November 14, 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 September 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), we are enclosing the Monitoring Agency Report of the Company for the quarter ended September 30, 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 ₹ 2/- each, at a price of ₹ 260/- (including a premium of ₹ 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: 2026.11.14 17:47:49 +05'30'

Arun Bhandari
Company Secretary and Compliance Officer

Encl. As above

Nazara Technologies Limited
CIN: L72900MH1999PLC122970
11th Floor, Avighna House, Dr. A.B. Road,
Worli, Mumbai – 400018.
91-22-40330800 / 22810303 / 22813030
info@nazara.com
www.nazara.com

Monitoring Agency Report

No. CARE/HO/GEN/2026-27/1244

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

November 14, 2026

Dear Sir/Ma'am,

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

We write in our capacity of Monitoring Agency for the Preferential Issue for the amount aggregating to ₹ 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 September 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,

Darshan Shah
Associate Director
Darshan.Shah@careedge.in

Report of the Monitoring Agency
Name of the issuer: Nazara Technologies Limited
For quarter ended: September 30, 2026
Name of the Monitoring Agency: CARE Ratings Limited
(a) Deviation from the objects: Yes

- Investment in Alternative Investment Fund (AIF) classified as utilization which is not specified in offer document - During Q2FY27, the company invested ₹1.30 crore in Lumikai Fund II India Advantage Scheme (AIF) and has considered the same as utilization under the object "Expansion and Growth". Deployment of issue proceeds into an AIF as a part of the Object is not specially mentioned in the offer document.

(b) Range of Deviation: Up to 10%

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.



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, Mitter Infotech LLP, Axana Estates 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)	: ₹ 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.
During Q2FY27, the company received ₹277.505 crore from three investors, representing the entire 75% warrant subscription amount due from them. As of September 30, 2026, an amount of ₹78.000 crore remained receivable from the fourth investor.

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?	No	Private Placement Offer cum Application Letter (PAS-4), CA Certificate*, Management Certificate, Bank Statements	**Reason for deviation:** • **Investment in AIF classified as utilization which is not specified in offer document** During Q2FY27, the company invested ₹1.30 crore in Lumikai Fund II India Advantage Scheme (AIF) and has considered the same as utilization under the object "Expansion and	• All utilisation of the proceeds by the Company, including the investment of ₹1.30 crore in Lumikai Fund II India Advantage Scheme, is in accordance with the disclosures made in the Offer Document and the Notice of the Extra-ordinary General Meeting (EGM).

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
			Growth". Deployment of issue proceeds into an AIF as a part of the Object is not specially mentioned in the offer document. **Other observations:** • As per the offer document, ₹375.01 crore was allocated towards the object "Expansion and Growth" which later revised to ₹355.50 crore following the ineligibility of one proposed investor. During Q2FY27, the company reported utilisation of ₹395.61 crore towards the said object, which exceeds the revised allocation of ₹355.50 crore by ₹40.11 crore (higher by 11.28%). While the offer document provides that at least 75% of the issue proceeds would be utilized towards the object "Expansion and Growth". The company has shared Board Resolution (BR) dated November 06, 2026. The BR ratifies the excess utilisation under the said object by way of reallocation of ₹40.11 crore out of the proceeds of the Preferential Issue from Object 2, namely, 'General Corporate Purposes and Preferential Issue Expenses', to Object 1, namely Expansion and Growth during the quarter ended September 30, 2026. • The company received total amount of ₹277.50 crore in the Collection A/c in Q2FY27 from investors. Of which, the company transferred ₹277.50 crore directly from the Collection A/c to its Current A/c (without routing it through the	The object "Expansion and Growth", as approved by the Members at the EGM held on May 1, 2026, expressly includes "strategic investments in certain gaming sector investment vehicles". Lumikai Fund II is a SEBI-registered Alternative Investment Fund (AIF) focused on the gaming and interactive media sectors. An AIF is, by regulatory definition, a privately pooled investment vehicle. Accordingly, a gaming-focused AIF falls within the general description of a "gaming sector investment vehicle". The investment is strategic in nature, relates to the Company's core business sector and represents only 0.27% of the total issue size. It is pertinent to note that the shareholders had approved utilisation of at least 75% of the Issue Proceeds towards the object of "Expansion and Growth", against which the Company has utilised 86.28% of the Issue Proceeds, including 0.28% towards investment in Lumikai Fund II. Further, against the shareholders' approval to utilise up to 25% of the Issue Proceeds towards "General Corporate Purposes", the Company has utilised only 0.23%. Further, investments in the same fund platform and similar fund platforms, including Play Fund III, were made out of the proceeds of the Company's earlier preferential issue under a similarly worded object. Such investments were considered

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
			Monitoring Account, of which ₹259.95 crore was utilised from the current A/c. The balance amount of ₹17.55 crore was transferred from Current A/c to the Monitoring A/c and utilised therefrom. Further, the company transferred ₹118.50 crore (redemption of mutual fund proceeds) from Monitoring A/c to the Current A/c and those funds were utilised from current A/c. There are numerous other transactions in the current account resulting in commingling of funds. The monitoring agency has relied on Management Certificate and CA Certificate for utilization of proceeds towards objects.	to be in line with the stated objects and were not reported as deviations by the other monitoring agency appointed in respect of that issue. Accordingly, the present investment was approved in line with the established past practice. • The Offer Document provides for utilisation of at least 75% of the issue proceeds towards "Expansion and Growth" and up to 25% towards "General Corporate Purposes". Further, at its meeting held on March 30, 2026, the Board of Directors, while approving the Preferential Issue, authorised certain Directors and KMPs to determine, finalise and vary the utilisation of the proceeds of the Preferential Issue, in accordance with applicable laws. It is pertinent to note that the shareholders had expressly approved utilisation of at least 75% of the Issue Proceeds towards the object of "Expansion and Growth". The aforesaid reallocation does not result in any change to the fundamental purpose of the Issue, utilisation of proceeds outside the disclosed objects, or diversion of funds towards any unrelated activity. Rather, it represents an accelerated deployment of the Issue Proceeds towards the Company's growth initiatives, resulting in approximately 86.28% of the Issue

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
				Proceeds being utilised towards the principal object of "Expansion and Growth" approved by the shareholders. Accordingly, the reallocation is consistent with the overall intent and purpose of the Issue and does not constitute a deviation from the objects of the Issue. Without prejudice to the foregoing, and solely in response to the observation raised by CARE Ratings Limited that any reallocation amongst the objects of the Issue should be specifically approved by the Board of Directors, the Board has, vide resolution passed by circulation on November 6, 2026, ratified the reallocation of ₹40.11 crore from Object 2 ("General Corporate Purposes") to Object 1 ("Expansion and Growth"). Accordingly, the utilisation of the issue proceeds continues to remain in accordance with the objects of the issue as disclosed in the Offer Document and approved by the shareholders and the Board. • The proceeds were utilised towards the stated objects, as certified by the independent Chartered Accountant. The funds were transferred to the Company's current account to facilitate payments within the stipulated timelines for the acquisition transactions.
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer	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
Document?				
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 May 30, 2026, 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 ₹500.01 crore to ₹474.01 crore 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 crore was excluded.	The reduction in the issue size from ₹500.01 crore to ₹474.01 crore was solely on account of one of the proposed allottees becoming ineligible under Chapter V of the SEBI ICDR Regulations. The objects of the issue remain unchanged, and the allocation towards the respective objects has been reduced proportionately. Accordingly, the reduction in the issue size has no impact on the stated objects of the issue.
Is there any major deviation observed over the earlier monitoring agency reports?	No	Previous Monitoring Agency Report, CA Certificate*, Management Certificate	No deviation observed in the previous monitoring agency report.	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)?	No	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 and Monitoring Account Statement.	• **Losses reported in FY26 and H1FY27** - 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	These matters have been disclosed to the stock exchanges and do not affect the utilisation of the issue proceeds or the viability of the objects.

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
			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 H1FY27, NTL reported a standalone net loss of ₹62.78 crore, mainly due to an additional impairment loss of ₹69.61 crore on the 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 October 12, 2026, Mr. Nitish Mittersain transitioned from his executive role as Managing Director to the position of Founder and Non-Executive Director with effect from October 12, 2026. - Mr. Mithun Padam Sacheti was redesignated from Non-Executive Director to Whole-time Director (WTD) and Key Managerial Personnel (KMP) and has been designated as Executive Director of the Company. - Mr. Rohit Sharma resigned from his position as WTD and KMP with effect from the close of business hours on January 11, 2027 to pursue	

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
			entrepreneurial opportunities. - Mr. Rakesh Shah resigned from the positions of Chief Financial Officer (CFO) and KMP, effective from the close of business hours on October 15, 2026, to pursue a professional opportunity outside the Company. Subsequently, Mr. Arun Agrawal was appointed as the CFO and KMP of the Company with effect from October 16, 2026. • **High percentage of pledged shares of promoter shareholding** - The promoter and promoter-group holding stood at 33.98% as on September 30, 2026, compared to 34.25% as on June 30, 2026, of which 87.74% was pledged as on September 30, 2026 (89.61% pledged as on June 30, 2026).	

*Chartered Accountant's certificate from M/s. Ashish Shah & Associates LLP, a peer-reviewed firm (FRN: 146564W/W101230), dated October 24, 2026, bearing UDIN 26153479RPLXNJ5658. 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 ₹ Crore	Revised Cost in ₹ 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 October 24, 2026, bearing UDIN 26153479RPLXNJ5658.

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. Further, it is to be noted that in Q2FY27, the company reported utilisation of ₹395.61 crore towards the object "Expansion and Growth", which exceeds the revised allocation of ₹355.50 crore by ₹40.11 crore (higher by 11.28%). While the offer document provides that at least 75% of the issue proceeds would be utilized towards the object "Expansion and Growth". The company has shared Board Resolution (BR) dated November 06, 2026. The BR ratifies the excess utilisation under the said object by way of reallocation of ₹40.11 crore out of the proceeds of the Preferential Issue from Object 2, namely, 'General Corporate Purposes and Preferential Issue Expenses', to Object 1, namely Expansion and Growth during the quarter ended September 30, 2026.

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 ₹ Crore)	Revised Amount as mentioned in the Offer Document (in ₹ Crore)	Total Amount raised till September 30, 2026	Amount utilised in ₹ Crore			Total unutilised amount (in ₹ Crore)	Amount to be received (in ₹ 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 • Collection A/c Statement • Monitoring A/c Statement • Current A/c Statement of NTL • Current A/c Statement of Nazara UK • Board Resolution for loan to Nazara UK, Loan Agreement with Nazara UK, Share Purchase Agreement (SPA) with Bluetile and Bestplay, Shareholder register of Bluetile and Bestplay • Board Resolutions for loan	375.01	355.51	396.01	-	395.61	395.61	0.13	78.00	Refer Note 1 below	No comments received	No comments received
2	General Corporate Purposes & Preferential Issue expenses		125.00	118.50		-	0.27	0.27			NTL has made payment for warrant issue advisory firm (Refer note 2).	No comments received	No comments received

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (in ₹ Crore)	Revised Amount as mentioned in the Offer Document (in ₹ Crore)	Total Amount raised till September 30, 2026	Amount utilised in ₹ Crore			Total unutilised amount (in ₹ Crore)	Amount to be received (in ₹ 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
		Smaaash and Loan Agreement • Board Resolution for investment in Funky Monkeys, Share Purchase Agreement and DEMAT transfer Request form • Drawdown notice of Lumikai Fund II • Invoice and approval for payment • Management certificate											
Total			**500.01**	**474.01**	**396.01****	**-**	**395.88**	**395.88**	**0.13**	**78.00****			

- Chartered Accountant's certificate from M/s. Ashish Shah & Associates LLP, a peer-reviewed firm (FRN: 146564W/W101230), dated October 24, 2026, bearing UDIN 26153479RPLXNJ5658. The MA notes that the certificate provides limited assurance on the utilisation statement prepared by the management.

**During Q1FY27, NTL received ₹118.50 crore, representing 25% upfront consideration on the warrants. NTL further received ₹277.50 crore in Q2FY27 from three investors, representing the entire 75% warrant subscription amount due from them. As of September 30, 2026, an amount of ₹78.00 crore remained receivable from one investor which will become payable within 18 months from the allotment date.

Note – 1

- As per the offer document, ₹375.01 crore was allocated towards the object "Expansion and Growth" which later revised to ₹355.50 crore following the ineligibility of one proposed

investor. During Q2FY27, the company reported utilisation of ₹395.61 crore towards the said object, which exceeds the revised allocation of ₹355.50 crore by ₹40.11 crore (higher by 11.28%). While the offer document provides that at least 75% of the issue proceeds would be utilized towards the object "Expansion and Growth". The company has shared Board Resolution (BR) dated November 06, 2026. The BR rectifies the excess utilisation under the said object by way of reallocation of ₹40.11 crore out of the proceeds of the Preferential Issue from Object 2, namely, 'General Corporate Purposes and Preferential Issue Expenses', to Object 1, namely Expansion and Growth during the quarter ended September 30, 2026.

- The company received total amount of ₹277.50 crore in the Collection A/c in Q2FY27 from investors. Of which, the company transferred ₹277.50 crore directly from the Collection A/c to its Current A/c (without routing it through the Monitoring Account, of which ₹259.95 crore was utilised from the current A/c. The balance amount of ₹17.55 crore was transferred from Current A/c to the Monitoring A/c and utilised therefrom. Further, the company transferred ₹118.50 crore (redemption of mutual fund proceeds) from Monitoring A/c to the Current A/c and those funds were utilised from current A/c. There are numerous other transactions in the current account resulting in commingling of funds. The monitoring agency has relied on Management Certificate and CA Certificate for utilization of proceeds towards objects.
- The company utilised ₹378.46 crore to extend loan to its wholly owned subsidiary Nazara Technologies UK Limited which in turn utilised the funds to acquire Spain based gaming companies i.e. Bluetile Games (including Bestpaly Systems). MA is not in the position to reflect on the valuation of Bluetile Games and Bestpaly Systems.
- The company utilised ₹ 9.86 crore for equity infusion Funky Monkeys Play Centers Private Limited (Funky Monkeys: a subsidiary company). Of which ₹ 8.00 crore was fresh infusion and ₹1.86 crore was utilized to acquire shares from existing share holder who is the old promoter of Funky Monkeys.
- Board approvals for unsecured loans/inter-corporate deposits to Smaaash amounting to ₹4.00 crore and ₹24.00 crore was obtained in the board meeting dated March 30, 2026, and August 3, 2026, respectively. Subsequently, NTL has extended an unsecured loan of ₹6.00 crore to Smaaash on September 21, 2026, executing a loan agreement for ₹28.00 crore on September 21, 2026.
- Further, during Q2FY27, the company invested ₹1.30 crore in Lumikai Fund II India Advantage Scheme (AIF). Deployment of issue proceeds into an AIF as a part of the Object is not specially mentioned in the offer document.

Note – 2

The board has, vide resolution dated March 30, 2026 authorised Mr. Vikash Mittersain, Chairman & Managing Director and/or Mr. Nitish Mittersain, Joint Managing Director & Chief Executive Officer and/or Mr. Rohit Sharma, Executive Director and/or Mr. Rakesh Shah, Chief Financial Officer and/or Mr. Arun Bhandari, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution. MA has received mail communication dated August 19, 2026, for approval of payment.

(iii) Deployment of unutilized proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (₹ Crore)	Maturity date	Earning	Return on Investment (%)	Market Value as at the end of quarter (₹ Crore)
1	Monitoring Account (Standard Chartered Bank – 22105126663)**	0.13*	--	--	--	0.13*
	Total	**0.13**				**0.13**

-Chartered Accountant's certificate from M/s. Ashish Shah & Associates LLP, a peer-reviewed firm (FRN: 146564W/W101230), dated October 24, 2026, bearing UDIN 26153479RPLXNJ5658. The MA notes that the certificate provides limited assurance on the utilisation statement prepared by the management.

*₹12,49,675.76 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.

** On July 31, 2026, an amount of ₹18.13 crore was credited to the Monitoring A/c as a part of redemption proceeds of mutual funds. As explained by the management, it was pertaining to other preferential issue and wrongly credited to the Monitoring Account maintained for this preferential issue. Subsequently, on August 3, 2026, the wrongly credited amount, along with the existing balance in the monitoring account, was transferred to the company's Current A/c.

(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 October 24, 2026, bearing UDIN 26153479RPLXNJ5658. 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 September 30, 2026 (₹ crore)*	*Status of delay*
June 2, 2026	*61.65*	*June 1, 2029*	*0.00*	*Not applicable*
June 3, 2026	*25.00*	*June 2, 2029*	*0.00*	*Not applicable*
June 3, 2026	*26.00*	*June 2, 2029*	*0.00*	*Not applicable*
June 4, 2026	*5.85*	*June 3, 2029*	*0.00*	*Not applicable*
July 28, 2026	*259.95*	*July 27, 2029*	*0.00*	*Not applicable*
August 03, 2026	*17.55*	*August 02, 2029*	*0.13*	*Not applicable*
Total	***396.01***		***0.13***	

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. ₹0.13 crore remained unutilised towards the stated objects as on September 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 ₹ Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1.	Professional fee payment for warrants issue	0.27	CA Certificate, PAS-4, Board Resolution, Bank Statement, Invoice and approval for payment	NTL has made payment for warrant issue advisory firm (Note-1).	No comments received

--Chartered Accountant's certificate from M/s. Ashish Shah & Associates LLP, a peer-reviewed firm (FRN: 146564W/W101230), dated October 24, 2026, bearing UDIN 26153479RPLXNJ5658. 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 ₹ 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.

Note-1: The board has, vide resolution dated March 30, 2026 authorised Mr. Vikash Mittersain, Chairman & Managing Director and/or Mr. Nitish Mittersain, Joint Managing Director & Chief Executive Officer and/or Mr. Rohit Sharma, Executive Director and/or Mr. Rakesh Shah, Chief Financial Officer and/or Mr. Arun Bhandari, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution. MA has received mail communication dated August 19, 2026, for approval of payment.

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.

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