

January 27, 2023

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

Scrip Code: 543280

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

Sub: Disclosure under Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") regarding indirect acquisition of equity shares of Nazara Technologies Limited ("the Company").

Dear Sir/ Madam,

With respect to the above captioned subject, please find enclosed herewith the disclosure as required under Regulation 10(5) of the Takeover Regulations with respect to proposed change in the partners contribution of Mitter Infotech LLP (Promoter of the Company) by way of an re-constitution deed and accordingly Mr. Nitish Mittersain and Mr. Vikash Mittersain, Promoters of the Company, will be entitled to 50% and 20% of the share in the profit & loss of Mitter Infotech LLP being an increase from 2.61% and 10.12% respectively and the share of Ms. Sandhya Mittersain (Promoter Group) will be reduced from 87.27% to 30%, the details of which are enclosed herewith as Annexure A.

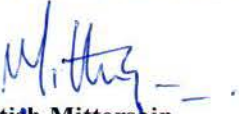
Please note that this transaction, being inter-se transfer of shares amongst the immediate relatives of promoters, falls within the exemptions provided under Regulation 10(1)(a)(i) of Takeover Regulations. The aggregate holding of promoters and promoter group before and after the above inter-se transactions remains the same.

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

Thanking you.

Yours Faithfully,

For and on behalf of Acquirers


Nitish Mittersain

Vikash Mittersain

Encl: a/a

Annexure A

Format for Disclosures under Regulation 10 (5) – Intimation to the Stock Exchanges in respect of acquisition under Regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

1.	Name of the Target Company (TC)	Nazara Technologies Limited
2.	Name of the acquirer(s)	Mr. Nitish Mittersain (Acquirer) Mr. Vikash Mittersain (Acquirer) Ms. Sandhya Mittersain (Transferor)
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its Promoters	Yes, the acquirer(s) are promoters of the TC prior to the transaction.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Ms. Sandhya Mittersain (Reconstitution of partners interest in Mitter Infotech LLP)
	b. Proposed date of acquisition	February 03, 2023
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Mr. Nitish Mittersain and Mr. Vikash Mittersain will be entitled to 50% share and 20% share respectively in the partners contribution and profit & loss of Mitter Infotech LLP (Promoter of the Target Company) which is an increase from the former share being 2.61% and 10.12% respectively,
	d. Total shares to be acquired as % of share capital of TC	Mr. Nitish Mittersain and Mr. Vikash Mittersain share in the profit and loss of Mitter Infotech LLP is being increased by 47.39% share and 9.88% share respectively and Mitter Infotech LLP is holding 15.91% equity stake in the Target Company. Hence, proportionate percentage of indirect acquisition shall be 7.54% and 1.57% respectively in Target Company.
	e. Price at which shares are proposed to be Acquired	Not Applicable, since the inter se transfer is amongst the partners of Mitter Infotech LLP i.e, within the promoter & promoter group of the Target Company
	f. Rationale, if any, for the proposed transfer	Inter- se transfer between the promoters and promoter group of the Target Company in the partners interest of Mitter Infotech LLP
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open Offer	Regulation 10(1)(a)(i) of SEBI (SAST) Regulations, 2011
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	This being an indirect acquisition, calculation of volume weighted average market price is not applicable

 Nitish =

7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not Applicable			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	The partners of Mitter Infotech LLP will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	All the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with			
11.	Shareholding details	Before the Proposed Transaction		After the proposed transaction	
		No. of shares / voting rights	% w.r.t Total Share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
	a Acquirer(s) and PACs (other than sellers)(*)	Please refer Annexure-1			
	b Seller (s)				

For and on behalf of the Acquirers



Nitish Mittersain

Vikash Mittersain



Date: January 27, 2023

Place: Mumbai

Annexure-1

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

Shareholding Details	Before the proposed transaction		After the proposed transaction	
	No. of shares/ Voting Rights	% w.r.t. total share capital of TC	No. of shares/ Voting Rights	% w.r.t. total share capital of TC
Details of Acquirer				
Mr. Nitish Mittersain	20,22,906	3.06	20,22,906	3.06
Mr. Vikash Mittersain	500	0.00	500	0.00

Details of Transferor

Shareholding Details	Before the proposed transaction		After the proposed transaction	
	No. of shares/ Voting Rights	% w.r.t. total share capital of TC	No. of shares/ Voting Rights	% w.r.t. total share capital of TC
Ms. Sandhya Mittersain	Nil			

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

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

* Please refer the note provided above.



Note:

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

Pursuant to the proposed change in the partner's contribution of Mitter Infotech LLP by way of re-constitution agreement, the revised partner's interest of Mitter Infotech LLP will be as follows:

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

Further, pursuant to abovementioned re-constitution of Mitter Infotech LLP, the partners interest of Ms. Sandhya Mittersain in Mitter Infotech LLP is getting reduced and the share of her son and spouse, Mr. Nitish Mittersain and Mr. Vikash Mittersain respectively is being increased. The shareholding pattern of Target Company will remain intact before and after the proposed transaction. Regulation 10(1)(a)(i) of Takeover Regulations provides that acquisition pursuant to inter se transfer of shares amongst immediate relatives will be exempt from obligation of making open offer under the Takeover Regulations. This form is being filed under Regulation 10(5) of Takeover Regulations. For the purpose of this form, Mr. Nitish Mittersain and Mr. Vikash Mittersain has been regarded as Acquirers and Ms. Sandhya Mittersain has been considered as transferor.

