

November 12, 2025

To,

**Listing Compliance Department BSE Limited** 

Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001. **Scrip Code: 543280** 

Dear Sir/Madam,

**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: Monitoring Agency Report for the quarter ended on September 30, 2025

With reference to the above subject, pursuant to Regulation 32(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), we are enclosing the Monitoring Agency Report of the Company for the quarter ended September 30, 2025, issued by ICRA Limited, the Monitoring Agency, appointed by the Company to monitor the utilisation of proceeds raised through following:

- 1) Issuance and allotment of 71,42,856 fully paid up equity shares of the Company having face value of Rs. 4/- each at a price of Rs. 714/- (including a premium of Rs. 710/-) per equity share, by way of Preferential Issue under Chapter V of SEBI ICDR Regulations.
- 2) Issuance and allotment of 50,00,000 fully paid up equity shares of the Company having face value of Rs. 4/- each at a price of Rs. 990/- (including a premium of Rs. 986/-) per equity share, by way of Preferential Issue under Chapter V of SEBI ICDR Regulations.

You are requested to take the same on records.

Thanking you.

Yours faithfully, For Nazara Technologies Limited

Arun Bhandari **Company Secretary and Compliance Officer** Encl. As above

# **Nazara Technologies Limited**

CIN: L72900MH1999PLC122970 • 11th Floor, Avighna House, Dr. A.B. Road,

Worli, Mumbai - 400018. 91-22-40330800 / 22810303 / 22813030

info@nazara.com

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www.nazara.com





# **ICRA** Limited

Date: November 12, 2025

Mr. Rakesh Shah Chief Financial Officer Nazara Technologies Limited 51-54, Maker Chamber 3, Nariman Point, Mumbai Maharashtra - 400021.

Dear Sir,

## Re: Final Monitoring Agency report of Nazara Technologies Limited for Q2 FY2026

Please refer to agreement dated January 29, 2025, appointing ICRA Limited as the Monitoring Agency (MA) for Nazara Technologies Limited's Preferential Issue.

After due consideration, ICRA has prepared the attached final Monitoring Agency report as per SEBI (Issue of Capital and Disclosure Requirements) Regulations for Q2 FY2026.

Please note that the Monitoring Agency report does not constitute a commentary on the quality of the objects of the issue, appropriateness or reasonableness of costs or spending by Nazara Technologies Limited against any objects / heads or assurance on outcome of such spending.

We thank you for your kind cooperation extended during the course of Q2 FY2026. Should you require any clarification, please do not hesitate to get in touch with us.

We look forward to your communication and assure you of our best services.

With kind regards

For ICRA Limited

PARUL Digitally signed by PARUL GOYAL NARANG Date: 2025.11.12 14:03:24 +05'30'

Parul Goyal Narang Vice President & Head- Process Excellence Parul.goyal@icraindia.com

Building No. 8, 2<sup>nd</sup> Floor, Tower A DLF Cyber City, Phase II Gurugram – 122002, Haryana Tel.: +91.124 .4545300 CIN : L749999DL1991PLC042749 Website: www.icra.in Email: info@icraindia.com Helpdesk: +91 9354738909

Registered Office: B-710, Statesman House, 148, Barakhamba Road, New Delhi 110001. Tel. :+91.11.23357940-41

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#### MONITORING AGENCY REPORT FORMAT

Name of the Issuer: Nazara Technologies Limited For the Quarter ended: September 30, 2025.

Name of the Monitoring Agency (MA): ICRA Limited

#### (a) Deviation from the objects of the issue:

No deviation - the utilization of the issuance proceeds is in line with the objects of the issue.

#### (b) Range of deviation:

No deviation

#### **Declaration:**

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013. The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain creditrelated analyses. We confirm that we do not perceive any conflict of interest in such relationship/ interest while monitoring and reporting the utilization of the issue proceeds by the issuer. We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

#### Signature:

PARUL Digitally signed by PARUL GOYAL NARANG Date: 2025.11.12
NARANG 14:02:46 +05'30'

Parul Goyal Narang
Vice President & Head- Process Excellence

Analyst: Subhechha Banerjee Quality Analyst: Parul Narang

Sensitivity Label: Internal



#### 1. Issuer Details

Name of the Issuer: Nazara Technologies Limited

Name(s) of the promoter:

| Promoters                    |
|------------------------------|
| Nitish Mittersain            |
| Vikash Mittersain            |
| Mitter Infotech LLP          |
| Plutus Wealth Management LLP |
| Axana Estates LLP            |

Source: BSE

## Industry/ sector to which it belongs:

- Software.

#### 2. Issue Details

**Issue Period**: Opening Date: NA

Closing Date: NA **Type of Issue**: Preferential Issue

Type of specified securities: Preferential issue of Equity Shares

IPO Grading, if any: Not Applicable

Issue Size (Rs. Crore): Issue Size: INR 495.00 crores (50,00,000 fully paid-up Equity Shares of INR 990.00 each including

premium of INR 986.00 each)

With OFS portion: Not Applicable. Excluding OFS portion: Not Applicable Gross Proceeds: INR 495.00 Crore.

Note: Issue related expenses incurred till Q2FY26 is NIL.



| 3. Details of the arrangement ma  | de to ensure the | e monitoring of issue proceeds          |                            |              |
|-----------------------------------|------------------|---|----------------------------|--------------|
|                                   |                  | Source of information,                  |                            | Comments of  |
| Particulars                       | Reply            | certifications considered by            | Comments of the Monitoring | the Issuer's |
| rai ticulai s                     | керіу            | the Monitoring Agency for               | Agency                     | Board of     |
|                                   |                  | the preparation of report               |                            | Directors    |
|                                   |                  | -Peer reviewed CA Certificate           |                            |              |
|                                   |                  | -Confirmation from                      |                            |              |
| Whether all utilization is as per |                  | management                              |                            |              |
| the disclosures in the Offer      | Yes              | -Bank Statement                         | No deviation observed      |              |
| Document?                         |                  | -Offer Letter                           |                            |              |
|                                   |                  | -Notice of EOGM held on                 |                            |              |
|                                   |                  | February 13, 2025                       |                            |              |
| Whether shareholder approval      |                  |   |                            |              |
| has been obtained in case of      | Not              | As confirmed by the Issuer's            |                            |              |
| material deviations# from         | Applicable       | management                              | No comments                |              |
| expenditures disclosed in the     | Applicable       | management                              |                            |              |
| Offer Document?                   |                  |   |                            |              |
| Whether the means of finance      |                  | As confirmed by the Issuer's            |                            |              |
| for the disclosed objects of the  | No               | management                              | No comments                |              |
| issue has changed?                |                  | management                              |                            |              |
| Is there any major deviation      |                  |   |                            |              |
| observed over the earlier         | No               | No deviation observed                   | No comments                |              |
| monitoring agency reports?        |                  |   |                            |              |
| Whether all Government/           |                  |   |                            |              |
| statutory approvals related to    | Not              | As confirmed by the Issuer's management | No comments                |              |
| the object(s) have been           | Applicable       |   |                            |              |
| obtained?                         |                  |   |                            |              |
| Whether all arrangements          |                  |   |                            |              |
| pertaining to technical           | Not              | As confirmed by the Issuer's            | No comments                |              |
| assistance/ collaboration are in  | Applicable       | management                              |                            |              |
| operation?                        |                  |   |                            |              |
| Are there any favorable events    |                  | As confirmed by the Issuer's            | As understood from the     |              |
| improving the viability of these  | No               | management                              | Issuer's management        |              |
| object(s)?                        |                  |   |                            |              |
| Are there any unfavorable         |                  | As confirmed by the Issuer's            | As understood from the     |              |
| events affecting the viability of | No               | management                              | Issuer's management        |              |
| the object(s)?                    |                  |   |                            |              |
| Is there any other relevant       |                  | As a sufficient of the first of         | As an also at a life at    |              |
| information that may materially   | No               | As confirmed by the Issuer's            | As understood from the     |              |
| affect the decision making of the |                  | management                              | Issuer's management        |              |
| investors?                        |                  |   |                            |              |

<sup>#</sup> Where material deviation is defined to mean:

<sup>(</sup>a) Deviation in the objects or purposes for which the funds had been raised

<sup>(</sup>b) Deviation in the amount of funds actually utilized by more than 10% of the amount specified in the offer document



# Details of the object(s) to be monitored (i) Cost of object(s)

|          | (i) cost of t  |  |  |                                |   |                                |                                 |   |
|----------|--|--|--|--------------------------------|---|--------------------------------|---------------------------------|---|
|          |  | Source of information,   | Original cost                                    |                                |   | Commen                         | ts of the Issue<br>Directors    | er's Board of                                   |
| S.<br>N. | Item Head  | certifications considered by the Monitoring Agency for the preparation of report | (as per the<br>offer<br>document)<br>[Rs. Crore] | Revised<br>cost<br>[Rs. Crore] | Comments of<br>the Monitoring<br>Agency | Reason<br>for cost<br>revision | Proposed<br>financing<br>option | Particulars<br>of firm<br>arrangem<br>ents made |
| 1        | Expansion and growth                                     | - Notice of EOGM<br>held on February 13,<br>2025                                 | Upto 371.25                                      | -                              | No comments                             |                                |                                 |   |
| 2        | General Corporate Purposes & Preferential Issue expenses | - Notice of EOGM<br>held on February 13,<br>2025<br>-Issuer Confirmation         | Upto 123.75                                      | -                              | No comments                             |                                |                                 |   |
|          | Tota   | <u> </u>   | 495.00   | -                              |   |                                |                                 |   |



# (ii) Progress in the object(s)

| s |  | Source of information, certifications considered   | Amount as proposed in                | Amount utilized<br>[Rs. Crore]     |                    | Total                           | Comments of                         |                             | of the Issuer's<br>Directors |                                 |
|---|--|--|--------------------------------------|------------------------------------|--------------------|---------------------------------|-------------------------------------|-----------------------------|------------------------------|---------------------------------|
| N | Item Head  | by the Monitoring<br>Agency for the<br>preparation of report   | the offer<br>document<br>[Rs. Crore] | As at the beginning of the quarter | During the quarter | At the end<br>of the<br>quarter | unutilized<br>amount<br>[Rs. Crore] | the<br>Monitoring<br>Agency | Reasons<br>for idle<br>funds | Proposed<br>course of<br>action |
| 1 | Expansion and growth                                     | - Notice of EOGM held on<br>February 13, 2025<br>-Peer reviewed CA<br>Certificate<br>-Bank Statement | Upto 371.25                          | -                                  | 18.79              | 18.79                           | 352.46                              | No comments                 |                              |                                 |
| 2 | General Corporate Purposes & Preferential Issue expenses | - Notice of EOGM held on<br>February 13, 2025<br>-Peer reviewed CA<br>Certificate<br>-Bank Statement | Upto 123.75                          | -                                  | -                  | -                               | 123.75                              | No comments                 |                              |                                 |
|   | Total  |  | 495.00                               | -                                  | 18.79              | 18.79                           | 476.21                              |                             |                              |                                 |



# (iii) Deployment of unutilized proceeds

| S.N. | Type of instrument and name of the entity invested in               | Amount invested [Rs. Crore] | Maturity<br>date | Earning<br>[Rs. Crore] | Return on<br>Investment<br>[%] | Market Value as at the<br>end of quarter<br>[Rs. Crore] |
|------|---|-----------------------------|------------------|------------------------|--------------------------------|---|
| 1    | Mutual Fund with Aditya Birla Sun Life Arbitrage Fund Growth        | 30.00                       | NA               | 0.46                   | 1.53%                          | 30.46   |
| 2    | Mutual Fund with Bandhan Overnight Fund                             | 5.50                        | NA               | 0.46                   | 8.40%                          | 5.96  |
| 3    | Mutual Fund with Kotak Arbitrage Fund Direct Growth                 | 30.00                       | NA               | 0.36                   | 1.21%                          | 30.36   |
| 4    | Mutual Fund with Kotak Low Duration Fund                            | 50.00                       | NA               | 0.88                   | 1.77%                          | 50.88   |
| 5    | Mutual Fund with Bandhan Income Plus Arbitrage Active FoF           | 40.00                       | NA               | 0.36                   | 0.90%                          | 40.36   |
| 6    | Mutual Fund with Bandhan Money Manager Fund                         | 25.00                       | NA               | 0.33                   | 1.32%                          | 25.33   |
| 7    | Mutual Fund with ICICI Prudential Income Plus Arbitrage Active FoF  | 40.00                       | NA               | 0.45                   | 1.13%                          | 40.45   |
| 8    | Mutual Fund with ICICI Prudential Banking & PSU Debt Direct Growth  | 40.00                       | NA               | 0.63                   | 1.58%                          | 40.63   |
| 9    | Mutual Fund with Invesco India Arbitrage Fund Direct Growth         | 30.00                       | NA               | 0.47                   | 1.56%                          | 30.47   |
| 10   | Mutual Fund with TRUSTMF Banking & PSU Fund Direct Growth           | 20.00                       | NA               | 0.26                   | 1.31%                          | 20.26   |
| 11   | Mutual Fund with Tata Arbitrage Fund Direct Growth                  | 30.00                       | NA               | 0.39                   | 1.29%                          | 30.39   |
| 12   | Mutual Fund with Tata Gilt Securities Fund Direct Growth            | 40.00                       | NA               | -0.03                  | 0.07%                          | 39.97   |
| 13   | Mutual Fund with SBI Short Term Debt Fund Direct Growth             | 25.00                       | NA               | 0.49                   | 1.95%                          | 25.49   |
| 14   | Mutual Fund with SBI Income Plus Arbitrage Active FoF Direct Growth | 25.00                       | NA               | 0.23                   | 0.93%                          | 25.23   |
| 15   | Fixed Deposit with IndusInd Bank                                    | 45.00                       | 28-Sep-26        | 0.83                   | 2.00%                          | 45.83   |
| 16   | Balance in Standard Chartered Bank                                  | 0.71                        | -                | -                      | -                              | 0.71  |
|      | Total   | 476.21                      |                  | 6.57                   |                                | 482.78  |

Source: As certified by Nikunj Raichura & Associates



(iv) Delay in the implementation of the object(s)

|      |  | Completion dat                                      | te          |   |                  | of the Issuer's<br>of Directors |
|------|--|---|-------------|---|------------------|---------------------------------|
| S.N. | Object(s)  | As per the offer document                           | Actual      | <b>Delay</b><br>[Number of days or<br>months] | Reason for delay | Proposed course of action       |
| 1    | Expansion and growth                                     | Within 36 months from the date of receipt of funds. | On Schedule | NA  |                  |                                 |
| 2    | General Corporate Purposes & Preferential Issue expenses | Within 36 months from the date of receipt of funds. | On Schedule | NA  |                  |                                 |

Source: Notice of EOGM held on February 13, 2025

| 5. De | 5. Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document |                       |  |                                      |   |  |  |  |  |  |  |
|-------|--|-----------------------|--|--------------------------------------|---|--|--|--|--|--|--|
| S.N.  | Item Head  | Amount<br>[Rs. Crore] | Source of information, certifications considered by the Monitoring<br>Agency for the preparation of report | Comments of the<br>Monitoring Agency | Comments of the Issuer's Board of Directors |  |  |  |  |  |  |
|       | Nil  |                       |  |                                      |   |  |  |  |  |  |  |



# **ICRA** Limited

Date: November 12, 2025

Mr. Rakesh Shah Chief Financial Officer Nazara Technologies Limited 51-54, Maker Chamber 3, Nariman Point, Mumbai Maharashtra - 400021.

Dear Sir,

## Re: Final Monitoring Agency report of Nazara Technologies Limited for Q2 FY2026

Please refer to agreement dated September 29, 2023, appointing ICRA Limited as the Monitoring Agency (MA) for Nazara Technologies Limited's Preferential Issue.

After due consideration, ICRA has prepared the attached final Monitoring Agency report as per SEBI (Issue of Capital and Disclosure Requirements) Regulations for Q2 FY2026.

Please note that the Monitoring Agency report does not constitute a commentary on the quality of the objects of the issue, appropriateness or reasonableness of costs or spending by Nazara Technologies Limited against any objects / heads or assurance on outcome of such spending.

We thank you for your kind cooperation extended during the course of Q2 FY2026. Should you require any clarification, please do not hesitate to get in touch with us.

We look forward to your communication and assure you of our best services.

With kind regards

For ICRA Limited



Parul Goyal Narang Vice President & Head- Process Excellence Parul.goyal@icraindia.com

Building No. 8, 2<sup>nd</sup> Floor, Tower A DLF Cyber City, Phase II Gurugram – 122002, Haryana Tel.: +91.124 .4545300 CIN: L749999DL1991PLC042749 Website: www.icra.in Email: info@icraindia.com Helpdesk: +91 9354738909

 $Registered\ Office:\ B-710,\ Statesman\ House,\ 148,\ Barakhamba\ Road,\ New\ Delhi\ 110001.\ Tel.\ :+91.11.23357940-41$ 

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#### MONITORING AGENCY REPORT FORMAT

Name of the Issuer: Nazara Technologies Limited For the Quarter ended: September 30, 2025.

Name of the Monitoring Agency (MA): ICRA Limited

#### (a) Deviation from the objects of the issue:

No material deviation - the utilization of the issuance proceeds is in line with the objects of the issue.

#### (b) Range of deviation:

No deviation

#### **Declaration:**

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013. The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain creditrelated analyses. We confirm that we do not perceive any conflict of interest in such relationship/ interest while monitoring and reporting the utilization of the issue proceeds by the issuer. We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

#### Signature:

PARUL **GOYAL** 

Digitally signed by PARUL **GOYAL NARANG** Date: 2025.11.12 NARANG 14:34:28 +05'30'

Parul Goyal Narang Vice President & Head-Process Excellence

Analyst: Subhechha Banerjee Quality Analyst: Parul Narang



#### 1. Issuer Details

Name of the Issuer: Nazara Technologies Limited

Name(s) of the promoter:

| Promoters                    |
|------------------------------|
| Nitish Mittersain            |
| Vikash Mittersain            |
| Mitter Infotech LLP          |
| Plutus Wealth Management LLP |
| Axana Estates LLP            |

Source: BSE

# Industry/ sector to which it belongs:

- Software.

#### 2. Issue Details

Issue Period: Opening Date: NA

Closing Date: NA **Type of Issue**: Preferential Issue

**Type of specified securities**: Preferential issue of Equity Shares

IPO Grading, if any: Not Applicable

**Issue Size (Rs. Crore)**: Issue Size: INR 509.99 crores (71,42,856 fully paid up Equity Shares of INR 714 each including premium of INR 710 each),

With OFS portion: Not Applicable. Excluding OFS portion: Not Applicable

Net proceeds as per the offer document: INR 509.99 Crore. \*

\*Net Proceeds are revised as the company has incurred an Issue related expenditure of INR 7.79 crores till  $30^{th}$  September 2025. Hence ICRA will be monitoring the revised proceeds of INR 502.21 crores in Q2 FY26. This revision is within the limits specified in the Letter of offer which states that "While the amounts proposed to be utilized against each of the objects, there may be a deviation of +/- 10% depending upon future circumstances."



| 3. Details of the arrangement ma  | 3. Details of the arrangement made to ensure the monitoring of issue proceeds |   |   |  |  |  |  |  |  |
|---|---|---|---|--|--|--|--|--|--|
| Particulars   | Reply   | Source of information, certifications considered by the Monitoring Agency for the preparation of report                             | Comments of the<br>Monitoring Agency  | Comments of<br>the Issuer's<br>Board of<br>Directors |  |  |  |  |  |
| Whether all utilization is as per the disclosures in the Offer Document?  | Yes   | -Peer reviewed CA Certificate -Confirmation from management -Bank Statement -Offer Letter -Notice of AGM held on September 29, 2023 | The company has utilized the amount allocated to repayment/prepayment of loan of INR 0.92 Crores for funding inorganic growth opportunities |  |  |  |  |  |  |
| Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document? | Not<br>Applicable   | As confirmed by the Issuer's management   | No comments   |  |  |  |  |  |  |
| Whether the means of finance for the disclosed objects of the issue has changed?  | No  | As confirmed by the Issuer's management   | No comments   |  |  |  |  |  |  |
| Is there any major deviation observed over the earlier monitoring agency reports?   | No  | No deviation observed   | No comments   |  |  |  |  |  |  |
| Whether all Government/<br>statutory approvals related to<br>the object(s) have been<br>obtained?                                 | Not<br>Applicable   | As confirmed by the Issuer's management   | No comments   |  |  |  |  |  |  |
| Whether all arrangements pertaining to technical assistance/ collaboration are in operation?                                      | Not<br>Applicable   | As confirmed by the Issuer's management   | No comments   |  |  |  |  |  |  |
| Are there any favorable events improving the viability of these object(s)?  | No  | As confirmed by the Issuer's management   | As understood from the<br>Issuer's management   |  |  |  |  |  |  |
| Are there any unfavorable events affecting the viability of the object(s)?  | No  | As confirmed by the Issuer's management   | Please refer to Note 1 under<br>Section 4(ii) – 'Progress<br>under the objects'   |  |  |  |  |  |  |
| Is there any other relevant information that may materially affect the decision making of the investors?                          | No  | As confirmed by the Issuer's management   | Please refer to Note 1 under<br>Section 4(ii) – 'Progress<br>under the objects'   |  |  |  |  |  |  |



# 4. Details of the object(s) to be monitored

# (i) Cost of object(s)

| S |   | Source of information, certifications                                      | Original cost               |                             |   | Comme                          | ents of the Iss<br>Director | uer's Board of<br>s                   |
|---|---|--|-----------------------------|-----------------------------|---|--------------------------------|-----------------------------|---------------------------------------|
| N | Item Head   | considered by the<br>Monitoring Agency for<br>the preparation of<br>report | offer document) [Rs. Crore] | Revised cost<br>[Rs. Crore] | Comments of the Monitoring Agency   | Reason<br>for cost<br>revision | Proposed financing option   | Particulars of firm arrangements made |
| 1 | Repayment/ prepayment of outstanding debt availed by the Company from the State Bank of India   | - Notice of AGM held on<br>September 29, 2023<br>-Letter of offer          | Upto 62.00                  | 61.08                       | The company has utilized the amount allocated to repayment/prepayment of loan of INR 0.92 Crores for funding inorganic growth opportunities   |                                |                             |                                       |
| 2 | Funding inorganic growth opportunities of the Company and its subsidiaries, including by way of Merger & Acquisition activities, and strategic investments in certain gaming funds by the Company | - Notice of AGM held on<br>September 29, 2023<br>-Letter of offer          | Upto 300.00                 | 300.92*                     | The company has utilized the amount allocated to repayment/prepayment of loan of INR 0.92 Crores for funding inorganic growth opportunities.  Also, Please refer to Note 1 under Section 4(ii) - 'Progress under the objects' |                                |                             |                                       |
| 3 | Meeting long and short-term working capital requirements of the Company and its subsidiaries.   | - Notice of AGM held on<br>September 29, 2023<br>-Letter of offer          | Upto 25.00                  | Not Applicable              | No comments   |                                |                             |                                       |
| 4 | General Corporate Purpose   | - Notice of AGM held on<br>September 29, 2023<br>-Letter of offer          | Upto 122.99                 | 115.20                      | Revision is on account of adjustment of INR 7.79 Crores issue related expenses.   |                                |                             |                                       |
|   | Total   |  | 509.99                      | 502.20                      |   |                                |                             |                                       |

<sup>\*</sup>As stated in the Notice of AGM held on September 29, 2023, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213- 47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors.



# (ii) Progress in the object(s)

| S |   | Source of information, certifications considered by   | Amount as proposed in                |                                    | Amount utilized [Rs. Crore] |                           |                                     | Comments of the           | Comments of the Issuer's<br>Board of Directors |                           |
|---|---|---|--------------------------------------|------------------------------------|-----------------------------|---------------------------|-------------------------------------|---------------------------|--|---------------------------|
| N | Item Head   | the Monitoring Agency for<br>the preparation of report  | the offer<br>document<br>[Rs. Crore] | As at the beginning of the quarter | During the quarter          | At the end of the quarter | unutilized<br>amount<br>[Rs. Crore] | Monitoring<br>Agency      | Reasons<br>for idle<br>funds                   | Proposed course of action |
| 1 | Repayment/ prepayment<br>of outstanding debt<br>availed by the Company<br>from the State Bank of<br>India   | <ul> <li>Notice of AGM held on<br/>September 29, 2023         <ul> <li>Letter of offer</li> </ul> </li> <li>Peer reviewed CA Certificate         <ul> <li>Bank Statement</li> </ul> </li> </ul> | Upto 61.08                           | 61.08                              | -                           | 61.08                     | Nil                                 | No<br>comments            |  |                           |
| 2 | Funding inorganic growth opportunities of the Company and its subsidiaries, including by way of Merger & Acquisition activities, and strategic investments in certain gaming funds by the Company | - Notice of AGM held on<br>September 29, 2023<br>-Letter of offer<br>-Peer reviewed CA Certificate<br>-Bank Statement   | Upto 300.92                          | 300.92                             | -                           | 300.92                    | Nil                                 | Please refer<br>to Note 1 |  |                           |
| 3 | Meeting long and short-<br>term working capital<br>requirements of the<br>Company and its<br>subsidiaries.  | <ul> <li>Notice of AGM held on<br/>September 29, 2023</li> <li>Letter of offer</li> <li>Peer reviewed CA Certificate</li> <li>Bank Statement</li> </ul>   | Upto 25.00                           | 7.71                               | 17.29                       | 25.00                     | Nil                                 | No<br>comments            |  |                           |
| 4 | General Corporate<br>Purpose  | <ul> <li>Notice of AGM held on<br/>September 29, 2023</li> <li>Letter of offer</li> <li>Peer reviewed CA Certificate</li> <li>Bank Statement</li> </ul>   | Upto<br>115.20                       | 115.20                             | -                           | 115.20                    | Nil                                 | Please refer<br>to Note 1 |  |                           |
|   | Tot   | tal   | 502.20                               | 484.91                             | 17.29                       | 502.20                    | Nil                                 |                           |  |                           |

**Note 1: Recent developments as per public disclosures:** ICRA takes note of the exchange disclosure dated  $22^{nd}$  August 2025, pertaining to Online Gaming Bill, 2025 passed by the Parliament on August 21, 2025, which bans online real-money games (ORMGs) and related advertising while promoting other types of online gaming.



As on Q2FY26 Nazara Technologies Limited invested INR 54.93 crore in Moonshine Technology Private Limited, an associate company that operates in real money online gaming. As per the Disclosure under Regulation 30 of the SEBI Regulations, 2015, published by Nazara Technologies Limited in BSE – "we wish to inform that, as a matter of abundant caution and in due respect of the Government's mandate, Moonshine Technologies Private Limited ("Moonshine/Pokerbaazi"), an associate company in which Nazara Technologies Limited (the "Company") holds a 46.07% stake, has ceased offering real money online gaming operations."



# (iii) Deployment of unutilized proceeds

| S.N. | Type of instrument and name of the entity invested in | Amount invested [Rs. Crore] | Maturity date | Earning<br>[Rs. Crore] | Return on<br>Investment<br>[%] | Market Value as at<br>the end of quarter<br>[Rs. Crore] |  |  |  |
|------|---|-----------------------------|---------------|------------------------|--------------------------------|---|--|--|--|
|      | Nil   |                             |               |                        |                                |   |  |  |  |

Source: As certified by Nikunj Raichura & Associates

# (iv) Delay in the implementation of the object(s)

|   | Completion date           |           |   | Comments of the Issuer's Board of Directors |                           |
|---|---------------------------|-----------|---|---|---------------------------|
| Object(s)   | As per the offer document | Actual    | <b>Delay</b><br>[Number of days<br>or months] | Reason for delay                            | Proposed course of action |
| Repayment/ prepayment of outstanding debt availed by the Company from the State Bank of India   | September<br>2026         | Completed | NA  |   |                           |
| Funding inorganic growth opportunities of the Company and its subsidiaries, including by way of Merger & Acquisition activities, and strategic investments in certain gaming funds by the Company | September<br>2026         | Completed | NA  |   |                           |
| Meeting long and short-term working capital requirements of the Company and its subsidiaries.   | September<br>2026         | Completed | NA  |   |                           |
| General Corporate Purpose   | September<br>2026         | Completed | NA  |   |                           |

Source: Notice of AGM held on September 29, 2023

# 5. Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document

| S.N. | Item Head   | <b>Amount</b><br>[Rs. Crore] | Source of information,<br>certifications considered<br>by the Monitoring Agency<br>for the preparation of<br>report | Comments of the<br>Monitoring Agency | Comments of the<br>Issuer's Board of<br>Directors |
|------|---|------------------------------|---|--------------------------------------|---|
| 1    | Investment in Moonshine<br>Technology Private Limited | 46.13                        | -Peer Reviewed CA<br>Certificate<br>-Bank Statement   | No Comments                          |   |
| 2    | Investment in Absolute Sports Private Limited         | 69.07                        | -Peer Reviewed CA<br>Certificate<br>-Bank Statement   | No Comments                          |   |
|      | Total   | 115.20                       |   |                                      |   |