercise and convert the Warrants into equity shares 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.				
5	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable				

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