



February 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: Monitoring Agency Report for the quarter ended on December 31, 2025

With reference to the above subject, pursuant to Regulation 32(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), we are enclosing the Monitoring Agency Report of the Company for the quarter ended December 31, 2025, issued by ICRA Limited, the Monitoring Agency, appointed by the Company to monitor the utilisation of proceeds raised through the issuance and allotment of 50,00,000 fully paid up equity shares of the Company having face value of Rs. 4/- each at a price of Rs. 990/- (including a premium of Rs. 986/-) per equity share, by way of Preferential Issue under Chapter V of SEBI ICDR Regulations.

You are requested to take the same on record.

Thanking you.

Yours faithfully,
For **Nazara Technologies Limited**

Arun Bhandari
Company Secretary and Compliance Officer
Encl. As above

Nazara Technologies Limited

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📍 11th Floor, Avighna House, Dr. A.B. Road,
Worli, Mumbai – 400018.
📞 91-22-40330800 / 22810303 / 22813030
✉️ info@nazara.com
🌐 www.nazara.com



Date: February 03, 2026

Mr. Rakesh Shah
Chief Financial Officer
Nazara Technologies Limited
11th Floor Avighna House,
Dr Annie Besant Road,
Worli Naka Mumbai – 400018.

Dear Sir,

Re: Final Monitoring Agency report of Nazara Technologies Limited for Q3 FY2026

Please refer to agreement dated January 29, 2025, appointing ICRA Limited as the Monitoring Agency (MA) for Nazara Technologies Limited Preferential Issue.

After due consideration, ICRA has prepared the attached final Monitoring Agency report as per SEBI (Issue of Capital and Disclosure Requirements) Regulations for Q3 FY2026.

Please note that the Monitoring Agency report does not constitute a commentary on the quality of the objects of the issue, appropriateness or reasonableness of costs or spending by Nazara Technologies Limited against any objects / heads or assurance on outcome of such spending.

We thank you for your kind cooperation extended during the course of Q3 FY2026. Should you require any clarification, please do not hesitate to get in touch with us.

We look forward to your communication and assure you of our best services.

With kind regards

For ICRA Limited

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Parul Goyal Narang
Vice President & Head- Process Excellence
Parul.goyal@icraindia.com

**MONITORING AGENCY REPORT FORMAT****Name of the Issuer:** Nazara Technologies Limited**For the Quarter ended:** December 31, 2025.**Name of the Monitoring Agency (MA):** ICRA Limited**(a) Deviation from the objects of the issue:**

No deviation - the utilization of the issuance proceeds is in line with the objects of the issue.

(b) Range of deviation:

No deviation

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013. The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain creditrelated analyses. We confirm that we do not perceive any conflict of interest in such relationship/ interest while monitoring and reporting the utilization of the issue proceeds by the issuer. We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature:

PARUL GOYAL NARANG
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by PARUL
GOYAL NARANG
Date: 2026.02.03
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Parul Goyal Narang
Vice President & Head- Process Excellence

Analyst: Subhechha Banerjee
Quality Analyst: Parul Narang



1. Issuer Details

Name of the Issuer: Nazara Technologies Limited

Name(s) of the promoter:

Promoters
<i>Nitish Mittersain</i>
<i>Vikash Mittersain</i>
<i>Mitter Infotech LLP</i>
<i>Plutus Wealth Management LLP</i>
<i>Axana Estates LLP</i>

Source: BSE

Industry/ sector to which it belongs:

- Software.

2. Issue Details

Issue Period: *Opening Date: NA*

Closing Date: NA

Type of Issue: *Preferential Issue*

Type of specified securities: Preferential issue of Equity Shares

IPO Grading, if any: *Not Applicable*

Issue Size (Rs. Crore): *Issue Size: INR 495.00 crores (50,00,000 fully paid-up Equity Shares of INR 990.00 each including premium of INR 986.00 each)*

With OFS portion: Not Applicable.

Excluding OFS portion: Not Applicable

Gross Proceeds: **INR 495.00 Crore.**

Note: *Issue related expenses incurred till Q3FY26 are INR 0.38 Crore. ICRA will be monitoring the Proceeds of INR 495.00 Crore.*



3. Details of the arrangement made to ensure the monitoring of issue proceeds

Particulars	Reply	Source of information, certifications considered by the Monitoring Agency for the preparation of report	Comments of the Monitoring Agency	Comments of the Issuer's Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	-Peer reviewed CA Certificate -Confirmation from management -Bank Statement -Offer Letter -Notice of EOGM held on February 13, 2025	No deviation observed	
Whether shareholder approval has been obtained in case of material deviations [#] from expenditures disclosed in the Offer Document?	Not Applicable	As confirmed by the Issuer's management	No comments	
Whether the means of finance for the disclosed objects of the issue has changed?	No	As confirmed by the Issuer's management	No comments	
Is there any major deviation observed over the earlier monitoring agency reports?	No	No deviation observed	No comments	
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not Applicable	As confirmed by the Issuer's management	No comments	
Whether all arrangements pertaining to technical assistance/ collaboration are in operation?	Not Applicable	As confirmed by the Issuer's management	No comments	
Are there any favorable events improving the viability of these object(s)?	No	As confirmed by the Issuer's management	As understood from the Issuer's management	
Are there any unfavorable events affecting the viability of the object(s)?	No	As confirmed by the Issuer's management	As understood from the Issuer's management	
Is there any other relevant information that may materially affect the decision making of the investors?	No	As confirmed by the Issuer's management	As understood from the Issuer's management	

[#] Where material deviation is defined to mean:

- (a) Deviation in the objects or purposes for which the funds had been raised
- (b) Deviation in the amount of funds actually utilized by more than 10% of the amount specified in the offer document

**4. Details of the object(s) to be monitored****(i) Cost of object(s)**

S. N.	Item Head	Source of information, certifications considered by the Monitoring Agency for the preparation of report	Original cost (as per the offer document) [Rs. Crore]	Revised cost [Rs. Crore]	Comments of the Monitoring Agency	Comments of the Issuer's Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of firm arrangem ents made
1	Expansion and growth	- Notice of EOGM held on February 13, 2025	Upto 371.25	-	No comments			
2	General Corporate Purposes & Preferential Issue expenses	- Notice of EOGM held on February 13, 2025 -Issuer Confirmation	Upto 123.75	-	No comments			
Total			495.00	-				

(ii) Progress in the object(s)

S N .	Item Head	Source of information, certifications considered by the Monitoring Agency for the preparation of report	Amount as proposed in the offer document [Rs. Crore]	Amount utilized [Rs. Crore]			Total unutilized amount [Rs. Crore]	Comments of the Monitoring Agency	Comments of the Issuer's Board of Directors	
				As at the beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Expansion and growth	- Notice of EOGM held on February 13, 2025 -Peer reviewed CA Certificate -Bank Statement	Upto 371.25	18.79	9.15	27.94	343.31	No comments		
2	General Corporate Purposes & Preferential Issue expenses	- Notice of EOGM held on February 13, 2025 -Peer reviewed CA Certificate -Bank Statement	Upto 123.75	-	0.38	0.38	123.37	Includes issue expenses of INR 0.38 crore		
Total			495.00	18.79	9.53	28.32	466.68			

(iii) Deployment of unutilized proceeds

S.N.	Type of instrument and name of the entity invested in	Amount invested [Rs. Crore]	Maturity date	Earning [Rs. Crore]	Return on Investment [%]	Market Value as at the end of quarter [Rs. Crore]
1	Mutual Fund with Aditya Birla Sun Life Arbitrage Fund Growth	30.00	NA	1.00	3.33%	31.00
2	Mutual Fund with Kotak Arbitrage Fund Direct Growth	30.00	NA	0.89	2.97%	30.89
3	Mutual Fund with Bandhan Money Manager Fund	21.44	NA	0.62	2.91%	22.06
4	Mutual Fund with Kotak Low Duration Fund	50.00	NA	1.71	3.42%	51.71
5	Mutual Fund with Bandhan Income Plus Arbitrage Active FoF	40.00	NA	0.98	2.45%	40.98
6	Mutual Fund with ICICI Prudential Income Plus Arbitrage Active FoF	40.00	NA	0.00	0.00%	40.00
7	Mutual Fund with ICICI Prudential Banking & PSU Debt Direct Growth	40.00	NA	0.24	0.60%	40.24
8	Mutual Fund with Invesco India Arbitrage Fund Direct Growth	30.00	NA	1.02	3.40%	31.02
9	Mutual Fund with TRUSTMF Banking & PSU Fund Direct Growth	20.00	NA	0.55	2.75%	20.55
10	Mutual Fund with Tata Arbitrage Fund Direct Growth	30.00	NA	0.93	3.10%	30.93
11	Mutual Fund with Tata Gilt Securities Fund Direct Growth	40.00	NA	0.35	0.88%	40.35
12	Mutual Fund with SBI Short Term Debt Fund Direct Growth	25.00	NA	0.87	3.48%	25.87
13	Mutual Fund with SBI Income Plus Arbitrage Active FoF Direct Growth	25.00	NA	0.63	2.52%	25.63
14	Fixed Deposit with IndusInd Bank	45.00	28-Sep-26	1.67	3.72%	46.67
16	Balance in Standard Chartered Bank	0.24	-	-	-	0.24
Total		466.68		11.46		478.14

Source: As certified by Nikunj Raichura & Associates

(iv) Delay in the implementation of the object(s)

S.N.	Object(s)	Completion date		Delay [Number of days or months]	Comments of the Issuer's Board of Directors	
		As per the offer document	Actual		Reason for delay	Proposed course of action
1	Expansion and growth	Within 36 months from the date of receipt of funds.	On Schedule	NA		
2	General Corporate Purposes & Preferential Issue expenses	Within 36 months from the date of receipt of funds.	On Schedule	NA		

Source: Notice of EOGM held on February 13, 2025

5. Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document

S.N.	Item Head	Amount [Rs. Crore]	Source of information, certifications considered by the Monitoring Agency for the preparation of report	Comments of the Monitoring Agency	Comments of the Issuer's Board of Directors
1	Issue expenses	0.38	- Bank statements - Peer reviewed CA Certificate	No Comment	
	Total	0.38			