



Independent Auditor's Report

To the Members of
Nazara Pro Gaming Private Limited
Mumbai

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of Nazara Pro Gaming Private Limited ("the Company"), which comprise the balance sheet as at 31st March 2022, the statement of profit and loss (including Other Comprehensive Income), the statement of changes in equity and the statement of cash flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Reporting of key audit matters as per SA 701, Key audit matters are not applicable to the company as it is an unlisted company.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

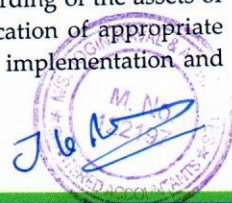
Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and





maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.





Jogin Raval & Associates

Chartered Accountants

+91 22 2893 5855
joginravalca@gmail.com
www.joginravalca.com

2. As required by Section 143 (3) of the Act, we report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that Section 197 is not applicable to a private company. Hence reporting as per Section 197(16) is not required.
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - The Company does not have any pending litigations which would impact its financial position.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (i) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- v. The company has not declared or paid any dividend during the year

For Jogin Raval & Associates
Chartered Accountants
ICAI's Firm Registration No 122197



CA Jogin K. Raval
Proprietor
M No. 122197
Mumbai, 11.05.2022
UDIN: 22122197AIVCQR3317



Annexure 'A' To The Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Nazara Pro Gaming Private Limited of even date).

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2022, we report the following:

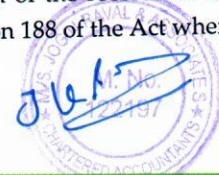
- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The company does not have any immovable property. Accordingly, clause 3(i)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The company does not hold any inventory. Accordingly, the provisions of clause (ii) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company
- (iii) The Company has not made any investments in or provided any guarantee or security or granted any loans or advances, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clauses (3) (iii)(a), (b), (c), (d), (e) and (f) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanation given to us, there were no transactions attracting the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities. Accordingly, the provisions of clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) As informed to us, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, for any activities of the company. Accordingly, the provisions of clause 3(vi) of the Order is not applicable
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including income-tax, goods and services tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of provident fund, employees' state insurance, sales tax, value added tax, duty of customs and duty of excise.





According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, goods and service tax, cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable

- (b) According to the information and explanations given to us, there are no material dues of income tax, service tax, goods and service tax, cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2022.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act)
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with related parties are in compliance with sections 177 and section 188 of the Act where





Jogin Raval & Associates

Chartered Accountants

+91 22 2893 5855
joginravalca@gmail.com
www.joginravalca.com

applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) The company is not required to appoint an internal audit system as per Section 138 of the Act. Accordingly clause 3(xiv)(a) and 3(xiv)(b) are not applicable to the company
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non- cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs
- (xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the company has incurred cash loss of Rs. 89,30,583/- in the current financial year and Rs. 5,50,52,357 in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable

For Jogin Raval & Associates
Chartered Accountants

ICAI's firm registration number: 128586W

CA Jogin Raval
Proprietor

Membership Number: 122197

Mumbai, 11.05.2022

UDIN: 22122197AIVCQR3317





Annexure "B" To The Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Nazara Pro Gaming Private Limited

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Nazara Pro Gaming Private Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.





Jogin Raval & Associates

Chartered Accountants

+91 22 2893 5855
joginravalca@gmail.com
www.joginravalca.com

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Jogin Raval & Associates
Chartered Accountants
ICAI's Firm's Registration No. 128586W

CA. Jogin K. Raval
Proprietor
M No. 122197
Mumbai, 11.05.2022
UDIN: 22122197AIVCQR33172



Nazara Pro Gaming Private Limited
Balance sheet as at 31st March, 2022

(Rs. In '000's)

| | Notes | As at March 31 2022 | As at March 31 2021 |
|---|-------|------------------------|------------------------|
| Assets | | | |
| Non-current assets | | | |
| Intangible assets | 3 | 1,763.26 | 2,254.93 |
| | | 1,763.26 | 2,254.93 |
| Current assets | | | |
| Financial assets | | | |
| Cash and cash equivalent | 4 | 54.96 | 381.71 |
| Other current assets | 5 | 8,579.16 | 8,382.95 |
| | | 8,634.12 | 8,764.66 |
| Total Assets | | 10,397.38 | 11,019.59 |
| Equity and Liabilities | | | |
| Equity | | | |
| Equity share capital | 6 | 100.00 | 100.00 |
| Other equity | 7 | (71,989.79) | (62,567.54) |
| | | (71,889.79) | (62,467.54) |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Long term borrowings | 8 | 65,727.42 | 54,043.44 |
| | | 65,727.42 | 54,043.44 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Trade payables | 9 | 980.57 | 10,341.50 |
| Other financial liabilities | 10 | 14,778.82 | 6,399.49 |
| Other current liabilities | 11 | 800.36 | 2,702.71 |
| | | 16,559.76 | 19,443.70 |
| Total Equity and Liabilities | | 10,397.38 | 11,019.59 |
| Summary of significant accounting policies | 2.1 | | |

The accompanying notes are an integral part of the financial statements
As per our report of even date

For Jogin Raval & Associates

Chartered Accountants

ICAI Firm Registration Number : 128586W

CA Jogin K Raval

Proprietor

Membership no: 122197



Place of Signature: Mumbai

Date : 11th May, 2022

For and on behalf of Nazara Pro Gaming Private Limited

Sandeep Dube

Sandeep Dube

Director

DIN-03511661

Kiran Joshi

Kiran Joshi

Director

DIN-09020243

Place of Signature: Mumbai

Date : 11th May, 2022



Nazara Pro Gaming Private Limited
Standalone statement of profit and loss for the year ended 31st March, 2022

(Rs. In '000's)

| | Notes | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|---|-------|--------------------------------------|--------------------------------------|
| Income | | | |
| Revenue from operations | 12 | 375.39 | 3,339.48 |
| Other income | 13 | 588.90 | - |
| Total income | | 964.29 | 3,339.48 |
| Expenses | | | |
| Advertising cost | | - | 48,203.86 |
| Finance charges | 14 | 8,379.33 | 6,353.90 |
| Depreciation and amortisation expense | 3 | 491.67 | 491.67 |
| Other expenses | 15 | 1,515.54 | 3,834.08 |
| Total expenses | | 10,386.54 | 58,883.50 |
| Profit before tax | | (9,422.25) | (55,544.02) |
| Tax expense | | - | - |
| Current tax | | - | - |
| Deferred tax | | - | - |
| Total tax expense | | - | - |
| Profit for the year | | (9,422.25) | (55,544.02) |
| Other comprehensive income | | | |
| Item that will not be reclassified subsequently to the statement of profit and loss | | - | - |
| Item that will be reclassified subsequently to the statement of profit and loss | | - | - |
| Other comprehensive income for the year, net of tax | | - | - |
| Total Comprehensive Income for the year attributable to equity | | (9,422.25) | (55,544.02) |
| Earnings per equity share (nominal value of Rs 10 each) | | | |
| Basic | | - | - |
| Diluted | | - | - |
| Summary of significant accounting policies | 2.1 | | |

The accompanying notes are an integral part of the standalone financial statements
As per our report of even date

For Jogin Raval & Associates

Chartered Accountants

ICAI Firm Registration Number: 128586W

CA Jogin K Raval

Proprietor

Membership no: 122197



For and on behalf of Nazara Pro Gaming Private Limited

Sd/-

Sandeep Dube

Managing Director

DIN-03511661

K Joshi

Kiran Joshi

Managing Director

DIN-09020243

Place of Signature: Mumbai

Date : 11th May, 2022

Place of Signature: Mumbai

Date : 11th May, 2022



| | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|--|--------------------------------------|--------------------------------------|
| Cash flow from operating activities | | |
| Profit before tax for the year | (9,422.25) | (55,544.02) |
| Adjustments for : | | |
| Depreciation and amortisation expense | 491.67 | 491.67 |
| Operating profit before working capital changes | (8,930.58) | (55,052.36) |
| Working capital adjustments : | | |
| Increase in trade payables | (9,360.93) | 10,290.53 |
| Increase in Current assets | (196.21) | (8,382.95) |
| Increase in other current financial liability | 8,379.33 | 6,353.90 |
| Increase in other current liabilities | (1,902.35) | (6,718.05) |
| Cash generated from operations | (12,010.73) | (53,508.94) |
| Direct taxes paid (net of refunds) | - | - |
| Net cash flow from operating activities (A) | (12,010.73) | (53,508.94) |
| Cash flow from investing activities | | |
| Purchase of property, plant and equipment, including intangible assets | - | - |
| Proceeds from sale of property, plant and equipment | - | - |
| Net cash flow (used in) investing activities (B) | - | - |
| Cash flow from financing activities | | |
| Issue of equity shares | - | - |
| Proceeds of long term borrowing (net) | 11,683.98 | 49,773.25 |
| Net cash flow from financing activities (C) | 11,683.98 | 49,773.25 |
| Net increase in cash and cash equivalents (A)+(B)+(C) | (326.75) | (3,735.68) |
| Cash and cash equivalents at the beginning of the year | 381.71 | 4,117.39 |
| Cash and cash equivalents at the end of the year (refer note 3) | 54.96 | 381.71 |
| Cash and cash equivalents as above comprises of the following | | |
| Cash in hand | | |
| Balances with bank | 54.96 | 381.71 |
| Total cash and cash equivalents (refer note 3) | 54.96 | 381.71 |

The accompanying notes are an integral part of the financial statements
As per our report of even date

For Jogin Raval & Associates

Chartered Accountants

ICAI Firm Registration Number : 128586W

CA Jogin K Raval

Proprietor

Membership no: 122197



For and on behalf of Nazara Pro Gaming Private Limited

Sandeep Dube

Director

DIN-03511661

Kiran Joshi

Director

DIN-09020243

Place of Signature: Mumbai

Date : 11th May, 2022

Place of Signature: Mumbai

Date : 11th May, 2022



Nazara Pro Gaming Private Limited
Statement of changes in equity for the year ended 31st March, 2022

(a) Equity shares:

of Rs 10 each issued, subscribed and fully paid

| | No of shares | Amount |
|-------------------|---------------------|---------------|
| At March 31, 2021 | 10,000 | 1,00,000.00 |
| At March 31, 2022 | 10,000 | 1,00,000.00 |

(b) Other equity

| | Retained earnings |
|-----------------------------|--------------------------|
| As at April 1, 2020 | (7,023.52) |
| Addition during the year | (55,544.02) |
| As at March 31, 2021 | (62,567.54) |
| As at April 1, 2021 | (62,567.54) |
| Addition during the year | (9,422.25) |
| As at March 31, 2022 | (71,989.79) |

The accompanying notes are an integral part of the financial statements
As per our report of even date

For Jogin Raval & Associates

Chartered Accountants

ICAI Firm Registration Number: 428586W

CA Jogin K Raval

Proprietor

Membership no: 122197



Place of Signature: Mumbai

Date : 11th May, 2022

For and on behalf of Nazara Pro Gaming Private Limited

Sandeep Dube

Director

DIN-03511661

Place of Signature: Mumbai

Date : 11th May, 2022

Kiran Joshi

Director

DIN-09020243



Nazara Pro Gaming Private Limited
Notes to the standalone financial statements

1. Corporate information

Nazara Pro Gaming Private Limited (the "Company") is wholly owned subsidiary of Nazara Technologies Limited (the "Parent Company"), a company based in India. The Company is incorporated in India on 16th May, 2017 as a Private Limited Company having registered office at 51-57 5th floor, Maker Chamber III, Nariman Point, Mumbai – 400021.

It's primarily engaged in development and distribution of mobile, internet based games, and any other games through telecom service providers, and any other medium.

2. Basis of preparation and significant accounting policies:

2.1 Basis of preparation:

The accompanying standalone financial statements have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

2.2 Significant accounting, judgments, estimates and assumptions

The preparation of standalone financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

2.3 Summary of Significant accounting policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized in normal operating cycle or within twelve months after the reporting period or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.



b) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

c) Income taxes

Income tax expense comprises of current and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961..

Current income tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognized for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.



Nazara Pro Gaming Private Limited
Notes to the standalone financial statements

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in OCI or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognized within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognized in OCI/ capital reserve depending on the principle applicable for bargain purchase gains. All other acquired tax benefits realized are recognized in profit and loss.

d) Intangible assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the company and the cost of the asset can be measured reliably. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as finite. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e) Provisions, Contingent liabilities, Contingent assets and Commitments

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, where an inflow of economic benefits is probable.



f) Finance cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred

g) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Debt instruments assets at amortized cost
- Debt instruments at fair value through OCI (FVTOCI)
- Debt instruments at fair value through profit and loss (FVTPL)

Financial Assets measured at Amortised Cost (AC)

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represent solely payments of principal and interest on the principal amount outstanding

Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

Financial Assets measured at fair value through profit and loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL). Expected Credit Losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or



Nazara Pro Gaming Private Limited
Notes to the standalone financial statements

- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For Trade Receivables the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables.

The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ii. Financial liabilities

Initial recognition and measurement

All Financial Liabilities are recognised at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost

The Company's financial liabilities include borrowings and trade payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortized cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

h) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period adjusted for bonus elements and share split in equity shares, if any, issued during the year.



Nazara Pro Gaming Private Limited
Notes to the standalone financial statements

i) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.



Nazara Pro Gaming Private Limited

Notes to the financial statement for the year ended 31st March, 2022

| 3 Intangible assets | (Rs. In '000's) |
|------------------------------|----------------------------------|
| Particulars | Copyright & Trademark |
| As at 1st April, 2020 | 2,950.00 |
| Additions | - |
| As at March 31, 2021 | 2,950.00 |
| Additions | - |
| As at March 31, 2022 | 2,950.00 |
| Amortisation | |
| As at 1st April, 2020 | 203.40 |
| Charge for the year | 491.67 |
| As at March 31, 2021 | 695.07 |
| Charge for the year | 491.67 |
| As at March 31, 2022 | 1,186.74 |
| As at March 31, 2021 | 2,254.93 |
| As at March 31, 2022 | 1,763.26 |



4 Cash and cash equivalents

(Rs. In '000's)

| | As at March 31, 2022 | As at March 31, 2021 |
|------------------------------------|-------------------------|-------------------------|
| Cash and cash equivalents | | |
| Cash on hand | - | - |
| Balances with banks | | |
| - in current accounts | 54.96 | 363.07 |
| Others - Electronic wallet balance | - | 18.64 |
| Total | 54.96 | 381.71 |

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

| | As at March 31, 2022 | As at March 31, 2021 |
|------------------------------------|-------------------------|-------------------------|
| Balances with banks: | | |
| -On Current accounts | 54.96 | 363.07 |
| Cash on hand | - | - |
| Others - Electronic wallet balance | - | 18.64 |
| Total | 54.96 | 381.71 |

5 Other current assets

| | As at March 31, 2022 | As at March 31, 2021 |
|-------------------------------------|-------------------------|-------------------------|
| Balance with government authorities | 8,579.16 | 8,282.95 |
| Other current assets | - | 100.00 |
| | 8,579.16 | 8,382.95 |



Nazara Pro Gaming Private Limited

Notes to the financial statement for the year ended 31st March, 2022

6 Share capital

| | As at March 31, 2022 | As at March 31, 2021 |
|---|-------------------------|-------------------------|
| Share capital | | |
| Authorised shares | | |
| 10,000 equity shares of Rs 10 each | 100.00 | 100.00 |
| | 100.00 | 100.00 |
| Issued, subscribed and fully paid up | | |
| 10,000 equity shares of Rs 10 each | 100.00 | 100.00 |
| | 100.00 | 100.00 |

(a) Details of shareholders holding more than 5% share in the Company

Equity shares of Rs 10 each

| Name of the shareholder | As at March 31, 2022 | | As at March 31, 2021 | |
|-----------------------------|----------------------|-----------|----------------------|-----------|
| | No of Shares | % Holding | No of Shares | % Holding |
| Nazara Technologies Limited | 9,999 | 99.99% | 9,999 | 99.99% |

(b) Shares held by holding / ultimate holding company and / or their subsidiaries / associates

Out of the equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries/associates are as below:

| Name of the shareholder | As at March 31, 2022 | | As at March 31, 2021 | |
|-----------------------------|----------------------|-----------|----------------------|-----------|
| | No of Shares | % Holding | No of Shares | % Holding |
| Nazara Technologies Limited | 9,999 | 99.99% | 9,999 | 99.99% |

(c) Details of shares held by promoters

| Name of the shareholder | As at March 31, 2022 | | As at March 31, 2021 | | % change during the year |
|-----------------------------|-----------------------|-----------------------------------|-----------------------|-----------------------------------|--------------------------|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares | |
| Equity Shares | | | | | |
| Nazara Technologies Limited | 9,999 | 99.99% | 9,999 | 99.99% | - |

(d) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares of Rs 10 each

| | No of Shares | Amount |
|-----------------------------|---------------|---------------|
| As at March 31, 2020 | 10,000 | 100.00 |
| Issued during the year | - | - |
| As at March 31, 2021 | 10,000 | 100.00 |
| Issued during the year | - | - |
| As at March 31, 2022 | 10,000 | 100.00 |

(e) Terms / rights attached to equity shares

i Voting rights

Each shareholder is entitled to one vote per equity share having value of Rs 10 per equity share.

ii Right as to dividend

The equity share holder is entitled to receive dividend as and when declared by the Board of Directors subject to approval of members at the Annual General Meeting.

7 Other equity

| | As at March 31, 2022 | As at March 31, 2021 |
|------------------------------|-------------------------|-------------------------|
| Retained earnings | | |
| As per last balance sheet | (62,567.54) | (7,023.52) |
| Add : (Loss) during the year | (9,422.25) | (55,544.02) |
| | (71,989.79) | (62,567.54) |

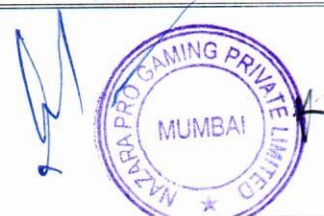


| | | (Rs. In '000's) | |
|--|--|-------------------------|-------------------------|
| 8 Long term borrowings | | As at March 31, 2022 | As at March 31, 2021 |
| Unsecured loans | | | |
| From related party (Refer note 16) | | 65,727.42 | 54,043.44 |
| | | 65,727.42 | 54,043.44 |
| 9 Trade payables | | As at March 31, 2022 | As at March 31, 2021 |
| Trade payable (Refer note 21 for ageing analysis) | | | |
| Micro enterprises and small enterprises | | - | - |
| Other than micro enterprises and small enterprises | | 980.57 | 10,341.50 |
| | | 980.57 | 10,341.50 |
| 10 Other financial liabilities | | As at March 31, 2022 | As at March 31, 2021 |
| Interest accrued but not due | | 14,778.82 | 6,399.49 |
| | | 14,778.82 | 6,399.49 |
| 11 Other current liabilities | | As at March 31, 2022 | As at March 31, 2021 |
| Statutory liabilities | | 6.36 | 60.22 |
| Other liability | | 794.01 | 2,642.49 |
| | | 800.36 | 2,702.71 |
| 12 Revenue from operation | | As at March 31, 2022 | As at March 31, 2021 |
| Revenue from contract with customers | | | |
| Income from online gaming - Carrom | | 375.39 | 3,317.60 |
| Income from online gaming - Big Paisa | | - | 21.88 |
| Total | | 375.39 | 3,339.48 |
| 13 Other income | | As at March 31, 2022 | As at March 31, 2021 |
| Sundry balance written back | | 534.86 | - |
| Reversal of advertisement expense | | 54.05 | - |
| | | 588.90 | - |
| 14 Finance charges | | As at March 31, 2022 | As at March 31, 2021 |
| Interest on loan (from related party) | | 8,379.33 | 6,353.90 |
| | | 8,379.33 | 6,353.90 |
| 15 Other expenses | | As at March 31, 2022 | As at March 31, 2021 |
| Marketing expense | | - | 469.73 |
| Gratification commission/ Payment gateway charges | | 5.41 | 138.08 |
| Payment to auditors (refer note (i) below) | | 50.00 | 50.00 |
| Business promotion expenses | | - | 60.00 |
| Professional fees | | 205.00 | 1,530.63 |
| Bandwidth charges | | 1,008.83 | 1,173.20 |
| Content cost | | - | 127.00 |
| Commission | | - | 193.05 |
| License Fees | | - | 26.44 |
| Miscellaneous expense | | 246.30 | 65.94 |
| | | 1,515.54 | 3,834.08 |

Notes:

(i) Payment to auditors

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|-------------|-------------------------|-------------------------|
| Audit fees | 50.00 | 50.00 |
| Others | - | - |
| | 50.00 | 50.00 |



Nazara Pro Gaming Private Limited
Notes to the financial statement for the year ended 31st March, 2022

16 Related party transactions

"Related party disclosures as required by notified Ind AS 24 Related party disclosures" as given below

A) Names of the related parties and related party relationship

Related parties where control exists

| | |
|-------------------------------|----------------------------------|
| Holding company | Nazara Technologies Limited |
| Subsidiary of holding company | Crimzoncode Technologies Pvt Ltd |

B) Related party transactions:

| | (Rs. In '000's) | |
|----------------------------------|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
| License fees | | |
| Crimzoncode Technologies Pvt Ltd | - | 26.44 |
| Advance repayment | | |
| Nazara Technologies Limited | - | 600.00 |
| Advance taken | | |
| Nazara Technologies Limited | 11,683.98 | 10,074.65 |
| Interest Expense | | |
| Nazara Technologies Limited | 8,379.33 | 6,353.90 |

C) Amounts outstanding as at the balance sheet date:

| | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|------------------------------------|--------------------------------------|--------------------------------------|
| Advance taken | | |
| Nazara Technologies Limited | 65,727.42 | 54,043.44 |
| Accrued interest | | |
| Nazara Technologies Limited | 14,778.82 | 6,399.49 |
| Balance payable at year end | | |
| Crimzoncode Technologies Pvt Ltd | 13.88 | 29.22 |

17 Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors. The Company has not received any instruction from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, disclosures if any, relating to amounts unpaid as at the period/year end together with interest payable as required under the said Act have not been given.

18 The balances appearing under trade payables, other current liability and banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliation.

19 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.



Note - 20 Analytical ratios

| Note - 20 Analytical ratios | | | | | | | |
|-----------------------------|---------------------------------|--|---------------------------|--|---------|----------|---|
| Sr. No | Ratio | Numerator | Denominator | Mar-22 | Mar-21 | Variance | Reason for variance |
| 1 | Current ratio | Current assets | Current liabilities | 0.52 | 0.45 | 16% | - |
| 2 | Debt - equity ratio | Total debt | Shareholder's equity | Since the Company has negative networkth, this ratio is not calculated | | | |
| 3 | Debt Service coverage ratio | Net operating Income | Debt Service | Since the Company has long term borrowings from holding company which is repayable on demand, this ratio is not calculated | | | |
| 4 | Return on equity (ROE) | Net profit after tax | Shareholder's equity | Since the Company has negative networkth, this ratio is not calculated | | | |
| 5 | Inventory turnover ratio | Sales | Average inventory | Since, the company is not involved in any trading activities, these ratios have not been calculated | | | |
| 6 | Trade Receivable turnover ratio | Sales | Average trade receivables | | | | |
| 7 | Trade Payable turnover ratio | Purchases | Average trade payables | | | | |
| 8 | Net capital turonver ratio | Sales | Working Capital | (0.05) | (0.31) | -85% | Variation is on account of decrease in sales of the company. |
| 9 | Net profit ratio | Net profit after tax | Sales | (25.10) | (16.63) | 51% | Variation is on account of increase in net loss during the year |
| 10 | Return on capital employed | Earnings before interest and tax | Capital employed | Since the Company has negative networkth, this ratio is not calculated | | | |
| 11 | Return on investment | Since the company has negative networkth and is incurring losses, this ratio is not calculated | | | | | |

Note 21 Trade Payable ageing schedule

1) FY 2021-22

| Particulars | Outstanding for following periods | | | | Total |
|-------------|-----------------------------------|----------|-----------|------------------|--------|
| | Less than 1 Year | 1-2 Year | 2- 3 year | More than 3 year | |
| MSME | - | - | - | - | - |
| Others | 105.50 | 872.82 | 2.25 | - | 980.57 |

1) FY 2020-21

| Particulars | Outstanding for following periods | | | | Total |
|-------------|-----------------------------------|----------|-----------|------------------|-----------|
| | Less than 1 Year | 1-2 Year | 2- 3 year | More than 3 year | |
| MSME | - | - | - | - | - |
| Others | 10,315.28 | 26.22 | - | - | 10,341.50 |

For Jogin Raval & Associates

Chartered Accountants

ICAI Firm Registration Number: 128586W

CA Jogin K Raval
Proprietor
Membership no: 122197

Place of Signature: Mumbai
Date : 11th May, 2022



For and on behalf of Nazara Pro Gaming Private Limited

Sandeep Dube
Sandeep Dube
Director
DIN-03511661

Kiran Joshi
Kiran Joshi
Director
DIN-09020243

Place of Signature: Mumbai
Date : 11th May, 2022

