August 30, 2023

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 – 400 051.
Scrip Symbol: NAZARA

Dear Sir/Madam,

Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Amendment of the Memorandum of Association and alteration of the Articles of Association of Nazara Technologies Limited ("the Company")

With reference to above captioned subject and pursuant to Regulation 30 and other applicable provisions of the Listing Regulations, we hereby inform that the members of the Company have approved the following resolutions, as stated in the notice of Postal Ballot dated July 28, 2023, through remote e-voting on Tuesday, August 29, 2023 (the results of which have been declared today):

1. Approved increase in Authorized Share Capital of the Company and consequent amendment of Memorandum of Association of the Company; and

2. Approved the alteration to the Articles of Association of the Company.

The amended Clause V of the Memorandum of Association and altered Article 21 of the Articles of Association of the Company, as required under Regulation 30 read with Part A of the Schedule III of the Listing Regulations, are enclosed herewith as **Annexure A** and **Annexure B** respectively.

We request you to kindly take the above on your records.

A copy of the intimation is being uploaded on the website of the Company at www.nazara.com.

Thanking You,

Yours faithfully,
For **Nazara Technologies Limited**

VARSHA VALLABH VYAS
Digitally signed by VARSHA VALLABH VYAS
Date: 2023.08.30 19:41:40 +05'30'

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

Encl: As above

Annexure A

<u>The amended Clause V of Memorandum of Association of the Company is as under:</u>

"V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 12,50,00,000 (Twelve Crore Fifty Lakh only) Equity shares of Face Value of Rs. 4/- (Rupees Four only) each."

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:L72900MH1999PLC122970

Annexure B

The altered Article 21 of the Articles of Association of the Company is as under:

"21. FURTHER ISSUE OF SHARE CAPITAL

(a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, subject to Section 62 of the Act, such shares shall be offered—

(i) to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:-

(A) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days or such lesser number of days as may be prescribed under Law and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

(B) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause (A) above shall contain a statement of this right;

(C) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner, which is not disadvantageous to the Shareholders and the Company;

(ii) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

(iii) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, subject to compliance with conditions as may be prescribed under Law including Chapters III and IV of the Act.

(b) The notice referred to in sub-clause (a) of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

(c) Nothing in sub-clause (B) of Clause (1)(a) of this article shall be deemed:

(i) To extend the time within which the offer should be accepted; or

(ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

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 : L72900MH1999PLC122970

(d) *Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company*

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

(e) *Notwithstanding anything contained in Article 21(d) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:*

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

(f) *The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Act."*

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: L72900MH1999PLC122970