

To
The Board of Directors
Nazara Technologies Limited
**51-54, Maker Chamber 3,
Nariman Point,
Mumbai-400021**

1. This Certificate is issued in accordance with the terms of our engagement letter dated February 22, 2022 with Nazara Technologies Limited ('the Company').
2. In connection with the proposed issuance of 1,10,617 (One Lakh Ten Thousand Six Hundred and Seventeen) Equity Shares of face value of Rs. 4/- (Rupees Four Only) by way of preferential issue on private placement basis (hereinafter 'proposed preferential issue) of the Company, the Company is required to obtain a certificate from a Practicing Company Secretary with regard to compliance with the conditions of the proposed preferential issue as per requirements of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations').
3. In terms of ICDR Regulations, the Company is in the process of issuing a Notice along with Explanatory Statement dated March 4, 2022 (together referred to as 'the Notice') to the shareholders of the Company for convening an Extraordinary General Meeting ('the EGM') scheduled to be held on April 4, 2022, seeking approval of shareholders by a special resolution for the proposed preferential issue of upto 1,10,617 (One Lakh Ten Thousand Six Hundred and Seventeen) Equity Shares of face value of Rs. 4/- (Rupees Four Only) as per Item No. 2 of the Notice.

Management Responsibility

4. The compliance with the aforesaid ICDR Regulations for the preferential issue and allotment of equity shares and preparation of the aforesaid Notice, including its content in respect of Item No. 2 is the responsibility of Management of the Company.
5. Management is also responsible for providing all relevant information to the SEBI, and/or National Stock Exchange of India Limited (NSE), BSE Limited (BSE) being the Stock Exchanges where its equity shares are listed.
6. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:



- i) Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
- ii) Determination of the minimum price of equity shares in accordance with Regulation 164 of the ICDR Regulations.
- iii) Compliance with requirements of the ICDR Regulations.

Verification

7. For the purpose of verifying the compliance of the Regulations, we have examined/ performed the following documents/procedures:

a) With respect to conditions specified in Regulation 159 & 160 of the SEBI (ICDR) Regulations, we have performed the following procedures to confirm the compliance with required conditions:

- Noted the relevant date i.e., March 4, 2022, being the date thirty days prior to the date of EGM being convened on April 4, 2022 in which the resolution approving the preferential issue shall be considered by shareholders;
- verified that the Company has obtained requisite undertaking from the proposed allottees to ensure that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date of March 4, 2022;
- verified from the undertaking and DP statement obtained by the Company from proposed allottee, the 'pre-preferential holding' of equity shares of the Company held by the proposed allottees, is held in the dematerialized form;
- examined the draft Notice of EGM (as approved in the meeting of Board of Directors of the Company held on March 4, 2022) being issued and confirmed that the proposed preferential issue of equity shares of the Company shall be made fully paid up at the time of allotment;
- examined the aforesaid Notice of EGM and confirmed that the special resolution for proposed preferential issue of equity shares of the Company is included in the same;
- enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with NSE and BSE where the equity shares of the issuer is listed.
- verified that the Company has obtained Permanent Account Number ('PAN') of the proposed allottees; and
- Conducted relevant management inquiries and obtained necessary representations.



- b) Read the Notice and verified that the required disclosures in the Notice have been made in accordance with Regulation 163(1) of the ICDR Regulations and other applicable laws and Regulations:
- c) With respect to compliance with minimum price for preferential issue which is in accordance with Regulation 164 of the ICDR Regulations, we have issued our Certificate dated March 4, 2022;

Certification:

8. Based on the verification procedures performed as mentioned above and information, explanations and representations provided by the Company, we certify that the proposed preferential issue is in compliance with the provisions of Chapter V of ICDR Regulations.

Assumption & Limitation of Scope and Review:

9. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
10. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
11. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
12. This certificate is solely for your information and for being made available on the website of the Company to facilitate online inspection by the shareholders from till April 4, 2022 being the date of EGM, to comply with the requirement under ICDR Regulations and accordingly it is not to be used, circulated, quoted, or otherwise referred to for any other purpose.



Place: Mumbai
Date: March 4, 2022
UDIN: F006252C002796457

For **Manish Ghia & Associates**
Company Secretaries
(Unique ID: P2006MH007100)

Mannish L. Ghia

CS Mannish L. Ghia
Partner
M. No. FCS 6252 C.P. No. 3531
PR 822/2020