

Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)



December 08, 2022

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,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of the Extraordinary General Meeting ("EGM") of the members of Nazara Technologies Limited ("the Company")

In furtherance to our disclosure dated December 07, 2022, and pursuant to Regulation 30 of SEBI Listing Regulations and other applicable provisions of SEBI Listing Regulations, please find enclosed herewith the Notice convening Extraordinary General Meeting of the members of the Company scheduled to be held on Friday, December 30, 2022 at 12:00 Noon (IST) through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") to transact the special businesses as set out in the Notice of the EGM dated December 07, 2022.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the EGM has been dispatched to all the members of the Company whose email addresses are registered with Depository Participant(s) or Registrar and Share Transfer Agent of the Company or with Company.

The said Notice has also been hosted on the Company's website at www.nazara.com.

Kindly take the above information on record.

Thanking You,

Yours Faithfully

For Nazara Technologies Limited

RAKESH
CHANDRAK
ANT SHAH
Digitally signed by
RAKESH
CHANDRAKANT SHAH
Date: 2022.12.08
19:49:16 +05'30'

Rakesh Shah
Chief Financial Officer

Encl: As above

India | Middle East | Africa | Europe



NAZARA TECHNOLOGIES LIMITED

CIN: L72900MH1999PLC122970

Regd. Office: 51-54, Maker Chambers 3, Nariman Point, Mumbai-400021

Tel.: +91-22-40330800 Fax: +91-22-22810606 Email: investors@nazara.com Website: www.nazara.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the members of Nazara Technologies Limited ("The Company") will be held on **Friday, December 30, 2022 at 12:00 Noon (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses as Special Business:

1. Re-appointment of Mr. Probir Roy (DIN: 00111961) as an Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and the Articles of Association of the Company, Mr. Probir Roy (DIN: 00111961), who was appointed as an Independent Director of the Company at an Extra-Ordinary General Meeting of the Company held on January 24, 2018 and who holds office up to January 03, 2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years with effect from January 04, 2023 upto January 03, 2028.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Probir Roy shall be entitled to receive the sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

2. Re-appointment of Ms. Shobha Haresh Jagtiani (DIN: 00027558) as an Independent Director of the Company:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and the Articles of Association of the Company, Ms. Shobha Haresh Jagtiani (DIN: 00027558), who was appointed as an Independent Director of the Company at an Extra-Ordinary General

Meeting of the Company held on January 24, 2018 and who holds office up to January 03, 2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, and based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years with effect from January 04, 2023 upto January 03, 2028, notwithstanding that on September 09, 2023 she attains the age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Ms. Shobha Haresh Jagtiani shall be entitled to receive the sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

3. Re-appointment of Mr. Sasha Gulu Mirchandani (DIN: 01179921) as an Independent Director of the Company:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and the Articles of Association of the Company, Mr. Sasha Gulu Mirchandani (DIN: 01179921), Independent Director, who was appointed as an Independent Director of the Company at an Extra-Ordinary General Meeting of the Company held on January 24, 2018 and who holds office up to January 03, 2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years with effect from January 04, 2023 upto January 03, 2028.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Sasha Gulu Mirchandani shall be entitled to receive the sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

4. Re-appointment of Mr. Vikash Pratapchand Mittersain (DIN:00156740) as the Managing Director of the Company:

To consider and, if thought fit, to pass, the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and the Articles of Association of the Company and subject to such other approvals/permissions, as may be required and upon the recommendation of the Nomination, Remuneration and Compensation Committee & Audit Committee and approval of the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Vikash Pratapchand Mittersain (DIN: 00156740) as Managing Director of the Company, not liable to retire by rotation, for a term of 5 (five) years with effect from January 17, 2023 upto January 16, 2028 and upon the following terms and conditions including remuneration:

- a) Salary: Mr. Vikash Mittersain will be paid salary of Rs. 94,00,000/- (Rupees Ninety-Four Lakhs Only) per annum including variable bonus.
- b) Perquisites: He will be entitled to furnished/non-furnished accommodation or house rent allowance for an amount not exceeding Rs. 65,00,000 (Rupees Sixty-five Lakhs Only) per annum and gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company’s maintained car, telephone and such other perquisites in accordance with the Company’s policy.
- c) Reimbursement of all the expenses that may be incurred by him for and on behalf of the Company or in conduct of the business/affairs of the Company.
- d) Company’s contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company’s rules shall be included in the computation of ceiling on remuneration and perquisites as aforesaid. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Vikash Pratapchand Mittersain, Managing Director will be considered as continuous service with the Company from the date of joining the Company.
- e) Leave with full pay or Encashment thereof as per prevailing policy of the Company.
- f) Annual remuneration review as per the policy of the Company.
- g) Subject as aforesaid, the Managing Director shall be governed by such other policy as are applicable to Senior Executives of the Company from time to time.
- h) The Managing Director shall exercise and perform such powers and duties as the Board of Directors may from time to time determine and subject to any directions and restrictions given and imposed by the Board, he shall look after such aspects of the business of the Company which are assigned to him by the Board and perform the duties that may be delegated to him from time to time, subject to the overall supervision and control of the Board in connection and in best interest of business of the Company and its subsidiaries.
- i) He shall, throughout the said term, devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations issued by the Board and shall faithfully serve the Company and use his utmost endeavour to promote interest thereof.
- j) The terms and conditions of appointment and/or remuneration may be varied/ altered by the Board on review and recommendations of Nomination, Remuneration and Compensation Committee/ Audit Committee in such manner as may be mutually agreed between the Board and Managing Director subject to the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations.

- k) The aggregate remuneration inclusive of perquisites, allowances and other benefits payable to Mr. Vikash Pratapchand Mittersain shall be in accordance with the provisions of Section 197 and other applicable provisions of the Act or any other law for the time being in force, if any.
- l) Mr. Vikash Pratapchand Mittersain shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Vikash Pratapchand Mittersain functions as Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT pursuant to Section 196 read with Schedule V and other applicable provisions of the Act and the Rules made thereunder, Mr. Vikash Pratapchand Mittersain be continued as an Managing Director of the Company for the said term of 5 years, notwithstanding that on June 04, 2024 he attains the age of 70 years.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year, Mr. Vikash Pratapchand Mittersain shall be entitled to receive remuneration including the salary, perquisites and other allowances/ benefits upto the limits as approved by the members by way of this aforesaid resolution, as minimum remuneration for a period not exceeding 3 years from the date of appointment, subject to the receipt of requisite approvals, if any;

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter, vary and modify or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as may be mutually agreed between the Board and Mr. Vikash Mittersain be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate and to file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

5. Re-designation of Mr. Nitish Vikash Mittersain (DIN: 02347434) as the Joint Managing Director & Chief Executive Officer of the Company with effect from December 1, 2022 and his re-appointment as the Joint Managing Director & Chief Executive Officer of the Company w.e.f January 17, 2023:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required and upon the recommendation of the Nomination, Remuneration and Compensation Committee & Audit Committee and approval of the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), approval of the members of the Company be and is hereby accorded to the (i) re-designation of Mr. Nitish Vikash Mittersain (DIN: 02347434) as "Joint Managing Director and Chief Executive Officer" of the Company with effect from December 1, 2022 and (ii) re-appointment of Mr. Nitish Vikash Mittersain (DIN: 02347434) as Joint Managing Director and Chief Executive Officer of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from January 17, 2023 upto January 16, 2028, subject to his reappointment each time that he is liable to retire by rotation and upon the following terms and conditions including remuneration:

- a) Salary: Mr. Nitish Vikash Mittersain will be paid salary of Rs. 3,37,00,000/- (Rupees Three Crore Thirty-Seven Lakhs Only) per annum including variable bonus.

- b) Perquisites: He will be entitled to furnished/non-furnished accommodation or house rent allowance for an amount not exceeding Rs. 65,00,000/- (Rupees Sixty-five Lakhs Only) per annum and gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company's maintained car, telephone and such other perquisites in accordance with the Company's policy.
- c) Reimbursement of all the expenses that may be incurred by him for and on behalf of the Company or in conduct of the business/affairs of the Company.
- d) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules shall be included in the computation of ceiling on remuneration and perquisites as aforesaid.
- e) Leave with full pay or Encashment thereof as per prevailing policy of the Company.
- f) Annual remuneration review as per the policy of the Company.
- g) Subject as aforesaid, the Joint Managing Director & Chief Executive Officer shall be governed by such other policy as are applicable to senior executives of the Company from time to time:
- h) The Joint Managing Director & Chief Executive Officer shall exercise and perform such powers and duties as the Board may from time to time determine and subject to any directions and restrictions given and imposed by the Board, he shall look after such aspects of the business of the Company which are assigned to him by the Board and perform the duties that may be delegated to him from time to time, subject to the overall supervision and control of the Board in connection and in best interest of business of the Company and its subsidiaries, including performing such duties as assigned to the Joint Managing Director & Chief Executive Officer from time to time by serving on the boards of such subsidiaries or any committee of such a subsidiary company.
- i) He shall, throughout the said term, devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations issued by the Board and shall faithfully serve the Company and use his utmost endeavour to promote interest thereof;
- j) The terms and conditions of appointment and/or remuneration may be varied/ altered by the Board on review and recommendations of Nomination, Remuneration and Compensation Committee/ Audit Committee in such manner as may be mutually agreed between the Board and Joint Managing Director & Chief Executive Officer subject to the applicable provisions of Companies Act, 2013.
- k) The aggregate remuneration inclusive of perquisites, allowances and other benefits payable to Mr. Nitish Vikash Mittersain shall be in accordance with the provisions of Section 197 and other applicable provisions of Companies Act, 2013 or any other law for the time being in force, if any.
- l) Mr. Nitish Vikash Mittersain shall be subject to retirement by rotation during his tenure as the Joint Managing Director and Chief Executive Officer of the Company. So long as Mr. Nitish Vikash Mittersain functions as Joint Managing Director & Chief Executive Officer, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year, Mr. Nitish Mittersain shall be entitled to receive remuneration including the salary, perquisites and other allowances/ benefits upto the limits as approved by the members by way of this aforesaid resolution, as minimum remuneration for a period not exceeding 3 years from the date of appointment, subject to the receipt of requisite approvals, if any;

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter, vary and modify or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as may be mutually agreed to between the Board and Nitish Vikash Mittersain be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate and to file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.

**By Order of the Board of Directors
For Nazara Technologies Limited**

Sd/-

Vikash Mittersain

Chairman and Managing Director

DIN: 00156740

Date: December 07, 2022

Place: Mumbai

Registered Office:

51-54, Maker Chamber 3,
Nariman Point, Mumbai – 400021

Notes:

1. Pursuant to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to hold its Extra-ordinary General Meeting (EGM) through Video-conferencing ("VC") or other audio visual means ("OAVM") (hereinafter referred to as "electronic means") i.e. without the physical presence of the members. The deemed venue for the EGM shall be the registered office of the Company.
2. The relevant explanatory statement pursuant to Section 102 of the Act read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the special business to be transacted at the EGM is annexed hereto and forms part of this notice.
3. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the EGM of the Company is being conducted through VC/ OAVM. The Company has engaged Central Depository Services (India) Limited (CDSL) for providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM and e-voting during the EGM. The procedure for voting through remote e-voting, e-voting during EGM and participating in EGM through VC/OAVM is explained at Notes below and is also available on the website of the Company at www.nazara.com.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the proxy form, attendance slip are not annexed hereto.
5. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed thereto.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM. Institutional Investors, who are Members of the Company and Corporate Members intending to appoint an authorised representative to attend the EGM through VC and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorization/ Power of Attorney to the Scrutinizer by e-mail at scrutinizer@mgconsulting.in with a copy marked to cs@nazara.com.

7. The Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. All documents referred to in this Notice shall be made available for electronic inspection by the members from the date of circulation of this Notice up to the date of EGM.
9. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the EGM of the Company, may please send a request to the Company via email at cs@nazara.com.
10. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote at the EGM.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to Link Intime India Pvt Ltd (LI IPL) if the shares are held by them in physical form.
12. The Notice of the EGM along with Explanatory Statement ("EGM Notice") is being sent only through electronic mode to those Members who have registered their e-mail addresses with their respective DPs. The Members who have not yet registered their e-mail addresses are requested to register the same with their respective Depository Participants ("DP") in case the shares are held by them in electronic form and with Link Intime India Private Limited ("LI IPL") in case the shares are held by them in physical form.

Members may note that the Notice will also be available on the Company's website www.nazara.com, websites of the Stock Exchanges i.e; BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of CDSL www.evotingindia.com.
13. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://corp.nazara.com/?page_id=6620. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialised form and to LI IPL in case the shares are held by them in physical form, quoting their folio number.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
15. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at https://corp.nazara.com/?page_id=6620 Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
16. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website https://corp.nazara.com/?page_id=6620. It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records. Members are therefore requested to kindly submit their e-mail ID and other details to their respective depositories.
19. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled in to LIPL. The Nomination Form in the prescribed format is available on the website of the Company at www.nazara.com. Members interested in obtaining a copy of the Nomination Form may write to the Company Secretary at the Company's registered office.
20. Members who are holding shares in physical form in identical names in more than one folio are requested to write to LIPL enclosing their share certificates to consolidate their holding into one folio.

INSTRUCTIONS OF E-VOTING AND JOINING THE EGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA), the forthcoming EGM will be conducted through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.nazara.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
6. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, December 23, 2022 (Cut-off date).
7. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. Friday, December 23, 2022 may follow the same instructions as mentioned above for e-voting. A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.

8. Only those Members/ Shareholders, who will be present in the EGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting through VC/OAVM mode during the EGM.
9. The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries (Membership No.: FCS 3531: COP No. 6252) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of EGM in a fair and transparent manner.
10. The Voting results will be declared within 2 (Two) working days from the conclusion of EGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.nazara.com and on the website of CDSL e-voting i.e. www.evotingindia.com and the same shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.
11. The Notice of the EGM and instructions for e-voting along with instruction for participating in the Meeting through Video conferencing are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s).

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- a) The voting period begins on **Sunday, December 25, 2022 at 09:00 A.M. (IST)** and ends on **Thursday, December 29, 2022 at 5:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, December 23, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

Type of shareholders	Login Method
	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- e) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

- Click on “Shareholders” module.
- Now enter your User ID
 1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- f) After entering these details appropriately, click on “SUBMIT” tab.
- g) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVSN for **NAZARA TECHNOLOGIES LIMITED** on which you choose to vote. The EVSN no. of the Company is 221207011.
- j) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- k) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- l) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- m) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@nazara.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 (Three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@nazara.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **3 (Three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@nazara.com. These queries will be replied to by the company suitably by email.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

Mr. Probir Roy was appointed as an Independent Director of the Company vide resolution passed by the Board of Directors and the Members at their respective meeting held on January 4, 2018 and January 24, 2018, for a period of five consecutive years w.e.f January 04, 2018 up to January 03, 2023. The current tenure of appointment of Mr. Roy is due to expire on January 03, 2023. Pursuant to the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company passed a resolution in their meeting held on December 07, 2022, approving the re-appointment of Mr. Probir Roy (DIN: 00111961) as an Independent Director of the Company for a second term of 5 (Five) consecutive years, with effect from January 04, 2023 to January 03, 2028, based on his skills, experience, knowledge and positive outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received declaration from Mr. Probir Roy that he meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not disqualified/ debarred from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, or by any order of the Securities and Exchange Board of India or any other authority and has given his consent to act as Director of the Company. The Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for office of Director of the Company.

In the opinion of the Board, he fulfils the conditions and criteria of independence for his re-appointment as an Independent Director as specified under the Companies Act, 2013 and the rules made thereunder, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Mr. Roy is independent of the management and possesses appropriate skills, experience and knowledge. Considering his educational qualifications, the extensive knowledge and experience of Mr. Roy, his understanding of business, appointment of Mr. Probir Roy as a Non- Executive Independent Director is in interest of the Company.

The draft letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on cs@nazara.com.

The Board recommends the passing of the Special Resolution as set out in Item No. 1 of the Notice.

Except Mr. Probir Roy, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution as set out at Item No.1

Brief profile of Mr. Probir Roy, Independent Director of the Company, is given below:

Mr. Probir Roy holds a bachelor's degree in economics and statistics from St. Xavier's College from the University of Mumbai. He also holds a post-graduate diploma in energy economics from the University of Surrey. He has more than a decade's experience in the field of information technology and communications. He was a Director of Coruscant Tec. Private Limited. He was the vice-chairman of the Technical Committee of Internet Research of the Media Research Users Council. He is a co-founder of Paymate India Limited. He has held several senior positions including the post of vice president, MIS and communications – India at Star TV, News Television (India) Limited. He was the chief technology officer and chief operating officer of Euro RSCG Advertising Private Limited. He was also the head EDP and information systems of Nuclear Power Corporation. He was a special invitee for five years to the board of directors of Business Correspondents Federation of India and chaired their Pricing Study Committee. He is currently a Senior Advisor at the World Association of Small and Medium Enterprises and a recipient of the "Certificate of Recognition" from the Forum of Industry and Academic Knowledge. He has been awarded the "FIAKS Maven 2020" and "FIAKS Intellectual Explorer Award" by the Forum of Industry and Academic Knowledge Sharing in 2020. He has been recently awarded the "IEBF Excellence Awards 2022" for digital business leader in Fintech Sector by Indo European Business Forum.

Additional information in respect of Mr. Probir Roy, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is given at Annexure I to this Notice.

Item No. 2:

Ms. Shobha Haresh Jagtiani was appointed as an Independent Director of the Company vide resolution passed by the Board of Directors and the Members at their respective meeting held on January 4, 2018 and January 24, 2018, for a period of five consecutive years w.e.f January 04, 2018 up to January 03, 2023. The current tenure of appointment of Ms. Shobha Jagtiani is due to expire on January 03, 2023. Pursuant to the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company passed a resolution in their meeting held on December 07, 2022, approving the re-appointment of Ms. Shobha Haresh Jagtiani (DIN: 00027558) as an Independent Director of the Company for a second term of 5 (Five) consecutive years, with effect from January 04, 2023 to January 03, 2028, based on her skills, experience, knowledge and positive outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

Ms. Shobha Jagtiani would be attaining the age of 75 years on September 09, 2023. In view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the continuation of Ms. Shobha Jagtiani as a Independent Director beyond September 09, 2023, consent of the Members would be required by way of a Special Resolution.

The Company has received declaration from Ms. Shobha Jagtiani that she meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that she is not disqualified/ debarred from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, or by any order of the Securities and Exchange Board of India or any other authority and has given her consent to act as Director of the Company. The Company has received notice in writing from a member under Section 160 of the Act, proposing her candidature for office of Director of the Company.

In the opinion of the Board, she fulfils the conditions and criteria of independence for her re-appointment as an Independent Director as specified under the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Ms. Shobha is independent of the management and possesses appropriate skills, experience and knowledge. Considering her educational qualifications, extensive knowledge and vast experience of Ms. Shobha Jagtiani, appointment of Shobha Jagtiani as a Non- Executive Independent Director is in interest of the Company.

The draft Letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on cs@nazara.com.

The Board recommends the passing of the Special Resolution as set out in Item No. 2 of the Notice.

Except Ms. Shobha Jagtiani, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution as set out at Item No. 2

Brief profile of Ms. Shobha Jagtiani, Independent Director of the Company, is given below:

Shobha Jagtiani has been associated with our Company since January 4, 2018. She holds bachelor of arts degree and bachelor of laws degree from the University of Bombay. She has more than 45 years of experience as a lawyer and is a member of the ITAT Bar Association. She is currently a partner at D.M Harish & Co.

Additional information in respect of Ms. Shobha Jagtiani, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is given at Annexure I to this Notice.

Item No. 3:

Mr. Sasha Gulu Mirchandani was appointed as an Independent Director of the Company vide resolution passed by the Board of Directors and the Members at their respective meeting held on January 4, 2018 and January 24, 2018, for a period of five consecutive years w.e.f January 04, 2018 up to January 03, 2023. The current tenure of appointment of Mr. Roy is due to expire on January 3, 2023. Pursuant to the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company passed a resolution in their meeting held on December 07, 2022, approving the re-appointment of Mr. Sasha Gulu Mirchandani (DIN: 01179921) as an Independent Director of the Company for a second term of 5 (Five) consecutive years, with effect from January 04, 2023 to January 03, 2028, based on his skills, experience, knowledge and positive outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received declaration from Mr. Sasha Gulu Mirchandani that he meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not disqualified/ debarred from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, or by any order of the Securities and Exchange Board of India or any other authority and has given his consent to act as Director of the Company. The Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for office of Director of the Company.

In the opinion of the Board, he fulfils the conditions and criteria of independence for his re-appointment as an Independent Director as specified under the Companies Act, 2013 and the rules made thereunder, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Mr. Mirchandani is independent of the management and possesses appropriate skills, experience and knowledge. Considering his educational qualifications, the extensive knowledge and experience of Mr. Mirchandani, his understanding of business, appointment of Mr. Sasha Gulu Mirchandani as a Non- Executive Independent Director is in interest of the Company.

The draft Letter of appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on cs@nazara.com.

The Board recommends the passing of the Special Resolution as set out in Item No. 3 of the Notice.

Except Mr. Sasha Gulu Mirchandani, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution as set out at Item No.3

Brief profile of Mr. Sasha Gulu Mirchandani, Independent Director of the Company, is given below:

Mr. Sasha Mirchandani holds a bachelor of science degree in business administration from Strayer University. He has more than a decade's experience as an angel investor. He is the co-founder of Mumbai Angel Venture Mentors. He is also a director of Kae Capital Management Private Limited, Zee Entertainment, Hathway Cable and Datacom Limited, Healthkart and Mumbai Angels Venture Mentors among others. In the past, he has also worked at Blue Run Ventures and MIRC Electronics Limited. He has been appointed on the board of governors of the Universal Business School and is a member at the Young Presidents Organisation, Mumbai. He was also the president of Entrepreneurs Organisation, Mumbai and a charter member at TiE, Mumbai.

Additional information in respect of Mr. Sasha Gulu Mirchandani, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is given at Annexure I to this Notice.

Item No. 4:

Mr. Vikash Pratapchand Mittersain has been a Director of the Company since inception and was re-appointed as the Managing Director of the Company for a period of five years with effect from January 17, 2018, along with approval of remuneration for a period of 3 years w.e.f. December 13, 2017, as per the provisions read with schedule V of the Companies Act, 2013 pursuant to the resolution passed by the Board of Directors and the members at their meeting held on 17th January 2018 and 24th January, 2018 respectively. Based on the recommendation of Nomination, Remuneration & Compensation Committee, the Board of Directors and Shareholders in their meeting held on November 23, 2020 and December 30, 2020 respectively, had approved the revision in remuneration of Mr. Vikash Mittersain w.e.f. December 13, 2020 for the reminder period of their appointment i.e January 16, 2023.

The present term of Mr. Vikash Mittersain as Managing Director of the Company will expire by efflux of time on January 16, 2023 and is due for re-appointment. Mr. Vikash Mittersain is the founder and promoter of the Company and have played key role in the organic and inorganic growth of the Company. Considering his long association, vast experience and invaluable contribution towards the growth of the Company, the Board is of the opinion that the leadership and guidance of Mr. Vikash Mittersain is required by the Company and it will be in the best interest of the Company and its stakeholders that Mr. Vikash Mittersain continues as Managing Director of the Company.

Based on the recommendation of Nomination Remuneration and Compensation Committee & Audit Committee, the Board of Directors at its meeting held on December 07, 2022, have approved the re-appointment of Mr. Vikash Mittersain as Managing Director of the Company for a further term of 5 years with effect from January 17, 2023 to January 16, 2028, subject to the approval of members of the Company.

It may be noted that there is no revision in remuneration payable to Mr Vikash Mittersain is proposed pursuant the said reappointment.

Mr. Vikash Mittersain is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 ("Act") nor debarred from holding the office of director by virtue of any order by Securities Exchange Board of India or any other such authority, and has given all the necessary declarations and confirmation including his consent to be re-appointed as Managing Director of the Company.

Mr. Vikash Mittersain will attain the age of 70 years on June 04, 2024 during his tenure. In accordance with Section 196, 197, 198 and other applicable provisions of Companies Act, 2013 and rules made thereunder and pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the aforesaid reappointment of Mr. Vikash Mittersain as Managing Director including remuneration shall be recommended to the shareholders for its approval by passing of special resolution.

In the event of absence of profits and/ or inadequacy of profits in any financial year during of tenure of Mr. Vikash Pratapchand Mittersain, Managing Director, the payment of above remuneration, perquisites, statutory benefits and other Company benefits, and stated reimbursements shall be made provided the members' approval by way of a special resolution has been obtained for payment of minimum remuneration for a period not exceeding three (3) financial years, subject to compliance with disclosure requirements and other conditions stated therein, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") or under any other laws for the time being in force, if any.

Brief Profile of Mr. Vikash Mittersain forms part of this notice. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of employment pursuant to Section 190 of the Act.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Act, Secretarial Standard-2 issued by Institute of Company Secretaries of India and SEBI Listing Regulations, 2015 forms part of this Notice as Annexure II.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board of Directors recommends the resolution at Item No. 4 for approval of the Members by way of a Special Resolution.

Save and Except Mr. Vikash Mittersain and Mr. Nitish Mittersain and their relatives, to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 4 of the Notice.

Item No. 5:

Mr. Nitish Vikash Mittersain has been a Director of the Company since inception and was re-appointed as the Joint Managing Director of the Company for a period of five years with effect from January 17, 2018, along with approval of remuneration for a period of 3 years w.e.f. December 13, 2017, as per the provisions read with schedule V of the Companies Act, 2013 pursuant to the resolution passed by the Board of Directors and the members at their meeting held on January 17, 2018 and January 24, 2018 respectively. Based on the recommendation of Nomination, Remuneration & Compensation Committee, the Board of Directors and Shareholders in their respective meeting held on November 23, 2020 and December 30, 2020, approved the revision in remuneration of Mr. Nitish Vikash Mittersain w.e.f. December 13, 2020 for the reminder period of their appointment i.e January 16, 2023.

The members may note that based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors in their meeting held on October 20, 2022, re-designated him from 'Joint Managing Director' to 'Joint Managing Director & Chief Executive Officer' with effect from December 01, 2022 for the remaining period of his present term of appointment upto January 16, 2023 and all other terms and conditions of his appointment were remain unchanged.

The present term of Mr. Nitish Mittersain as Joint Managing Director and Chief Executive Officer of the Company will expire by efflux of time on January 16, 2023 and is due for re-appointment. Mr. Nitish Mittersain is the founder and promoter of the Company and have played key role in the organic and inorganic growth of the Company. He has been instrumental in the ideation and responsible for the performance of telco subscription business and freemium business of the Company. Further, he is deeply involved with the 'Friends of Nazara' on the strategic matter involving the business growth, strategic acquisitions and improvisation of profit margins. Considering his long association, vast experience and invaluable contribution towards the growth of the Company, the Board is of the opinion that the leadership and guidance of Mr. Nitish Mittersain is required by the Company and it will be in the best interest of the Company and its stakeholders that Mr. Nitish Mittersain continues as Joint Managing Director and Chief Executive Officer of the Company.

Based on the recommendation of Nomination Remuneration and Compensation Committee & Audit Committee, the Board of Directors at its meeting held on December 07, 2022, have approved the re-appointment of Mr. Nitish Mittersain as Joint Managing Director of the Company for a further term of 5 years with effect from January 17, 2023 to January 16, 2028, subject to the approval of members of the Company.

It may be noted that there is no revision in remuneration payable to Mr Nitish Mittersain is proposed pursuant to said reappointment.

Mr. Nitish Mittersain is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 ("Act") nor debarred from holding the office of director by virtue of any order by Securities Exchange Board of India or any other such authority, and has given all the necessary declarations and confirmation including his consent to be re-appointed as Joint Managing Director of the Company.

In accordance with Section 196, 197, 198 and other applicable provisions of Companies Act, 2013 and rules made thereunder and pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the re-designation of Mr. Nitish Mittersain as Joint Managing Director & Chief Executive Officer w.e.f December 01, 2022 as well his reappointment including remuneration payable to him, shall be recommended to the shareholders for its approval by passing of special resolution.

In the event of absence of profits and/ or inadequacy of profits in any financial year during of tenure of Mr. Nitish Vikash Mittersain, Joint Managing Director & Chief Executive Officer, the payment of above remuneration, perquisites, statutory benefits and other Company benefits, and stated reimbursements shall be made provided the members' approval by way of a special resolution has been obtained for payment of minimum remuneration for a period not exceeding three (3) financial years, subject to compliance with disclosure requirements and other conditions stated therein, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") or under any other laws for the time being in force, if any.

Brief Profile of Mr. Nitish Mittersain form part of this notice. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of employment pursuant to Section 190 of the Act.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Act, Secretarial Standard-2 issued by Institute of Company Secretaries of India and SEBI Listing Regulations, 2015 forms part of this Notice as Annexure II.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board of Directors recommends the resolution at Item No. 5 for approval of the Members by way of a Special Resolution.

Save and Except Mr. Vikash Mittersain and Mr. Nitish Mittersain and their relatives, to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 5 of the Notice.

**By Order of the Board of Directors
For Nazara Technologies Limited**

**Date: December 07, 2022
Place: Mumbai**

**Sd/-
Vikash Mittersain
Chairman and Managing Director
DIN: 00156740**

Registered Office:
51-54, Maker Chamber 3,
Nariman Point, Mumbai – 400021

ANNEXURE I TO THE EGM NOTICE

Additional Information on Director recommended for re-appointment in the Extraordinary General Meeting in pursuance of Regulation 36 of SEBI Listing Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India:

Name of Director	Mr. Probir Roy	Mrs. Shobha Jagtiani	Mr. Sasha Mirchandani	Mr. Vikash Mittersain	Mr. Nitish Mittersain
DIN	00111961	00027558	01179921	00156740	02347434
Date of Birth (Age)	November 12, 1958 (64 years)	September 09, 1948 (74 years)	February 26, 1972 (50 years)	June 04, 1954 (68 years)	March 03, 1979 (43 years)
Date of First Appointment	January 04, 2018	January 04, 2018	January 04, 2018	December 8, 1999	December 8, 1999
Designation	Non- Executive, Independent Director	Non- Executive, Independent Director	Non- Executive, Independent Director	Managing Director	Joint Managing Director & Chief Executive Officer
Qualification(s)	Mr. Probir Roy holds a bachelor's degree in economics and statistics from St. Xavier's College from the University of Mumbai. He also holds a post-graduate diploma in energy economics from the University of Surrey.	Ms. Shobha Jagtiani holds bachelor of arts degree and bachelor of laws degree from the University of Bombay.	Mr. Sasha Mirchandani holds a bachelor of science degree in business administration from Strayer University.	Mr. Vikash holds a diploma in industrial electronics from Walchand College of Engineering, Sangli.	Mr. Nitish holds a bachelor of commerce degree from the University of Mumbai.
Brief Profile Experience (including expertise in specific functional area)	Refer Point No. 1 of the Explanatory Statement of the notice.	Refer Point No. 2 of the Explanatory Statement of the notice.	Refer Point No. 3 of the Explanatory Statement of the notice.	Please refer Annexure II.	Please refer Annexure II.
Relationship with Directors, Managers and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.	Father of Mr. Nitish Mittersain, Joint Managing Director and Chief Executive Officer and not related to any other Director/ Key Managerial Personnel.	Son of Mr. Vikash Mittersain, Chairman and Managing Director and not related to any other Director/ Key Managerial Personnel.
Terms and conditions of re-appointment	As mentioned in the notice and the explanatory statement at Item No. 1.	As mentioned in the notice and the explanatory statement at Item No. 2.	As mentioned in the notice and the explanatory statement at Item No. 3.	As mentioned in the notice and the explanatory statement at Item No. 4.	As mentioned in the notice and the explanatory statement at Item No. 5.
Remuneration proposed to be paid	Sitting fees for attending the Board/ Committee meetings as may be decided by the Board from time to time.	Sitting fees for attending the Board/ Committee meetings as may be decided by the Board from time to time.	Sitting fees for attending the Board/ Committee meetings as may be decided by the Board from time to time.	As mentioned in the notice and the explanatory statement at Item No. 4.	As mentioned in the notice and the explanatory statement at Item No. 5.
Remuneration last drawn	During the financial year ended March 31, 2022, sitting fees of Rs. 6.50 lakhs was paid to Mr. Probir.	During the financial year ended March 31, 2022, sitting fees of Rs. 6.40 lakhs was paid to Ms. Shobha.	During the financial year ended March 31, 2022, sitting fees of Rs. 4.30 lakhs was paid to Mr. Sasha.	Please refer Annexure II.	Please refer Annexure II.
Number of Board meetings attended during the year	During FY 2022-23, 7 (seven) meetings of Board of Directors were held, the appointees have attended all the meetings.				

Name of Director	Mr. Probir Roy	Mrs. Shobha Jagtiani	Mr. Sasha Mirchandani	Mr. Vikash Mittersain	Mr. Nitish Mittersain
List of Directorships held in other companies(including Listed Companies)	<ul style="list-style-type: none"> Nodwin Gaming Private Limited 	<ul style="list-style-type: none"> Freight Connection India Private Limited Halaplay Technologies Private Limited 	<ul style="list-style-type: none"> Hathway Cable and Datacom Limited Zee Entertainment Enterprises Limited Bright Lifecare Private Limited Proparent Solution Private Limited Theremin AI Solutions Private Limited Kae Capital Management Private Limited Algorhythm Tech Private Limited Mumbai Angel Venture Mentors HST Solar Farms Inc. 	<ul style="list-style-type: none"> NZMobile Nigeria Limited Nazara Technologies, Mauritius Nazara Bangladesh Limited Gourmetco Retail Private limited Neerja International Fashions Limited Cube3 Labs Private Limited 	<ul style="list-style-type: none"> Paper Boat Apps Private Limited Cube3 Labs Private Limited Cube 3 Pte Ltd Neerja International Fashions Limited
List of Chairmanship or membership of various Committees in others public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	-	-	<ul style="list-style-type: none"> Member of Audit Committee of Hathway Cable and Datacom Limited Member of Stakeholders Relationship Committee of Zee Entertainment Enterprise Limited 	-	-
Listed entities from which the Director has resigned in last three years	-	-	-	-	-
Number of equity shares held in the Company	4000	-	-	500	2022906

ANNEXURE II TO THE EGM NOTICE

Statement of information pursuant to Section II of Part II of Schedule V of Companies Act, 2013 about appointees seeking approval of remuneration:

Sr. No	General Information			
1.	Nature of industry	The Company is an India-based diversified gaming and sports media platform with a presence in India along with developing and developed global markets such as Africa and North America, and offers products in the interactive gaming, esports, and gamified early learning ecosystems		
2.	Date or expected date of commencement of commercial production	Not Applicable, since the Company has already commenced its business activities.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
	Financial performance based on given indicators			
	Particulars	Consolidated		Standalone
		Year Ended (Rs in Millions)		Year Ended (Rs in Millions)
		FY 2021-22	FY 2020-21	FY 2021-22
				FY 2020-21
	Revenue from Operations	6217	4542	204
	Total Expenditure	5754	4495	676
	Net Profit/ Loss before tax	699	166	(346)
	Profit/(Loss) for the year	507	136	(388)
	Equity Share Capital	130	122	130
	Other Equity	10283	6460	8857
	Net Current Assets	9154	6813	3952
	Cash & Cash Equivalents (including bank balances)	3228	3724	285
	EPS	9.09	3.20	(10.81)
5	Foreign investments or collaborations, if any.	The Company has made foreign investments in its wholly owned subsidiaries i.e. Singapore and Dubai and has not entered into any foreign collaborations. The foreign investors, mainly comprising of FIIs and NRIs, are on account of issuances of securities and/ or secondary market purchases, from time to time.		

Sr. No	Information about the appointee – Mr. Vikash Mittersain	
1.	Background details	Mr. Vikash Mittersain has been associated as Director of the Company since incorporation. He holds a diploma in industrial electronics from Walchand College of Engineering, Sangli. He founded our Company in 1999 and has been associated in the promotion of our Company for the last 21 years. He has several years of experience in multiple business sectors. He is also the founder and president of India Business Group (Chamber of Commerce).
2.	Past remuneration	The details of remuneration drawn by Mr. Vikash Mittersain, in the preceding FY 2021-22 from the Company is Rs. 1,05,72,010/- per annum.
3	Recognition or awards	None

4	Job profile and his suitability	He is the Chairman and Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
5	Remuneration proposed	As mentioned in the resolution and explanatory statement above . Kindly note that there is no revision in the remuneration payable to Mr. Vikash Mittersain proposed pursuant to the said reappointment.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the appointee.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Vikash Mittersain has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel other than a) his remuneration in the capacity of the Managing Director and b) being a relative of Mr. Nitish Mittersain, Joint Managing Director and Chief Executive Officer of the Company.

Sr. No	Information about the appointee - Mr. Nitish Mittersain	
1.	Background details	Mr. Nitish holds a bachelor of commerce degree from the University of Mumbai. He founded our Company in 1999 and has been associated in the promotion of our Company for the last 21 years. He is also a trustee of the Dr. B. K. Goyal Heart Foundation and India Business Group (Chamber of Commerce).
2.	Past remuneration	The details of remuneration drawn by Mr. Nitish Mittersain, in the preceding FY 2021-22 from the Company is Rs. 3,30,25,108/- per annum
3	Recognition or awards	None
4	Job profile and his suitability	Mr. Nitish Mittersain has been appointed as the Joint Managing Director and Chief Executive Officer by the Board of Directors and is entrusted with the substantial power of the management of Company's affairs. He has been instrumental in the ideation and responsible for the performance of telco subscription business and freemium business of the Company. Further, he is deeply involved with the 'Friends of Nazara' on the strategic matter involving the business growth, strategic acquisitions and improvisation of profit margins. He aims to combine technology with a compelling experience to create innovative applications to the mobile/ digital environment.
5	Remuneration proposed	As mentioned in the resolution and explanatory statement above Kindly note that there is no revision in the remuneration payable to Mr. Nitish Mittersain proposed pursuant to the said reappointment
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the appointee.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Nitish Mittersain has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel other than a) his remuneration in the capacity as Joint Managing Director and Chief Executive Officer of the Company and b) as a relative of Mr. Vikash Mittersain, Managing Director of the Company.

Sr. No	Other Information/Disclosures	
1.	Reasons of loss or inadequate profits	<p>Nazara Group has interest in various businesses directly and through its subsidiaries and associates. On Standalone basis, company's main business was subscription business through Telco network and due to various regulatory development, competition with low pricing, have forced many Telco's to shut down or moved out of the domain. That has significantly damage the overall revenue and profits for the company. The Company has grown inorganically through investments in Group Companies which are strategic investments, where significant value are created but those are yet to be encash and reflected in profits of the company, however on conservative note, impairments are accounted, which significantly reduce the profit of the company. The subsidiary cash are reinvested into business to expand the market, penetrate new territory and to continue with the growth momentum. Beside Nazara earns significant revenue from treasury operations which are necessarily excluded from the calculations for determining the net profits under section 198 of the Companies Act, 2013 in order to ascertain the limit for overall maximum managerial remuneration.</p>
2.	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	<p>The management has taken concrete steps to focus on monetization along with control on costs to provide strong results.</p> <p>To improve the overall business growth and profitability, , the management with a clear-cut road map, is focusing on long term business models and emerging opportunities in Gaming Sector. With its rich experience in the arena, the management is confident of harnessing the same to its advantage. The Company expects increase in revenue and to optimise profits by improving margins in coming years</p>