



August 16, 2025

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

Scrip Code: 543280

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, 'G' Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.
Scrip Symbol: NAZARA

Dear Sir/Madam,

Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) - Notice of Postal Ballot of Nazara Technologies Limited (“the Company”)

In furtherance to our disclosure dated August 12, 2025 and pursuant to Regulation 30 and other applicable provisions of the Listing Regulations, please find enclosed herewith the copy of Notice of Postal Ballot dated August 12, 2025, along with Explanatory Statement thereof (“Notice”), being sent to the members of the Company to seek approval by way of remote electronic voting (“e-voting”) in respect of the businesses as set out in the Notice.

In accordance with the applicable circulars of Ministry of Corporate Affairs (“MCA Circulars”) and provisions of the Listing Regulations, the aforesaid Notice is being sent only by email to all the members of the Company who have registered their email addresses with the Depository(s)/Registrar and Share Transfer Agent (“RTA”) or respective Depository Participants and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. Friday, August 08, 2025.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), for providing e-voting facility to its members. The e-voting period commences on Sunday, August 17, 2025 at 09:00 A.M. (IST) and ends on Monday, September 15, 2025 at 05:00 P.M. (IST).

The Notice is also available on the website of the Company at www.nazara.com.

Please take the above information on record.

Thanking you,

Yours faithfully,
For Nazara Technologies Limited

Arun Bhandari
Company Secretary and Compliance Officer

Encl.: As above

India | Middle East | Africa | Europe



NAZARA TECHNOLOGIES LIMITED

CIN: L72900MH1999PLC122970

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

Contact: 91-22-40330800 Email: investors@nazara.com Website: www.nazara.com

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force) and Secretarial Standard issued by the Institute of Company Secretaries of India on General Meetings (“**SS-2**”), as amended and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, 11/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024 (hereinafter collectively referred to as “**SEBI Circulars**”) and all other applicable laws, rules and regulations, if any, for the time being in force, for seeking approval of the members of Nazara Technologies Limited (“**the Company**”), to the proposed resolutions to be passed through Postal Ballot i.e. by voting through remote electronic means only (“**remote e-voting**”).

The proposed resolutions and the Explanatory Statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolutions are also annexed to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed CS Sandhya Malhotra, Partner of M/s. Manish Ghia & Associates, Practicing Company Secretaries (Membership No. FCS: 6715 and CP No. 9928), as the Scrutinizer, for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Rules, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated December 09, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by listed entities, as amended from time to time and SS-2, the Company is pleased to extend e-voting facility as an alternative, to enable the Members to cast their votes electronically instead through the physical postal ballot form(s). For the purpose of e-voting, the Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”). Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice and the manner of voting remotely by members holding shares in dematerialized mode and physical mode is set out in the notes to this Postal Ballot Notice.

Members are requested to carefully read the instructions provided in this Notice and vote accordingly on the proposed resolutions.

The Notice is available on the website of the Company at www.nazara.com and can also be accessed from the websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and is also disseminated on the website of CDSL at www.evotingindia.com.

The remote e-voting period commences from **09:00 A.M. (IST) on Sunday, August 17, 2025** and ends at **05:00 P.M. (IST) on Monday, September 15, 2025**. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes casted through remote e-voting. The results of the Postal Ballot will be announced within 2 (Two) working days from the end of remote e-voting.

The said results along with the Scrutinizer's Report shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results shall also be uploaded on the Company's website www.nazara.com and on the website of CDSL www.evotingindia.com

SPECIAL BUSINESS:

ITEM NO. 01:

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a), 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals as may be necessary, approval of the Members of the Company be and is hereby accorded for increasing the authorised share capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 12,50,00,000 equity shares of face value Rs. 4/- (Rupees Four Only) each to Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 20,00,00,000 equity shares of face value of Rs. 4/- (Rupees Four Only) each by creation of additional 7,50,00,000 equity shares of face value of Rs. 4/- (Rupees Four Only).

RESOLVED FURTHER THAT consequently, pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013, the existing Clause V of Memorandum of Association of the Company be and is hereby substituted by the following:

"The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Face Value of Rs. 4/- (Rupees Four Only) each."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved."

ITEM NO. 02

APPROVE SUB-DIVISION / SPLIT OF EQUITY SHARES AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), including the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time, to the extent applicable (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), and pursuant to the Articles of Association of the Company and subject to such permissions, consents and approvals, if any, required from the concerned statutory authorities as may be required in this respect and based on the recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal face value of Rs.4/- (Rupees Four Only) each be sub-divided into 2 (Two) Equity Shares having nominal face value of Rs. 2/- (Rupee Two Only) each fully paid-up.

RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal face value of Rs. 4/- (Rupees Ten Only) each, shall stands sub-divided into 2 (Two) Equity Shares of nominal face value of Rs. 2/- (Rupee Two Only) each."

RESOLVED FURTHER THAT consequently pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013, Clause V of Memorandum of Association of the Company be and is hereby altered and substituted by the following:

"The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 40,00,00,000 (Forty Crore) Equity Shares of Face Value of Rs. 2/- (Rupees Two Only) each."

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, 2 (Two) Equity Shares of the face value of Rs. 2/- each to be allotted in lieu of existing 1 (One) Equity Share of Rs. 4/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of Rs. 4/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares as aforesaid and with effect from the Record Date:

- a) the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 4/- (Rupees Four Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect and that the Board/Company's Registrar and Share Transfer Agents ("RTA"), without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s) or letter of confirmation(s) in lieu of existing share certificate(s) in compliance with the applicable laws/guidelines in this regard; and
- b) the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT the sub-division of equity shares shall be subject to the terms and conditions contained in Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to sub-division of shares, to the stock options granted under the Nazara Technologies Employees' Stock Option Scheme, 2023, pursuant to the SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised and unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the Record Date shall be proportionately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations."

ITEM NO. 03:

ISSUE OF BONUS SHARES:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made there under, and in accordance with Chapter XI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999 and the relevant provisions of the Articles of Association of the Company and other applicable regulations and on the recommendation of the Board of Directors of the Company, and subject to such approvals, permissions and sanctions as may be necessary from appropriate authorities required in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board and which expression shall be deemed to include Committee(s) of the Board) for capitalization of such sums standing to the credit of the Capital Redemption Reserve and/or Securities Premium Account and/or any other permitted reserves, as may be considered appropriate by the Board, for the purpose of issue of bonus equity shares of Rs. 2/- (Rupees Two Only) each, to the eligible shareholders of the Company holding as fully paid-up equity shares to the holders of the existing equity shares of the Company whose names appear in the Register of Members maintained by the Company/ Register of Beneficial Owners as maintained by the Depositories as on the 'Record Date' as may be fixed in this regard by the Board of Directors, in proportion of 1:1 i.e. 1 equity share of Rs. 2/- (Rupees Two Only) each for every existing 1 (One) equity share of Rs. 2/- (Rupees Two Only) each held by the Shareholders and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by such Shareholders;

RESOLVED FURTHER THAT pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, with respect to the Employee Stock Options outstanding (whether vested or unvested including lapsed and forfeited options available for re-issuance) under the existing Employee Stock Option Scheme(s) of the Company, the Nomination, Remuneration and Compensation Committee be and is hereby authorised to make appropriate adjustments with respect to the exercise price and/or the number of stock options and also decide on the allotment of such number of additional stock options as bonus options to the employees who have been granted stock options in the same proportion as the bonus equity shares being issued.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorised to allot bonus equity shares to the shareholders of the Company holding shares as on the Record Date and to do all such acts, deeds, matters as may in its absolute discretion deem necessary, desirable or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and with respect to the members holding Equity Shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent that they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the approval of RBI or any other regulatory authority, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus shares on the Stock Exchanges where the shares of the Company are presently listed, as per the applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with SEBI, Stock Exchange(s), Depositories, RBI or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/Officer(s) of the Company.”

ITEM NO. 04:

APPOINTMENT OF MR. ROHIT SHARMA (DIN: 01738942). AS A DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including the rules, notifications, circulars, guidelines etc. issued thereunder), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, in accordance with Articles of Association of the Company, Mr. Rohit Sharma (DIN: 01738942), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 13, 2025 in terms of Section 161 of the Act and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation.

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.”

ITEM NO. 05:

APPOINTMENT OF MR. ROHIT SHARMA (DIN: 01738942) AS WHOLE-TIME DIRECTOR OF THE COMPANY, DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS:

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

“**RESOLVED THAT** pursuant to the provision of Section 196, 197, 198, 203 read with Schedule V and other applicable provision, 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 SEBI (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 and the 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 appointment of Mr. Rohit Sharma (DIN: 01738942) as Whole-time Director of the Company, designated as Executive Director for a term of 5 (Five) years with effect from August 13, 2025 to August 12, 2030 and upon the following terms and conditions including remuneration:

- a) **Salary:** Mr. Rohit Sharma will be paid salary of Rs.99,00,000/- (Rupees Ninety-Nine Lakhs Only) per annum.
- b) **Perquisites:** He will be entitled to furnished/non-furnished accommodation or house rent allowance for an amount not exceeding Rs. 21,00,000/- (Rupees Twenty-One 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) The perquisite value of Employees Stock Options that may be granted to Mr. Rohit Sharma, shall be in addition to the remuneration under (a) & (b) above.
- d) 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.
- e) 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. Rohit Sharma, Whole-time Director will be considered as continuous service with the Company from the date of joining the Company.
- f) Leave with full pay or Encashment thereof as per prevailing policy of the Company.
- g) Annual remuneration review as per the policy of the Company
- h) Subject as aforesaid, the Whole-time Director shall be governed by such other rules as are applicable to Senior Executives of the Company from time to time:
- i) The Whole-time 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.
- j) 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.
- k) 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 in such manner as may be mutually agreed between the Board and Whole-time Director subject to the applicable provisions of the Companies Act, 2013
- l) The aggregate remuneration inclusive of perquisites, allowances and other benefits payable to Mr. Rohit Sharma shall 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.
- m) Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Rohit Sharma would not be holding any office or place of profit by his being mere Director of the Company's subsidiaries, approval be and is hereby granted by way of abundant caution for him to accept sitting fees/commission paid/payable to the Directors for attending meetings of Board(s) of Directors/Committee(s) of subsidiaries of the Company.
- n) Mr. Rohit Sharma shall be subject to retirement by rotation during his tenure as Whole-time Director of the Company. So long as Mr. Rohit Sharma functions as Whole-time 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 the provisions of Section 197, 198 and Chapter V of the Act, Mr. Rohit Sharma 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 (Three) 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 Mr. Rohit Sharma 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.”

ITEM NO. 06:

APPROVE THE REMUNERATION OF MR. VIKASH MITTERSAIN (DIN: 00156740), THE CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY FOR A REMAINING TERM OF HIS APPOINTMENT:

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and 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), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Audit Committee, Nomination, Remuneration and Compensation 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 payment of remuneration to Mr. Vikash Mittersain (DIN: 00156740) as Chairman & Managing Director of the Company, for his remaining term commencing from January 17, 2026 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, per diem allowances and such other perquisites in accordance with the Company’s rules.
- 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 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 Rules 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 promoter 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 the Companies Act, 2013.
- k) The aggregate remuneration inclusive of perquisites, allowances and other benefits payable to Mr. Vikash Mittersain shall in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 or any other law for the time being in force, if any.

- l) Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Vikash Mittersain would not be holding any office or place of profit by his being mere Director of the Company's subsidiaries, approval be and is hereby granted by way of abundant caution for him to accept commission paid/payable to the Directors for attending meetings of Board(s) of Directors/Committee(s) of subsidiaries of the Company.
- m) Mr. Vikash Mittersain shall not be subject to retirement by rotation during his tenure as the Chairman and Managing Director of the Company. So long as Mr. Vikash 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 in the event of any loss or inadequacy of profits in any financial year, Mr. Vikash 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 of remaining tenure of his 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 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."

ITEM NO. 07:

APPROVE THE REMUNERATION OF MR. NITISH MITTERSAIN (DIN: 02347434), A JOINT MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR A REMAINING TERM OF HIS APPOINTMENT:

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

"RESOLVED THAT pursuant to the provisions of Section 197 and 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), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Audit Committee, Nomination, Remuneration and Compensation 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 payment of remuneration to Mr. Nitish Mittersain (DIN: 02347434) as Joint Managing Director & Chief Executive Officer of the Company, for a remaining period of his tenure commencing from January 17, 2026 upto January 16, 2028, upon the following terms and conditions including remuneration.

- a) **Salary:** Mr. Nitish 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, per diem allowances and such other perquisites in accordance with the Company's rules.
- 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 Rules 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 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, 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/alterd 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 & CEO subject to the applicable provisions of the Companies Act, 2013.
- k) The aggregate remuneration inclusive of perquisites, allowances and other benefits payable to Mr. Nitish Mittersain shall be in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 or any other law for the time being in force, if any.
- l) Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Nitish Mittersain would not be holding any office or place of profit by his being mere Director of the Company's Subsidiaries, approval be and is hereby granted by way of abundant caution for him to accept commission paid/payable to its Directors for attending meetings of Board(s) of Directors/Committee(s) of Subsidiaries of the Company.
- m) Mr. Nitish 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 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 of remaining tenure of his 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 Mr. Nitish 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/-

Arun Bhandari

**Company Secretary & Compliance Officer
Membership No.: F8754**

Place: Mumbai

Date: August 12, 2025

Registered Office:

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

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules setting out all the material facts and reasons in respect of the aforesaid special business, is annexed hereto and forms part of the Postal Ballot Notice.

2. In terms of the guidelines provided vide the MCA Circulars, the Postal Ballot Notice along with explanatory statement is being sent only through e-mail to all the Members of the Company, whose names appear on the Register of Members/ List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on **Friday, August 8, 2025 (“Cut-off Date”)** who have registered their e-mail addresses with the Depository Participant (DP)/ Registrar and Share Transfer Agent. It is however, clarified that all the persons who are Members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail Id shall also be entitled to vote in relation to the resolutions specified in this notice. The hard copy of this notice along with postal ballot forms and pre-paid business envelope is not being sent to the members. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting only.
3. Members may note that as required under the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of the Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited to provide remote e-voting facility to Members of the Company to exercise their votes electronically and vote on the resolutions through e-voting service facility arranged by Central Depository Services (India) Limited.
4. Shareholders may please note that the Postal Ballot Notice will also be hosted on the Company’s website i.e. www.nazara.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively, and on the website of the CDSL at www.evotingindia.com.
5. The Board of Directors of the Company has appointed CS Sandhya Malhotra (ICSI Membership No.: FCS 6715 and CP No.: 9928), Partner, M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai, as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
6. 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.
7. Dispatch of the Notice shall be deemed to be completed on the day on which Company or CDSL sends out the Postal Ballot Notice by e-mail to the members of the Company.
8. After dispatch of the Postal Ballot Notice through email, advertisement will be published in an English national daily newspaper circulating throughout India and a Marathi daily newspaper circulating in Mumbai and will also be uploaded on the Company’s website at www.nazara.com.
9. The remote e-voting period commences from **Sunday, August 17, 2025 at 9.00 A.M. (IST)** and ends on **Monday, September 15, 2025 at 5.00 P.M. (IST)**. Members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, August 8, 2025**, will be considered for the purpose of voting. The remote e-voting module shall be disabled by CDSL for voting after **Monday, September 15, 2025 at 5.00 P.M. (IST)**. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast vote again.
10. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company subject to the provisions of the Companies Act, 2013, as on the cut-off date i.e., **Friday, August 8, 2025**.
11. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to cs@nazara.com mentioning their Name, Client ID and DP ID.
12. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Monday, September 15, 2025. Further, the resolution(s) passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
13. Members are requested to update/ intimate changes, if any, in their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), bank details, mandates, nominations, power of attorney, etc., to their DPs if the Equity Shares are held by them in dematerialised form and to the Registrar and Transfer Agent of the Company (RTA), viz., MUFNG Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number if the Equity Shares are held by them in physical form.
14. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading “THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING” of Postal Ballot Notice.
15. The Scrutinizer will submit his report to the Chairman or to any person as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through e-voting. The result of the voting by postal ballot will be announced

within 2 working days from the last date of e-voting by the Chairman or such person authorized by the Company. The result of the postal ballot will be posted on the Company's website www.nazara.com and CDSL website www.evotingindia.com immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

16. Shareholders holding shares in physical form are requested to note that in terms of Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company's RTA for assistance in this regard.
17. Shareholders may note that SEBI, vide its Circular No. SEBI / HO / MIRSD / MIRSD _ RTAMB / P / CIR / 2022 / 8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc. Accordingly, Shareholders 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 www.nazara.com.
18. The formats for Nomination and updation of KYC details in accordance with the SEBI Circular are available on the Company's website at <https://www.nazara.com/investor-information#three> .

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period begins on **Sunday, August 17, 2025 at 9.00 A.M. (IST)** and ends on **Monday, September 15, 2025 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) **Friday, August 8, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 address in their demat accounts in order to access e-Voting facility.

Pursuant to the above SEBI Circular, Login method for e-Voting 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	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.</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 toll free no. 1800 22 55 33
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: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting 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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Nazara Technologies Limited on which you choose to vote the EVSN of the Company is 250814029

- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, 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 mandatory 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. scrutinizer@mgconsulting.in and 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.

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

- o 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 of the Company at their designated email id.
- o For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- o For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, 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 at toll free no. 1800 22 55 33

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

The following Statement sets out all material facts relating to the Special Business proposed in this Notice of Postal Ballot ("Notice"):

ITEM NO. 01, 02 and 03

The Board of Directors of the Company, at its meeting held on August 12, 2025, approved and recommended the following for approval of the Members:

- A. Increase of Authorised Share Capital of the Company and consequent alteration of Capital Clause of the Memorandum of Association.
- B. Sub-division of 1 (one) equity share of face value of Rs. 4/- (Rupees Four Only) into 2 (Two) equity shares of face value of Rs. 2/- (Rupees Two Only); and
- C. Issue of 1 (One) bonus equity shares of face value of Rs. 2/- (Rupee Two Only) for every 1 (One) equity share fully paid-up of Rs. 2/- (Rupees Two Only) by capitalising such sums out of Capital Redemption Reserve and/or Securities Premium Account and/or any other permitted reserves as may be considered appropriate.

The Company proposes to issue bonus shares, and to augment further capital in future, the present Authorised Share Capital need to be increased. Presently, the Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) equity shares of Rs. 4/- (Rupees Four Only) each.

In order to facilitate the issue of bonus equity shares and to augment further capital in future, if any, it is proposed to increase the Authorised Share Capital to Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 20,00,00,000 equity shares of face value of Rs. 4/- (Rupees Four Only) each, by creation of additional 7,50,00,000 equity shares of face value of Rs. 4/- (Rupees Four Only) each.

The increase in Authorised Share Capital and consequential amendments to Clause V of the Memorandum of Association of the Company, requires members' approval in terms of Section 13, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals as stated in the resolution at item no. 1 of the notice.

In order to improve the liquidity of the Company's share and make them more affordable, thereby encouraging greater participation from retail investors and broadening the small investor base, the Board of Directors of the Company has recommended to sub-divide (split) Company's 1 (one) Equity Share of face value of Rs. 4/- (Rupees Four Only) each into 2 (Two) Equity Shares of face value of Rs. 2/- (Rupee Two Only) each without altering the paid up capital of the Company, subject to the approval of the members. The Record Date for the aforesaid sub-division of the Equity Shares shall be fixed by the Board of Directors

Further, in view of the proposed sub-division of equity shares of face value of Rs. 4/- each to Rs. 2/- each, it is proposed to alter the authorised share capital to Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 40,00,00,000 equity shares of face value of Rs. 2/- each and to amend the capital clause of the Memorandum of Association as stated in the resolution at item no. 2 of the notice.

In appreciation of continuing support from shareholders of the Company and after considering the available reserves, with the Company and subject to the consent of Shareholders of the Company and all other requisite approvals, permissions, sanctions, the Board had considered, approved and recommended the issue of bonus equity shares of Rs. 2/- (Rupees Two Only) each (after considering the sub-division), credited as fully paid-up to existing members of the Company in the proportion of 1:1, by capitalizing such sums standing to the credit of Capital Redemption Reserve and/or the securities premium account and/or any other permitted reserves, as per the audited financial statements of the Company for the financial year ended March 31, 2025, as may be considered appropriate.

The proposed sub-division of the face value of equity share and issue of bonus shares is authorised by the Articles of Association of the Company.

The Record Date for the aforesaid sub-division of equity shares and issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained. Further, the aforesaid sub-division and bonus issue would, inter alia, require fair and reasonable adjustment to the stock options that have been vested and yet to be exercised or stock options to be granted and also to the exercise price of such options, under the Nazara Technologies Employee Stock Option Scheme, 2023 as on the Record Date. The Scheme provides for making a fair and reasonable adjustment to the outstanding stock options as mentioned above.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his/her/ its demat account with a depository participant, to the Company / its Registrar and Transfer Agent on or before Monday, September 18, 2025 to enable it to issue the bonus equity shares in dematerialised form.

With respect to the bonus equity shares of members holding equity shares in physical form who have not provided their demat account details to the Company, the said bonus equity shares shall be credited in dematerialised form to a new demat suspense account to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account, shall remain frozen.

Pursuant to proviso to Regulation 295 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein, the decision to announce the bonus issue was taken subject to shareholders' approval.

Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions on or before Friday, October 10, 2025.

The Board of Directors are of the opinion that the above proposals are in the interest of the Company and its existing and potential investors. The Board has therefore, recommended the resolutions set out at Item Nos. 1, 2 and 3 of this Postal Ballot Notice for the approval of the Members of the Company by way of Ordinary Resolutions.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1, 2 and 3 of this Postal Ballot Notice except to the extent of their shareholding in the Company and outstanding stock options vested, if any, under the Employees Stock Option Schemes of the Company.

ITEM NO. 04 & 05:

The Board of Directors of the Company at their meeting held on August 12, 2025, appointed Mr. Rohit Sharma, as an additional director of the Company pursuant to Section 161 of the Companies Act, 2013 and pursuant to Section 196 of the Companies Act, 2013, as amended, (the "Act") based on the recommendations of the Nomination, Remuneration and Compensation Committee and subject to the approval of the members, had approved the appointment of Mr. Rohit Sharma (DIN: 01738942) as an Whole-time Director, designated as Executive Director on the Board of the Company, liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from August 13, 2025 to August 12, 2030 (both the days inclusive), based on his skills, experience and knowledge.

Consequent upon his appointment, he is considered as a Key Managerial Personnel ("KMP") pursuant to Section 203 of the Act.

Mr. Rohit Sharma is neither disqualified from being appointed as a Director in terms of Section 164(2) of the 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 appointed as Whole-time Director of the Company.

In accordance with Section 196, 197, 198 and other applicable provisions of the Act and rules made thereunder and pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of Mr. Rohit Sharma as Whole-time Director, designated as Executive Director w.e.f. August 13, 2025, shall be recommended to the shareholders for their 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. Rohit Sharma, Whole-time Director, designated as Executive Director, the payment of 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 3 (Three) 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 Listing Regulations or under any other laws for the time being in force, if any.

Brief Profile of Mr. Rohit Sharma 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 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. 04 for approval of the Members by way of an Ordinary Resolution and Item No. 05 for approval of the Members by way of a Special Resolution.

Disclosure(s) in terms of Section 197 read with Schedule V to the Act and applicable Rules thereunder is provided as Annexures to this Notice.

Except for Mr. Rohit Sharma, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the special resolution set out at Item No. 04 & 05 of the Notice.

ITEM NO. 06 & 07:

Mr. Vikash Mittersain has been re-appointed as the Chairman & Managing Director of the Company and Mr. Nitish Mittersain has been re-appointed as the Joint Managing Director & Chief Executive Officer, for a further term of five years, effective from January 17, 2023, to January 16, 2028, by the members in their Extraordinary General Meeting held on December 30, 2022. Due to inadequate profits, the remuneration was approved for the three years of his tenure i.e. from January 17, 2023 to January 16, 2026.

In terms of the provisions of Section 197, read with Schedule V to the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to managerial personnel in case of no profit/inadequacy of profit.

The Company has inadequate profits and in view of the above, approval of the Members is sought for remuneration payable to the Chairman & Managing Director and Joint Managing Director & Chief Executive Officer as set out at Item nos. 06 & 07 of the Notice. It is clarified that no increase in remuneration of the Managerial Personnel is proposed in terms of the resolutions set out at Item nos. 06 & 07 of this Notice and the proposed remuneration is within the overall remuneration limits already approved by the Members earlier at the EGM as stated above.

The Nomination, Remuneration and Compensation Committee of Directors and the Board of Directors at their meetings held on August 12, 2025, have considered this proposal and recommended/ approved the proposed remuneration to be paid to the managerial personnel, subject to approval of the Members by way of Special Resolution.

The Board recommends the resolution set out at Item Nos. 06 and 07 of the Notice to the Members for their consideration and approval, by way of Special Resolution.

Disclosure(s) in terms of Section 197 read with Schedule V to the Act and applicable Rules thereunder is provided as Annexures to this Notice.

The information of Mr. Vikash Mittersain and Mr. Nitish Mittersain as required under Secretarial Standard (SS-2) on General Meetings, SEBI Listing Regulation at the time of seeking reappointment were provided in the Notice of Extraordinary General Meeting dated December 30, 2022 and is also available at https://cdn.prod.website-files.com/648939088bfc729866e83bb2/649b3f14f0fb994abb9098c3_notice-of-extra-ordinary-general-meeting-december-30-2022.pdf

Except for Mr. Vikash Mittersain and Mr. Nitish Mittersain, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the special resolution set out at Item No. 06 & 07 of the Notice.

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

Sd/-

Arun Bhandari

Company Secretary & Compliance Officer

Membership No.: F8754

Place: Mumbai

Date: August 12, 2025

Registered Office:

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

ANNEXURE I TO THE POSTAL BALLOT NOTICE

Additional Information on Director recommended for appointment/re-appointment 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. Rohit Sharma
DIN	01738942
Date of Birth (Age)	September 13, 1971 (54 years)
Date of First Appointment	August 13, 2025
Designation	Additional Director, Whole-time Director, Designated as Executive Director
Qualification(s)	Mr. Rohit Sharma holds a Physics degree from Delhi University and an MBA from Lancaster University, UK
Brief Profile Experience (including expertise in specific functional area)	<p>Mr. Rohit Sharma is the ex-Founder and CEO of POKKT Mobile Ads, the leading ad platform for mobile games in India, Southeast Asia (SEA) and the Middle East and North Africa (MENA). Following the acquisition of POKKT by Japan's AnyMind Group in March 2020, he became Global COO and a Board Member of AnyMind Group. In 2023, AnyMind was successfully listed on the Tokyo Stock Exchange.</p> <p>With over 25 years of experience in building teams and businesses in video games and digital media, Mr. Rohit Sharma has held several leadership roles. Prior to founding POKKT, he served as CEO – Digital Business at the Reliance ADA Group, where he was responsible for building its gaming and digital businesses.</p> <p>He is a recognized speaker at leading global events on digital media, mobile advertising and games.</p>
Relationship with Directors, Managers and Key Managerial Personnel	None
Terms and conditions of appointment	As mentioned in the notice and the explanatory statement at Item No. 04 & 05
Remuneration proposed to be paid	As mentioned in the notice and the explanatory statement at Item No. 04 & 05
Remuneration last drawn	NA.
Number of Board meetings attended during the year	NA.
List of Directorships held in other companies (including Listed Companies)	<ul style="list-style-type: none"> • Smaaash Entertainment Private Limited • Datawrkz Business Solutions Private Limited
List of Chairmanship or membership of various Committees in others public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NA
Listed entities from which the Director has resigned in last three years	NA
Number of equity shares held in the Company	Nil

ANNEXURE II TO THE POSTAL BALLOT NOTICE

INFORMATION PURSUANT TO SECTION 197 READ WITH SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 FOR ITEM NO. 05 TO 07:

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			
4	Financial performance based on given indicators				
		(Rs in Millions)			
	Particulars	Consolidated		Standalone	
		FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
	Revenue from Operations	16,239	11,383	344	233
	Total Expenditure	16,299	11,125	691	1,599
	Net Profit/ Loss before tax	779	1,034	318	(920)
	Profit/(Loss) for the year	625	895	280	(975)
	Equity Share Capital	350	306	350	306
	Other Equity	28,280	19,680	26,461	15,724
	Net Current Assets	4,818	15,147	4,557	10,339
	Cash & Cash Equivalents (including bank balances)	4,582	12,097	745	8,730
	EPS	10.86	10.28	3.50	(14.07)
5	Foreign investments or collaborations, if any.	The Company has made foreign investments in its wholly owned subsidiaries 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.			

INFORMATION ABOUT THE DIRECTORS PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

Sr. No.	Details	Mr. Rohit Sharma	Mr. Vikash Mittersain	Mr. Nitish Mittersain
1.	Background details	<p>Mr. Rohit Sharma holds a Physics degree from Delhi University and an MBA from Lancaster University, UK</p> <p>Mr. Rohit Sharma is the ex-Founder and CEO of POKKT Mobile Ads, the leading ad platform for mobile games in India, Southeast Asia (SEA) and the Middle East and North Africa (MENA). Following the acquisition of POKKT by Japan's AnyMind Group in March 2020, he became Global COO and a Board Member of AnyMind Group. In 2023, AnyMind was successfully listed on the Tokyo Stock Exchange.</p> <p>With over 25 years of experience in building teams and businesses in video games and digital media, Mr. Rohit Sharma has held several leadership roles. Prior to founding POKKT, he served as CEO – Digital Business at the Reliance ADA Group, where he was responsible for building its gaming and digital businesses. He is a recognized speaker at leading global events on digital media, mobile advertising and games.</p>	<p>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 25 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).</p>	<p>Mr. Nitish Mittersain 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 25 years. He is also a trustee of the Dr. B. K. Goyal Heart Foundation and India Business Group (Chamber of Commerce).</p>
2.	Past remuneration	NA	The details of remuneration drawn by Mr. Vikash Mittersain, in the preceding FY 2024-25 from the Company is Rs. 1.53 Crores per annum.	The details of remuneration drawn by Mr. Nitish Mittersain, in the preceding FY 2024-25 from the Company is Rs. 3.94 Crores per annum.
3.	Recognition or awards	None	None	None

4.	Job profile and his suitability	He is proposed to be appointed as Whole-time Director of the Company, designated as Executive Director. He shall devote his whole time to perform the duties and responsibility as decided by the board.	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.	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 of Item No. 05.	As mentioned in the resolution and explanatory statement above. There is no revision proposed in the remuneration payable to Mr. Vikash Mittersain.	As mentioned in the resolution and explanatory statement above. There is no revision proposed in the remuneration payable to Mr. Nitish Mittersain.
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.	The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the appointee.	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. Rohit Sharma has no pecuniary relationship with the Company, directly or indirectly, or with any Director or managerial personnel.	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.	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 is 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. 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> <p>Further, on consolidated basis the profitability of the Company has been significantly improved over the years.</p>