

November 23, 2023

To,
Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.
Scrip Code: 543280

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1. G Block,
Bandra -Kurla Complex, Bandra (East),
Mumbai- 400051.
Scrip Symbol: NAZARA

Subject: Disclosure under Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is to inform you that the Securities and Exchange Board of India ("SEBI") has issued an administrative warning vide their letter dated November 22, 2023 attached as "Annexure A".

The said letter mentioned that with reference to Corporate Governance Report for the quarters ended December 31, 2022 and June 30, 2023, submitted by the Company, SEBI observed that the gap of 200 days between the two consecutive risk management committee meetings held during the said quarters is not in line with the provisions of Regulation 21(3C) of the Listing Regulations.

The Company is therefore warned and advised by SEBI to ensure compliance with all applicable provisions of SEBI Regulations in future.

There is no impact on financial, operation or other activities of the Company pursuant to abovementioned administrative warning letter.

We request you to kindly take this on record.

Yours faithfully,

For **Nazara Technologies Limited**

VARSHA

VALLABH VYAS

Varsha Vyas

Company Secretary & Compliance officer

M. No. - 57238

Digitally signed by
VARSHA VALLABH VYAS
Date: 2023.11.23
14:32:56 +05'30'

Encl.: As Above

India | Middle East | Africa | Europe



Deputy General Manager
Corporation Finance Department
Division of Supervision, Enforcement & Complaints - 1
Email: jitendrak@sebi.gov.in

BY EMAIL AND HAND DELIVERY

SEBI/HO/CFD/SEC-1/OW/P/2023/46503/1
November 22, 2023

Nazara Technologies Limited
51-54, Maker Chambers III,
Nariman Point,
Mumbai,
Maharashtra, 400021
E-mail: <cs@nazara.com>

Kind attention: Company Secretary and Compliance officer

Sir/Madam,

**Subject: Administrative warning letter – Non-Compliance with SEBI
(Listing Obligations and Disclosure Requirements) Regulations,
2015 (“LODR Regulations”)**

1. This is with reference to the Corporate Governance Reports for the period ended December 2022 and June 2023 made by Nazara Technologies Limited (“Company”) under SEBI LODR Regulations, 2015, to the Stock Exchanges.
2. It was observed in the said Reports that the two consecutive meetings of Risk Management Committee were held on October 20, 2022 and May 08, 2023.
3. Having regard to the above, the gap of 200 days between abovementioned two consecutive meetings is not in line with the provisions of Regulation 21(3C) of the SEBI (LODR) Regulations, 2015, wherein the meetings of the Risk Management Committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.



4. The aforesaid non-compliance is viewed seriously. You are hereby warned and advised to ensure compliance with all applicable provisions of SEBI Regulations. Any such aberration in future would be viewed seriously and appropriate action would be initiated.
5. You are also advised to place this letter before your Board of Directors in its next meeting and disseminate the same to the stock exchange(s). The stock exchanges are advised to take note of the contents of the letter.

Yours faithfully,

Jitendra Kumar

Jitendra Kumar



Copy to -

1. NSE (*via email*)
2. BSE (*via email*)