

February 08, 2023

To

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai - 400 001.

corp.relations@bseindia.com

Scrip Code: 543280

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1. G Block,

Bandra - Kurla Complex, Bandra (East),

Mumbai- 400051.

takeover@nse.co.in

Scrip Symbol: NAZARA

Dear Sir(s) / Madam,

Sub: Disclosures under Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") - Report to Stock Exchanges regarding indirect acquisition of equity shares of Nazara Technologies Limited ("the Company") made in reliance upon exemption provided for in Regulation 10(1)(a)(i) of the Takeover Regulations.

With reference to Regulation 10(6) of the Takeover Regulations, please find enclosed herewith report in connection with indirect acquisition of equity shares of the Company by Mr. Nitish Mittersain and Mr. Vikash Mittersain, promoters of the Company, pursuant to change in the partner's interest in Mitter Infotech LLP (Promoter of the Company) by way of execution of re-constitution agreement dated February 03, 2023.

This transaction is an inter-se transfer of shares amongst the immediate relatives of the Promoters and falls within the exemption provided under Regulation 10(1)(a)(i) of Takeover Regulations. The aggregate shareholding of Promoters and Promoter Group before and after the above inter-se transfer remains the same.

Kindly take the same on record and acknowledge the receipt of the same.

Thank you,

Yours Faithfully,



Nitish Mittersain
(Acquirer)



Vikash Mittersain
(Acquirer)

cc:

The Company Secretary

Nazara Technologies Limited

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

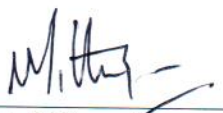
email id: cs@nazara.com

Encl.: Disclosures under Regulation 10(6) of the Takeover Regulations.

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of acquisition made in reliance upon exemption provided for in Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

S. No.	Particulars	Details	
1.	Name of the Target Company (TC)	Nazara Technologies Limited	
2.	Name of the acquirer(s)	Mr. Nitish Mittersain (Acquirer) Mr. Vikash Mittersain (Acquirer) Ms. Sandhya Mittersain (Transferor)	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Inter-se transfer between the promoters & promoter group of the Target Company in the partners' interest of Mitter Infotech LLP. Please refer Note provided below	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(i) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes, The disclosure was made within the timeline specified under Regulation 10(5) BSE – January 27, 2023 NSE – January 27, 2023	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Ms. Sandhya Mittersain	Yes
	b. Date of acquisition	February 3, 2023 (being the date of agreement for the purpose of reconstitution of partner's interest in Mitter Infotech LLP)	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Mr. Nitish Mittersain and Mr. Vikash Mittersain is entitled to 50% share and 20% share respectively in the partners contribution and profit & loss of Mitter Infotech LLP (Promoter of the Target Company) which is an increase from the earlier share being 2.61% and 10.12% respectively.	
	d. Total shares ~~proposed to be acquired~~ / actually acquired as a % of diluted share capital of TC	Mr. Nitish Mittersain and Mr. Vikash Mittersain share in the profit and loss of Mitter Infotech LLP is increased by 47.39% share and 9.88% share respectively and accordingly the proportionate percentage of indirect increase in the shareholding of the Target Company is 7.54% and 1.57% respectively.	
	e. Price at which shares are ~~proposed to be acquired~~ / actually acquired	Not Applicable, since the inter-se transfer is amongst the partners of Mitter Infotech LLP i.e.,	

			within the Promoter & Promoter Group of the Target Company.			
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of share held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee	Please Refer Annexure I			
	b	Each Seller / Transferor				


Nitish Mittersain
Acquirer

Date: February 08, 2023
 Place: Mumbai


Vikash Mittersain
Acquirer

Date: February 08, 2023
 Place: Mumbai

Note:

Mitter Infotech LLP, a limited liability partnership and promoter of Nazara Technologies Limited ("Target Company") holds 1,05,26,450 equity shares representing 15.91% of the paid share capital of the Target Company. Further Ms. Sandhya Mittersain, Mr. Vikash Mittersain and Mr. Nitish Mittersain holds 82.27%, 10.12% and 2.61% respectively in the partner's contribution and share in profit & loss of Mitter Infotech LLP.

Pursuant to the change in the partner's contribution of Mitter Infotech LLP by way of re-constitution agreement dated February 03, 2023, the revised partner's interest of Mitter Infotech LLP is as follows:

<i>Sr. No.</i>	<i>Name of the Partner</i>	<i>Share in profit and loss</i>
1.	Mr. Nitish Vikash Mittersain	50%
2.	Mr. Vikash Pratapchand Mittersain	20%
3.	Mrs. Sandhya Vikash Mittersain	30%
Total:		100%

Further, pursuant to abovementioned re-constitution of Mitter Infotech LLP, the partners interest of Ms. Sandhya Mittersain in Mitter Infotech LLP is reduced and the share of her son and spouse, Mr. Nitish Mittersain and Mr. Vikash Mittersain respectively is increased. The shareholding pattern of Target Company is intact before and after the transaction. Regulation 10(1)(a)(i) of Takeover Regulations provides that acquisition pursuant to inter se transfer of shares amongst immediate relatives is exempt from obligation of making open offer under the Takeover Regulations. This form is being filed under Regulation 10(6) of Takeover Regulations. For the purpose of this form, Mr. Nitish Mittersain and Mr. Vikash Mittersain has been regarded as Acquirers and Ms. Sandhya Mittersain has been considered as transferor.

Annexure I

Name of Target Company (TC): Nazara Technologies Limited ("Nazara")

Details of Acquirer:

Shareholding Details	Pre-Transaction		Post-Transaction	
	No. of shares/ Voting Rights	% w.r.t. total share capital of TC	No. of shares/ Voting Rights	% w.r.t. total share capital of TC
Mr. Nitish Mittersain	20,22,906	3.06	20,22,906	3.06
Mr. Vikash Mittersain	500	0.00	500	0.00
Total	20,23,406	3.06	20,23,406	3.06

Details of Transferor:

Shareholding Details	Pre-Transaction		Post-Transaction	
	No. of shares/ Voting Rights	% w.r.t. total share capital of TC	No. of shares/ Voting Rights	% w.r.t. total share capital of TC
Ms. Sandhya Mittersain*#	Nil			

*Ms. Sandhya Mittersain belongs to the promoter group, being an immediate relative of Mr. Vikash Mittersain and Mr. Nitish Mittersain.

#Please refer the note provided above

Details of Person Acting in Concert (PAC) with the Acquirers i.e. other shareholders of Nazara belonging to promoter and promoter group:

Shareholding Details	Pre-Transaction		Post-Transaction	
	No. of shares/ Voting Rights	% w.r.t. total share capital of TC	No. of shares/ Voting Rights	% w.r.t. total share capital of TC
*Mitter Infotech LLP	1,05,26,450	15.91	1,05,26,450	15.91
Neerja Vikash Mittersain	35,000	0.05	35,000	0.05
Vishal V Chiripal	3,610	0.01	3,610	0.01
Kanta Pratapchand Jain	3,500	0.01	3,500	0.01
Kavita N Saraogi	3,500	0.01	3,500	0.01
Meena Gupta	3,500	0.01	3,500	0.01
Rajesh Pratapchand Jain	3,500	0.01	3,500	0.01
Vedprakash Chiripal	3,500	0.01	3,500	0.01
Rahul Balkrishna Goyal	240	0.00	240	0.00
Total	1,05,82,800	15.99	1,05,82,800	15.99

*Please refer the note provided above.

Signature of the Acquirers



Nitish Mittersain
Date: Mumbai
Place: February 08, 2023



Vikash Mittersain
Date: Mumbai
Place: February 08, 2023