July 17, 2026

To,

Listing Compliance Department	**Listing Compliance Department**
BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers	Exchange Plaza, Plot No. C/1. G Block,
Dalal Street,	Bandra -Kurla Complex, Bandra (East),
Mumbai - 400 001.	Mumbai- 400051.
Scrip Code: 543280	**Scrip Symbol: NAZARA**

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Notice of Extraordinary General Meeting ('EGM') of Nazara Technologies Limited ('the Company')

Dear Sir/Ma'am,

With reference to the captioned subject and in continuation to our intimation dated May 12, 2026 and pursuant to Regulation 30 and other applicable provisions of the Listing Regulations, please find enclosed herewith the Notice convening the EGM of the Company scheduled to be held on Monday, August 10, 2026 at 11:30 a.m. (IST) through Video Conference ("VC") / Other Audio-Visual means ("OAVM") to transact the business(es) set forth in the said Notice.

In compliance with applicable laws and relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the EGM along with the Explanatory Statements is being sent through electronic mode to all the members of the Company whose email addresses are registered with Depository Participant(s) or Registrar and Share Transfer Agent or with Company.

The said Notice has also been hosted on the Company's website at www.nazara.com

You are requested to take the above information on record.

Thanking You,

Yours faithfully
For **Nazara Technologies Limited**

ARUN SHIVA BHANDARI
Digitally signed by ARUN SHIVA BHANDARI
Date: 2026.07.17 17:55:35 +05'30'

Arun Bhandari
Company Secretary and Compliance Officer

Encl: As Above

NAZARA TECHNOLOGIES LIMITED

CIN: L72900MH1999PLC122970

Regd. Office: 11th Floor, Avighna House, Dr. A. B. Road, Worli, Mumbai – 400018.

Tel.: +91-22-40330800; **E-mail:** investors@nazara.com; **Website**: www.nazara.com

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting **("EGM")** of the Members of **NAZARA TECHNOLOGIES LIMITED ("the Company")** will be held on **Monday, August 10, 2026 at 11.30 a.m. (IST)** through Video Conferencing **("VC")** / Other Audio Visual Means **("OAVM")**, to transact the following businesses:

SPECIAL BUSINESS

1. **Appointment of Mr. Mithun Padam Sacheti (DIN: 01683592) as a Non-Executive Director, liable to retire by rotation**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Mithun Padam Sacheti (DIN: 01683592), who was appointed by the Board of Directors of the Company, based on the recommendation of the Nomination, Remuneration and Compensation Committee, as an Additional Director (Non-Executive and Non-Independent) with effect from May 12, 2026 pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being eligible, be and is hereby appointed as a Non-Executive Director, liable to retire by rotation;

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things and to take all such steps as may be necessary, desirable or expedient for the purpose of giving effect to this resolution."

2. **Appointment of Mr. Muraarie Rajan (DIN: 02756837) as an Independent Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and based on the recommendations of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors of the Company, Mr. Muraarie Rajan (DIN: 02756837), who was appointed as an Additional Director (Independent Director) of the Company, with effect from May 12, 2026, who holds office up to the date of the ensuing Annual General Meeting of the Company, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from May 12, 2026 to May 11, 2031 (both the days inclusive);

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things and to take all such steps as may be necessary, desirable or expedient for the purpose of giving effect to this resolution."

3. **Re-designation of Mr. Vikash Mittersain (DIN:00156740) as Founding Chairman in the category of Non-Executive Director of the Company and approval of his remuneration**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulations 17(1A), 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Articles of Association of the Company, in supersession of all earlier resolutions passed in this regard, and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors of the Company ("the Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute to exercise its powers, including the powers conferred by this Resolution), the approval of the Members of the Company be and is hereby accorded to:

(i) re-designate Mr. Vikash Mittersain (DIN: 00156740) from "Chairman & Managing Director" to "Founding Chairman" in the category of "Non-Executive Director" of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from June 01, 2026 to May 31, 2031;

(ii) the payment of the following remuneration for the aforesaid term of five years:

a. fixed remuneration of INR 75,00,000/- (Indian Rupees Seventy-Five Lakhs only) per annum payable monthly; and

b. such other benefits and facilities as may be approved by Nomination, Remuneration and Compensation Committee and/or the Board from time to time in accordance with the applicable policies of the Company. Provided that the value of all benefits, perquisites and facilities shall not exceed INR 10,00,000/- (Indian Rupees Ten Lakhs only) per annum;

(iii) the payment of the following to Mr. Vikash Mittersain, in addition to and outside the remuneration limits referred to in the above-mentioned point (ii) of this Resolution:

a. sitting fees for attending meetings of the Board of Directors and/or Committees thereof, within the limits approved by the Board and prescribed under the Act, and

b. reimbursement of expenses actually and properly incurred in connection with the business of the Company, including travel, stay and entertainment, telephone and mobile, connectivity expenses in accordance with the policies of the Company.

It being clarified that such sitting fees and reimbursements shall not form part of the remuneration for the purposes of Sections 197 and 198 of the Act or the minimum remuneration referred to in clause (v) below;

(iv) approve payment of remuneration referred to in clause (ii) above notwithstanding that the aggregate remuneration payable to Mr. Vikash Mittersain exceeds one per cent of the net profits of the Company computed in accordance with sections 197 and 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof;

(v) notwithstanding anything contained in Sections 197 and 198 of the Act and subject to the provisions of Schedule V to the Act and other applicable provisions, where in any financial year during the period from financial year 2026-27 to financial year 2028-29 the Company has no profits or its profits are inadequate, the remuneration referred to in clause (ii) above shall be payable to Mr. Vikash Mittersain as the minimum remuneration for such financial years;

(vi) pursuant to the Regulation 17(6)(ca) of the SEBI Listing Regulations, approve the payment of remuneration referred to in clause (ii) above to Mr. Vikash Mittersain for the financial year 2026-27, notwithstanding that such remuneration exceeds fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said financial year; and

(vii) pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approve the continuation of Mr. Vikash Mittersain as a Non-Executive Non-Independent Director of the Company upon his attaining the age of seventy-five years during his aforesaid term of office commencing from June 1, 2026 up to May 31, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, writings and instruments and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

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

Sd/-
Arun Bhandari
Company Secretary and Compliance Officer
Membership No.: F8754

Place: Mumbai
Date: July 15, 2026

Registered Office:
11th Floor, Avighna House, Dr. A. B. Road,
Worli, Mumbai – 400018.
CIN: L72900MH1999PLC122970
Website: www.nazara.com Email: investors@nazara.com
Tel.: +91-22-40330800

NOTES:

1. In accordance with the provisions of the Companies Act, 2013 as amended from time to time (‘Act’), read with the Rules made thereunder and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) and such other applicable circulars issued by MCA and SEBI (“the Circulars”) read with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), companies are permitted to conduct Extraordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of members at a common venue. Accordingly, the EGM of the Company is being held through VC/OAVM. The procedure for joining the EGM through VC / OAVM is mentioned in the Notice.

2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, relating to the Special Business under Item No. 1 to 3 to be transacted at the EGM and the relevant details pursuant to the Act, Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) forms part of this Notice.

3. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company situated at 11th Floor, Avighna House, Dr. A. B. Road, Worli, Mumbai – 400018, Maharashtra, India. Since, the EGM is being held through VC/ OAVM, the route map of the venue is not annexed hereto.

4. **Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/ her behalf. Since the EGM is being held through VC/OAVM pursuant to the relevant MCA Circulars and the SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members shall not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

5. Central Depository Services (India) Limited (“CDSL”) has been appointed to provide the facility for voting through remote e-voting, for participation in the EGM through VC/OAVM and e-voting at the EGM. The procedure for voting through remote e-voting, e-voting during EGM and participation in the EGM through VC/OAVM is explained in these Notes.

6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC / OAVM. Institutional Investors, who are Members of the Company and Corporate Members intending to appoint an authorized representative to attend the EGM through VC/OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorization/ Power of Attorney to the Scrutinizer through e-mail at scrutinizer@mgconsulting.in with a copy marked to cs@nazara.com.

7. The Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

8. In case of joint holders, the member whose name appears as the first holder in the order of their names will be entitled to cast vote at the EGM.

9. All the documents referred to in the Notice and the Explanatory Statement pursuant to Section 102(1) of the Act shall be available electronically for inspection by the Members from the date of circulation of this Notice up to 5:00 p.m. (IST) on the last date of remote e-voting and during the EGM. Members seeking to inspect the aforesaid documents may send their request in writing to the Company at cs@nazara.com mentioning their Folio No./DP ID and Client ID (BO ID).

10. Members who have not yet registered their e-mail addresses are requested to register the same with their respective Depository Participants ("DP") in case the equity shares are held by them in dematerialised form. Members holding shares in physical form are requested to intimate such changes to Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 (the "RTA of the Company") quoting their folio number.

11. Members are requested to update/intimate changes, if any, in their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the Equity Shares are held by them in dematerialised form and to the RTA of the Company quoting their folio number, if the Equity shares are held by them in physical form by submitting Form ISR-1. The said form is available on the website of the Company at https://investors.nazara.com/investor-information and on the website of RTA at https://web.in.mpms.mufg.com/KYC-downloads.html.

12. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA of the Company/ Depositories, unless a Member has requested for a physical copy of the same. Members may note that the Notice is also available on the Company's website www.nazara.com, websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and on the website of CDSL www.evotingindia.com.

13. As per the provisions of Section 72 of the Act and the SEBI Circulars, the facility for making nominations is available for the Members in respect of the Equity Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the Company's website https://investors.nazara.com/investor-information. The Members are requested to submit the said details to their DPs in case the Equity Shares are held by them in dematerialized form and to the RTA of the Company quoting their folio number in case the Equity Shares are held by them in physical form.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

15. The Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

    Accordingly, Members 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 https://investors.nazara.com/investor-information. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. Non-Resident Indian members are requested to inform the RTA of the Company immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.

17. To comply with the provisions of Section 88 of the Act, read with Rule 3 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company shall be required to update its database by incorporating some additional details of its members in its records. Members are therefore requested to kindly submit their e-mail ID and other details to their respective Depository Participant/ Depository.

18. **Green Initiative:** To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically. The Company has also issued a Notice in this regard in the Newspapers.

Instructions for e-voting and joining the EGM are as follows.

A. VOTING THROUGH ELECTRONIC MEANS

i. As you are aware, as permitted by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), the general meetings of the companies shall be conducted as per the guidelines issued by the MCA. Accordingly, the EGM of the Company will thus be held through VC or OAVM. Hence, Members can attend and participate in the EGM of the Company through VC/OAVM.

ii. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

iii. The Members can join the EGM in the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to 1000 (One Thousand) members on first come first-served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

iv. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

v. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Monday, August 03, 2026. (Cut-off date).

vi. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the Cut-off-date i.e. Monday, August 03, 2026, may follow the same instructions as mentioned above for e-voting. A person who is not a member as on the Cut-off date, should treat the Notice for information purpose only.

vii. Only those Members/ Shareholders, who will be present in the EGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting through VC/OAVM mode during the EGM.

viii. 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 to scrutinize the process of remote e-voting and voting on the date of the EGM in a fair and transparent manner. The Voting results will be declared within 2 (Two) working days from the conclusion of the EGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.nazara.com and on the website of CDSL e-voting i.e. www.evotingindia.com and the same shall also be communicated to BSE and NSE, the Stock Exchanges where the Equity Shares of the Company are listed.

ix. The Notice of the EGM and instructions for e-voting along with instructions for participating in the Meeting through VC/OAVM are being sent by electronic mode to all Members whose e-mail address are registered with the Company/RTA of the Company/DP.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING 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.

a. The voting period begins on Wednesday, August 5, 2026 at 09.00 a.m. (IST) and ends on Sunday, August 9, 2026 at 05.00 p.m. (IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, August 03, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. Shareholders who have already voted prior to the virtual meeting date would not be entitled to vote at the virtual meeting during the EGM.

c. Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Regulation 44 of the SEBI Listing Regulations, 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.

d. In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in dematerialized form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

   Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in dematerialized form with CDSL/NSDL is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 & My Easi New 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 or joining virtual meeting & voting during the meeting. Additionally, the links are 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 & My Easi New (Token) Tab and then click on registration option.

Type of shareholders	Login Method
	4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an 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**	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.nsdl.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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 or joining virtual meeting & voting during the meeting.

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 websites.

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 21 099 11
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.

e. Login method for e-voting and joining virtual meetings for **shareholders who are holding shares in physical form and non-individual 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 shareholders who are holding shares in physical mode 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 (i.e. shareholders holding shares in dematerialised form) as well as shareholders holding shares in physical form). • 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. • 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.

f. After entering these details appropriately, click on “SUBMIT” tab.

g. 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.

h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

i. Click on the EVSN of Nazara Technologies Limited on which you choose to vote. The EVSN of the Company is 260715015.

j. 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.

k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

l. 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.

m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

o. 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.

p. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

q. 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 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 Company and the Scrutinizer at the email address viz.: cs@nazara.com and scrutinizer@mgconsulting.in respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING EGM ARE AS UNDER:

- The procedure for attending meeting & e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 (five) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs@nazara.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 (five) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@nazara.com. These queries will be replied to by the Company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
- The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.
- Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
- If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 e-mail to the **Company/RTA of the Company at their designated e-mail 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 & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & 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 21 09911.

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 (CDSL), 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 toll free no. 1800 21 09911.

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

Item No. 1

Appointment of Mr. Mithun Padam Sacheti (DIN: 01683592) as a Non-Executive Director, liable to retire by rotation

The Board of Directors at its meeting held on May 12, 2026, based on the recommendation of the Nomination Remuneration and Compensation Committee, has appointed Mr. Mithun Padam Sacheti (DIN : 01683592) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from May 12, 2026 to hold office up to the date of the ensuing Annual General Meeting of the Company, liable to retire by rotation, in accordance with Section 152 and other applicable provisions of the Companies Act, 2013, as amended, (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Articles of Association of the Company, subject to the approval of the Members of the Company.

The Company has received all statutory declarations/disclosures from Mr. Mithun Padam Sacheti.

Mr. Mithun Padam Sacheti has voluntarily waived his entitlement to sitting fees for attending meetings of the Board of Directors and its Committees, as well as reimbursement of expenses incurred in connection therewith.

His profile and other relevant information as required under the Act, SEBI Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in **Annexure – I** to this Notice.

Mr. Mithun Padam Sacheti has rich and varied experience and his appointment on the Board will be invaluable to the Company's strategic decision making. He is a member of promoter group of the Company as per the provisions of the Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

As per the provisions of the Act and SEBI Listing Regulations, Mr. Mithun Padam Sacheti holds office up to the date of ensuing Annual General Meeting of the Company or for a period of three months from the date of appointment by the Board of Directors of the Company, whichever is earlier. The Company has received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Mithun Padam Sacheti for the office of Director of the Company.

Accordingly, the approval of the Members is being sought for the appointment of Mr. Mithun Padam Sacheti (DIN: 01683592) as a Non-Executive Director of the Company, liable to retire by rotation.

Other than Mr. Mithun Padam Sacheti to whom the resolution relates, and his relatives, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Ordinary Resolution as set out in Item No. 1 of this Notice for the approval by the members of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 1 of this Notice for approval of the Members.

Item No. 2

Appointment of Mr. Muraarie Rajan (DIN: 02756837) as an Independent Director of the Company

The Board of Directors of the Company at its meeting held on May 12, 2026, based on the recommendations of the Nomination, Remuneration and Compensation Committee and subject to the approval of the members, approved the appointment of Mr. Muraarie Rajan (DIN: 02756837) as an Additional Director in the category of Independent on the Board of the Company, not liable to retire by rotation, in accordance with Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, as amended, (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Articles of Association of the Company to hold office for a term of five consecutive years commencing from May 12, 2026 up to May 11, 2031 (both the days inclusive).

The Company has received all statutory consents, declarations and disclosures from Mr. Muraarie Rajan w.r.t. his appointment as an Independent Director on the Board of the Company.

His profile and other relevant information as required under the Act, SEBI Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in **Annexure – I** to this Notice.

Skills & Capabilities required for the Independent Directorship, Process & Basis of Appointment

The Nomination, Remuneration and Compensation Committee had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The Company was on the lookout for highly skilled professionals from various fields who would be eminently qualified for being on the Board of the Company.

The Nomination, Remuneration and Compensation Committee had specified that the new Board member should have a deeper understanding and expertise in Accounts, finance, taxation, governance matters, risk management, capital market, restructuring, foreign collaborations, advisory, and legal matters.

Accordingly, from the shortlisted candidates, the Nomination, Remuneration and Compensation Committee selected and recommended to the Board, the appointment of Mr. Muraarie Rajan as an Independent Director of the Company.

Mr. Muraarie Rajan meets the following skills and capabilities required for the role as an Independent Director of the Company, as identified by the Nomination, Remuneration and Compensation Committee:

- International Business experience: over 30 years working in the UK, US and India. Held leadership positions in investment banking and Corporate India
- General Management: sustainability and protecting interest of all shareholders, Strategic Consulting to Corporates
- Financial and Risk Management Skills: Understanding the financial statements and financial controls, systems and processes & mergers and acquisitions
- Technical, professional skills and knowledge including legal, governance and regulatory aspects
- Core Strategic & Leadership Competencies: Corporate Strategy Development, Strategic Decision-Making, Mergers & Acquisitions (M&A) Execution, Capital Raising (Equity & Debt)
- Large-Scale Transaction Management, Public Market Investments, Private Equity & Strategic Investments, Market Positioning & Fundraising Strategy

Considering his educational qualifications, the extensive knowledge and experience of Mr. Muraarie Rajan, his understanding of business, appointment of Mr. Muraarie Rajan as an Independent Director is in the interest of the Company.

In the opinion of the Board, Mr. Muraarie Rajan, who is proposed to be appointed as an Independent Directors of the Company, fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and is independent of the management.

The letter of appointment for Independent Directors, setting out terms and conditions of the appointment, is available for inspection through electronic mode as per the process defined in notes to the Notice.

Mr. Muraarie Rajan shall be entitled to the sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses, if any, for participating in the Board and other meetings.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the Members. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders, for appointment or re-appointment of a person on the Board of Directors, is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, as Additional Director, Mr. Muraarie Rajan holds office up to the date of the ensuing Annual General Meeting of the Company or for a period of three months from the date of appointment by the Board of Directors, whichever is earlier and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the Shareholders. The Company has received notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Other than Mr. Muraarie Rajan to whom the resolution relates, and his relatives, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Item No. 2 of this Notice for the approval by the members of the Company.

The Board recommends the Special Resolution as set out at Item no. 2 of this Notice for approval of members.

Item No. 3

Re-designation of Mr. Vikash Mittersain (DIN:00156740) as Founding Chairman in the category of Non-Executive Director of the Company and approval of his remuneration

The Members of the Company, at the Extraordinary General Meeting ("EGM") held on December 30, 2022, had approved the re-appointment of Mr. Vikash Mittersain (DIN: 00156740) as Chairman & Managing Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from January 17, 2023. Accordingly, his present term as Chairman & Managing Director is valid until January 16, 2028.

Mr. Vikash Mittersain founded the Company in 1999 and has been associated with the Company as a Director since its inception. As the founder and a promoter of the Company, he has been instrumental in steering its vision, fostering strategic partnerships, and expanding its market presence, and his extensive industry experience, leadership, and long-standing association have contributed substantially to the Company's growth trajectory. After serving the Company in an executive leadership role for over 26 (twenty-six) years,, Mr. Vikash Mittersain has expressed his intention to relinquish his position as Chairman & Managing Director with effect from the close of business hours on May 31, 2026 and continue to serve as the Chairman of the Board, albeit in a non-executive capacity.

In view of his long-standing and pioneering association with the Company and his invaluable contribution towards building the Company, the Board, based on the recommendation of the Nomination, Remuneration and Compensation Committee, at its meeting held on May 12, 2026, approved the re-designation of Mr. Vikash Mittersain from 'Chairman & Managing Director' in the category of Executive Director to 'Founding Chairman' in the category of Non-Executive, Non-Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from June 01, 2026 up to May 31, 2031. Upon the said relinquishment taking effect, the approval accorded by the Members at the EGM held on December 30, 2022 in respect of the appointment and remuneration of Mr. Vikash Mittersain as Chairman & Managing Director shall stand superseded and cease to have effect from June 1, 2026.

Further, on recommendation of the Nomination, Remuneration and Compensation Committee and Board of Directors of the Company, the Members at the EGM held on December 20, 2022 and Postal Ballot concluded on September 15, 2025 had *inter alia* accorded their approval for payment of remuneration to Mr. Vikash Mittersain as under:

- Salary of INR 94,00,000/- (Indian Rupees Ninety-Four Lakhs Only) per annum including variable bonus.
- Perquisites: furnished/non-furnished accommodation or house rent allowance for an amount not exceeding INR 65,00,000 (Indian 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 and such other perquisites in accordance with the Company's policy. 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.
- 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.

Pursuant to the re-designation of Mr. Vikash Mittersain as Non-Executive, Non-Independent Director of the Company, the Board of Directors, based on the recommendation of the Nomination, Remuneration and Compensation Committee, at its meeting held on May 12, 2026, *inter alia*, subject to the approval of Members, had revised the remuneration of Mr. Vikash Mittersain for a term of five years commencing from June 1, 2026 to May 31, 2031 as under:

a. Fixed remuneration of INR 75,00,000/- (Indian Rupees Seventy-Five Lakhs only) per annum payable monthly; and

b. Such other benefits and facilities as may be approved by Nomination, Remuneration and Compensation Committee and/ or the Board from time to time in accordance with the applicable policies of the Company. Provided that the value of all benefits, perquisites and facilities shall not exceed INR 10,00,000/- (Indian Rupees Ten Lakhs only) per annum;

The above remuneration will be paid to Mr. Vikash Mittersain even if it exceeds one percent of the net profits of the Company in accordance with Sections 197 and 198 of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof and notwithstanding the limits approved by the Members of the Company for payment of remuneration to Non-Executive Directors of the Company from time to time. Further, notwithstanding anything contained in Sections 197 and 198 of the Act and subject to the provisions of Schedule V to the Act and other applicable provisions, where in any financial year during the period from financial year 2026-27 to financial year 2028-29, the Company has no profits or its profits are inadequate, the remuneration referred to above shall be payable to Mr. Vikash Mittersain as the minimum remuneration for such financial years.

Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, approval of the Members for payment of the aforementioned remuneration, in the event of absence or inadequacy of profits is accorded only for the financial years from 2026-27 to 2028-29 (both years inclusive), being a period not exceeding three years, and in the event, the Company has no profits or inadequate profits during financial years 2029-30 or 2030-31, the Company shall seek requisite approvals including approval of the Members as may be required under the applicable provisions of the Act and the rules made thereunder.

In addition to the above-mentioned remuneration, he is also entitled to:

- Sitting fees for attending meetings of the Board of Directors and/or Committees thereof, within the limits approved by the Board and prescribed under the Act; and
- Reimbursement of expenses actually and properly incurred in connection with the business of the Company including travel, stay and entertainment, telephone and mobile, connectivity expenses in accordance with the policies of the Company.

It is clarified that such sitting fees and reimbursements shall not form part of the remuneration for the purposes of Sections 197 and 198 of the Act or the minimum remuneration referred to above.

Pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), approval of the Members of the Company by way of a Special Resolution is required to be obtained every year for payment of Annual Remuneration to a single Non-Executive Director exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, giving details of remuneration thereof.

As the remuneration payable to Mr. Vikash Mittersain in the Financial Year 2026-27 is expected to exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company, consent of the Members is sought for passing a Special Resolution as set out at Item No. 3 of this Notice. Further, the Company shall seek fresh approval of the Members for each subsequent financial year, if required under the applicable provisions of the SEBI Listing Regulations.

In terms of Regulation 2(1)(zb) read with Regulation 23 of the SEBI Listing Regulations, since Mr. Vikash Mittersain is a Promoter of the Company, his remuneration has been approved by the Audit Committee of the Company as well.

Further, Mr. Vikash Mittersain will be attaining the age of 75 years during his term of appointment. In compliance with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of directorship of a person who has attained the age of 75 years shall be subject to the approval of the Members by a special resolution. Accordingly, the approval of Members is also being sought for the same.

The rationale for Mr. Vikash Mittersain’s role as Founding Chairman and his continuation beyond the age of 75 years rests on his exceptional institutional knowledge of the Company’s business, his deep understanding of the gaming industry, and the strategic guidance he continues to provide to the Board. As its founder, Mr. Vikash Mittersain built Nazara into India’s first publicly listed gaming company and has been the driving force behind its growth since inception, playing a pivotal role in shaping the Company’s long-term vision, strategy and market positioning and contributing significantly to its emergence as a leading gaming and sports media platform.

Mr. Vikash Mittersain, presently aged 72 years, will attain the age of 75 years during his tenure as Founding Chairman; he remains highly active and continues to demonstrate exceptional commitment to his duties, and the Company expects to continue to benefit from his rich experience through his tenure. He has maintained an exemplary record of attendance and constructive participation in all Board and Committee meetings. He continues to play a critical role in mentoring the executive management team and fostering a culture of robust governance and strategic thinking across the organization. The role of Founding Chairman has been envisaged to ensure continuity of the founder’s perspective, vision and institutional knowledge at the Board level, while the Company’s business and operations continue to be independently managed by a professional management team. This role is non-executive in nature and carries no day-to-day management or operational responsibilities.

The Board believes that his continued association with the Company, even in a non-executive capacity, would serve the best interests of the Company and its stakeholders considering his vision, experience and continued mentorship.

His profile and other relevant information as required under the Act, SEBI Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in **Annexure – I** to this Notice.

The information as required to be disclosed under Part II of Schedule V to the Act forms part of this Notice as **Annexure – II**.

The Company has no outstanding borrowings and has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Other than Mr. Vikash Mittersain to whom the resolution relates, Mr. Nitish Mittersain, Managing Director & CEO and their relatives, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Item No. 3 of this Notice for the approval by the Members of the Company.

The Board recommends the Special Resolution as set out at Item no. 3 of this Notice for approval of the Members.

By Order of the Board of Directors,
Nazara Technologies Limited

Sd/-
Arun Bhandari
Company Secretary and Compliance Officer
Membership No.: F8754

Place: Mumbai
Date: July 15, 2026

Registered Office:
11th Floor, Avighna House, Dr. A. B. Road, Worli, Mumbai – 400018.
CIN: L72900MH1999PLC122970
Website: www.nazara.com Email: investors@nazara.com
Tel.: +91-22-40330800

Annexure – I to the EGM Notice

Details of Directors seeking appointment/re-appointment at the Extraordinary General Meeting in pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	**Mr. Mithun Padam Sacheti**	**Mr. Muraarie Rajan**	**Mr. Vikash Mittersain**
DIN	01683592	02756837	00156740
Age	48 Years	64 Years	72 years
Nationality	Indian	United States of America	Indian
Date of First Appointment	May 12, 2026	May 12, 2026	December 8, 1999
Designation	Non-Executive, Non-Independent Director	Non-Executive, Independent Director	Founding Chairman, Non-Executive, Non-Independent Director
Qualification	Bachelor's degree in Commerce from Sydenham College of Commerce and Economics; certified gemologist from the Gemological Institute of America, California (GIA)	Bachelor of Commerce from the University of Madras, a qualified Chartered Accountant in the UK, and an MBA from the MIT Sloan School of Management	Diploma in industrial electronics from Walchand College of Engineering, Sangli.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Mithun Padam Sacheti comes with a Bachelor's degree in Commerce from Sydenham College of Commerce and Economics and is a certified gemologist from the Gemological Institute of America, California (GIA). Named among GQ's The 50 Most Influential Young Indians, Mithun Padam Sacheti the Founder of CaratLane, has transformed the Indian jewelry landscape. Under his leadership, CaratLane has become India's largest omni-channel jewelry business. With numerous awards and recognitions to his name, Mithun has played a significant role in revolutionizing the Indian jewellery and startup community.	Mr. Muraarie Rajan has extensive experience in corporate strategy, investment banking, fund raising and investor relations. In his career spanning over 35 years, he has held leadership positions in investment banking and industry and has worked across London, New York and India. He commenced his career with McKinsey & Company in New York. Thereafter, he spent over 15 years in investment banking with Wolfensohn & Company, a boutique investment bank specialising in mergers & acquisitions and strategic advisory founded by James D. Wolfensohn and Paul Volcker, Credit Suisse, J.P. Morgan and Harmon & Co. During his tenure on Wall Street, culminating in the position of Managing Director, he led and executed mergers & acquisitions transactions exceeding USD 100 billion across the financial services, consumer, metals, real estate and diversified industrial sectors.	Mr. Vikash Mittersain 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 the Company since its incorporation. He has several years of experience in multiple business sectors. He is also the founder and president of India Business Group (Chamber of Commerce).

Name of the Director	Mr. Mithun Padam Sacheti	Mr. Muraarie Rajan	Mr. Vikash Mittersain
	Post exit, Mithun Sacheti wants to become an enabler for other entrepreneurs. He understands the consumer business space and is keen to explore related opportunities. Mithun's relentless pursuit of blending art, fashion, and jewellery with technology is evident in his oversight of all aspects of consumer interaction. Mithun's remarkable contributions have earned him recognition on both national and international levels. Notably, he was featured on the prestigious cover of Forbes, a testament to his profound impact on the jewellery industry. Titles such as 'Next-Gen Entrepreneur of the Year' by TiE in 2012 and 2023 again, 'Entrepreneur of the Year' by the Confederation of Indian Industry Connect in 2014, Young Turk Award by Retail Jewellers Guild Award in 2015, and Masters of Reinvention by London Business School - Real Innovations Awards in 2017and many more such recognitions reflect his commitment to simplifying jewellery buying, empowering customers, and integrating jewellery into daily lives.	Subsequently, upon returning to India, he joined Piramal Enterprises as Executive Director responsible for mergers & acquisitions, corporate development and investor relations for the group. He was a member of the Management Committee of Piramal Healthcare, the Group Executive Committee of Piramal Enterprises and the Board of Directors of various group companies, including Piramal Glass. He worked closely with the senior management team in identifying and executing transformational transactions for the group. In addition, as Chief Executive Officer, he led the turnaround and subsequent sale of Piramal Diagnostics. Thereafter, he joined the JSW Group as Executive Director responsible for the group's mergers & acquisitions, capital raising and investor relations and was also a member of the Group Executive Committee. Subsequently, he has been associated with corporate clients on strategic transactions and is also an active investor in the public and private markets in India. Mr. Muraarie Rajan holds a Bachelor of Commerce degree from the University of Madras, is a Chartered Accountant qualified in the United Kingdom and holds an MBA from the MIT Sloan School of Management.	
Terms & Conditions of Appointment / Re-appointment	Non-Executive Director liable to retire by rotation.	Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years commencing from May 12, 2026 to May 11, 2031.	Non-Executive Director not liable to retire by rotation to hold office for a period of five consecutive years commencing from June 1, 2026 to May 31, 2031.
Relationship with other Directors/ Key Managerial Personnel of the Company	Mr. Mithun Padam Sacheti is not inter-se related to any other Director / Key Managerial Personnel of the Company	Mr. Muraarie Rajan is not inter-se related to any other Director / Key Managerial Personnel of the Company	Mr. Vikash Mittersain is a father of Mr. Nitish Mittersain, Managing Director and Chief Executive Officer and not related to any other Director/ Key Managerial Personnel of the Company.

Name of the Director	Mr. Mithun Padam Sacheti	Mr. Muraarie Rajan	Mr. Vikash Mittersain
Number of Meetings of the Board attended during the Financial Year 2025-26	Not Applicable	Not Applicable	Attended 9 (Nine) Board Meetings out of 9 (Nine) held during the Financial Year 2025-26.
Shareholding in the Company as on June 30, 2026	31,43,764 shares	Nil	2,000 Shares
Remuneration proposed to be paid	He has voluntarily waived his entitlement to sitting fees and reimbursement of expenses for attending board and committee meetings.	Sitting Fees as approved by the Board of Directors.	(a) fixed remuneration of INR 75 Lakhs p.a. payable monthly; and (b) such other benefits and facilities as may be approved in accordance with the applicable policies of the Company. Provided that the value of all benefits, perquisites and facilities shall not exceed INR 10 Lakhs p.a. In addition to above he is also entitled for Sitting Fees and Reimbursement of expenses.
Remuneration last drawn (FY 2025-26)	Not Applicable	Not Applicable	Remuneration of INR 1.51 Crores was paid to Mr. Vikash Mittersain.
Directorships held in other Companies including listed companies (excluding foreign companies) as on June 30, 2026	a. Starfire Gems Private Limited b. Ajmer Trading Private Limited c. Sacheti Sons Trading Private Limited d. TVS Capital Funds Private Limited e. Dhunseri Poly Films Private Limited f. Metro Brands Limited - Listed Company g. Maa Creations Private Limited h. Orra Fine Jewellery Private Limited	Lamak Agrisol Private Limited	Neerja International Fashions Limited
List of Chairmanship or membership of various Committees in other Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on June 30, 2026	Nil	Not Applicable	Not Applicable
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil

ANNEXURE – II TO THE EGM NOTICE

INFORMATION PERTAINING TO ITEM N0. 3 PURSUANT TO SECTION 197 READ WITH PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 ('the Act')

Sr. No.	I. 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**	

(INR in Lakhs)

Particulars	Consolidated		Standalone	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Revenue from Operations	1,82,898	1,62,391	7,384	3,442
Other Income	1,24,358	9,153	10,841	6,644
Total Income	3,07,256	1,71,544	18,225	10,086
Total Expenditure	1,83,302	1,62,987	13,567	6,911
Net Profit/ Loss before share of profit of associates, joint venture, exceptional items and tax	1,23,954	8,557	4,658	3,175
Exceptional Items	(91,579)	-	(98,979)	-
Share of Profit/Loss of Associates and Joint Venture	(27,848)	(770)	-	-
Tax Expenses / (Credit)	(2,175)	1,534	(824)	371
Profit/(Loss) for the year	6,702	6,253	(93,497)	2,804
Equity Share Capital	7,410	3,505	7,410	3,505
Other Equity	3,39,939	2,82,800	2,16,791	2,64,608
Net Current Assets	63,298	57,430	69,311	45,565
Cash & Cash Equivalents (including bank balances)	25,511	45,817	7,131	7,448
Restated EPS Before Exceptional Items	27.21	2.72	1.50	0.88
Restated EPS After Exceptional Items	2.21	2.72	(25.52)	0.88

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.

II. INFORMATION ABOUT MR. VIKASH MITTERSAIN		
Sr. No.	**Particulars**	**Details of Mr. Vikash Mittersain**
1.	**Background details**	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 the Company in 1999 and has been associated with the operations of the Company since its incorporation. He has several years of experience in multiple business sectors. He is also the founder and president of India Business Group (Chamber of Commerce).
2.	**Past remuneration**	The remuneration of INR 1.51 Crores per annum was drawn by Mr. Vikash Mittersain, in the preceding FY 2025-26 .
3.	**Recognition or awards**	None
4.	**Job profile and his suitability**	He continues to play a critical role in mentoring the executive management team and fostering a culture of robust governance and strategic thinking across the organization. The role of Founding Chairman has been envisaged to ensure continuity of the founder's perspective, vision and institutional knowledge at the Board level, while the Company's business and operations continue to be independently managed by a professional management team. This role is non-executive in nature and carries no day-to-day management or operational responsibilities. Mr. Vikash Mittersain's contribution extends beyond the Company's growth and business performance to the building of its culture, governance framework, and long-term relationships with shareholders, business partners, and other stakeholders.
5.	**Remuneration proposed**	Pursuant to re-designation of Mr. Vikash Mittersain as Founding Chairman, Non-Executive, Non-Independent Director of the Company, it is proposed to revise his remuneration as follows: a. fixed remuneration of INR 75,00,000/- (Indian Rupees Seventy-Five Lakhs only) per annum payable monthly; and b. such other benefits and facilities as may be approved by Nomination, Remuneration and Compensation Committee and/or the Board from time to time in accordance with the applicable policies of the Company. Provided that the value of all benefits, perquisites and facilities shall not exceed INR 10,00,000/- (Indian Rupees Ten Lakhs only) per annum; In addition to the above he is also entitled to: a. sitting fees for attending meetings of the Board of Directors and/or Committees thereof, within the limits approved by the Board and prescribed under the Act, and b. reimbursement of expenses actually and properly incurred in connection with the business of the Company, including travel, stay and entertainment, telephone and mobile, connectivity expenses in accordance with the policies of the Company; It being clarified that such sitting fees and reimbursements shall not form part of the remuneration for the purposes of Sections 197 and 198 of the Act.
6.	**Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**	Taking into consideration the size of the Company, the profile of Mr. Vikash Mittersain, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Non-Executive Chairman is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The proposed remuneration is comparable with prevailing industry benchmarks and is commensurate with the size of the Company, the profile of the position, and the experience, expertise and continued strategic contribution of Mr. Vikash Mittersain as Founding Chairman of the Company.

7.	**Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.**	Save and except his proposed remuneration, Mr. Vikash Mittersain has no other direct or indirect pecuniary relationship with the Company. He is father of Mr. Nitish Mittersain, Managing Director and Chief Executive Officer, and is not related to any other Director or Key Managerial Personnel of the Company.

<table>
<tr><th>Sr. No.</th><th colspan="2">III. Other Information / Disclosures</th></tr>
<tr><td>1.</td><td>Reasons of loss or inadequate profits</td><td>On a standalone basis, the Company’s principal business comprises subscription-based services delivered through telecom operator networks. Regulatory developments, increased competition and changes in the telecom ecosystem have adversely affected this business, resulting in a decline in standalone revenue and a standalone loss for the year, with no computable profits under Section 198 of the Act, The Company’s results were further impacted by impairment losses recognised, wherever required, in accordance with applicable accounting standards.

The Company has pursued an inorganic growth strategy through investments in subsidiaries and associates; while these are strategic and have contributed to growth at consolidated level (Group level), the value created is not reflected in the standalone financial statements until monetised or otherwise realised, and a substantial portion of cash generated by subsidiaries is reinvested to support business expansion and long-term value creation. In addition, while the Company earns income from treasury operations, certain items of income are, by their nature, excluded in computing net profits under Section 198 of the Act. For these reasons, the Company has incurred a standalone loss and has no profits under Section 198 of the Act for the relevant financial year.</td></tr>
<tr><td>2.</td><td>Steps taken or proposed to be taken for improvement</td><td rowspan="2">The management continues to focus on driving sustainable growth through disciplined capital allocation, monetisation of investments, optimisation of operating costs and strengthening the performance of its core businesses. The Company also continues to pursue growth opportunities in the gaming and digital entertainment ecosystem through strategic investments and expansion into new markets.

The Company expects these initiatives to improve operational efficiencies, enhance revenues and strengthen profitability over the medium to long term.</td></tr>
<tr><td>3</td><td>Expected increase in productivity and profits in measurable terms</td></tr>
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