August 06, 2026

To,

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

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

Dear Sir/Madam,

Subject: Monitoring Agency Report for the quarter ended on June 30, 2026

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 June 30, 2026, issued by CARE Ratings Limited, the Monitoring Agency, appointed by the Company to monitor the utilisation of proceeds raised through the issuance and allotment of 1,82,31,000 warrants, each convertible into One (1) fully paid-up equity share having a face value of INR 2/- each, at a price of INR 260/- (including a premium of INR 258/-) per equity share, by way of Preferential Issue under Chapter V of SEBI ICDR Regulations.

You are requested to take the same on record.

Thanking you.

Yours faithfully,
For **Nazara Technologies Limited**

ARUN SHIVA BHANDARI
Digitally signed by ARUN SHIVA BHANDARI
Date: 2026.08.06 21:31:12 +05'30'

Arun Bhandari
Company Secretary and Compliance Officer

Encl. As above

Monitoring Agency Report

CareEdge RATINGS

No. CARE/HO/GEN/2026-27/1120

The Board of Directors
Nazara Technologies Limited
11th Floor, Avighna House,
Dr. Annie Besant Road, Worli,
Mumbai, Maharashtra, India,
PIN Code: 400018.

August 06, 2026

Dear Sir/Ma'am,

Monitoring Agency Report for the quarter ended June 30, 2026 - in relation to the Preferential Issue of Nazara Technologies Limited ("the Company")

We write in our capacity of Monitoring Agency for the Rights Issue for the amount aggregating to Rs. 500.006 crore of the Company and refer to our duties cast under 162A of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended June 30, 2026, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated March 30, 2026.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,

DShah

Darshan Shah
Associate Director
Darshan.Shah@careedge.in

Report of the Monitoring Agency
Name of the issuer: Nazara Technologies Limited
For quarter ended: June 30, 2026
Name of the Monitoring Agency: CARE Ratings Limited
(a) Deviation from the objects: No deviation
(b) Range of Deviation: Not applicable

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 credit related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

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.

Dshah

Signature:
Name and designation of the Authorized Signatory: Darshan Shah
Designation of Authorized person/Signing Authority: Associate Director

1) **Issuer Details:**

Name of the issuer : Nazara Technologies Limited
Name of the promoter : Nitish Mittersain, Vikash Mittersain, Axana Estates LLP, Mitter Infotech LLP and Plutus Wealth Management LLP.
Industry/sector to which it belongs : Entertainment – Digital Entertainment

2) **Issue Details**

Issue Period : June 01, 2026, to June 04, 2026
Type of issue (public/rights) : Preferential issue on a private-placement basis
Type of specified securities : Convertible warrants, each convertible into one fully paid-up equity share
IPO Grading, if any : Not applicable
Issue size (in crore) : Rs. 500.006 crore on full conversion*

*The company had initially proposed to offer up to 1,92,31,000 convertible warrants under the preferential issue at ₹260 per warrant, including a premium of ₹258 per warrant, aggregating to ₹500.006 crore. The proposal was approved by the Board of Directors at its meeting held on March 30, 2026, and subsequently by the shareholders through a special resolution passed at the Extraordinary General Meeting held on May 01, 2026. Subsequently, one of the proposed investors, Classic Enterprises, became ineligible under Chapter V of the SEBI ICDR Regulations, which restricts preferential allotment to a proposed investor who has sold or transferred equity shares of the issuer during the prescribed period. As disclosed by the management, Classic Enterprises had purchased 10,62,259 equity shares of NTL and subsequently sold 12,259 equity shares before the warrant allotment. Accordingly, the proposed allotment of 10,00,000 warrants aggregating to ₹26 crore was excluded. Following receipt of in-principle approvals from BSE and NSE on May 22, 2026, the Board of Directors, through a resolution passed by circulation on June 04, 2026, approved the allotment of 1,82,31,000 convertible warrants aggregating to ₹474.006 crore to four eligible investors. Against the same, the company received ₹118.502 crore, representing 25% of the warrant issue price, equivalent to ₹65 per warrant. The uncalled amount, representing the balance 75% of the issue consideration, stood at ₹355.505 crore, equivalent to ₹195 per warrant, and is payable upon conversion of the warrants within 18 months from June 04, 2026.

3) **Details of the arrangement made to ensure the monitoring of issue proceeds:**

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Not applicable	Private Placement Offer cum Application Letter (PAS-4), CA Certificate*, Management Certificate, Bank Statements	Nil utilisation during the quarter.	No comments received
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not applicable	CA Certificate, Management Certificate	No comment.	No comments received

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether the means of finance for the disclosed objects of the issue have changed?	Yes	PAS-4 dated May 30, 2026 and the Certified True Copy of the Board resolution passed through circulation on June 04, 2026, CA Certificate*, Management Certificate	There has been a change in the means of finance due to the reduction in the size of the preferential issue, which was reduced from the initially proposed ₹5,00,00,60,000 to ₹4,74,00,60,000 after one of the five proposed investors, Classic Enterprises, became ineligible under Chapter V of the SEBI ICDR Regulations. Chapter V restricts preferential allotment to a proposed investor who has sold or transferred equity shares of the issuer during the prescribed period. As disclosed by the management, Classic Enterprises had purchased 10,62,259 equity shares of NTL and subsequently sold 12,259 equity shares before the warrant allotment. Accordingly, the proposed allotment of 10,00,000 warrants aggregating to ₹26,00,00,000 was excluded. The reduction was not due to undersubscription, but it has resulted in change in means of the finance compared to the originally envisaged means of ₹5,00,00,60,000.	No comments received
Is there any major deviation observed over the earlier monitoring agency reports?	Not applicable	CA Certificate*, Management Certificate	First monitoring agency report, hence not applicable.	No comments received
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not applicable	CA Certificate*, Management Certificate	No comment.	No comments received
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	CA Certificate*, Management Certificate	No comment.	No comments received
Are there any favorable/unfavorable events affecting the viability of these object(s)?	Not applicable	CA Certificate*, Management Certificate	No comment.	No comments received
Is there any other relevant information that may materially affect the decision making of the investors?	Yes	Stock-Exchange Filings, NCLT order copy dated May 07, 2025	• **Losses reported in FY26 and Q1FY27** - NTL reported a standalone net loss of ₹934.97 crore in FY26 against a profit of ₹28.04 crore in FY25, mainly due to an impairment loss of ₹988.94 crore on its investment in Moonshine Technologies Private Limited, an associate company, and Halaplay Technologies Private Limited, a subsidiary company, following the enactment of the Promotion and Regulation of Online Gaming Act, 2025 and the consequent cessation of its real-money gaming operations. Further in Q1FY27, NTL reported a standalone net loss of ₹63.15 crore against a profit of ₹27.61 crore in Q1FY26, mainly due to an additional impairment loss of ₹69.61 crore on the	No comments received

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
			balance investment in the said companies, following the Supreme Court judgment upholding the levy of GST on the total face value of bets or deposits placed by players. • **Change in KMP** - As per the stock exchange announcement dated August 03, 2026, Mr. Nitish Mittersain, while continuing in his position as Managing Director (KMP) of the Company, has tendered his resignation from the office of Chief Executive Officer ("CEO") of the Company, with effect from September 01, 2026, concurrent with the assumption of office by Mr. Raymond Albaladejo Stauffer as the CEO appointed by the Board of the Company. • **High percentage of pledged shares of promoter shareholding** - The promoter and promoter-group holding stood at 34.25% as on June 30, 2026 compared to 35.46% as on March 31, 2026, of which 89.61% was pledged as on June 30 , 2026, compared to 55.94% as on March 31, 2026. • **Acquisition of Smaash Entertainment Private Limited** - NTL acquired Smaaash Entertainment Private Limited in June 2025 through an NCLT-approved insolvency resolution plan, which includes reporting about erstwhile Promoters/Directors attempted to transfer funds and brand to related party which was termed as fraudulent and reversed or invalidated later during the insolvency proceedings, and NTL's resolution plan was approved.	

*Chartered Accountant's certificate from M/s. Ashish Shah & Associates LLP, a peer-reviewed firm (FRN: 146564W/W101230), dated August 03, 2026, bearing UDIN 26153479PAHILQ9931. The MA notes that the certificate provides limited assurance on the utilisation statement prepared by the management and states: *"The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed."*

#Where material deviation may be defined to mean:
a) Deviation in the objects or purposes for which the funds have been raised
b) Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

4) Details of objects to be monitored:

(i) Cost of objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	**Proposed financing option**	**Particulars of - firm arrangements made**
1	Expansion and growth	PAS-4, CA Certificate, Management Certificate	375.01	355.51	**	No comments received	No comments received	No comments received
2	General Corporate Purposes & Preferential Issue expenses	PAS-4, CA Certificate, Management Certificate	125.00	118.50	**	No comments received	No comments received	No comments received
Total			**500.01**	**474.01**				

- Chartered Accountant's certificate from M/s. Ashish Shah & Associates LLP, a peer-reviewed firm (FRN: 146564W/W101230), dated August 03, 2026, bearing UDIN 26153479PAHILQ9931. The MA notes that the certificate provides limited assurance on the utilisation statement prepared by the management.

** The issue size was revised from ₹500.01 crore to ₹474.01 crore following the ineligibility of one proposed investor. The revised object-wise bifurcation has been considered as per the percentage allocation disclosed in the PAS-4 dated May 30, 2026, with at least 75% earmarked for expansion and growth and up to 25% for general corporate purposes and preferential-issue expenses.

Note: ₹375.00 crore denotes ₹3,75,00,45,000; ₹125.00 crore denotes ₹1,25,00,15,000; ₹355.50 crore denotes ₹3,55,50,45,000; ₹118.50 crore denotes ₹1,18,50,15,000; ₹500.01 crore denotes ₹5,00,00,60,000; and ₹474.01 crore denotes ₹4,74,00,60,000. The figures in crore are rounded to two decimal places across report.

(ii) Progress in the objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (in Rs. Crore)	Revised Amount as mentioned in the Offer Document (in Rs. Crore)	Total Amount raised till June 30, 2026	Amount utilised in Rs. Crore			Total unutilised amount (in Rs. Crore)	Amount to be received (in Rs. Crore)	Comments of the Monitoring Agency	Comments of the Board of Directors	
						As at beginning of the quarter	During the quarter	At the end of the quarter				Reasons for idle funds	Proposed course of action
1	Expansion and growth	• CA Certificate • Monitoring Account Statement • Management certificate	375.01	355.51	118.50	-	-	-	118.50	355.51	No utilisation during the quarter	No comments received	No comments received
2	General Corporate Purposes & Preferential Issue expenses		125.00	118.50		-	-	-			No utilisation during the quarter	No comments received	No comments received
Total			**500.01**	**474.01**	**118.50****	**-**	**-**	**-**	**118.50**	**355.51****			

- Chartered Accountant's certificate from M/s. Ashish Shah & Associates LLP, a peer-reviewed firm (FRN: 146564W/W101230), dated August 03, 2026, bearing UDIN 26153479PAHILQ9931. The MA notes that the certificate provides limited assurance on the utilisation statement prepared by the management.

**NTL received ₹118.51 crore, representing 25% upfront consideration on the warrants; the entire amount remained unutilised as on June 30, 2026. The balance 75% consideration of ₹355.51 crore is yet to be raised and will become payable within 18 months from the allotment date.

(iii) Deployment of unutilized proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (Rs. Crore)	Maturity date	Earning	Return on Investment (%)	Market Value as at the end of quarter (Rs. Crore)
1	Mutual Fund - Kotak Liquid Fund, Growth Plan	58.50	--	--	--	58.80
2	Mutual Fund - ICICI Prudential Liquid Fund	60.00	--	--	--	60.31
3	Monitoring Account (Standard Chartered Bank)	0.00*	--	--	--	0.00*
	Total	**118.50**				**119.11**

- Chartered Accountant's certificate from M/s. Ashish Shah & Associates LLP, a peer-reviewed firm (FRN: 146564W/W101230), dated August 03, 2026, bearing UDIN 26153479PAHILQ9931. The MA notes that the certificate provides limited assurance on the utilisation statement prepared by the management.

*₹15,000 lying in MA account.

As per the PAS-4, pending utilisation towards the stated objects, the unutilised issue proceeds may be temporarily invested in money-market instruments, including money-market mutual funds, deposits with scheduled commercial banks or other permitted instruments.

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

Objects	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the offer document	Actual		Reason of delay	Proposed course of action
Expansion and growth	Within 36 months from the date of receipt of funds**	Ongoing	Not applicable	No comments received	No comments received
General Corporate Purposes & Preferential Issue expenses	Within 36 months from the date of receipt of funds**	Ongoing	Not applicable	No comments received	No comments received

-- Chartered Accountant's certificate from M/s. Ashish Shah & Associates LLP, a peer-reviewed firm (FRN: 146564W/W101230), dated August 03, 2026, bearing UDIN 26153479PAHILQ9931. The MA notes that the certificate provides limited assurance on the utilisation statement prepared by the management.

** As per the PAS-4, funds received against warrant conversion may be received in tranches, and the proceeds are proposed to be utilised within 36 months from the date of receipt of funds.

Table for scheduled deployment of funds against funds received: *The table covers the tranche-wise status of delay in implementation of the objects.*

Date of receipt of funds	*Amount received (₹ crore)*	*To be utilised by*	*Unutilised amount as on June 30, 2026 (₹ crore)*	*Status of delay*
June 2, 2026	*61.65*	*June 1, 2029*	*61.65*	*Not applicable*
June 3, 2026	*25.00*	*June 2, 2029*	*25.00*	*Not applicable*
June 3, 2026	*26.00*	*June 2, 2029*	*26.00*	*Not applicable*
June 4, 2026	*5.85*	*June 3, 2029*	*5.85*	*Not applicable*
Total	***118.50***		***118.50***	

Note: As per the PAS-4 Private Placement Offer Letter, funds received against warrant conversion may be received in tranches, and the proceeds are proposed to be utilised within 36 months from the date of receipt of funds. Accordingly, the above utilisation dates have been calculated separately from the respective dates of receipt. The entire ₹118.50 crore received as upfront warrant consideration remained unutilised towards the stated objects as on June 30, 2026.

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

Sr. No	Item Head^	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
Not Applicable since there is no utilization towards GCP during the quarter					

-- Chartered Accountant's certificate from M/s. Ashish Shah & Associates LLP, a peer-reviewed firm (FRN: 146564W/W101230), dated August 03, 2026, bearing UDIN 26153479PAHILQ9931. The MA notes that the certificate provides limited assurance on the utilisation statement prepared by the management.

^ Section from the offer document related to GCP:

"The Company shall utilise upto 25% (Twenty Five percent) of the issue proceeds from the Preferential Issue i.e. an amount of INR 125,00,15,000/- (Indian Rupees One Hundred Twenty Five Crores and Fifteen Thousand Only) for general corporate exigencies, which includes, inter alia, for meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable law ("GCP")." (collectively referred as the "Objects")

-Please note that, the PAS-4 mentioned the original amount of ₹125.00 crore, calculated at 25% of the original ₹500.01 crore issue. However, after reduction in issue size to ₹474.01 crore, the 25% ceiling works out to ₹118.50 crore keeping the proportionate allocation same as per the same PAS-4.

Disclaimers to MA report:

a) This Report is prepared by CARE Ratings Ltd (hereinafter referred to as **"Monitoring Agency/MA"**). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. 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.

b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like peer reviewed audit firm appointed by the Issuer believed by it to be accurate and reliable.

c) Nothing contained in this Report is capable or 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 MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.

d) The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from peer reviewed audit firm (or from peer reviewed CA firms), lawyers, chartered engineers or other experts, and relies on in its reports.

e) The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.