



POLICY ON ORDERLY SUCCESSION FOR APPOINTMENTS TO THE BOARD, KMP AND SENIOR MANAGEMENT OF NAZARA TECHNOLOGIES LIMITED

1. INTRODUCTION

In accordance with the provisions of Regulation 17(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as "**Listing Regulations**"), the Board of Directors of Nazara Technologies Limited has adopted this policy.

Reference to statutory provisions or regulations shall be construed as meaning and including references to any amendment or re-enactment and any amendments to any statutory provisions or regulations or clarifications applicable to the Policy shall automatically be deemed to be included in the Policy, without any further amendment of the Policy by the Board or relevant committee of the Board.

2. OBJECTIVE

The objective of this Policy is to ensure the orderly identification and selection of new Directors or Senior Management in the event of any vacancy, whether such vacancy exists by reason of an anticipated retirement, an unanticipated retirement, the expansion of the size of the Company, or otherwise.

3. DEFINITIONS:

- (i) "**Nomination and Remuneration Committee**" or "**Committee**" means the Committee of the Board constituted/re-constituted under the provisions of Section 178 of the Companies Act, 2013 as amended from time to time.
- (ii) "**Board of Directors**" or "**Board**" means the Board of Directors of Nazara Technologies Limited as constituted/re-constituted from time to time.
- (iii) "**Key Managerial Personnel**" – "**KMP**" or "**Key Managerial Personnel**" shall have the same meaning as defined under Companies Act, 2013.
- (iv) "**Company**" means Nazara Technologies Limited.
- (v) "**Policy**" or "**this Policy**" means the Policy on Orderly Succession for Appointments to the Board, KMP and Senior Management of the Company.
- (vi) "**Senior Management**" mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

4. PROCESS

(a) Board & KMP Level Appointment:

The Nomination and Remuneration Committee of the Company shall identify the suitable person from among the existing top management or from the outside to fill up the vacancy at the Board & KMP level. The appointment of the person at the Board & KMP level shall be in accordance with the applicable provisions of the Companies Act, 2013 read with terms of the Listing Regulations as may be amended from time to time.

(b) Senior Management Level Appointment:

The vacancy at Senior Management shall be filled up by the Managing Director / any other person so authorised by the Board/Nomination and Remuneration Committee from time to time in line with the internal policy adopted by the management, keeping in view the organization's mission, vision, values, goals and objectives.

5. REVIEW OF THE POLICY

The Board shall review the Policy periodically and if required, will make suitable changes in the policy keeping in view to the regulatory changes or changes due to business environment.

Managing Director/ any other person so authorised by the Board from time to time shall be empowered to update the policy in line with regulatory requirement and make suitable changes in the existing policy subject to approval of Nomination and Remuneration Committee.

The Board has the power to replace this Policy entirely with a new policy on recommendation by the Nomination and Remuneration Committee.
