

## ANNEXURE I

Corporate Governance

Format to be submitted by listed entity on quarterly basis

1. **Name of Listed Entity:** Nazara Technologies Limited
2. **Quarter ending:** March 31, 2021

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee)&	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity  [in reference to Regulation 17A(1)]@	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]	Number of members in Audit/ Stakeholder Committee (s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vikash Mittersain	00156740	Chairman and Managing Director (Executive)	08/12/ 1999	17/01/2018	-	-	04/06/1954	1	0	1	0

Mr.	Mr. Nitish Mittersain	02347434	Joint Managing Director (Executive)	08/12/ 1999	17/01/2018	-	-	03/03/1979	1	0	1	0
Mr.	Mr. Kuldeep Jain (Refer notes )	02683041	Non-Executive Independent Director	23/11/2020	23/11/2020	-	4	27/01/1975	1	1	0	0
Ms.	Shobha Jagtiani	00027558	Non-Executive Independent Director	4/01/2018	4/01/2018	-	38	09/09/1948	1	1	2	1
Mr.	Probir Roy	00111961	Non-Executive Independent Director	4/01/2018	4/01/2018	-	38	12/11/1958	1	1	2	0
Mr.	Sasha Mirchandani	01179921	Non-Executive Independent Director	4/01/2018	4/01/2018	-	38	26/02/1972	3	3	2	1
Mr.	Rajiv Agrawal	00379990	Non-Executive Director Non Independent Director	22/06/2020	22/06/2020	-	-	28/03/1971	2	0	0	0
Mr.	Karan Bhagat	03247753	Non-Executive Director Non Independent Director	23/11/2020	23/11/2020	-	-	25/04/1977	2	0	0	0

		<b>Whether Regular chairperson appointed- Yes</b>										
		<b>Whether Chairperson is related to managing director or CEO - Yes, Mr. Vikash Mittersain is the Chairman and Managing Director of the Company and Mr. Nitish Mittersain is the Joint Managing Director of the Company. The Chairman is related to Joint Managing Director of the Company. However, the Chairman is not related to Mr. Manish Agarwal, Chief Executive Officer of the Company.</b>										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p> <p><i>@Directorship in this Company is also considered and included</i></p> <p><b>Notes:</b>  <i>Mr. Kuldeep Jain was appointed as Non-Executive on 20th August,2013 and he was re-designated as Independent Director w.e.f 23rd November, 2020 for a five years.</i></p>										

<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent / Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Sasha Mirchandani	Non-Executive Independent Director (Chairman)	04/01/2018	-
		Mr. Nitish Mittersain	Joint Managing Director, Executive Director	04/01/2018	-
		Mr. Probir Roy	Non-Executive Independent Director	04/01/2018	-
		Ms. Shobha Jagtiani	Non-Executive Independent Director	04/01/2018	-
2. Nomination & Remuneration Committee	Yes	Mr. Probir Roy	Non-Executive Independent Director (Chairman)	04/01/2018	-
		Ms. Shobha Jagtiani	Non-Executive Independent Director	04/01/2018	-
		Mr. Kuldeep Jain	Non-Executive Independent Director	04/01/2018	
3. Risk Management Committee(if applicable)		Not Applicable			
4. Stakeholders Relationship Committee'	Yes	Ms. Shobha Jagtiani	Non-Executive Independent Director (Chairperson)	04/01/2018	-
		Mr. Probir Roy	Non-Executive Independent Director	04/01/2018	-
		Mr. Vikash Mittersain	Chairperson and Managing Director, Executive Director	04/01/2018	-
5. Corporate Social Responsibility Committee	Yes	Mr. Vikash Mittersain	Chairperson and Managing Director, Executive Director (Chairman)	04/01/2018	
		Mr. Nitish Mittersain	Joint Managing Director, Executive Director	04/01/2018	
		Ms. Shobha Jagtiani	Non-Executive Independent Director	04/01/2018	
		Mr. Probir Roy	Non-Executive Independent Director	04/01/2018	
<i>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>					

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met* Yes / No</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
October 10,2020	January 4, 2021	Yes	7	4	3
November 23,2020	January 8, 2021	Yes	7	3	3
December 18,2020	January 12, 2021	Yes	6	3	3
December 31,2020	March 02, 2021	Yes	6	2	48
	March 10, 2021	Yes	8	4	7
	March 22, 2021	Yes	7	3	11

\* to be filled in only for the current quarter meetings

### IV. Meetings of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)* Yes / No</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee</b>					
January 12, 2021	Yes	3	2	November 23, 2020	24
March 02, 2021	Yes	4	3	December 18, 2020	48
<b>Nomination, Remuneration and Compensation Committee</b>					
March 02, 2021	Yes	2	2	November 23, 2020	60
-	Yes			December 28, 2020	-
-	Yes			December 31, 2020	-
<b>Stakeholders' Relationship Committee</b>					
-	Yes			November 23, 2020	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

\*\*to be filled in only for the current quarter meetings

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <i>refer note below</i>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<b>Note:</b>	
<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.:- Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p style="margin-left: 20px;">a. Audit Committee:- Yes</p> <p style="margin-left: 20px;">b. Nomination &amp; Remuneration Committee:- Yes</p> <p style="margin-left: 20px;">c. Stakeholders Relationship Committee:- Yes</p> <p style="margin-left: 20px;">d. Risk management committee (applicable to the top 100 listed entities)- NA</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements) Regulations, 2015. :- Yes</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. :- Yes</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.:- NA (refer notes 1)</p>	
<p><b>For Nazara Technologies Limited</b></p> <p><b>Sd/-</b> <b>Pratibha Mishra</b> <b>Company Secretary and Compliance Officer</b></p>	

**Note:**

- With reference to affirmation point no 8.- The applicability of Regulation 27 (2) of SEBI LODR is w.e.f March 30, 2021 and therefore previous quarter report ended December 31, 2020 was not applicable to the Company.

*Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given*

## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>	Yes	www.nazara.com
a) Details of business	Yes	www.nazara.com
b) Terms and conditions of appointment of independent directors	Yes	www.nazara.com
c) Composition of various committees of board of directors	Yes	www.nazara.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.nazara.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.nazara.com
f) Criteria of making payments to non-executive directors	Yes	www.nazara.com
g) Policy on dealing with related party transactions	Yes	www.nazara.com
h) Policy for determining 'material' subsidiaries	Yes	www.nazara.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.nazara.com
j) Email address for grievance redressal and other relevant details	Yes	www.nazara.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.nazara.com
l) Financial results	Yes	www.nazara.com
m) Shareholding pattern	Yes	www.nazara.com
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.nazara.com
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	NA	
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.nazara.com
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.nazara.com
b) Materiality Policy as per Regulation 30	Yes	www.nazara.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.nazara.com
<i>It is certified that these contents on the website of the listed entity are correct</i>	- Yes	

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	NA
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	NA
<i>Compliance Certificate</i>	17(8)	NA
<i>Risk Assessment &amp; Management</i>	17(9)	NA
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes

Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	NA
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	NA
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	NA
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		



**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

**For Nazara Technologies Limited**

**Sd/-**

**Pratibha Mishra**

**Company Secretary and Compliance Officer**