

DETAILS OF EMPLOYEE STOCK OPTIONS SCHEME

Disclosure pursuant to Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) as at March 31, 2025

Description of the ESOP Schemes

The Company has formulated and implemented an Employee Stock Option Scheme viz. Nazara Technologies Employee Stock Option Scheme 2023, the details of which are provided as follows:

Nazara Technologies Employee Stock Option Scheme 2023 (“ESOP 2023”): Our Company adopted ESOP 2023, pursuant to resolutions passed by our Board and Shareholders dated May 09, 2023, and June 20, 2023, respectively. The purpose of ESOP 2023 is to reward eligible employees of our Company (as defined in ESOP 2023) for their performance in our Company and to share the wealth created by our Company with them. The aggregate number of Equity Shares to be issued under ESOP 2023, upon exercise, shall not exceed 1,58,730 Equity Shares at such price and on such terms and conditions as may be fixed or determined by the Board. ESOP 2023 is in compliance with the then SEBI SBEB & SE Regulations.

The disclosures pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are detailed under for ESOP 2023:

Sr. No.	Particulars	Details
1.	The Board of Directors in its Report shall disclose any material change in the scheme(s) and whether Scheme(s) is/are in compliance with the regulations	There is no change in ESOP 2023 Scheme and the Scheme is in compliance with the SEBI SBEB & SE Regulations. Refer to the Board’s Report, page 65 of the Annual Report 2024-25.
2.	Further the following details, inter alia, are disclosed on the	Company’s website and a web link is provided in the report of Board of Directors
A	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 ‘Guidance note on accounting for employee share-based payments’ issued in that regards from time to time.	Disclosed in Notes to Accounts – Note 30 to Standalone Financial Statements for the year ended March 31, 2025, page 214 of the Annual Report 2024-25. (Disclosure are provided in accordance with Ind-AS 102 – Share Based Payment).
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with ‘Accounting Standards 20- Earnings Per Share’ Issued by Central Government or any other relevant accounting standards as issued from time to time.	Refer to page 210 and 281 of the Annual Report 2024-25 for disclosure of Diluted EPS at standalone and consolidated financial statements respectively.
C	Details related to Employee Stock Options Schemes for the Financial Year ending March 31, 2025:	

The disclosures pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are detailed under for ESOP 2023:

Sr. No.	Particulars	ESOP 2023
i.	A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including -	
a.	Date of shareholders' approval	June 20, 2023
b.	Total number of options/units approved	1,58,730
c.	Vesting requirements	The vesting period of options granted shall vest in not less than one year and not more than four years from the date of grant of such options.
d.	Exercise price or pricing formula	The Exercise Price shall not be less than Face Value of the Equity Shares of the Company and shall not exceed the Market Price of the Equity Shares of the Company as on date of grant, as decided by the Committee. The market price means the latest available closing price of an equity share of the Company on the recognised stock exchange on which the equity shares are listed, on the date immediately prior to the date of the meeting of the Committee at which the Options are granted. As the equity shares of the Company are listed on more than one stock exchange, the latest available closing price on the stock exchange with higher trading volume on the said date shall be considered. Provided that the exercise price per Option shall not be less than the face value of the equity share of the Company.
e.	Maximum term of options/units granted	The maximum term of options granted shall vest in not more than four years from the date of grant of such options.
f.	Source of shares	Primary
g.	Variation in terms of options	Nil
ii.	Method used to account for ESOP	Fair value
iii.	Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	Not Applicable

Sr. No.	Particulars	ESOP 2023
iv.	Movement during the year (For each ESOP):	ESOP 2023
	Particulars	FY 2024-25
1	Number of options outstanding at the beginning of the period	1,50,593
2	Number of options granted during the year	Nil
3	Number of options forfeited / lapsed during the year*	79,645
4	Number of options vested during the year	70,948
5	Number of options exercised during the year	61,948
6	Number of shares arising as a result of exercise of options	61,948
7	Money realised by exercise of options (in ₹) if scheme is implemented directly by the Company	₹ 4,10,09,576/-
8	Loan repaid by the Trust during the year from exercise price received	NA
9	Number of options outstanding at the end of the year	9,000
10	Number of options exercisable at the end of the year	9,000
v.	Weighted-average exercise prices and weighted-average fair values of options	
1	Where the exercise price is less than the market price of the stock	NA
2	Where the exercise price equals the market price of the stock	Disclosed in Notes to Accounts – Note 30 to Standalone Financial Statements for the year ended March 31, 2025, page 214 of the Annual Report 2024-25.
3	Where the exercise price is more than the market price of the stock	NA
vi.	Employee wise details (name of employee designation number of options granted during the year exercise price) of options granted to -	
	Particulars	FY 2024-25
a)	senior managerial personnel;	
b)	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	
c)	identified employees who were granted option during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	NA

*In accordance with ESOP 2023, the 79,645 lapsed options have been brought back to the Option Pool and are now available for future grants, as approved by the Nomination, Remuneration and Compensation Committee (NRC) of the Board of Directors of the Company.

Sr. No.	Particulars	ESOP 2023
vii.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
a.	Weighted-average values of share price	
	Exercise Price	As provided in notes to accounts no 30 at page No 214 of the Standalone Financial Statements for the FY 2024-25
	Expected Volatility	
	Expected Option Life	
	Expected Dividends	
	The risk free interest rates	
	Any other inputs to the model	
b.	the method used and the assumptions made to incorporate the effects of expected early exercise;	
c.	how expected volatility was determined including an explanation of the extent to which expected volatility was based on historical volatility; and	
d.	whether and how any other features of the option grant were incorporated into the measurement of fair value such as a market condition.	
viii.	Disclosures in respect of grants made in three years prior to IPO under each ESOP	NA