

October 21, 2024

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: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”)

Further to our intimations dated September 12, 2024, September 18, 2024 and October 1, 2024 with regards to issuance of equity shares of the Company having face value of Rs. 4/- each (“**Equity Shares**”) on preferential basis and in accordance with Regulation 30 and other applicable provisions of the Listing Regulations, we wish to inform you that the Company today has executed a Share Subscription Agreement (the “**Agreement**”) with SBI Funds Management Limited, as asset management company of SBI Mutual Fund with respect to its scheme, namely SBI Innovative Opportunities Fund (“**Proposed Allottee**”), for the issuance and allotment of 23,05,427 (Twenty-Three Lakhs Five Thousand Four Hundred and Twenty-Seven) Equity Shares at a price of Rs. 954.27/- per Equity Share, aggregating to Rs. 2,19,99,99,823.29/- to the Proposed Allottee, for cash, on a preferential basis, in compliance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.

The details in this regards pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No SEBI/HO/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as “**Annexure - A**” to this letter.

You are requested to kindly take the above intimation on your record.

Yours faithfully,
For Nazara Technologies Limited

Rakesh Shah
Chief Financial Officer

Encl.: As above

Annexure A

The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023:

| Sr. No. | Particulars | Details | | | | | | | | |
|---------|--|--|-------------------------------|------------------|--|-------------------------------|---|---|-----------|-------------------|
| 1. | Name(s) of parties with whom the agreement is entered | The Share Subscription Agreement (the “ Agreement ”) dated October 21, 2024 is entered amongst the Company and SBI Funds Management Limited, as asset management company of SBI Mutual Fund with respect to its schemes namely SBI Innovative Opportunities Fund (“ Proposed Allottee ”). | | | | | | | | |
| 2. | Purpose of entering into the agreement | To record the terms and conditions for issuance and allotment of 23,05,427 (Twenty-Three Lakh Five Thousand Four Hundred and Twenty-Seven) Equity Shares of the Company to the Proposed Allottee. | | | | | | | | |
| 3. | Shareholding, if any, in the entity with whom the agreement is executed | Nil | | | | | | | | |
| 4. | Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc. | Not applicable. | | | | | | | | |
| 5. | a.) Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship b.) Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length | No | | | | | | | | |
| 6. | In case of issuance of shares to the parties, details of issue price, class of shares issued | The Company will issue 23,05,427 Equity Shares of Rs. 4/- each at a price of Rs. 954.27/- per Equity Share aggregating to Rs. 2,19,99,99,823.29/-, for cash, on preferential basis, as per the details mentioned below: <table border="1" data-bbox="776 1604 1503 1837"> <thead> <tr> <th>Sr. No.</th> <th>Name of Investor</th> <th>Maximum Number of Equity Shares to be allotted</th> <th>Consideration Amount (in Rs.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>SBI Innovative Opportunities Fund (Scheme of SBI Mutual Fund)</td> <td>23,05,427</td> <td>2,19,99,99,823.29</td> </tr> </tbody> </table> | Sr. No. | Name of Investor | Maximum Number of Equity Shares to be allotted | Consideration Amount (in Rs.) | 1 | SBI Innovative Opportunities Fund (Scheme of SBI Mutual Fund) | 23,05,427 | 2,19,99,99,823.29 |
| Sr. No. | Name of Investor | Maximum Number of Equity Shares to be allotted | Consideration Amount (in Rs.) | | | | | | | |
| 1 | SBI Innovative Opportunities Fund (Scheme of SBI Mutual Fund) | 23,05,427 | 2,19,99,99,823.29 | | | | | | | |

India | Middle East | Africa | Europe

Nazara Technologies Limited



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|----|---|-----------------|
| 7. | Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc | Nil. |
| 8. | In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b.) nature of the agreement; c.) date of execution of the agreement; d.) details of amendment and impact thereof or reasons of termination and impact thereof. | Not Applicable. |

India | Middle East | Africa | Europe