September 5, 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, as amended ("Listing Regulations") – Update on Preferential Issue

Dear Sir / Madam,

With reference to our disclosure dated August 6, 2026 and August 31, 2026, submitted in compliance with Regulation 30, read with Schedule III, of the Listing Regulations regarding the approval by the Board of Directors and the shareholders of the Company, respectively for the issuance of equity shares on a preferential basis ("Preferential Issue").

The Company had submitted applications to BSE Limited and National Stock Exchange of India Limited under Regulation 28(1) of the Listing Regulations seeking in-principle approval for the proposed Preferential Issue.

Subsequently, one of the proposed allottees, Mr. Hugo Rémy Gaston Blavin, to whom it was proposed to issue and allot 88,965 Equity Shares of face value ₹2/- each at an issue price of ₹306/- per Equity Share aggregating to ₹2,72,23,290/-, was unable to furnish the requisite document within the prescribed timeline for obtaining in-principle approval for listing of the Equity Shares in terms of Regulation 160(e) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Accordingly, the Board of Directors of the Company, by way of a resolution passed by circulation on September 4, 2026, has approved the exclusion of Mr. Hugo Rémy Gaston Blavin from the list of proposed allottees and the consequent revision in the size of the Preferential Issue.

In view of the aforesaid revision, the size of the Preferential Issue stands revised from ₹7,33,50,26,856/- comprising up to 2,39,70,676 Equity Shares to ₹7,30,78,03,566/- comprising up to 2,38,81,711 Equity Shares, proposed to be issued and allotted to the remaining proposed allottees on a preferential basis.

Further, with reference to the clarification sought by the Stock Exchanges regarding the fully diluted shareholding pattern, we are enclosing herewith the revised fully diluted shareholding pattern of the Company and the revised post-issue shareholding of the proposed allottees, reflecting the aforesaid revision to the Preferential Issue, as set out in **Annexure – A**.

We request that the enclosed shareholding pattern be taken on record and read in conjunction with the Explanatory Statement forming part of the Notice of the EGM in relation to the Preferential Issue.

Thanking you.

Yours faithfully,
For **Nazara Technologies Limited**

ARUN SHIVA BHANDARI
Digitally signed by ARUN SHIVA BHANDARI
Date: 2026.09.05 19:01:54 +05'30'

Arun Bhandari
Company Secretary and Compliance Officer

Nazara Technologies Limited

CIN: L72900MH1999PLC122970
11th Floor, Avighna House, Dr. A.B. Road, Worli, Mumbai – 400018.
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Annexure – A

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

The pre-issue shareholding pattern as on August 3, 2026 and the fully diluted post-issue shareholding pattern is provided below:

Sr. No	Category of shareholders	Pre- Issue Shareholding (As on August 03, 2026)		Post-Issue Shareholding (After Allotment of Shares)	
A.	**Promoter and Promoter Group**	**No of Shares held**	**% of Total Shareholding**	**Post- Issue Shareholding**	**% of Total Shareholding**
1	**Indian**				
(a)	Individuals/Hindu undivided Family	4,20,61,592	10.93	4,20,61,592	10.18
(b)	Body Corporate	8,86,65,620	23.05	8,86,65,620	21.45
Total Shareholding of Promoter and Promoter Group (A)		**13,07,27,212**	**33.98**	**13,07,27,212**	31.63
B	**Non-Promoter Holding**				
1	**Institutions (Domestic)**				
(a)	Mutual Funds	82,57,290	2.15	82,57,290	2.00
(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)	Banks	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**	2.31
2	**Institutions (Foreign)**				
(a)	Foreign Portfolio Investors Category I	4,94,89,475	12.86	4,94,89,475	11.97
(b)	Foreign Portfolio Investors Category II	1,09,99,487	2.86	3,48,81,198	8.44
Sub-Total (B)(2)		**6,04,88,962**	**15.72**	**8,43,70,673**	**20.41**
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	7.05
(c)	ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	5,40,83,868	14.06	5,40,83,868	13.08
(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	0.97
(f)	Foreign Companies	23,81,480	0.62	23,81,480	0.58
(g)	Bodies Corporate	5,25,99,198	13.67	5,65,99,198	13.69
(h)	**Any Other (Specify)**	**4,02,37,557**	10.46	**4,10,25,532**	9.92
(i)	Trusts	27,629	0.01	27,629	0.01
(ii)	Hindu Undivided Family	96,26,205	2.50	96,26,205	2.33
(iii)	Clearing Member	1,48,40,402	3.86	1,48,40,402	3.59
(iv)	Escrow Account	38,80,708	1.01	38,80,708	0.94
(v)	Body Corp-Ltd Liability Partnership	1,18,62,613	3.08	1,18,62,613	2.87

Nazara Technologies Limited

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Sr. No	Category of shareholders	Pre- Issue Shareholding		Post-Issue Shareholding	
		(As on August 03, 2026)		(After Allotment of Shares)	
(vi)	ESOP or ESOS or ESPS	0	0.00	7,87,975	0.19
Sub-Total (B)(4)		**18,39,10,604**	47.81	**18,86,98,579**	45.65
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)		**25,39,68,812**	66.02	**28,26,38,498**	68.37
Total (A+B)		**38,46,96,024**	100.00	**41,33,65,710**	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 maybe 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 holding has been computed based on the shareholding of the Company as on August 3, 2026, on a fully diluted basis, and takes into account (a) the proposed allotment of 2,38,81,711 Equity Shares of face value of Rs. 2/- each pursuant to the Preferential Issue; (b) the allotment of 40,00,000 Equity Shares upon conversion of 40,00,000 outstanding warrants; (c) the allotment of 7,87,975 Equity Shares upon exercise of options granted under the ESOP Schemes of the Company. Accordingly, the fully diluted post-issue paid-up equity share capital of the Company would comprise 41,34,54,675 Equity Shares; and (d) the exclusion of Mr. Hugo Rémy Gaston Blavin from the list of proposed allottees, to whom it was proposed that 88,965 Equity Shares, representing 0.02% of the fully diluted post-issue share capital, be issued and allotted.

II. Pre-issue and Post-issue Shareholding of the Proposed Allottees:

The pre-issue holding and the fully diluted post-issue holding of the proposed allottees is set out below:

Sr. No.	Name of the proposed allottee	Category (Pre-issue)	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	Nil	1,90,67,969	1,90,67,969	4.61
2.	Mr. Marc Sylvester Schutze					28,32,273	28,32,273	0.69
3.	Mr. Maxime Loppin					10,03,628	10,03,628	0.24
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	0.06
					Total	**2,38,81,711**	**2,38,81,711**	**5.78**

*He has been appointed as Chief Executive Officer of the Company with effect from September 01, 2026, or such other date as may be determined by the Board, upon receipt of the requisite regulatory approvals.

^The post-issue holding has been computed based on the shareholding of the Company as on August 3, 2026, on a fully diluted basis, and takes into account (a) the proposed allotment of 2,38,81,711 Equity Shares of face value of Rs. 2/- each pursuant to the Preferential Issue; (b) the allotment of 40,00,000 Equity Shares upon conversion of 40,00,000 outstanding warrants; (c) the allotment of 7,87,975 Equity Shares upon exercise of options granted under the ESOP Schemes of the Company. Accordingly, the fully diluted post-issue paid-up equity share capital of the Company would comprise 41,34,54,675 Equity Shares; and (d) the exclusion of Mr. Hugo Rémy Gaston Blavin from the list of proposed allottees, to whom it was proposed that 88,965 Equity Shares, representing 0.02% of the fully diluted post-issue share capital, be issued and allotted.