August 08, 2026

To,

Listing Compliance Department	**Listing Compliance Department**
BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers	Exchange Plaza, Plot No. C/1. G Block,
Dalal Street,	Bandra -Kurla Complex, Bandra (East),
Mumbai - 400 001.	Mumbai- 400051.
Scrip Code: 543280	**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 Extraordinary General Meeting ("EGM") of Nazara Technologies Limited ("the Company")

Dear Sir/Ma'am,

With reference to the captioned subject and in continuation to our intimation dated August 06, 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 Sunday, August 30, 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 SHIVA BHANDARI

Digitally signed by ARUN SHIVA BHANDARI
Date: 2026.08.08 19:26:29 +05'30'

Arun Bhandari
Company Secretary and Compliance Officer

Encl: As Above

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 CONVENING EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting ("**EGM**") of the Members of **NAZARA TECHNOLOGIES LIMITED** ("**the Company**") will be held on **Sunday, August 30, 2026, at 11.30 a.m. (IST**) through **Video Conferencing** ("**VC**") / **Other Audio-Visual Means** ("**OAVM**") to transact the following businesses:

SPECIAL BUSINESS

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹80,00,00,000/- (Rupees Eighty Crores Only) divided into 40,00,00,000 (Forty Crores) Equity Shares of face value of ₹2/- (Rupees Two Only) each to ₹90,00,00,000/- (Rupees Ninety Crore Only) divided into 45,00,00,000 (Forty-Five Crores) Equity Shares of face value of ₹2/- (Rupees Two Only) each, by creation of an additional 5,00,00,000 (Five Crores) Equity Shares of face value of ₹2/- (Rupees Two Only) each.

RESOLVED FURTHER THAT consequent upon the aforesaid increase in the Authorised Share Capital of the Company, Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following:

"The Authorised Share Capital of the Company is ₹90,00,00,000/- (Rupees Ninety Crores Only) divided into 45,00,00,000 (Forty-Five Crores) Equity Shares of face value of ₹2/- (Rupees Two Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board to exercise the powers conferred by this Resolution) be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, instruments, filings and writings as may be considered necessary, expedient, usual or proper, including filing of necessary forms and returns with the Registrar of Companies and other regulatory authorities, and to settle any question, difficulty or doubt that may arise in this regard, as the Board may in its absolute discretion deem fit, without requiring any further approval of the Members, and all actions taken by the Board in connection herewith be and are hereby ratified and approved.**"**

2. TO APPROVE THE ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the applicable provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rule(s) made thereunder, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"SAST Regulations"**), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**"PIT Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, Foreign Exchange Management Act, 1999 (“**FEMA**”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, 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 and any other rules / regulations / guidelines / circulars / notifications, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (“**RBI**”), Ministry of Corporate Affairs (“**MCA**”), BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the shares of the Company are listed (hereinafter jointly referred to as the “**Stock Exchanges”**), in accordance with the provisions of the Memorandum and Articles of Association of the Company, as amended; and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions, subject to any alteration(s), modification(s), correction(s), change(s) and variation(s), if any, that may be stipulated 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) in its absolute discretion, may think fit and without requiring any further approval or consent from the Members in the manner provided hereunder, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, on a preferential allotment on a private placement basis up to 2,39,70,676 (Two Crore Thirty-Nine Lakh Seventy Thousand Six Hundred Seventy-Six Only) fully paid-up Equity Shares of the Company having face value of ₹2/- (Rupees Two Only) (“**Equity Shares**”) each, at an issue price of ₹306/- (Rupees Three Hundred and Six Only) per Equity Share including a premium of ₹304/- per Equity Share (“**Issue Price**”), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding ₹7,33,50,26,856/- (Rupees Seven Hundred Thirty-Three Crore Fifty Lakh Twenty-Six Thousand Eight Hundred Fifty-Six Only), in one or more tranches, (**“Preferential Allotment”**) to the Proposed Allottees as listed in the table below (such persons, the **“Proposed Allottees”** and such issue, the **“Preferential Issue”**):

Sr. No.	Name of Proposed Allottee	Category	Maximum no. of Equity Shares to be issued and allotted	Amount (₹)
1.	Mr. Raymond Albaladejo Stauffer*	Foreign Portfolio Investors Category II (Non-Promoter)	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
6.	Mr. Hugo Rémy Gaston Blavin		88,965	2,72,23,290
Total			**2,39,70,676**	**7,33,50,26,856**

*He has been appointed as Chief Executive Officer (Key Managerial Personnel) of the Company with effect from September 1, 2026, or such other date as may be determined by the Board, upon receipt of the requisite regulatory approvals.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and other applicable law, the “**Relevant Date**” for determination of the price for the issue of Equity Shares is July 31, 2026, being 30 (thirty) days prior to the date of this EGM.

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of preferential allotment on a private placement basis shall *inter-alia* be subject to the following terms and conditions:

a) the Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialised form within a period of 15 (fifteen) days from the date of the resolution passed by the Members of the Company, provided that, if any approval or permission for allotment is pending by any regulatory authority/ Stock Exchanges/ the Government of India, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission;

b) the Equity Shares offered, issued and allotted to the Proposed Allottees pursuant hereto, shall be issued by the Company for cash consideration only, which shall be fully payable on or before the date of the allotment of the Equity Shares;

c) monies received by the Company from the Proposed Allottees for subscription of the Equity Shares pursuant to the preferential allotment on a private placement basis shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act, the SEBI Listing Regulations and such objects as specified in the explanatory statement to the notice of the EGM given to the Members;

d) the price of each Equity Share to be issued is ₹306 (Rupees Three Hundred and Six Only) per Equity Share including a premium of ₹304 (Rupees Three Hundred and Four only), which is calculated in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations;

e) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the respective bank account of the Proposed Allottees;

f) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove;

g) The Equity Shares to be offered, issued and allotted to the Proposed Allottees shall rank *pari passu* with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any, and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum and Articles of Association of the Company;

h) The Equity Shares to be created, offered, issued and allotted to the Proposed Allottees shall be subject to lock-in as provided under the applicable provisions of the SEBI ICDR Regulations;

i) the Equity Shares shall be free and clear of all encumbrances, except for lock-in for such period as may be specified under Chapter V of the SEBI ICDR Regulations;

j) the Equity Shares so offered, issued and allotted to the Proposed Allottees will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary 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 receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing including modification to the terms of the issue, entering into contracts, arrangements, agreements, documents including for appointment of agencies, intermediaries and advisors for the preferential allotment on a private placement basis, including appointment of a monitoring agency in accordance with the SEBI ICDR Regulations and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the preferential allotment on a private placement basis, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the preferential allotment on a private placement basis, apply to Stock Exchanges for obtaining of in-principle, listing and trading approvals of the Equity Shares and other activities as may be necessary for obtaining in-principle, listing and trading approvals, file all necessary documents/ forms with the appropriate authorities as may be required or expedient in this regard, including filing all requisite forms with NSDL and CDSL for the credit of the Equity Shares into the dematerialised accounts of the Proposed Allottees, and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Preferential Issue and settle any questions or difficulties that may arise in regard to the Preferential Allotment.

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.**”**

3. **Appointment of Mr. Con Anthony Conlon (DIN: 03200461) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(“SEBI Listing Regulations”)** (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force) and the Articles of Association of the Company, and based on the recommendations of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors of the Company, Mr. Con Anthony Conlon (DIN: 03200461), who was appointed as an Additional Director (Independent Director) of the Company, with effect from August 3, 2026, who holds office up to the date of the ensuing Annual General Meeting of the Company pursuant to Section 161 of the Act, and who has submitted a declaration confirming that he meets the criteria of independence prescribed under the Act and the SEBI Listing Regulations and is eligible for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 3, 2026 and ending on August 2, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of Board of Directors
For Nazara Technologies Limited

Sd/-
Arun Bhandari
Company Secretary and Compliance
Officer Mem. No.: F8754

Place: Mumbai
Date: August 6, 2026

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

NOTES:

1. In accordance with the provisions of the Companies Act, 2013 as amended from time to time (“**Act”**), read with the Rules made thereunder and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) and such other applicable circulars issued by MCA and SEBI (“the Circulars”) read with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), companies are permitted to conduct Extraordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of members at a common venue. Accordingly, the EGM of the Company is being held through VC/OAVM. The procedure for joining the EGM through VC / OAVM is mentioned in the Notice.

2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, relating to the Special Business under Item No. 1 to 3 to be transacted at the EGM and the relevant details pursuant to the Act, Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) 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 shall not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

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 during EGM and participation in the EGM through VC/OAVM is explained in these Notes.

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 thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorization/ Power of Attorney to the Scrutinizer through an 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 up to 5:00 p.m. (IST) on the last date of remote e-voting and during the EGM. 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 shares in physical form are requested to intimate such changes to Company's Registrar and 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 - 400 083 (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 DPs 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 and on the website of RTA at https://web.in.mpms.mufg.com/ KYC-downloads.html.

12. In accordance with the aforesaid 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, unless a Member has requested for a physical copy of the same. Members may note that the Notice is also 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 nominations 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 https://investors.nazara.com/investor-information. The Members are requested to submit the said details to their DPs in case the Equity Shares are held by them in dematerialized 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 pursuant to the applicable SEBI Circulars including 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. 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 Act, read with Rule 3 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, 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 communications including Annual Report, Notices, Circulars etc. from the Company electronically. The Company has also issued a Notice in this regard in the Newspapers.

Instructions for e-voting and joining the EGM are as follows.

A. VOTING THROUGH ELECTRONIC 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 or OAVM. Hence, Members can attend and participate in the EGM of the Company through VC/OAVM.

ii. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and the 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 and 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 the quorum under Section 103 of the Act.

v. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Sunday, August 23, 2026. (Cut-off date).

vi. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the Cut-off-date i.e. Sunday, August 23, 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 the EGM in a fair and transparent manner. The Voting results will be declared within 2 (Two) working days from the conclusion of the 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 instructions 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:

a. The voting period begins on Wednesday, August 26, 2026 at 09.00 a.m. (IST) and ends on Saturday, August 29, 2026, at 05.00 p.m. (IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Sunday, August 23, 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/I/3762/2026 dated January 30, 2026, Regulation 44 of the SEBI Listing Regulations, 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 demat mode.

d. In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in dematerialized 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in dematerialized form with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / 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 an 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**	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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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 websites.

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.co.in 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 mode and non-individual shareholders in demat mode.

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

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below:

	For shareholders who are holding shares in physical mode and other than individual shareholders holding shares in Demat.
PAN	• 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)	• 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 260807020.

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 BR/POA if any uploaded, 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 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 Company and the Scrutinizer at the email address viz.: cs@nazara.com and scrutinizer@mgconsulting.in 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 DURING 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 at least 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.
- The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for 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 during 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.

- 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.**
- For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP).**
- **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 (CDSL), A Wing, 25th Floor, Marathon Futurex, 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

ITEM NO. 1:

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

The existing Authorised Share Capital of the Company is ₹80,00,00,000/- (Rupees Eighty Crores Only) divided into 40,00,00,000 (Forty Crores) Equity Shares of ₹2/- (Rupees Two Only) each. As on the date of this Notice, the issued, subscribed and paid-up share capital of the Company is ₹76,93,92,048/- (Rupees Seventy-Six Crores Ninety-Three Lakhs Ninety-Two Thousand Forty-Eight Only) divided into 38,46,96,024 (Thirty-Eight Crores Forty-Six Lakhs Ninety-Six Thousand Twenty-Four) Equity Shares of ₹2/- (Rupees Two Only) each.

As set out in Item No. 2 of this Notice, the Company proposes to issue and allot up to 2,39,70,676 (Two Crore Thirty-Nine Lakh Seventy Thousand Six Hundred Seventy-Six Only) fully paid-up Equity Shares of face value of ₹2/- (Rupees Two Only) each on a preferential basis. In view of the proposed issuance and providing adequate flexibility for future fund-raising requirements and corporate actions, the Board of Directors considers it prudent to increase the Authorised Share Capital of the Company.

Accordingly, it is proposed to increase the Authorised Share Capital of the Company from ₹80,00,00,000/- (Rupees Eighty Crores Only) divided into 40,00,00,000 (Forty Crores) Equity Shares of ₹2/- (Rupees Two Only) each to ₹90,00,00,000/- (Rupees Ninety Crores Only) divided into 45,00,00,000/- (Forty-Five Crores) Equity Shares of ₹2/- (Rupees Two Only) each, by creation of an additional 5,00,00,000 (Five Crores) Equity Shares of ₹2/- (Rupees Two Only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company.

Consequent upon the proposed increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company relating to share capital is proposed to be substituted with the following:

"*The Authorised Share Capital of the Company is ₹90,00,00,000/- (Rupees Ninety Crores Only) divided into 45,00,00,000 (Forty-Five Crores) Equity Shares of ₹2/- (Rupees Two Only) each.*"

Pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, approval of the Members is required for the proposed increase in the Authorised Share Capital of the Company and the consequential amendment to Clause V of the Memorandum of Association. Accordingly, the approval of the Members is being sought by way of an Ordinary Resolution as set out in Item No. 1 of this Notice.

Copies of the Memorandum and Articles of Association of the Company, together with the proposed amendments, will be available for inspection by the Members in accordance with the procedure specified in the notes to this Notice and is also available on the Company's website at https://investors.nazara.com/content/pdfs/announcements/1786189115-nazara-moa-aoa.pdf.

The Board of Directors is of the opinion that the proposed increase in the Authorised Share Capital is in the best interests of the Company and its shareholders and accordingly recommends the Ordinary Resolution set out at Item No.1 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their immediate relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No.1 of this Notice, except to the extent of their shareholding in the Company, if any.

ITEM NO. 2:

TO APPROVE THE ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS

In accordance with Sections 23, 42, 62 and other applicable provisions of the Companies Act 2013 (**"Act"**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"SAST Regulations"**) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (**"Stock Exchanges"**) on which the equity shares having face value of ₹2/- (Rupees Two Only) each of the Company ("Equity Shares") are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India ("SEBI"), Reserve Bank of India, the Government of India, Stock Exchanges and/ or any other competent authorities (herein referred to as "Applicable Regulatory Authorities"), as applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/ or sanctions, the Board has, at its meeting convened on August 6, 2026, approved to create, offer, issue and allot, on a preferential allotment on a private placement basis, up to 2,39,70,676 (Two Crore Thirty-Nine Lakh Seventy Thousand Six Hundred Seventy-Six Only) fully paid up Equity Shares of the Company having a face value of ₹2/- (Rupees Three Hundred and Six Only) each at an issue price of ₹306/- (Rupees Three Hundred and Six Only) per Equity Share including a premium of ₹304/- (Rupees Three Hundred and Four Only), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding ₹7,33,50,26,856/- (Rupees Seven Hundred Thirty-Three Crore Fifty Lakh Twenty-Six Thousand Eight Hundred Fifty-Six Only), to the following allottees (such persons, the "Proposed Allottees" and such issue, the "Preferential Issue"):

Sr. No.	Name of Proposed Allottee	Category	Maximum no. of Equity Shares to be issued and allotted	Amount (₹)
1.	Mr. Raymond Albaladejo Stauffer*	Foreign Portfolio Investors Category II (Non-Promoter)	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
6.	Mr. Hugo Rémy Gaston Blavin		88,965	2,72,23,290
Total			**2,39,70,676**	**7,33,50,26,856**

*He has been appointed as Chief Executive Officer (Key Managerial Personnel) of the Company with effect from September 1, 2026, or such other date as may be determined by the Board, upon receipt of the requisite regulatory approvals.

As per Section 62 read with Section 42, 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 Members by way of Special Resolution is required for preferential allotment of Equity Shares on private placement basis.

The relevant disclosures in relation to the Preferential Issue, as required under the SEBI ICDR Regulations and the Act, read with the rules issued thereunder, are as set forth below:

1. **Object(s) of the Preferential Issue**

The Company has established itself as one of India's leading diversified gaming and sports media platforms and continues to evaluate strategic growth opportunities across interactive gaming, esports, gamified learning, sports media, and other adjacent digital entertainment businesses. In furtherance of its long-term growth strategy, the Company regularly evaluates inorganic growth opportunities, strategic investments, acquisitions, partnerships and other value-accretive opportunities in India and overseas.

Pursuant to the preferential issue of Warrants approved by the shareholders of the Company at the Extraordinary General Meeting held on May 1, 2026, the Company has augmented its capital resources and continues to evaluate multiple strategic opportunities aligned with its growth roadmap. Considering the accelerated acquisition programme of Bluetile Games, S.L. ("Bluetile") and Bestplay Systems, S.L. ("Bestplay") by Nazara Technologies UK Limited, a wholly owned subsidiary of the Company, the dynamic nature of the gaming and digital entertainment sector and the need to maintain adequate financial flexibility to execute transactions within competitive timelines, the Board believes that raising additional capital through the proposed Preferential Issue will further strengthen the Company's ability to pursue strategic opportunities and accelerate its growth trajectory.

Accordingly, the Company proposes to utilize the proceeds of the Preferential Issue ("**Issue Proceeds**") for the following purposes:

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 (the "**Net Proceeds**") being an amount aggregating to at least ₹5,50,12,70,142 (Rupees Five Hundred Fifty Crore Twelve Lakh Seventy Thousand One Hundred Forty-Two Only) towards funding its expansion and growth initiatives, including, *inter alia*:

- strategic acquisitions, mergers, business combinations and consolidation opportunities;

- investments in existing and new businesses, products, platforms and verticals of the Company and/or its subsidiaries, associates and joint ventures;
- strategic investments in companies, funds, platforms and enterprises operating in gaming, esports, interactive entertainment, sports media, creator economy, gamified learning and other allied sectors;
- acquisition of intellectual property rights, gaming studios, publishing rights, technology platforms, digital assets and other strategic assets;
- investments in, loans to, capitalisation of, or funding requirements of the Company's subsidiaries, associates and joint ventures;
- domestic and international expansion initiatives, including market expansion, capability enhancement and inorganic growth opportunities; and
- such other strategic growth initiatives and investment opportunities as may be identified by the Company from time to time in accordance with applicable laws.

Without limiting the generality of the foregoing, Net Proceeds will be utilised for, *inter alia*, investments in and/or loans to Nazara Technologies UK Limited ("Nazara UK") for part-funding the acquisition of Bluetile Games, S.L. ("Bluetile") and Bestplay Systems, S.L. ("Bestplay"). Further, as disclosed by the Company on August 3, 2026, the Board has given in principle approval to Nazara UK for an amendment to the previously announced transaction structure to accelerate the acquisition of 100% ownership of Bluetile and Bestplay for a fixed all-cash consideration of approximately ₹2,909 Crores, thereby bringing forward a significant strategic investment opportunity for the Company. Accordingly, a portion of the Net Proceeds may be utilised towards funding such accelerated acquisition and related transaction requirements, subject to applicable laws and regulatory requirements.

ii. **General corporate purposes:** The Company shall utilise upto 25% (Twenty-five percent) of the Net Proceeds being an amount not exceeding ₹1,83,37,56,714/- (Rupees One Hundred Eighty-Three Crore Thirty-Seven Lakh Fifty-Six Thousand Seven Hundred Fourteen Only) towards general corporate purposes, including, *inter alia*, meeting operational requirements, working capital requirements, business contingencies, strategic initiatives, administrative expenses, corporate exigencies and such other purposes 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

Net Proceeds from the Preferential Issue shall be utilized for the purposes and, in the manner as specified above, within 36 months from the date of receipt of proceeds from the Preferential Issue, subject to applicable laws and regulatory requirements.

Given the evolving nature of the gaming and digital entertainment sector, the Company's growth strategy remains opportunity driven. Consequently, the precise deployment of Net Proceeds and the timelines associated therewith may vary depending upon the availability of suitable investment and acquisition opportunities, prevailing market conditions, regulatory developments, business requirements and other commercial considerations. Accordingly, the Board (or a duly authorised committee thereof) shall have the flexibility to deploy, re-allocate and utilise the Net Proceeds amongst the aforesaid Objects in such manner as it may deem fit, subject to the compliance with applicable laws and provided that utilisation towards GCP shall not exceed 25% of the Issue Proceeds.

Further, in terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 ("NSE Circular") and the BSE Circular No. 20221213-47 dated December 13, 2022 ("BSE Circular"), the amounts specified for the objects may deviate by up to +/-10% as the fund requirements are based on management estimates, market conditions, business needs and other commercial and technical factors and the actual deployment of funds at each stage and the proposed utilization schedule will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, 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 (or a committee thereof), subject to funds utilised for GCP not exceeding 25% of the proceeds from the Preferential Issue, as stated above and in compliance with the applicable laws.

Strategic Rationale

The Board believes that maintaining a strong capital position is critical to enabling the Company to pursue attractive strategic opportunities as and when they arise. The proposed Preferential Issue will provide the Company with additional long-term growth capital, enhance financial flexibility, support execution of its acquisition-led growth strategy, including the accelerated Bluetile and Bestplay transaction, enhance its ability to capitalise on opportunities in the global gaming and digital entertainment ecosystem, and create sustainable value for all stakeholders.

Interim Use of Issue Proceeds

Pending utilisation of the proceeds from the Preferential Issue, the Company may, in accordance with applicable laws and the policies approved by the Board from time to time, invest such proceeds: (a) in Government securities, treasury bills, money market instruments, debt market instruments (including liquid funds and mutual funds); (b) in deposit with scheduled commercial banks; (c) in any other instruments as may be permitted under applicable law; or (d) make any other investment as permitted under applicable law.

2. **Monitoring of utilisation of funds**

i. Given that the issue size exceeds ₹ 100,00,00,000/- (Rupees One Hundred Crore only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will be required to appoint a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue. The Board has at the meeting convened on August 6, 2026, authorized the appointment of CARE Ratings Limited as the monitoring agency to monitor the use of 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% 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.

3. **Particulars of the Preferential Issue, including the date of passing of the Board Resolution**

The Board, at its meeting convened on August 6, 2026, has subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 2,39,70,676 (Two Crore Thirty-Nine Lakh Seventy Thousand Six Hundred Seventy-Six Only) fully paid-up Equity Shares of the Company having a face value of ₹2/- (Rupees Two only) each, at an issue price of ₹306/- (Rupees Three Hundred and Six Only) per Equity Share including a premium of ₹304/- (Rupees Three Hundred and Four Only), as determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding ₹7,33,50,26,856/- (Rupees Seven Hundred Thirty-Three Crore Fifty Lakh Twenty-Six Thousand Eight Hundred Fifty-Six Only) on a preferential allotment on private placement basis to the Proposed Allottees, for cash consideration, payable in full on or before the date of the allotment of the Equity Shares to the Proposed Allottees.

4. **Kind of Security being Offered and the Maximum Number of Securities being offered**

The Company proposes to create, offer, issue and allot up to 2,39,70,676 (Two Crore Thirty-Nine Lakh Seventy Thousand Six Hundred Seventy-Six Only) Equity Shares of face value of ₹2/- (Rupees Two Only) per Equity Share at a price of ₹306/- (Rupees Three Hundred Six Only) including premium of ₹304 (Rupees Three Hundred Four Only) per Equity Share, as determined in accordance with the applicable provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations, aggregating to ₹7,33,50,26,856/- (Rupees Seven Hundred Thirty-Three Crore Fifty Lakh Twenty-Six Thousand Eight Hundred Fifty-Six Only).

5. **Amount which the Company intends to raise by way of issue of Equity Shares as a part of Preferential Issue**

The Company intends to raise an aggregate amount of consideration not exceeding ₹7,33,50,26,856 (Rupees Seven Hundred Thirty-Three Crore Fifty Lakh Twenty-Six Thousand Eight Hundred Fifty-Six Only) from the Proposed Allottees.

6. **Issue Price**

The Company proposes to create, offer, issue and allot up to 2,39,70,676 (Two Crore Thirty-Nine Lakh Seventy Thousand Six Hundred Seventy-Six Only) Equity Shares at an issue price of ₹306/- (Rupees Three Hundred and Six Only) per Equity Share including a premium of ₹304/- (Rupees Three Hundred Four Only) per Equity Share, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations. Please refer to Point No. 10 below in respect of the basis of determining the price of the Preferential Issue.

7. **Relevant Date**

In terms of Regulation 161 of the SEBI ICDR Regulations, the "Relevant Date" for determination of the price per equity share for the Preferential Issue is July 31, 2026, i.e. being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.

8. **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. NSE, being the stock exchange with higher trading volumes for the preceding 90 (Ninety) trading days prior to Relevant Date i.e., July 31, 2026 has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of Chapter V of the SEBI ICDR Regulations, the Board at its meeting convened on August 6, 2026, has fixed the issue price for the Preferential Issue at ₹306/- per Equity Share ("Issue Price") including premium of ₹304/-, being the higher of the following:

a. 90 trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE preceding the Relevant Date- which is ₹280.97/- per Equity Share; or

b. 10 trading days volume weighted average prices of the Equity Shares of the Company quoted on the NSE preceding the Relevant Date - which is ₹305.51/- 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

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.

In view of the above, the Board recommends issuing the Equity Shares on preferential basis to the Proposed Allottees at a price of ₹306/- (Rupees Three Hundred and Six Only) including premium of ₹304/- (Rupees Three Hundred and Four Only) per Equity Share, which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations.

The certificate dated August 6, 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 in accordance with the procedure specified in the notes to this Notice and is also available on the Company's website at https://investors.nazara.com/content/pdfs/announcements/1786188916-signed-icdr-compliance-certificate.pdf.

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

Mr. Raymond Albaladejo Stauffer, a proposed allottee, has been appointed as the Chief Executive Officer and Key Managerial Personnel of the Company with effect from September 1, 2026, or such other date as may be determined by the Board, subject to receipt of the requisite regulatory approvals. Mr. Stauffer intends to subscribe to 1,90,67,969 Equity Shares proposed to be issued to him pursuant to the Preferential Issue.

Except as stated above, none of the Promoters, members of the Promoter Group, Directors, Key Managerial Personnel or Senior Management of the Company intends to subscribe to the Equity Shares proposed to be issued pursuant to the Preferential Issue.

10. **Contributions being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects**

No contributions being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects.

11. Class or classes of persons to whom the allotment is proposed to be made

Equity Shares are proposed to be issued and allotted to the investors as detailed herein below:

Sr. No.	Name of Proposed Allottee	Category	Maximum no. of Equity Shares to be issued and allotted	Amount (₹)
1.	Mr. Raymond Albaladejo Stauffer*	Foreign Portfolio Investors Category II (Non-Promoter)	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
6.	Mr. Hugo Rémy Gaston Blavin		88,965	2,72,23,290
Total			**2,39,70,676**	**7,33,50,26,856**

*He has been appointed as Chief Executive Officer (Key Managerial Personnel) of the Company with effect from September 1, 2026, or such other date as may be determined by the Board, upon receipt of the requisite regulatory approvals.

12. 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 Equity Shares 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 issuance and allotment of equity shares to the Proposed Allottees requires any approval from the statutory or regulatory authority(ies) including but not limited to the in-principle approval from 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.

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

The pre-issue shareholding pattern as on August 3, 2026 and the post-issue shareholding pattern (considering full allotment of Equity Shares issued on preferential basis) is provided below:

Sr. No	Category of shareholders	Pre- Issue Shareholding (As on August 3, 2026)		Post-Issue Shareholding (After Allotment of Shares)	
A.	**Promoter and Promoter Group**	**No. of Shares held**	**% of Total Shareholding**	**No. of Shares held**	**% of Total Shareholding**
1	**Indian**				
(a)	Individuals/Hindu undivided Family	4,20,61,592	10.93	4,20,61,592	10.29
(b)	Body Corporate	8,86,65,620	23.05	8,86,65,620	21.70
Total Shareholding of Promoter and Promoter Group (A)		**13,07,27,212**	**33.98**	**13,07,27,212**	**31.99**
B	**Non-Promoter Holding**				
1	**Institutions (Domestic)**				
(a)	Mutual Funds	82,57,290	2.15	82,57,290	2.02
(b)	Venture Capital Funds	0	0.00	0	0.00
(c)	Alternate Investment Funds	11,02,356	0.29	11,02,356	0.27
(d)	Bank	0	0.00	0	0.00
(e)	Insurance Companies	0	0.00	0	0.00
(f)	NBFCs registered with RBI	2,08,000	0.05	2,08,000	0.05
Sub-Total (B)(1)		**95,67,646**	**2.49**	**95,67,646**	**2.34**
2	**Institutions (Foreign)**				
(a)	Foreign Portfolio Investors Category I	4,94,89,475	12.86	4,94,89,475	12.11
(b)	Foreign Portfolio Investors Category II	1,09,99,487	2.86	3,49,70,163	8.56
Sub-Total (B)(2)		**6,04,88,962**	**15.72**	**8,44,59,638**	**20.67**

Sr. No	Category of shareholders	Pre- Issue Shareholding (As on August 3, 2026)		Post-Issue Shareholding (After Allotment of Shares)	
A.	**Promoter and Promoter Group**	**No. of Shares held**	**% of Total Shareholding**	**No. of Shares held**	**% of Total Shareholding**
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	0.00	0	0.00
(C)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0.00	0	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.	2,91,32,503	7.57	2,91,32,503	7.13
(c)	ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	5,40,83,868	14.06	5,40,83,868	13.23
(d)	Non-Resident Indians (NRIs)	14,75,990	0.38	14,75,990	0.36
(e)	Foreign Nationals	40,00,000	1.04	40,00,000	0.98
(f)	Foreign Companies	23,81,480	0.62	23,81,480	0.58
(g)	Bodies Corporate	5,25,99,198	13.67	5,25,99,198	12.87
(h)	**Any Other (Specify)**	**4,02,37,557**	**10.46**	**4,02,37,557**	**9.85**
(i)	Trusts	27,629	0.01	27,629	0.01
(iii)	Hindu Undivided Family	96,26,205	2.50	96,26,205	2.36
(iv)	Clearing Member	1,48,40,402	3.86	1,48,40,402	3.63
(vi)	Escrow Account	38,80,708	1.01	38,80,708	0.95
(vii)	Body Corp-Ltd Liability Partnership	1,18,62,613	3.08	1,18,62,613	2.90
Sub-Total (B)(4)		**18,39,10,604**	**47.81**	**18,39,10,604**	**45.00**
Total Public Shareholding (B)=(B)(1)+(B)(2)+ (B)(3)+(B)(4)		**25,39,68,812**	**66.02**	**27,79,39,488**	**68.01**
Total (A+B)		**38,46,96,024**	**100.00**	**40,86,66,700**	**100.00**

Notes:

1. The proposed allottees are registered with the Securities and Exchange Board of India ("SEBI") as Foreign Portfolio Investors ("FPIs") under Category II. Accordingly, their post-issue shareholding has been disclosed under the sub-category "Foreign Portfolio Investors – Category II" in the shareholding pattern set out above.

   However, Mr. Raymond Albaladejo Stauffer, one of the proposed allottees, has been appointed as the Chief Executive Officer (Key Managerial Personnel) of the Company with effect from September 1, 2026, or such other date as may be determined by the Board, subject to receipt of the requisite regulatory approvals. Since his appointment has not yet become effective, his proposed post-issue shareholding has presently been classified under the sub-category "Foreign Portfolio Investors – Category II". If his appointment becomes effective prior to the allotment of the Equity Shares proposed under this Notice, the Equity Shares allotted to him shall instead be treated as a part of the post-issue shareholding pattern under the sub-category of "Key Managerial Personnel".

2. The post-issue shareholding pattern is based on the shareholding of the Company as on August 3, 2026 and assumes the allotment of Equity Shares proposed under this Notice. In the event of any further allotment of Equity Shares pursuant to the exercise of outstanding employee stock options, warrants or other convertible securities, the post-issue shareholding pattern and the percentage shareholding of the shareholders shall stand modified accordingly.

13. **Lock-in Period**

The Equity Shares allotted pursuant to the Preferential Issue shall be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of Chapter V of the SEBI ICDR Regulations.

14. **Identity of the natural persons who are the ultimate beneficial owners of Equity Shares proposed to be allotted 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 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:

Sr. No.	Name of the proposed allottee	Category	Name of the ultimate beneficial owner	Pre-issue Holding		Number of Equity Shares proposed to be allotted	^Post-issue Holding	
				No. of Equity Shares	% of Holdings		No. of Equity Shares	% of Holdings
1.	Mr. Raymond Albaladejo Stauffer*	Foreign Portfolio Investors Category II (Non-Promoter)	Not Applicable	Nil		1,90,67,969	1,90,67,969	4.67
2.	Mr. Marc Sylvester Schutze					28,32,273	28,32,273	0.69
3.	Mr. Maxime Loppin					10,03,628	10,03,628	0.25
4.	Mr. Alexandre Paul Jean Noirot Cosson					7,10,946	7,10,946	0.17
5.	Mr. Alexander Osou					2,66,895	2,66,895	0.07
6.	Mr. Hugo Rémy Gaston Blavin					88,965	88,965	0.02

*He has been appointed as Chief Executive Officer (Key Managerial Personnel) of the Company with effect from September 1, 2026, or such other date as may be determined by the Board, upon receipt of the requisite regulatory approvals.

^The post-issue shareholding pattern is based on the shareholding of the Company as on August 3, 2026 and assumes the allotment of Equity Shares proposed under this Notice. In the event of any further allotment of Equity Shares pursuant to the exercise of outstanding employee stock options, warrants or other convertible securities, the post-issue shareholding pattern and the percentage shareholding of the shareholders shall stand modified accordingly.

15. **Certificate from Practicing Company Secretary:**

The Certificate issued by M/s. Manish Ghia & Associates., Company Secretaries, (firm registration no. P2006MH007100), Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection in accordance with the procedure specified in the notes to this Notice and is also available on the Company's website at https://investors.nazara.com/content/pdfs/announcements/1786189014-signed-pcs-pricing-certificate.pdf.

16. **Change in control, if any, in the Company that would occur consequent to the proposed Preferential Issue**

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees.

17. **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**

The members of the Company, at the Extraordinary General Meeting ("EGM") held on May 01, 2026, approved the issuance of up to 1,92,31,000 Warrants, each convertible into 1 (One) fully paid-up equity share of face value of ₹ 2/- each, at a price of ₹ 260/- (including a premium of ₹ 258/-) per Warrant, aggregating up to ₹500,00,60,000/-, on a preferential basis to five identified investors for cash consideration.

Subsequent to the aforesaid approval, one of the proposed allottees became ineligible to subscribe to the Warrants in terms of the provisions of Chapter V of the SEBI ICDR Regulations. Accordingly, the Board took note of and approved the revision in the size of the preferential issue from ₹500,00,60,000/- comprising up to 1,92,31,000 Warrants to ₹474,00,60,000/- comprising up to 1,82,31,000 Warrants.

Accordingly, on June 4, 2026, the Company allotted 1,82,31,000 Warrants, each convertible into one fully paid-up Equity Share of face value ₹2/- each, on a preferential basis at an issue price of ₹260/- per Warrant (including a premium of ₹258/- per Warrant), aggregating to ₹474,00,60,000/-. The details of such allotment are set out below:

Sr. No.	Name of the proposed allottees	Number of Warrants allotted	Price per Warrant (₹)	Total Consideration Amount (₹)	Consideration Amount Received (₹)	Warrants converted in to equity shares
1.	Riambel Capital PCC-RCC1	94,85,000	260	246,61,00,000	246,61,00,000	94,85,000
2.	S Gupta Family Enterprises Private Limited (*Formerly known as S Gupta Family Investments Private Limited*)	40,00,000	260	104,00,00,000	2,60,000,000	Nil*
3.	Plutus Investments and Holding Private Limited	38,46,000	260	99,99,60,000	99,99,60,000	38,46,000
4.	Founders Collective Fund	9,00,000	260	23,40,00,000	23,40,00,000	9,00,000
	Total	**1,82,31,000**		**474,00,60,000**	**3,96,00,60,000**	**1,42,31,000**

*S Gupta Family Enterprises Private Limited has paid 25% of the total consideration amount, being ₹26,00,00,000/- towards the Warrants. The balance 75% of the warrant issue price remains receivable and shall be payable at the time of exercise of the Warrants. Upon receipt of the balance consideration and exercise of the Warrants, the corresponding Equity Shares shall be issued and allotted to S Gupta Family Enterprises Private Limited.

The aforesaid preferential issue and allotment of Warrants and the subsequent conversion of Warrants into Equity Shares were undertaken in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and Chapter V of the SEBI ICDR Regulations.

18. The Percentage of Post Preferential Issue share capital that would be held by the Proposed Allottees and Change in Control, if any, in the Company consequent to the Preferential Issue

The percentage of shareholding of the Proposed Allottees post allotment shall be as follows:

Sr. No.	Name of the proposed allottee	Category	Pre-issue Holding		Number of Equity Shares proposed to be allotted	^Post-issue Holding	
			No. of Equity Shares	% of Holdings		No. of Equity Shares	% of Holdings
1.	Mr. Raymond Albaladejo Stauffer*	Foreign Portfolio Investors Category II (Non-Promoter)	Nil		1,90,67,969	1,90,67,969	4.67
2.	Mr. Marc Sylvester Schutze				28,32,273	28,32,273	0.69
3.	Mr. Maxime Loppin				10,03,628	10,03,628	0.25
4.	Mr. Alexandre Paul Jean Noirot Cosson				7,10,946	7,10,946	0.17
5.	Mr. Alexander Osou				2,66,895	2,66,895	0.07
6.	Mr. Hugo Rémy Gaston Blavin				88,965	88,965	0.02

* He has been appointed as Chief Executive Officer (Key Managerial Personnel) of the Company with effect from September 1, 2026, or such other date as may be determined by the Board, upon receipt of the requisite regulatory approvals.

^The post-issue shareholding pattern is based on the shareholding of the Company as on August 3, 2026 and assumes the allotment of Equity Shares proposed under this Notice. In the event of any further allotment of Equity Shares pursuant to the exercise of outstanding employee stock options, warrants or other convertible securities, the post-issue shareholding pattern and the percentage shareholding of the shareholders shall stand modified accordingly.

There will be no change in composition of the Board nor any change in control of the Company consequent to the Preferential Issue.

19. 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.

20. Particulars of the issue including the material terms of issuance and allotment of the Equity Shares

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. 2 and the previous and the forthcoming paragraphs of this Explanatory Statements. The Equity Shares allotted shall be fully paid-up and listed on the National Stock Exchange of India Limited and BSE Limited 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 the provisions of the Memorandum and Articles of Association of the Company.

21. Current and proposed status of the Proposed Allottees post the Preferential Issue

The percentage of shareholding of the Proposed Allottees post allotment shall be as follows:

<table>
<tr><th rowspan="2">Sr. No.</th><th rowspan="2">Name of the proposed allottee</th><th colspan="3">Pre-issue Holding</th><th colspan="3">^Post-issue Holding</th></tr>
<tr><th>No. of Equity Shares</th><th>% of Holdings</th><th>Category</th><th>No. of Equity Shares</th><th>% of Holdings</th><th>Category</th></tr>
<tr><td>1.</td><td>Mr. Raymond Albaladejo Stauffer*</td><td colspan="2" rowspan="6">Nil</td><td rowspan="6">NA</td><td>1,90,67,969</td><td>4.67</td><td rowspan="6">^^Foreign Portfolio Investors Category II (Non-Promoter)</td></tr>
<tr><td>2.</td><td>Mr. Marc Sylvester Schutze</td><td>28,32,273</td><td>0.69</td></tr>
<tr><td>3.</td><td>Mr. Maxime Loppin</td><td>10,03,628</td><td>0.25</td></tr>
<tr><td>4.</td><td>Mr. Alexandre Paul Jean Noirot Cosson</td><td>7,10,946</td><td>0.17</td></tr>
<tr><td>5.</td><td>Mr. Alexander Osou</td><td>2,66,895</td><td>0.07</td></tr>
<tr><td>6.</td><td>Mr. Hugo Rémy Gaston Blavin</td><td>88,965</td><td>0.02</td></tr>
</table>

* He has been appointed as Chief Executive Officer of the Company with effect from September 1, 2026, or such other date as may be determined by the Board, upon receipt of the requisite regulatory approvals.

^The post-issue shareholding pattern is based on the shareholding of the Company as on August 3, 2026 and assumes the allotment of Equity Shares proposed under this Notice. In the event of any further allotment of Equity Shares pursuant to the exercise of outstanding employee stock options, warrants or other convertible securities, the post-issue shareholding pattern and the percentage shareholding of the shareholders shall stand modified accordingly.

^^ The proposed allottees are registered with the Securities and Exchange Board of India (“SEBI”) as Foreign Portfolio Investors (“FPIs”) under Category II. Accordingly, their post-issue shareholding has been disclosed under the sub-category “Foreign Portfolio Investors – Category II” in the shareholding pattern set out above.

However, Mr. Raymond Albaladejo Stauffer, one of the proposed allottees, has been appointed as the Chief Executive Officer (Key Managerial Personnel) of the Company with effect from September 1, 2026, or such other date as may be determined by the Board, subject to receipt of the requisite regulatory approvals. Since his appointment has not yet become effective, his proposed post-issue shareholding has presently been classified under the sub-category “Foreign Portfolio Investors – Category II”. If his appointment becomes effective prior to the allotment of the Equity Shares proposed under this Notice, the Equity Shares allotted to him shall instead be treated as a part of the post-issue shareholding pattern under the sub-category of “Key Managerial Personnel”.

22. Listing:

The Company shall make an application to the BSE Limited and National Stock Exchange of India Limited on which the existing equity shares are listed, seeking approval for listing of aforementioned Equity Shares.

Equity Shares, upon allotment, shall rank *pari-passu* with the then existing equity shares of the Company in all respects, including dividend and voting rights.

23. Principle terms of assets charged as securities:

Not applicable.

24. Undertakings

The Company hereby undertakes that:

i. Neither the Company nor its promoter or directors have been declared as 'wilful defaulter' or 'fraudulent borrower' as defined under the SEBI ICDR Regulations, and none of its directors or promoters is a 'fugitive economic offender' as defined under the SEBI ICDR Regulations;

ii. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder;

iii. The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the SEBI ICDR Regulations;

iv. As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) governing re-computation of the price of shares, shall not be applicable;

v. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of the SEBI ICDR Regulations where it is required to do so;

vi. In the event it is applicable, if the amount payable on account of the re-computation of the price is not paid within the time stipulated under the SEBI ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

25. Other Disclosures:

a. The Allottees have confirmed that they have not sold or transferred any Equity Shares of the Company held by them during the 90 (ninety) trading days preceding the Relevant Date. The Allottees have further confirmed that they are eligible under the SEBI ICDR Regulations, to subscribe to the Equity Shares to be allotted pursuant to the Preferential Issue.

b. The Company does not have any outstanding due to the SEBI, Stock Exchanges or Depositories.

c. 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.

In terms of Sections 23, 42 and 62 of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue Equity Shares through a Preferential Issue on private placement basis. The Board accordingly recommends the Special Resolution as set out in Item No.2 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their immediate relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 2 of this Notice, except to the extent of their shareholding in the Company, if any.

ITEM NO. 3

APPOINTMENT OF MR. CON ANTHONY CONLON (DIN: 03200461) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Consequent to cessation of Mr. Arun Vijaykumar Gupta (DIN: 05131228) from the office of Independent Director of the Company w.e.f. August 4, 2026 and in compliance with Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") the Board of Directors of the Company at its meeting held on August 3, 2026, based on the recommendations of the Nomination, Remuneration and Compensation Committee ('NRC'), approved the appointment of Mr. Con Anthony Conlon (DIN: 03200461) as an Additional Director in the category of Independent Director on the Board of the Company, not liable to retire by rotation, subject to the approval of the Members.

The appointment has been made in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, as amended, (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Schedule IV to the Act, the SEBI Listing Regulations and Articles of Association of the Company to hold office for a term of five consecutive years commencing from August 3, 2026 up to August 2, 2031 (both the days inclusive).

The Company has received all requisite consents, declarations and disclosures from Mr. Con Anthony Conlon including:

- Consent to act as a Director pursuant to Section 152 of the Act;
- Declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- Confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and
- Confirmation that he has complied with the requirements of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, relating to registration with the Independent Directors' Databank, wherever applicable.

The Board has also taken on record the confirmation received from Mr. Con Anthony Conlon that he is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India ("SEBI") or any other authority.

The profile of Mr. Con Anthony Conlon and other details as required under the Act, SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in **Annexure I** forming part of this Notice.

Skills & Capabilities required for the Independent Directorship, Process & Basis of Appointment

The NRC periodically reviews the composition of the Board to ensure that it possesses an appropriate balance of skills, knowledge, experience and diversity required for the effective governance of the Company and the achievement of its strategic objectives.

In view of the increasing importance of technology, digital transformation, data analytics and artificial intelligence in the business environment, the NRC identified the need to induct an experienced professional with strong expertise in technology-led innovation, entrepreneurship, strategic planning, governance and international business operations. The objective was to further strengthen the Board's ability to provide strategic guidance and oversight in areas that are becoming increasingly critical to the Company's future growth and competitiveness.

Pursuant to a comprehensive evaluation process, the NRC reviewed the qualifications, expertise, industry experience and governance credentials of shortlisted candidates and recommended the appointment of Mr. Con Anthony Conlon as an Independent Director of the Company. The Board, after considering the recommendation of the NRC and considering his qualifications, professional achievements, experience and integrity, formed the opinion that his appointment would be beneficial to the Company and approved the same, subject to the approval of the Members.

Mr. Con Anthony Conlon possesses, inter alia, the following skills and capabilities relevant to the Company's business and governance requirements:

- Academic background in computer programming, politics, and economics, providing a balanced perspective on technology, business, governance, and market dynamics.
- Proven entrepreneurial leadership with extensive experience in founding, scaling, and successfully exiting technology-driven businesses across international markets.
- Strong expertise in data analytics, artificial intelligence (AI), digital transformation, and technology-enabled business solutions.
- Board-level governance experience, deep understanding of business strategy, corporate planning, and value creation, with a demonstrated ability to drive sustainable growth and commercial performance.
- Expertise in identifying emerging technology trends and leveraging innovation to create competitive advantage and enhance stakeholder value.
- Strong commercial acumen with experience in building and managing high-growth enterprises across diverse industries and geographies.

Considering his educational background, entrepreneurial accomplishments, board experience, strategic leadership capabilities and expertise in technology and innovation, the Board is of the view that Mr. Con Anthony Conlon possesses the requisite skills, integrity, expertise and experience required for the position of Independent Director and that his association would be of considerable value to the Company.

In the opinion of the Board, Mr. Con Anthony Conlon fulfils the conditions specified under Section 149(6) read with Schedule IV of the Act and the applicable provisions of the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

The terms and conditions of his appointment as an Independent Director are available for inspection by the Members in accordance with the procedure specified in the notes to this Notice.

Mr. Con Anthony Conlon shall be entitled to the sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses, if any, for participating in such meetings, in accordance with the provisions of the Act, the SEBI Listing Regulations and the policies of the Company.

Pursuant to the provisions of Section 149 of the Act, read with Schedule IV thereto, appointment of Independent Director requires approval of the Members. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders, for appointment or re-appointment of a person on the Board of Directors, is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, Mr. Con Anthony Conlon, who was appointed as an Additional Director by the Board with effect from August 3, 2026, holds office up to the date of ensuing Annual General Meeting of the Company and is eligible for appointment as an Independent Director of the Company, subject to the approval of the Members. The Company has received notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Except Mr. Con Anthony Conlon and his relatives, none of the Directors, Key Managerial Personnel of the Company and/or their immediate relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 3 of this Notice, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution as set out at Item No. 3 of this Notice for approval of members.

By Order of Board of Directors,
Nazara Technologies Limited

Sd/-
Arun Bhandari
Company Secretary and Compliance Officer
Mem. No.: F8754

Place: Mumbai
Date: August 6, 2026

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

Annexure – I to the EGM Notice

Details of Mr. Con Anthony Conlon seeking appointment at the Extraordinary General Meeting in pursuance of Regulation 36 of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	**Mr. Con Anthony Conlon**
DIN	03200461
Age	55 Years
Nationality	IRISH
Date of First Appointment	August 3, 2026
Designation	Independent Director
Qualification	Mr. Con Anthony Conlon holds a qualification in Commercial Computer Programming from the Dublin Institute of Technology and a Bachelor of Arts degree in Politics and Economics from University College Dublin.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Cornelius ("Con") Anthony Conlon is an entrepreneur with extensive experience in founding, scaling and successfully exiting technology businesses across the European Union and India. He brings deep operational and technical expertise, complemented by five years of public company board experience, with a strong track record of driving strategic growth and commercial value creation. He is the Founder and Director of Merit Data & Technology, a leading provider of data origination, analytics and artificial intelligence (AI) solutions. He also serves on the Board of Articheck Ltd., a premier provider of digital condition reporting solutions for the global art, gallery and museum sector, and is a Director of Socialvoice.ai, which provides AI-driven insights into video content at scale. Originally from the Republic of Ireland, Mr. Conlon holds a qualification in Commercial Computer Programming from the Dublin Institute of Technology and a Bachelor of Arts degree in Politics and Economics from University College Dublin. He has lived and worked in India for nearly two decades.
Terms & Conditions of Appointment / Re-appointment	Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years commencing from August 3, 2026 to August 2, 2031 (both days inclusive).
Relationship with other Directors/ Key Managerial Personnel of the Company	Mr. Con Anthony Conlon is not inter-se related to any other Director / Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the Financial Year 2025-26	Not Applicable
Shareholding in the Company as on August 3, 2026	Nil
Remuneration proposed to be paid	Sitting Fees as approved by the Board of Directors.
Remuneration last drawn (FY 2025-26)	Not Applicable
Directorships held in other Companies including listed companies (excluding foreign companies) as on August 3, 2026	1. Merit Data and Technology Private Limited 2. Spanner Moto Private Limited 3. Merit Software Services Private Limited
List of Chairmanship or membership of various Committees in other Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on August 3, 2026	Nil
Listed entities from which the Director has resigned in the past three years	Nil