August 03, 2026

To,

Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.
Scrip Code: 543280

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1. G Block,
Bandra -Kurla Complex, Bandra (East),
Mumbai- 400051.
Scrip Symbol: NAZARA

Dear Sir/Madam,

Subject: Outcome of Board Meeting

Reference - Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations")

Pursuant to Regulation 30 and 33 of the Listing Regulations, we wish to inform you that the Board of Directors of Nazara Technologies Limited ("the Company") at their meeting held today i.e. August 03, 2026, *inter alia*, considered and approved the following:

1. The Unaudited Consolidated and Standalone Financial Results of the Company for the quarter ended June 30, 2026 ('Financial Results') and took note of the Limited Review Report issued by the Statutory Auditors on the Financial Results.

   A copy of the Financial Results and Limited Review Reports thereon is enclosed herewith as **Annexure – A**.

2. Further to our disclosure dated March 18, 2026 informing the Stock Exchanges regarding acquisition of Bluetile Games, S.L. ("Bluetile") and Bestplay Systems, S.L. ("Bestplay") (Bluetile and Bestplay, collectively, the "Target Companies") by Nazara Technologies UK Limited ("Nazara UK"), a wholly-owned subsidiary of the Company ("Acquisition") and execution of the Share Purchase Agreement ("original SPA") for the said acquisition, we wish to inform you that, in order to expedite the Acquisition, the Board has granted its in-principle approval to Nazara UK to proceed with the acquisition on revised commercial terms, by entering into an Amended and Restated Share Purchase Agreement ("Amended SPA"), which amends and restates the original SPA in its entirety and shall supersede the original SPA upon execution. As the revised terms do not include any stock consideration, the Company, which was originally a party to the SPA in relation to the issuance of shares in the Company as part of the stock consideration, is being released from the agreement and will have no further rights or obligations thereunder.

   Pursuant to Regulation 30 of the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the revised terms (as against those disclosed on March 18, 2026) are set out in **Annexure – B**.

Nazara Technologies Limited

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3. To further invest in Funky Monkeys Play Center Private Limited, subsidiary of the Company ("Funky Monkeys") for an amount not exceeding INR 9.9 Crores, in cash, in one or more tranches, through a combination of primary subscription and secondary acquisition of equity shares, subject to compliance with the applicable laws, statutory approvals, consents and permissions as may be required.

   Following the completion of primary subscription and secondary acquisition, the shareholding of the Company in FunkyMonkeys is expected to increase to approximately 68.1% on a fully diluted basis and FunkyMonkeys shall continue to remain a subsidiary company.

   Details of the further investment in FunkyMonkey as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as **Annexure – C**.

4. Granting of an unsecured loan for an amount not exceeding INR 24 Crores, to Smaaash Entertainment Private Limited ("Smaaash"), a wholly-owned subsidiary of the Company, in one or more tranches, subject to compliance with the applicable laws.

5. Based on the recommendation of the Nomination, Remuneration and Compensation Committee and subject to the approval of the Members of the Company, appointment of Mr. Con Anthony Conlon (DIN: 03200461) as an Additional Director in the category of Independent Director of the Company, for a first term of 5 years commencing from August 03, 2026.

   Details of his appointment as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as **Annexure – D**.

6. Based on the recommendation of the Nomination, Remuneration and Compensation Committee, appointment of Mr. Raymond Albaladejo Stauffer as Chief Executive Office (KMP) of the Company, with effect from September 01, 2026 or such other date as may be determined by the Board upon receipt of all applicable regulatory, governmental, immigration, employment, foreign exchange and other statutory approvals, permissions, registrations and compliances as may be required under applicable law.

   Details of his appointment as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as **Annexure – D**.

7. Mr. Nitish Mittersain, while continuing in his position as Managing Director of the Company, has tendered his resignation from the office of Chief Executive Officer ("CEO") of the Company, with effect from September 01, 2026, concurrent with the assumption of office by Mr. Raymond Albaladejo Stauffer as the CEO appointed by the Board of the Company.

   Mr. Mittersain will continue in his existing position as Managing Director, Key Managerial Personnel of the Company.

   The Board took note that Mr. Mittersain, having served as CEO through multiple phases of the Company's growth and transformation, will continue to focus on his role as Managing Director, which shall include the Company's long-term strategy, portfolio direction, strategic partnerships and key stakeholder relationships. He will work closely with the CEO, the Board and the leadership team in driving the next phase of Nazara's growth.

The Board has placed on record its appreciation for Mr. Mittersain's contributions as CEO and looks forward to his continued leadership as Managing Director.

Details of his resignation as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as **Annexure – D**. A copy of the resignation letter submitted by Mr. Nitish Mittersain is enclosed herewith as **Annexure – E**.

8. Took note of the resignation of Mr. Arun Vijaykumar Gupta (DIN: 05131228) as an Independent Director of the Company with effect from August 04, 2026. Mr. Gupta has resigned from the Board due to his increased professional commitments and other engagements, which require significant allocation of his time and attention.

   The Board of Directors placed on record its sincere appreciation for the valuable guidance, contributions and services rendered by Mr. Gupta during his tenure as an Independent Director of the Company.

   Details of his resignation as required under the Listing Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as **Annexure – D**. A copy of the resignation letter received from Mr. Gupta is enclosed herewith as **Annexure – F**.

9. Further to the disclosure dated June 05, 2026, regarding the allotment of 1,82,31,000 Warrants, each convertible into one fully paid-up Equity Share of face value of INR 2/- each at an issue price of INR 260/- per Warrant (including a premium of INR 258/- per Warrant) ("Warrant Issue Price"), on a preferential basis by way of private placement, the allotment of 9,00,000 fully paid-up Equity Shares of face value of INR 2/- each to Founders Collective Fund, pursuant to the conversion of 9,00,000 Warrants. Founders Collective Fund has paid the balance warrant subscription amount of INR 17,55,00,000/-, being 75% of the Warrant Issue Price (i.e., INR 195/- per warrant), upon exercise of the conversion option.

   The aforesaid allotment has been made in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

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

   The Company has received in-principle approvals from BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") in this regard on May 22, 2026, for the aforesaid preferential issue. The Company shall make the necessary applications to the Stock Exchanges for obtaining listing and trading approvals for the equity shares allotted upon warrant conversion, in accordance with the ICDR Regulations and Listing Regulations.

Nazara Technologies Limited

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Consequent to the aforesaid allotment, the issued, subscribed and paid-up equity share capital of the Company stands increased from INR 76,75,92,048/- divided into 38,37,96,024 equity shares of INR 2/- each to INR 76,93,92,048/- divided into 38,46,96,024 equity shares of INR 2/- each.

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

The meeting of the Board of Directors of the Company commenced at 6:30 p.m. and concluded at 7:25 p.m.

This is for your information and records.

Yours faithfully,
For **Nazara Technologies Limited**

ARUN SHIVA BHANDARI
Digitally signed by ARUN SHIVA BHANDARI
Date: 2026.08.03 21:57:24 +05'30'

Arun Bhandari
Company Secretary and Compliance Officer

Encl. As above

MSKC & Associates LLP
Chartered Accountants

602, Floor 6, Raheja Titanium
Western Express Highway, Geetanjali Railway Colony
Ram Nagar, Goregaon (E) Mumbai 400063, INDIA

Independent Auditor's Review Report on unaudited consolidated financial results of Nazara Technologies Limited for the quarter pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors of Nazara Technologies Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of Nazara Technologies Limited (hereinafter referred to as 'the Holding Company'), its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group') and its share of the net loss after tax and total comprehensive loss of its associates for the quarter ended 30 June 2026 ('the Statement') attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Regulations').

2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder ('Ind AS 34') and other recognised accounting principles generally accepted in India and is in compliance with the Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33 (8) of the Regulations, to the extent applicable.

4. This Statement includes the results of the Holding Company and interim financial information of the subsidiaries and associates as mentioned in Annexure A.

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other recognised accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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6. The Statement includes the Group's share of net (loss) after tax of Rs. (5,658) lakhs and total comprehensive (loss) of Rs. (5,669) lakhs for the quarter ended 30 June 2026 respectively, as considered in the Statement, in respect of 1 associate, whose interim financial information has not been reviewed by us. These interim financial information have been reviewed by other auditor whose reports have been furnished to us by the Management of the Holding company and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this associate, is based solely on the report of the other auditor and the procedures performed by us as stated in paragraph 3 above.

   Our conclusion is not modified in respect of the above matter with respect to our reliance on the work done by and the report of the other auditor.

7. The Statement includes the interim financial information of 10 subsidiaries which have not been reviewed by their auditors, whose interim financial information reflects total revenue of Rs. 3,475 lakhs total net (loss) after tax of Rs. (45) lakhs and total comprehensive (loss) of Rs. (45) lakhs for the quarter ended 30 June 2026 respectively, as considered in the Statement. The Statement also includes the Group's share of net profit/(loss) after tax of Rs. Nil and total comprehensive income / (loss) of Rs. Nil for the quarter ended 30 June 2026 respectively, as considered in the Statement, in respect of 1 associate, based on its interim financial information which has not been reviewed by their auditor. These interim financial information have been furnished to us by the Management of the Holding company and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate is based solely on such management prepared unaudited interim financial information. According to the information and explanations given to us by the Management, these interim financial information are not material to the Group.

Our conclusion is not modified in respect of the above matter with respect to our reliance on the financial result certified by the management.

For M S K C & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 001595S/S000168

MSKC & ASSOCIATES LLP Chartered Accountants

Ojas D. Joshi
Partner
Membership No.: 109752
UDIN: 26109752SZYMTF4063

Place: Mumbai
Date: 03 August 2026

Annexure A

Sr. No.	Name of the Entity	Relationship with Holding Company
1	Nazara Technologies Limited	Holding Company
2	Absolute Sports Private Limited	Wholly Owned Subsidiary
3	Pro Football Network Inc	Step-down Subsidiary
4	SportsKeeda Inc	Step-down Subsidiary
5	Paperboat Apps Private Limited	Wholly Owned Subsidiary
6	Kiddopia USA Inc.	Step-down Subsidiary
7	Funky Monkeys Play Centers Private Limited	Subsidiary
8	Smaaash Entertainment Private Limited	Wholly Owned Subsidiary (w.e.f. 6 June 2025)
9	Nazara Pte Ltd	Wholly Owned Subsidiary
10	Nazara Technologies (Mauritius)	Step-down Subsidiary
11	Nazara Technologies FZ LLC	Wholly Owned Subsidiary
12	Wildworks Holdco Inc	Step-down Subsidiary
13	Wildworks Inc	Step-down Subsidiary
14	Nazara Technologies UK Limited	Wholly Owned Subsidiary
15	Fusebox Games Limited	Step-down Subsidiary
16	Curve Digital Entertainment Ltd	Step-down subsidiary (w.e.f. 1 April 2025)
17	Kuju Limited (UK)	Step-down subsidiary (w.e.f. 1 April 2025)
18	Iron Oak Games Inc (Canada)	Step-down subsidiary (w.e.f. 1 April 2025)
19	Fiddlestick Games Limited (UK)	Step-down subsidiary (w.e.f. 1 April 2025)
20	Curve Games Development One Limited (UK)	Step-down subsidiary (w.e.f. 1 April 2025)
21	Curve Digital Publishing Limited (UK)	Step-down subsidiary (w.e.f. 1 April 2025)
22	Runner Duck Games Limited (UK)	Step-down subsidiary (w.e.f. 1 April 2025)
23	Headstrong Games Ltd	Step-down subsidiary (w.e.f. 1 April 2025)
24	Attack Games Limited	Step-down subsidiary (w.e.f. 1 April 2025)
25	Catalis Group Limited	Step-down subsidiary (w.e.f. 1 April 2025)
26	Kuju Games Development One Limited	Step-down subsidiary (w.e.f. 1 April 2025)
27	Curve Games Limited	Step-down subsidiary (w.e.f. 1 April 2025)
28	Nazara US Inc.	Wholly Owned Subsidiary
29	Nextwave Multimedia Private Limited	Subsidiary
30	Halaplay Technologies Private Limited	Subsidiary
31	Moong labs Technologies Private Limited	Associate
32	Datawrkz Business Solutions Private Limited	Subsidiary
33	Datawrkz UK Ltd	Step-down Subsidiary
34	Datawrkz Operations UK Ltd	Step-down Subsidiary
35	Space & Time Group Limited	Step-down subsidiary (w.e.f. 29 October 2024)
36	Space & Time Holding Limited	Step-down subsidiary (w.e.f. 29 October 2024)
37	Space and Time Media Limited	Step-down subsidiary (w.e.f. 29 October 2024)

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Sr. No.	Name of the Entity	Relationship with Holding Company
38	Mediawrkz Inc	Step-down Subsidiary
39	Mediawrkz Pte Ltd	Step-down Subsidiary
40	EG Media Limited	Associate of Step-down subsidiary (w.e.f. 29 October 2024)
41	Nodwin Gaming Private Limited	Subsidiary (upto 13 August 2025) and Associate (w.e.f. 14 August 2025)
42	Comic Con India Private Limited	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
43	Rusk Distribution Private Limited	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
44	Superhero Brands Private Limited	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
45	Trinity Gaming India Private Limited	Step-down Subsidiary (w.e.f. 13 December 2024 and upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
46	Unpause Entertainment Private Limited	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
47	Nodwin Gaming International Limited	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
48	Brandscale Innovations Private Limited	Associate of Subsidiary (upto 13 August 2025) and Associate of Associate (w.e.f. 14 August 2025)
49	Nodwin Gaming International Pte Ltd	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
50	Nodwin Gaming USA Inc.	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
51	Star Ladder Limited	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
52	Nodwin Gaming MENA FZ-LLC (formerly known as Publishme Global FZ LLC)	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
53	Arrakis Tanitim Organizasyon Pazarlama SAN. TIC. Ltd. A.S. (Arrakis)	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
54	Branded Pte Limited	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
55	Freaks4U Gaming GmbH	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
56	Freaks 4U Brands GmbH & Co KG (Germany)	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
57	Freaks 4U Gaming (Asia) Ltd (Taiwan)	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
58	Freaks 4U Gaming d.o.o. Niš (Serbia)	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)

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Sr. No.	Name of the Entity	Relationship with Holding Company
59	Freaks 4U Gaming LLC (USA)	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
60	Inzzide eSports GmbH (Germany)	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
61	Spree Connection (UG) (Germany)	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
62	Freaks 4U Gaming SAS (France)	Step-down Subsidiary (upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
63	Factor C	Associate of Step-down Subsidiary (upto 13 August 2025) and Associate of Associate (w.e.f. 14 August 2025)
64	AFK Gaming Private Limited	Step-down Subsidiary (w.e.f. 1 July 2025 and upto 13 August 2025) and Subsidiary of Associate (w.e.f. 14 August 2025)
65	Moonshine Technology Private Limited	Associate (w.e.f. 17 January 2025)
66	Openplay Technologies Private Limited	Subsidiary (upto 6 May 2025) and Subsidiary of Associate (w.e.f. 7 May 2025)
67	Baazi Networks Private Limited	Subsidiary of associate
68	Ross Technologies Private Limited	Subsidiary of associate
69	Baazi Games Private Limited	Subsidiary of associate
70	Baazi Gaming Network Private Limited	Subsidiary of associate
71	SBN Gaming Network Private Limited	Step-down Subsidiary of associate
72	Graasp Online Games Private Limited	Associate of associate
73	Baazi Sports Foundation	Step-down Subsidiary of associate
74	Myraid Holdings (Partnership Firm)	Associate of associate
75	BeeGee Media Private Limited	Step-down Subsidiary of associate
76	Get Zapped Technologies Ltd (UK)	Subsidiary of associate
77	ZapTap Media Limited (UK)	Step-down Subsidiary of associate
78	Get Zapped Technologies LLC (UAE)	Subsidiary of associate

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STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2026

(Amounts in ₹ lakh, except share and per share data, unless otherwise stated)

	Particulars	Quarter ended			Year ended
		30 June 2026 (Unaudited)	31 March 2026 (Audited) (Refer note 3)	30 June 2025 (Unaudited)	31 March 2026 (Audited)
I	**INCOME**				
	Revenue from operations	42,877	39,778	49,877	182,898
	Other income (Refer note 5)	878	5,069	7,710	124,358
	Total income (I)	**43,755**	**44,847**	**57,587**	**307,256**
II	**EXPENSES**				
	Purchase of stock in trade	426	517	1,154	3,157
	Change in inventories of stock in trade	9	52	(73)	(373)
	Cost of Raw Material Consumed	-	(206)	-	-
	Content, event and web server	6,331	6,476	12,337	42,961
	Advertising and business promotion	15,271	11,095	12,475	46,121
	Platform fees and commission expenses	4,281	3,715	3,978	16,417
	Employee benefit expenses	8,027	6,990	9,434	31,447
	Finance costs	356	623	515	2,249
	Depreciation and amortisation	4,771	4,552	6,452	23,056
	Impairment expenses (Refer note 6)	2,181	358	-	580
	Other expenses	3,884	3,377	5,828	17,687
	Total expenses (II)	**45,537**	**37,549**	**52,100**	**183,302**
III	**(Loss) / profit before share of profit of associates, exceptional item and tax (I - II)**	**(1,782)**	**7,298**	**5,487**	**123,954**
IV	Exceptional item (Refer note 6)	-	-	-	(91,579)
V	**(Loss) / Profit before share of loss of associates, and tax (III + IV)**	**(1,782)**	**7,298**	**5,487**	**32,375**
VI	Share of net (loss) of associates accounted for using the equity method	(6,241)	(3,052)	(2,425)	(27,848)
VII	**(Loss) / Profit before tax (V+VI)**	**(8,023)**	**4,246**	**3,062**	**4,527**
VIII	**Tax expense**				
	Current tax	495	952	1,075	3,556
	Taxes for earlier period / year	44	(714)	277	(472)
	Deferred tax (credit)	(315)	(1,562)	(1,932)	(5,259)
	Total tax expenses / (credit) (VIII)	**224**	**(1,324)**	**(580)**	**(2,175)**
IX	**(Loss) / Profit for the period / year from continuing operations (VII-VIII)**	**(8,247)**	**5,570**	**3,642**	**6,702**
X	**Discontinued operations**				
	Profit from discontinued operations	-	-	1,492	1,492
	Tax expense of discontinued operations	-	-	-	-
	Profit for the period / year from discontinued operations (X)	**-**	**-**	**1,492**	**1,492**
XI	**(Loss) / Profit for the period / year (IX+X)**	**(8,247)**	**5,570**	**5,134**	**8,194**
XII	**Other comprehensive (loss) / income**				
	(a) Items that will not be reclassified to profit and loss (net of taxes)	(20)	2	(3)	1
	(b) Item that will be reclassified to profit and loss (net of taxes)	12	(17)	7	(4)
	(c) Exchange differences upon translation of foreign operations (net of taxes)	355	2,071	2,898	8,716
	Other comprehensive income (XII)	**347**	**2,056**	**2,902**	**8,713**
XIII	**Total comprehensive (loss) / income for the period / year (XI+XII)**	**(7,900)**	**7,626**	**8,036**	**16,907**
XIV	**Net profit before exceptional item attributable to:**				
	- Equity shareholders of the Company	(7,992)	4,696	5,346	99,671
	- Non-controlling interest	(255)	874	(1,704)	(1,390)
XV	**Net profit / (loss) after exceptional item attributable to:**				
	- Equity shareholders of the Company	(7,992)	4,696	5,346	8,092
	- Non-controlling interest	(255)	874	(1,704)	(1,390)
XVI	**Total comprehensive income / (loss) attributable to:**				
	- Equity shareholders of the Company	(7,555)	6,693	9,257	16,828
	- Non-controlling interest	(345)	933	(1,221)	79
XVII	**Net profit / (loss) from discontinued operations attributable to:**				
	- Equity shareholders of the Company	-	-	1,493	1,493
	- Non-controlling interest	-	-	(1)	(1)
XVIII	**Paid-up equity share capital (face value of ₹ 2 each)**	7,410	7,410	3,705	7,410
XIX	**Other equity (revaluation reserve: ₹ Nil)**				339,939
XX	**Restated earnings per share for continuing operations before exeptional item (face value ₹ 2 each) (not annualised) (Refer note 7)**				
	(a) Basic (in ₹)	(2.16)	1.27	1.51	27.21
	(b) Diluted (in ₹)	(2.16)	1.27	1.51	27.21
XXI	**Restated earnings per share for continuing operations after exceptional item (face value ₹ 2 each) (not annualised) (Refer note 7)**				
	(a) Basic (in ₹)	(2.16)	1.27	1.51	2.21
	(b) Diluted (in ₹)	(2.16)	1.27	1.51	2.21
XXII	**Restated earnings per share for discontinued operations (face value ₹ 2 each) (not annualised) (Refer note 7)**				
	(a) Basic (in ₹)	-	-	0.42	0.41
	(b) Diluted (in ₹)	-	-	0.42	0.41

See accompanying notes to the consolidated financial results

MSKC & ASSOCIATES LLP Chartered Accountants

NAZARA TECHNOLOGIES LTD. Nazara MUMBAI

Nazara Technologies Limited
CIN : L72900MH1999PLC122970
Registered office: 11th Floor, Avighna House, Dr. A. B. Road, Worli, Mumbai, Maharashtra 400018
Website: www.nazara.com; Email: info@nazara.com; Tel.: +91-22-40330800 / 22810303 / 22813030

STATEMENT OF UNAUDITED CONSOLIDATED SEGMENT INFORMATION FOR THE QUARTER ENDED 30 JUNE 2026

(Amounts in ₹ lakh)

	Particulars	Quarter ended			Year ended
		30 June 2026 (Unaudited)	31 March 2026 (Audited) (Refer note 3)	30 June 2025 (Unaudited)	31 March 2026 (Audited)
I	**Segment Revenue**				
	(a) Gaming	27,498	27,845	24,092	107,224
	(b) eSports	2,779	3,192	15,414	30,736
	(c) Ad tech	12,608	8,920	10,606	45,448
	Inter segment revenue	(8)	(179)	(235)	(510)
	Revenue from operations (I)	**42,877**	**39,778**	**49,877**	**182,898**
II	**Segment Results**				
	(a) Gaming	776	3,870	1,810	8,022
	(b) eSports	(46)	192	(2,435)	(2,464)
	(c) Ad tech	(179)	111	(567)	(362)
	Segment Results (II)	**551**	**4,173**	**(1,192)**	**5,196**
	Unallocated expense	(3,198)	(1,265)	(1,016)	(96,456)
	Other income	865	4,390	7,695	123,635
	Share of net (loss) of associates accounted for using the equity method	(6,241)	(3,052)	(2,425)	(27,848)
III	**(Loss) / profit before tax**	**(8,023)**	**4,246**	**3,062**	**4,527**
IV	**Segment Assets**				
	(a) Gaming	131,874	130,225	122,997	130,225
	(b) eSports	133,105	134,149	121,945	134,149
	(c) Ad tech	45,938	50,846	45,077	50,846
	Total segment assets	**310,917**	**315,220**	**290,019**	**315,220**
	Unallocated assets	126,839	121,898	229,419	121,898
	Total assets	**437,756**	**437,118**	**519,438**	**437,118**
V	**Segment Liabilities**				
	(a) Gaming	35,529	31,670	31,664	31,670
	(b) eSports	1,566	1,742	45,309	1,742
	(c) Ad tech	28,960	35,515	27,019	35,515
	Total segment liabilities	**66,055**	**68,927**	**103,992**	**68,927**
	Unallocated liabilities	12,447	13,021	34,144	13,021
	Total liabilities	**78,502**	**81,948**	**138,136**	**81,948**
VI	**Capital employed**				
	(a) Gaming	96,345	98,555	91,333	98,555
	(b) eSports	131,539	132,407	76,636	132,407
	(c) Ad tech	16,978	15,331	18,058	15,331
	(d) Unallocated	114,392	108,876	195,275	108,876
	Capital employed	**359,254**	**355,170**	**381,302**	**355,170**

MSKC & ASSOCIATES LLP * Chartered Accountants *

NAZARA TECHNOLOGIES LTD.
Nazara
MUMBAI

Note to the Unaudited Consolidated Financial Results:

1 The Statement/results of Nazara Technologies Limited (the "Company" or "Holding Company") and its subsidiaries (referred to as "the Group") together with associates, have been prepared in accordance with the recognition and measurement principles of applicable Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), as prescribed under section 133 of the Companies Act 2013 and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended.

2 The above results were reviewed and approved by the audit Committee and by the Board of Directors at their respective meetings held on 03 August 2026.

3 The figures of the quarter ended 31 March 2026 represent the balancing figures between audited figures in respect of the full financial year ended 31 March 2026 and the unaudited published year-to-date figures upto 31 December 2025 which were subjected to limited review.

4 On 29 May 2026, Nazara Technologies FZ LLC ("Nazara FZ LLC"), a wholly-owned subsidiary of the Company, has executed a Convertible Promissory Note ("Note") with nCore Games, Inc., a Delaware corporation ("nCore") . Under the terms of the Note, Nazara FZ LLC will invest USD 500,000 (United States Dollar Five Hundred Thousand) (i.e. equivalent to ₹ 476 lakhs), in one or more tranches. This investment is subject to the fulfillment of customary terms and conditions outlined in the Note and in accordance with the applicable laws, statutory approvals, consents and permissions as may be required.

5 Other income for the previous year includes ₹ 109,846 lakhs as fair value gain on account of desubsidiarisation of its erstwhile subsidiary Nodwin.

6 On 21 August 2025, the parliament passed Promotion and Regulation of Online Gaming Act, 2025 ("the Gaming Act") which inter alia prohibited the offering of online money games. The Gaming Act came into effect from 01 October 2025.

The Group has investment in one of its associate, Moonshine Technologies Private Limited ('the associate company') and subsidiary, Halaplay Technologies Private Limited ('the subsidiary company) aggregating to ₹ 105,855 lakhs and ₹ 6,382 lakhs respectively before the enactment of the Gaming Act. The sole business of the associate company and subsidiary company was to offer online money games. Consequently, the business of its associate, Moonshine Technologies Private Limited and subsidiary, Halaplay Technologies Private Limited had led to complete cessation of its entire operations including revenue generating activities through online real money games. As at 31 March 2026, the Group had assessed the recoverable amount of these investments in accordance with the provisions of Ind AS 28 – Investments in associates and joint ventures read with Ind AS 36 – Impairment of Assets and accordingly, the Group had recognized an impairment loss amounting to ₹ 91,470 lakhs during the year ended 31 March 2026, which was disclosed as an exceptional item. During the quarter, the Group has recognised its share of loss in the said associate amounting to ₹ 5,669 lakhs.

Further, Note No-8 below explains the judgement of the Hon'ble Supreme Court on matters related to levy of GST on Real Money Gaming delivered during the quarter.

In consideration of above, the Group has reassessed the recoverable amount in accordance with Ind AS 28 read with Ind AS 36 and the balance investment in the said associate amounting to ₹ 2,181 lakhs are further impaired by the Group during the quarter ended 30 June 2026. Accordingly, the Group does not have any further exposure with respect to these entities which were in Real Money Gaming Business.

7 The earning per share in respect of the previous periods has been restated considering the sub division of shares, allotment of bonus shares and adjustment in respect of outstanding stock options, in line with requirements of Ind AS 33 'Earning per share'.

8 During the prior year, one subsidiary of the Group i.e., Halaplay Technologies Private Limited ("Halaplay") and four subsidiaries of Moonshine Technology Private Limited (which is an "associate" of the Group), i.e. Openplay Technologies Private Limited ("Openplay" w.e.f. 7 May 2025), SBN Gaming network Private Limited ("SBN"), Baazi Networks Private Limited ("BNPL"), Bazi Games Private Limited ("BGPL") (Halaplay, Openplay, SBN, BNPL and BGPL) are collectively referred to as 'Components' hereinafter) received show cause notices (SCN) from Director General of GST Intelligence, amounting to ₹ 27,421 lakhs, ₹ 84,572 lakhs, ₹ 12,364 lakhs, ₹ 33,318 lakhs and ₹ 906,652 lakhs respectively in relation to the ongoing GST matters related to the gaming industry, under Section 74 of the CGST Act, 2017 read with respective SGST Act, 2017 and IGST Act, 2017. These amounts are excluding any penalty and interest and the said amounts are further updated based on the latest information received from the respective entities.

These claims are in relation to calculation of GST based on the gross bet value / sums pooled by players as opposed to gross gaming revenues/ gross rake amount and the GST rate of 28% to be applied against 18%. The period under consideration is from January 2018 to September 2023 covered for Openplay, SBN, BGPL and BNPL and from January 2018 to October 2021 for Halaplay. The demands made by the authorities have been an industry issue and multiple representations have been made by the industry participants to the Government in this regard.

Openplay and Halaplay have subsequently filed separate writ petitions in the Hon'ble Calcutta High Court and, the Hon'ble Calcutta High Court has passed a limited interim orders to not enforce any order by GST authorities without seeking the consent of the Court. Further in case of SBN, BGPL and BNPL, have contested these SCN by filing a writ petition with the Hon'ble Supreme Court of India and received stay.

During the quarter ended 30 June 2026, the Hon'ble Supreme Court has on 27 May 2026 upheld that skill-based games with money stakes count as betting. It further declared that online gaming operators are primary suppliers of actionable claims and not just neutral intermediaries and upheld a 28% GST on the total face value of bets or deposits placed by players, rather than only on the platform fee or commission. The Supreme Court also upheld the constitutional validity of the Rules 31A, 31B, 31C of the Central Goods and Services Tax Rules, 2017 ('CGST Rules') and clarified that the amendments to the CGST Rules introduced with effect from 1 October 2023 are clarificatory in nature and can apply retrospectively.

As per information available with the Group, three components of Associate i.e. SBN, BNPL and BGPL have filed their responses to SCN and requested for in person hearing. They are also contemplating various legal remedies available. The GST department has not vacated the interim stay with respect to Openplay another component of the said Associate and Halaplay the subsidiary.

The business undertaking of "Real Money Gaming – Fantasy Sports" of Halaplay has been transferred in earlier years by way of NCLT approved Scheme to Openplay. The NCLT approved scheme specifies that all the liabilities and obligations irrespective of whether the same arose before 1 October 2022 (Appointed date as per the NCLT approved scheme) or not would be of Openplay and would continue to be enforced by or against them. The Group, basis legal advice is of the view that no GST liability in respect of the transferred undertaking would devolve on the group.

The Group has fully provided for its investments in the said Associate and Subsidiary.

In view of the above, based on management assessment and legal advice obtained, management do not expect any further financial impact on its Consolidated Financial Statements.

9 The above results are available on the Company's website www.nazara.com and also on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com), where the shares of the Company are listed.

For and on behalf of the Board of Directors

Nitish Mittersain
Joint Managing Director and CEO
DIN: 02347434

Place: Mumbai
Date: 03 August 2026

NAZARA TECHNOLOGIES LTD. Nazara MUMBAI

MSKC & ASSOCIATES LLP Chartered Accountants

MSKC & Associates LLP
Chartered Accountants

602, Floor 6, Raheja Titanium
Western Express Highway, Geetanjali Railway Colony
Ram Nagar, Goregaon (E) Mumbai 400063, INDIA

Independent Auditor's Review Report on unaudited Standalone financial results of Nazara Technologies Limited for the quarter ended 30 June 2026 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To The Board of Directors of Nazara Technologies Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Nazara Technologies Limited (hereinafter referred to as 'the Company') for the quarter ended 30 June 2026 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Regulations').

2. This Statement, which is the responsibility of the Company's Management and has been approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder ('Ind AS 34') and other recognised accounting principles generally accepted in India and is in compliance with the Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other recognised accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For M S K C & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 001595S/S000168

Ojas D. Joshi
Partner
Membership No.: 109752
UDIN: 26109752RPZWOE5344

MSKC & ASSOCIATES LLP Chartered Accountants

Place: Mumbai
Date: 03 August 2026

Nazara Technologies Limited
CIN : L72900MH1999PLC122970
Registered office: 11th Floor, Avighna House, Dr. A. B. Road, Worli, Mumbai, Maharashtra 400018
Website: www.nazara.com; Email: info@nazara.com; Tel.: +91-22-40330800 / 22810303 / 22813030

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2026

(Amounts in ₹ lakh, except share and per share data, unless otherwise stated)

		Quarter ended			Year ended
		30 June 2026 (Unaudited)	31 March 2026 (Audited) (Refer note 4)	30 June 2025 (Unaudited)	31 March 2026 (Audited)
I	**INCOME**				
	Revenue from operations	1,739	1,844	2,032	7,384
	Other income	2,106	5,071	2,620	10,841
	Total income (I)	**3,845**	**6,915**	**4,652**	**18,225**
II	**EXPENSES**				
	Content and server cost expenses	176	238	103	602
	Advertising expenses	565	640	679	2,782
	Platform fees and commission expenses	237	250	287	1,075
	Employee benefits expense	937	826	460	2,634
	Finance costs	48	110	96	363
	Depreciation and amortisation	543	495	551	2,132
	Impairment losses (Refer note 8)	6,961	-	-	1,267
	Other expenses	529	641	593	2,712
	Total expenses (II)	**9,996**	**3,200**	**2,769**	**13,567**
III	**(Loss) / profit before exceptional items and tax (I-II)**	**(6,151)**	**3,715**	**1,883**	**4,658**
IV	Exceptional items (Refer note 8)	-	(2,693)	-	(98,979)
V	**(Loss) / profit before tax (III+IV)**	**(6,151)**	**1,022**	**1,883**	**(94,321)**
VI	**Tax expense**				
	Current tax	-	97	153	325
	Taxes for earlier years	-	3	-	3
	Deferred tax (credit) / expense	164	531	(1,031)	(1,152)
	Total tax (credit) / expense (VI)	**164**	**631**	**(878)**	**(824)**
VII	**(Loss) / profit for the period / year (V-VI)**	**(6,315)**	**391**	**2,761**	**(93,497)**
VIII	**Other comprehensive income / (loss)**				
	Item that will not be reclassified to the statement of profit and loss (net of tax)	-	8	-	1
	Item that will be reclassified to the statement of profit and loss (net of tax)	12	(17)	7	(4)
	Other comprehensive (loss) for the period / year, net of tax (VIII)	**12**	**(9)**	**7**	**(3)**
IX	**Total comprehensive (Loss) / income for the period / year (VII+VIII)**	**(6,303)**	**382**	**2,768**	**(93,500)**
X	**Paid-up equity share capital (face value ₹ 2 each)**	**7,410**	**7,410**	**3,705**	**7,410**
XI	**Other equity (revaluation reserve : Nil)**				**216,791**
XII	**Restated earnings per equity share before exceptional items (face value of ₹ 2 per share each) (not annualised) (Refer note 7)**				
	Basic	(1.70)	0.83	0.78	1.50
	Diluted	(1.70)	0.83	0.78	1.50
XIII	**Restated earnings per equity share after exceptional items (face value of ₹ 2 per share each) (not annualised) (Refer note 7)**				
	Basic	(1.70)	0.11	0.78	(25.52)
	Diluted	(1.70)	0.11	0.78	(25.52)

See accompanying notes to the standalone financial results

MSKC & ASSOCIATES LLP Chartered Accountants

NAZARA TECHNOLOGIES LTD. Nazara MUMBAI

Notes to the unaudited standalone financial results:

1 The statement/results of Nazara Technologies Limited ("the Company") have been prepared in accordance with the recognition and measurement principles of applicable Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), as prescribed under section 133 of the Companies Act 2013 and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended

2 The above results were reviewed and approved by the Audit Committee and by the Board of Directors at their respective meetings held on 03 August 2026.

3 Segment information in accordance with 'Ind AS 108 Operating Segments' has been given in the consolidated financial results.

4 The figures of the quarter ended 31 March 2026 represent the balancing figures between audited figures in respect of the full financial year ended 31 March 2026 and the unaudited published year-to-date figures upto 31 December 2025 which were subjected to limited review by statutory auditors.

5 The Board of Directors of the Company by way of resolution passed through circulation on 04 June 2026, has approved the allotment of 1,82,31,000 Warrants, each convertible into 1 fully paid-up Equity Share of face value of ₹ 2/- each aggregating to ₹ 47,400 lakhs in accordance with applicable provisions of the Companies Act, 2013 and rules made thereunder and provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), at a price of ₹ 260/- (including a premium of ₹ 258/-) per Warrant, on preferential basis, by way of private placement. The company has received ₹11,850 lakhs upfront out of the said allotment.

6 On 28 May 2026, 1,278 Pre Series C Compulsorily Convertible Preference Shares ("Pre Series C CCPS") of face value of ₹ 10/- each of Rusk Media Private Limited, representing 1.36% of the share capital of Rusk Media Private Limited on fully diluted basis, have been allotted to the Company against the subscription amount of ₹ 1,500 lakhs paid by the Company.

Consequent to the aforesaid allotment, the Company's shareholding in Rusk has increased to 7.62% of its share capital on fully diluted basis.

7 The earning per share in respect of the previous periods has been restated considering the sub division of shares, allotment of bonus shares and adjustment in respect of outstanding stock options, in line with requirements of Ind AS 33 'Earning per share'.

8 On 21 August 2025, the parliament passed Promotion and Regulation of Online Gaming Act, 2025 ("the Gaming Act") which inter alia prohibited the offering of online money games. The Gaming Act came into effect from 01 October 2025.
The Company has investment in one of its associate, Moonshine Technologies Private Limited ('the associate company') and subsidiary, Halaplay Technologies Private Limited ('the subsidiary company) aggregating to ₹ 105,855 lakhs and ₹ 6,382 lakhs respectively before the enactment of the Gaming Act. The sole business of the associate company and subsidiary company was to offer online money games. Consequently, the business of its associate, Moonshine Technologies Private Limited and Subsidiary, Halaplay Technologies Private Limited had led to complete cessation of its entire operations including revenue generating activities through online real money games. As at 31 March 2026, the Company had assessed the recoverable amount of these investments in accordance with the provisions of Ind AS 28 – Investments in associates and joint ventures read with Ind AS 36 – Impairment of Assets and accordingly, the Company had recognised an impairment loss for the said associate amounting to ₹ 98,894 lakhs during the year ended 31 March 2026, which was disclosed as an exceptional item. The entire investment in the subsidiary Halaplay was impaired in the earlier period.
Further, considering the judgement of Hon'ble Supreme Court on matters related to levy of GST on Real Money Gaming, the Company has reassessed the recoverable amount in accordance with Ind AS 28 read with Ind AS 36 and the balance investment in the said associate amounting to ₹ 6,961 lakhs are further impaired by the Company during the quarter ended 30 June 2026. Accordingly, the Company does not have any further exposure with respect to these entities which were in Real Money Gaming Business.

9 The above results are available on the Company's website www.nazara.com and also on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com), where the shares of the Company are listed.

For and on behalf of the Board of Directors

Nitish Mittersain
Joint Managing Director and CEO
DIN: 02347434

Place: Mumbai
Date: 03 August 2026

MSKC & ASSOCIATES LLP Chartered Accountants

NAZARA TECHNOLOGIES LTD MUMBAI Nazara

Annexure – B

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details of Bluetile</th><th>Details of Bestplay</th></tr>
<tr><td>1</td><td>Brief details of any governmental or regulatory approvals required for the acquisition;</td><td colspan="2">The Company has received requisite approvals.</td></tr>
<tr><td>2</td><td>Indicative time period for completion of acquisition</td><td colspan="2">Within 60 days</td></tr>
<tr><td rowspan="2">3</td><td rowspan="2">Nature of consideration - whether cash consideration or share swap and details of the same;</td><td>Cash Consideration of USD 222.64 million (INR ~2137 Crores);</td><td>Cash Consideration of USD 80.38 million (INR ~772 Crores)</td></tr>
<tr><td colspan="2">Under the original SPA, in addition to the upfront cash consideration, the Sellers were entitled to a performance-linked earn-out over CY2027–2029, estimated in the March 18, 2026 disclosure at a most-probable payout of USD 98.2 million (~INR 898 Crores). Under the new terms, there is no earn-out. The Sellers will receive a fixed price, payable in four tranches, i.e. a Closing payment followed by three further instalments currently scheduled for October 31, 2026, December 31, 2026 and April 1, 2027.</td></tr>
<tr><td>4</td><td>Cost of Acquisition or the price at which shares are acquired</td><td colspan="2">The aggregate fixed consideration under the Amended SPA is USD 303.02 million (~INR 2,909 crores), as against the original aggregate consideration (upfront plus most-probable earn-out) of ~ USD 100.3 million (~INR 918 crores).</td></tr>
<tr><td rowspan="2">5</td><td rowspan="2">Percentage of shareholding / control acquired and / or number of shares acquired</td><td>100% share capital of Bluetile</td><td>100% share capital of Bestplay</td></tr>
<tr><td colspan="2">Under the original structure, Nazara UK was to acquire just over 50% of the share capital of each Target Company at first close, with the balance ~50% (held by the founder, Mr. Marc Schütze, and MSS HoldCo) acquirable at a later date pursuant to a separate call option agreement, with 100% ownership targeted by 2028. Under the Amended SPA, Nazara UK will acquire 100% of the share capital of each Target Company at Closing itself.</td></tr>
<tr><td colspan="4">Except the above-mentioned details, all other details relating to the said acquisition as disclosed by the Company on March 18, 2026 remain substantially the same.</td></tr>
</table>

Annexure – C

Sr. No.	Particulars	Details
1.	Name of the Target Entity details in brief such as size, turnover, etc.	Funky Monkeys Play Centers Private Limited ("**FunkyMonkeys**"). Funky Monkeys is a leading provider of indoor softplay gaming and entertainment centers for kids. It is founded by Ms. Binita Putcha and Mr. Sanjay Ghadiali. It currently operates twenty-one centers across India. The company has a robust operating model with attractive centers economics and significant growth potential, particularly in expanding into Tier 2 and smaller cities. Paid up share capital as on March 31, 2026: INR 1.67 Crores Turnover as on March 31, 2026: INR 22.57 Crores (Based on the Audited Financial Statements)
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	**FunkyMonkeys**, being a subsidiary of the Company is a related party of the Company. The promoter / promoter group / group companies of the Company do not have any interest in the said transaction. The said transaction is at arm's length basis.
3.	Industry to which the entity being acquired belongs	A leading provider of indoor softplay gaming and entertainment centers for kids.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if the business is outside the main line of business of the listed entity)	The Company aims to create an integrated ecosystem spanning both digital and physical gaming experiences. The synergies between its online gaming portfolio and Funky Monkeys' offline play centers will enable the Company to offer a holistic entertainment experience to its young audience. The said acquisition shall strengthen the Company's portfolio of offerings, diversify its revenue streams, and leverage its gaming expertise to enhance customer experiences at FunkyMonkeys centers. Further, the acquisition is aligned with the Company's growth objectives and is intended to consolidate its shareholding in FunkyMonkeys.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of acquisition	Within 90 days

Sr. No.	Particulars	Details
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration
8.	Cost of Acquisition or the price at which shares are acquired	Primary Investment of INR 8 Crores by Subscribing to 1,87,586 fresh equity shares of FunkyMonkeys. Investment of INR 1.9 Crore through Secondary Acquisition of 75,972 equity shares from Ms. Binita Putcha, one of the Founders of FunkyMonkeys.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	2,63,558 equity shares of INR 10/- each of the FunkyMonkeys. Further, post completion of the aforesaid acquisition, the Company will hold 68.1% stake in FunkyMonkeys and accordingly, FunkyMonkeys shall continue to remain a subsidiary Company.
10.	Brief background about the entity proposed to be acquired in terms of product/ line of business acquired, date of incorporation, history of last three years turnover, country in which acquired entity has presence and other significant information	Funky Monkeys, incorporated on March 09, 2012, is a leading provider of indoor soft play gaming and entertainment centers for kids Established by Ms. Binita Putcha and Mr. Sanjay Ghadiali, Funky Monkeys currently operates twenty-one centers across India. It has a robust operating model with attractive center economics and significant growth potential, particularly in expanding into Tier 2 and smaller cities. Their primary revenue streams include walk-ins, birthday parties, events and food and beverage sales. **Last 3 years' turnover and EBITDA based on the Audited Financials:** **(in INR in Crores)** <table><tr><th>Financial Year</th><th>Turnover</th><th>EBITDA</th></tr><tr><td>2025-26*</td><td>22.6</td><td>12.0</td></tr><tr><td>2024-25*</td><td>17.2</td><td>7.3</td></tr><tr><td>2023-24</td><td>19.4</td><td>4.2</td></tr></table>***FY25 and FY26 financials are as per IND AS GAAP and hence not comparable with FY24.*** **Cash and cash equivalents:** INR 0.41 Crores as of March 31, 2026. **Country of Operation:** India

Annexure – D

Sr. No.	Particulars	Details of Appointment of Mr. Con Anthony Conlon (DIN: 03200461)	Details of Appointment of Mr. Raymond Albaladejo Stauffer	Details of Resignation of Mr. Nitish Mittersain from the position of Chief Executive Officer	Details of Resignation of Mr. Arun Vijaykumar Gupta (DIN: 05131228)
1.	Reason for Change viz Appointment, Resignation, removal, death or otherwise	Appointment of Mr. Con Anthony Conlon (DIN: 03200461), as an Additional Director in the category of Independent Director of the Company with effect from August 03, 2026, subject to the approval of the Members of the Company.	Appointment of Mr. Raymond Albaladejo Stauffer as Chief Executive Officer, Key Managerial Personnel of the Company, with effect from September 01, 2026 or such other date as may be determined by the Board upon receipt of all applicable regulatory, governmental, immigration, employment, foreign exchange and other statutory approvals, permissions, registrations and compliances as may be required under applicable law.	Mr. Nitish Mittersain, while continuing in his position as Managing Director (KMP) of the Company, has tendered his resignation from the office of Chief Executive Officer ("CEO") of the Company, with effect from September 01, 2026, concurrent with the assumption of office by Mr. Raymond Albaladejo Stauffer as the CEO appointed by the Board of the Company.	Resignation of Mr. Arun Vijaykumar Gupta (DIN: 05131228) as an Independent Director of the Company due to increased professional commitments and other engagements requiring significant allocation of his time and attention.
2.	Date of Appointment / reappointment / cessation (as applicable) & term of appointment / re-appointment.	Subject to the approval of the Members of the Company, Mr. Con Anthony Conlon is appointed an Additional Director in the category of Independent Director of the Company for a first term of five (5) years commencing from August 03, 2026.	Appointment of Mr. Raymond Albaladejo Stauffer as Chief Executive Officer, Key Managerial Personnel of the Company, with effect from September 01, 2026 or such other date as may be determined by the Board upon receipt of all applicable regulatory, governmental, immigration, employment, foreign exchange and	Mr. Nitish Mittersain, while continuing in his position as Managing Director of the Company, has tendered his resignation from the office of CEO of the Company, with effect from September 01, 2026, concurrent with the assumption of office by Mr. Raymond Albaladejo Stauffer as the CEO appointed by the	Resignation of Mr. Gupta, as an Independent Director is effective from August 04, 2026.

Sr. No.	Particulars	Details of Appointment of Mr. Con Anthony Conlon (DIN: 03200461)	Details of Appointment of Mr. Raymond Albaladejo Stauffer	Details of Resignation of Mr. Nitish Mittersain from the position of Chief Executive Officer	Details of Resignation of Mr. Arun Vijaykumar Gupta (DIN: 05131228)
			other statutory approvals, permissions, registrations and compliances as may be required under applicable law.	Board of the Company.	
3.	Brief Profile (In case of Appointment)	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	Mr. Raymond Albaladejo Stauffer is a former Google executive and a gaming operator with a track record of building profitable, scaled digital businesses. As founder and CEO of Bluetile Games (formerly Playvalve) and BestPlay Systems, he built a portfolio of 17 live casual and social games with close to 375 million lifetime downloads and 22 million monthly active users. In 2025, these businesses did $153.6 million in revenue and $27.7 million in EBITDA — an 18% margin, at scale, with no external capital dependency. He also co-founded Cliqpod, now among the largest online destinations for puzzle and word-game solving tools.	Not Applicable	Not Applicable

Sr. No.	Particulars	Details of Appointment of Mr. Con Anthony Conlon (DIN: 03200461)	Details of Appointment of Mr. Raymond Albaladejo Stauffer	Details of Resignation of Mr. Nitish Mittersain from the position of Chief Executive Officer	Details of Resignation of Mr. Arun Vijaykumar Gupta (DIN: 05131228)
		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.	His operating strengths map directly to where Nazara is headed: product and portfolio strategy, user acquisition, monetization, live operations, data, and AI. He combines founder-led product instinct with the capital-allocation discipline needed to run a multi-business platform. He is a graduate of the Autonomous University of Barcelona, holds a master's degree from Universidad Complutense de Madrid, and has completed MIT's AI/ML business programme.		

Sr. No.	Particulars	Details of Appointment of Mr. Con Anthony Conlon (DIN: 03200461)	Details of Appointment of Mr. Raymond Albaladejo Stauffer	Details of Resignation of Mr. Nitish Mittersain from the position of Chief Executive Officer	Details of Resignation of Mr. Arun Vijaykumar Gupta (DIN: 05131228)
4.	Disclosure of relationships between directors (In case of Appointment of a Director)	Mr. Con Anthony Conlon is not *inter se* related to any other Director of the Company and he satisfies the criteria of independence prescribed under the Companies Act, 2013 and the Listing Regulations.	Not Applicable	Not Applicable	Not Applicable
5.	Information as required pursuant to BSE Circular with ref.no. LIST/COMP/ 14/2018- 19 and the National Stock Exchange of India Limited with ref.no NSE/ CML/ 2018/24 dated June 20, 2018	Mr. Con Anthony Conlon is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority.	Not Applicable	Not Applicable	Not Applicable

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details of Appointment of Mr. Con Anthony Conlon (DIN: 03200461)</th><th>Details of Appointment of Mr. Raymond Albaladejo Stauffer</th><th>Details of Resignation of Mr. Nitish Mittersain from the position of Chief Executive Officer</th><th>Details of Resignation of Mr. Arun Vijaykumar Gupta (DIN: 05131228)</th></tr>
<tr><td rowspan="4">6.</td><td colspan="5">Additional Information in case of resignation of an Independent Director</td></tr>
<tr><td colspan="4">Letter of Resignation along with detailed reason for resignation</td><td>Enclosed herewith as Annexure – H</td></tr>
<tr><td colspan="4">Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.</td><td>Name of Listed Entity: Zaggle Prepaid Ocean Services Limited

Category of Directorship: Independent Director

Membership of Board committees:
• Chairperson of the Stakeholders Relationship Committee
• Member of the Nomination and Remuneration Committee</td></tr>
<tr><td colspan="4">The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges</td><td>Mr. Arun Vijaykumar Gupta has confirmed that there are no material reasons for his resignation other than those mentioned in his resignation letter.</td></tr>
</table>

Nazara Technologies Limited

CIN: L72900MH1999PLC122970
11th Floor, Avighna House, Dr. A.B. Road,
Worli, Mumbai – 400018.
91-22-40330800 / 22810303 / 22813030
info@nazara.com
www.nazara.com

Date: 3 August 2026

To
The Board of Directors
Nazara Technologies Limited
11th Floor, Avighna House
Dr. A. B. Road, Worli
Mumbai - 400018

Subject: Resignation as Chief Executive Officer and continuation as Managing Director

Dear Board Colleagues,

Few founders have the opportunity to serve as Chief Executive Officer ("CEO") twice. I have had that privilege at Nazara, alongside my role as Managing Director.

Having led the Company through two distinct phases of its evolution and seen it grow from an entrepreneurial gaming company into a significantly larger and increasingly global gaming platform, I believe this is the right time to strengthen its leadership structure with a dedicated CEO who brings deep international operating experience to lead day-to-day execution across the Group.

Accordingly, I hereby tender my resignation from the office of CEO with effect from 1 September 2026, concurrent with the assumption of office by the CEO appointed by the Board. Until then, I will continue to discharge the responsibilities of CEO alongside my role as Managing Director to ensure an orderly transition.

For clarity, this resignation is limited to the office of CEO and does not affect my continuing appointment as Managing Director. In that capacity, my focus will remain on Nazara's long-term strategy, portfolio direction, strategic partnerships and key stakeholder relationships, working closely with the CEO, the Board and the leadership team.

At Nazara, every level completed has opened the way to a more ambitious one. This chapter as CEO now concludes, but there is much more of the journey ahead. I look forward to continuing it as Managing Director and helping shape what comes next.

I request the Board to take this resignation on record and arrange for the necessary statutory and regulatory filings.

Yours sincerely,

Nitish Mittersain
Managing Director
Nazara Technologies Limited

Received

NAZARA TECHNOLOGIES LTD.
Nazara
MUMBAI

Annexure F

Date: August 03, 2026

To,
The Board of Directors
Nazara Technologies Limited
11th Floor, Avighna House,
Dr. A. B. Road, Worli,
Mumbai- 400018

Sub: Resignation from the position of Independent Director

Dear Members of the Board,

I wish to resign from the position of Independent Director of Nazara Technologies Limited ('the Company'), with effect from August 04, 2026, due to my increased professional commitments and other engagements, which require a significant allocation of my time and attention.

I would like to place on record my sincere appreciation for the opportunity to serve on the Board of the Company. It has been a privilege to be associated with the Company, and I am grateful to my fellow Directors, the management team, and all stakeholders for their support, cooperation, and valuable interactions during my tenure.

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

I request the Board to kindly take note of my resignation and arrange to complete all necessary statutory and regulatory compliances in this regard, including the requisite filings and disclosures with the Ministry of Corporate Affairs, stock exchanges, and other applicable regulatory authorities.

I take this opportunity to convey my best wishes to the Company and its management for continued success, growth, and prosperity in the years ahead.

Thanking you.

Sincerely yours,

Arun Gupta
DIN: 05131228

Received

NAZARA TECHNOLOGIES LTD.
Nazara
MUMBAI