

September 07, 2023

To,
Head, Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001.

Head 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

Scrip Code: 543280

Sub: Outcome of Board Meeting held on September 07, 2023 under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Ma'am,

Further to our letters dated September 04, 2023 with regards to issuance of equity shares of the Company on a preferential basis and in accordance with Regulation 30 and other applicable regulations of the SEBI Listing Regulations, we wish to inform you that the Board of Directors ("**Board**") of Nazara Technologies Limited ("**Company**"), at its meeting held today i.e. on Thursday, September 07, 2023, has considered and approved, subject to the requisite statutory and regulatory approvals including approval of the shareholders of the Company, the issuance of the 57,42,296 fully paid up equity shares of the Company having face value of Rs. 4/- each ("**Equity Shares**") in addition to the already approved issuance of upto 14,00,560 fully paid up Equity Shares by the Board of Directors at its meeting held on September 4, 2023, both together aggregating to an amount not exceeding Rs. 510 crores (Rupees Five Hundred and Ten Crores Only), on a preferential basis ("**Preferential Issue**"), to the following additional investors, in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), as amended, the Companies Act, 2013 and other applicable laws, each as amended:

1. 28,01,120 Equity Shares at a price of Rs 714/- (Rupees Seven Hundred and Fourteen only) per Equity Share for an aggregate consideration not exceeding Rs 1,999,999,680/- (Rupees One Hundred Ninety Nine Crores Ninety Lakhs Nine Thousand Six Hundred and Eighty Only) to SBI Multicap Fund, scheme of SBI Mutual Fund.
 2. 16,80,672 Equity Shares at a price of Rs 714/- (Rupees Seven Hundred and Fourteen only) per Equity Share for an aggregate consideration not exceeding Rs 1,199,999,808/- (Rupees One Hundred Nineteen Crores Ninety-Nine Lakhs Ninety-Nine Thousand Eight Hundred and Eight Only) to SBI Magnum Global Fund, scheme of SBI Mutual Fund.
 3. 12,60,504 Equity Shares at a price of Rs 714/- (Rupees Seven Hundred and Fourteen only) per Equity Share for an aggregate consideration not exceeding Rs 89,99,99,856/- (Rupees Eighty-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Eight Hundred and Fifty-Six Only) to SBI Technology Opportunities Fund, scheme of SBI Mutual Fund.
- (Collectively, "**Proposed Allotees**")

India | Middle East | Africa | Europe

Regd. Office: 51-54, Maker Chamber III, Nariman Point Mumbai - 400021. Tel. : +91-22-40330800 / 22810303 / 22813030

Fax: +91-22-22810606 E-mail: info@nazara.com Website: www.nazara.com CIN: L72900MH1999PLC12297

The Proposed Allottees do not belong to the promoter and promoter group of the Company.

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.

Further, the Board has also approved to seek approval of the shareholders for the aforesaid Preferential Issue by including it in the Notice of 24th Annual General Meeting (“**AGM**”) to be held on September 29, 2023

The notice of the said AGM shall be submitted to the Stock Exchanges in due course in compliance with the provisions of the Listing Regulations

The meeting of the Board of the Company commenced at 11.00 am. and concluded at 11.25 am.

You are requested to take the above intimation on record.

Yours faithfully,
For Nazara Technologies Limited

Varsha Vyas
Company Secretary and Compliance Officer
M. No.: 57238

Encl: As above

Annexure-A (including the details of issuance of 14,00,560 Equity Shares already approved by the Board of Directors on 4th September 2023)

The details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are given as under:

<u>Sr. No.</u>	<u>Particulars</u>	<u>Details</u>																		
1	Type of securities	Equity Shares of Rs. 4/- each																		
2	Type of issuance	Preferential Issue in accordance with Chapter V of SEBI ICDR Regulations and other applicable laws																		
3	Total number of securities proposed to be issued and amount for which the securities will be issued.	Up to 71,42,856 Equity Shares at a price of Rs. 714/- per Equity Share (including premium of Rs. 710/- per Equity Share), for an aggregate consideration of Rs. 509,99,99,184/- (Rupees Five Hundred and Nine Crores Ninety Nine Lakhs Ninety Nine Thousand One Hundred and Eighty Four only).																		
4	Additional Information in case of Preferential Issue																			
I	Name of the Investor	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Name of the proposed Investors</th> <th>Maximum Number of Equity Shares to be allotted</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Kamath Associates (Partnership Firm represented by its partners Nikhil Kamath & Nithin Kamath)</td> <td>7,00,280*</td> </tr> <tr> <td>2</td> <td>NKSquared (Partnership Firm represented by its partners Nikhil Kamath & Nithin Kamath)</td> <td>7,00,280*</td> </tr> <tr> <td>3</td> <td>SBI Multicap Fund</td> <td>28,01,120</td> </tr> <tr> <td>4</td> <td>SBI Magnum Global Fund</td> <td>16,80,672</td> </tr> <tr> <td>5</td> <td>SBI Technology Opportunities Fund</td> <td>12,60,504</td> </tr> </tbody> </table> <p><i>*The Board in its meeting held on September 4, 2023 has approved issuance upto 14,00,560 (Fourteen Lakhs Five Hundred and Sixty only) Equity shares of to M/s Kamath Associates (Partnership firm represented by its partners Nikhil Kamath and Nithin Kamath) and M/s NKSquared (Partnership firm represented by its partners Nikhil Kamath and Nithin Kamath).</i></p>	Sr. No	Name of the proposed Investors	Maximum Number of Equity Shares to be allotted	1	Kamath Associates (Partnership Firm represented by its partners Nikhil Kamath & Nithin Kamath)	7,00,280*	2	NKSquared (Partnership Firm represented by its partners Nikhil Kamath & Nithin Kamath)	7,00,280*	3	SBI Multicap Fund	28,01,120	4	SBI Magnum Global Fund	16,80,672	5	SBI Technology Opportunities Fund	12,60,504
Sr. No	Name of the proposed Investors	Maximum Number of Equity Shares to be allotted																		
1	Kamath Associates (Partnership Firm represented by its partners Nikhil Kamath & Nithin Kamath)	7,00,280*																		
2	NKSquared (Partnership Firm represented by its partners Nikhil Kamath & Nithin Kamath)	7,00,280*																		
3	SBI Multicap Fund	28,01,120																		
4	SBI Magnum Global Fund	16,80,672																		
5	SBI Technology Opportunities Fund	12,60,504																		



ii.	Post Allotment of Securities: Outcome of Subscription	<p>The Equity Shares are proposed to be allotted to the Investors. Details of the shareholding of Investors in the Company, prior to and after the proposed Preferential Issue, are as under:</p> <table border="1" data-bbox="655 454 1386 1070"> <thead> <tr> <th rowspan="2">Name of Investor*</th> <th colspan="2">Pre- Preferential Issue*</th> <th colspan="2">Post- Preferential Issue*</th> </tr> <tr> <th>No of Equity Shares</th> <th>%</th> <th>No of Equity Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Kamath Associates</td> <td>2,31,207</td> <td>0.35</td> <td>9,31,487*</td> <td>1.2736</td> </tr> <tr> <td>NKSquared</td> <td>2,26,674</td> <td>0.34</td> <td>9,26,954*</td> <td>1.2636</td> </tr> <tr> <td>SBI Multicap Fund</td> <td>0</td> <td>-</td> <td>28,01,120</td> <td>3.82</td> </tr> <tr> <td>SBI Magnum Global Fund</td> <td>0</td> <td>-</td> <td>16,80,672</td> <td>2.29</td> </tr> <tr> <td>SBI Technology Opportunities Fund</td> <td>0</td> <td>-</td> <td>12,60,504</td> <td>1.72</td> </tr> <tr> <td>Total</td> <td>4,57,881</td> <td>-</td> <td>76,00,737</td> <td>10.36</td> </tr> </tbody> </table> <p><i>*The Board in its meeting held on September 4, 2023 has approved issuance upto 14,00,560 (Fourteen Lakhs Five Hundred and Sixty only) Equity shares to M/s Kamath Associates (Partnership firm represented by its partners Nikhil Kamath and Nithin Kamath) and M/s NKSquared (Partnership firm represented by its partners Nikhil Kamath and Nithin Kamath).</i></p>	Name of Investor*	Pre- Preferential Issue*		Post- Preferential Issue*		No of Equity Shares	%	No of Equity Shares	%	Kamath Associates	2,31,207	0.35	9,31,487*	1.2736	NKSquared	2,26,674	0.34	9,26,954*	1.2636	SBI Multicap Fund	0	-	28,01,120	3.82	SBI Magnum Global Fund	0	-	16,80,672	2.29	SBI Technology Opportunities Fund	0	-	12,60,504	1.72	Total	4,57,881	-	76,00,737	10.36
Name of Investor*	Pre- Preferential Issue*			Post- Preferential Issue*																																					
	No of Equity Shares	%	No of Equity Shares	%																																					
Kamath Associates	2,31,207	0.35	9,31,487*	1.2736																																					
NKSquared	2,26,674	0.34	9,26,954*	1.2636																																					
SBI Multicap Fund	0	-	28,01,120	3.82																																					
SBI Magnum Global Fund	0	-	16,80,672	2.29																																					
SBI Technology Opportunities Fund	0	-	12,60,504	1.72																																					
Total	4,57,881	-	76,00,737	10.36																																					
iii.	Issue Price	<p>Rs. 714/- per Equity Share (including a premium of Rs. 710/- per Equity Share) The price at which the Equity Shares shall be issued is not lower than the floor price calculated in accordance with Chapter V of the SEBI ICDR Regulations</p>																																							
iv	Number of Investors	5 (Includes investors already approved by the Board on September 4, 2023)																																							
v	In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable																																							
5.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable																																							