



NAZARA TECHNOLOGIES LIMITED

CIN: U72900MH1999PLC122970

Regd. Office: 51-57, Maker Chambers 3, Nariman Point, Mumbai-400021

Tel.: +91-22-40330800 Fax: +91-22-22810606 Email: info@nazara.com Website: https://corp.nazara.com/

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NAZARA TECHNOLOGIES LIMITED WILL BE HELD ON MONDAY, THE 01ST DAY OF FEBRUARY 2021 AT 11.00 A.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS (“VC/OAVM”) TO TRANSACT THE FOLLOWING BUSINESS AS SPECIAL BUSINESS:

ITEM NO 1: OFFER AND ISSUANCE OF EQUITY SHARES (CASH CONSIDERATION) ON PRIVATE PLACEMENT BASIS

To consider and if thought fit, to pass with or without modification(s), if any the following resolution as **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (as may be amended from time to time), and Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and provisions of articles of association of the Company and such other applicable laws or guidelines and other approvals, permissions and sanctions as may be necessary and in terms of Share Subscription Agreement dated 08th January 2021 entered between the Company, its promoters and Instant Growth Limited (“IGL”), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members be and is hereby accorded to create, offer, issue and allot upto up to 1,160,093 (One Million One Sixty Thousand and Ninety Three) Equity shares of face value of Rs. 4/- (Rupees Four Only) each at a premium of Rs. 858/- (Rupees Eight hundred and fifty eight only) per equity share aggregating to INR 1,000,000,166 (Indian Rupees One Billion One Hundred and Sixty Six), based on the valuation report issued by CA Harsh Chandrakant Ruparelia, Chartered Accountant (Registered Valuer) for cash on private placement basis to the following person(s)/entity(s) (“**the proposed allottee**”) as detailed below:

Sr. No.	Details of the proposed allottee (Name, Address)	No. of Equity Shares to be allotted	Consideration (in INR)
1.	Instant Growth Limited C/o Corporate Management Solutions (Cayman) Ltd., Two Artillery Court, 2nd Floor 161 Shedden Road, PO Box 799, Grand Cayman, KY1-1103, Cayman Islands	1,160,093	1,000,000,166

RESOLVED FURTHER THAT all such equity shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association and Article of Association of the Company and shall rank pari-passu in all respect (including right to receive dividend or other corporate benefits, if any) of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the offer, issue and allotment, utilization of the proceeds of the issue of the shares, execute all such deeds, documents, agreements and writings as may be necessary and to take such other steps that are incidental and ancillary in this regard.”

**By Order of the Board of Directors,
Nazara Technologies Limited**

Vikash Mittersain

**Date: 8th January 2021 Chairman & Managing Director
Place: Mumbai DIN: 00156740**

CIN: U72900MH1999PLC122970

Registered Office:
Nazara Technologies Limited
51-57, Maker Chambers 3,
Nariman Point, Mumbai - 400021

NOTES:

- In view of the continuing COVID-19 pandemic, and the consequent restrictions and requirements like social distancing the Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 followed by Circular No. 39/2020 dated 31st December 2020 (herein after collectively referred as “**MCA circulars**”) have allowed Companies to convene their Extra-Ordinary General Meeting (“EGM”) through Video Conferencing or Other Audio Visual Means (“**VC/OAVM**”) upto 30th June, 2021. In terms of the said circulars read with the applicable provisions of the Companies Act, 2013, the EGM of the Company will be held through VC or OAVM, hereinafter called as Electronic Extra-Ordinary General Meeting (“e-EGM”), and the members can attend and participate in the e-EGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM Facility is mentioned hereunder in this notice. The deemed venue for the aforesaid e-EGM shall be the Registered Office of the Company.



2. Since the EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Body Corporates members are entitled to appoint authorised representatives and are requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the e-EGM, pursuant to Section 113 of the Companies Act, 2013 ("the Act").
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the EGM is annexed.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. All the relevant document mentioned in the notice will be available for inspection electronically. Members can send an email for the purpose to cs@nazara.com.
8. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
9. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) i.e. Link Intime India Private Limited quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized (electronic) form may update such details with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
10. Ministry of Corporate Affairs of India has mandated the transfer of securities of unlisted public companies in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares that are held by them in physical form.
11. The Notice of the e-EGM and instructions for e-voting along with instruction for participating in the Meeting through Video conferencing are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same.
12. In compliance with Section 108 of the Act, read with the corresponding rules, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Link Intime India Private Limited. The manner of voting remotely is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s. Manish Ghia & Associates, Company Secretaries as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
13. Members, who cast their vote by remote e-voting, may attend the EGM but will not be entitled to cast their votes once again.

During the voting period, members can login to LI IPL's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
14. In line with the Ministry of Corporate Affairs (MCA) Circulars the Notice calling the EGM has been uploaded on the website of the Company at <https://corp.nazara.com/>. The Notice of EGM Notice is also available on the website of LI IPL (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>
15. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular issued in this respect so far.

16 Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

17. Voting through electronic means:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL).
- b. The Company has engaged the services of LI IPL to provide the e-voting facility. The members who have already cast their votes through e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM. During the voting period, members can login to LI IPL's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- c. The e-voting period begins on **Thursday, January 28, 2021 (09:00 am)** and ends on **Sunday, January 31, 2021 (5.00 pm)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, January 25, 2021** may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- d. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **Monday, January 25, 2021**. A person whose name is recorded in the Register of Members maintained by Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of e-voting.
- e. The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for scrutinizing the process of e-voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes

casted during the EGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the LI IPL and will also be displayed on the Company's website, corp.nazara.com.

- f. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date may obtain the login ID and Password by sending a request at enotices@linkintime.co.in or to the Company at cs@nazara.com
- g. The Member(s) requiring any assistance with regard to use of technology for remote e-voting or voting at the EGM may contact Mr. Rajiv Ranjan (Assistant Vice-President) at the designated email id: rajiv.ranjan@linkintime.co.in or contact at 022-49186000

Information and other instructions relating to e-voting are as under:

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents addressed to the shareholders can be sent by e-mail to their registered email-id's. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

Instructions for shareholders to vote electronically:

Event No: 210007

- 1) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LI IPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- ▶ Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company



- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
- Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
 - Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

- 2) Click on 'Login' under 'SHARE HOLDER' tab.
- 3) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
- 4) After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- 5) E-voting page will appear.
- 6) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- 7) After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
- 8) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board

resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

General Guidelines for shareholders:

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders/ members holding multiple folios/ demat account shall choose the voting process separately for each of the folios/demat account.
- In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

Process and manner for attending the Extra-Ordinary General Meeting through InstaMeet:

Shareholders/Members are entitled to attend and participate in the Extra-Ordinary General Meeting (“EGM”) through VC/OAVM Facility being provided by Link Intime by following the below mentioned process:

1. Facility for joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM and shall be kept open till the expiry of 15 minutes after the schedule time on first come first basis.

2. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination, Remuneration & Compensation Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first come first basis.
3. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Members shall register their details and attend the EGM as under:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Extra-Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 5 days in advance with the company on the cs@nazara.com created for the general meeting.

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra-Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra-Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra-Ordinary General Meeting will be eligible to attend/ participate in the Extra-Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

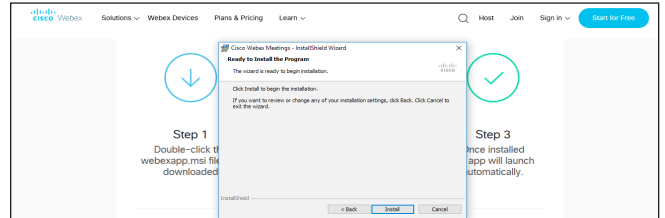
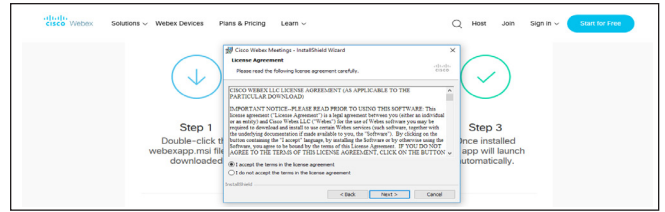
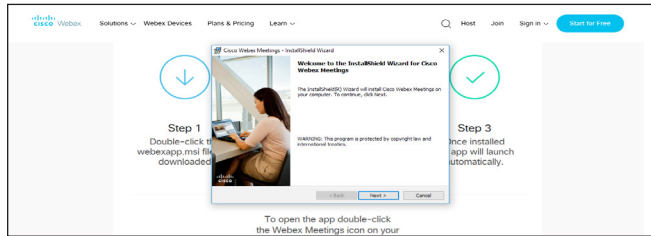
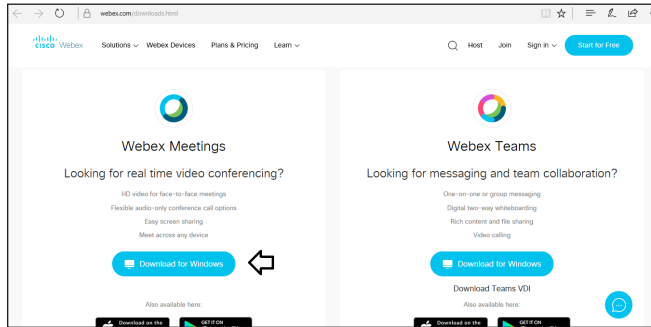
Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the EGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



or

- Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Special Business

Item No.1

The Company proposes to raise funds to finance its growth plans, the promoters and your company has entered into Share Subscription Agreement dated 08th January, 2021 with Instant Growth Limited (“IGL”) to raise the funds of INR 1,000,000,166 (Indian Rupees One Billion One Hundred and Sixty Six only) by issue of Equity Shares of Rs. 4/- (Indian Rupees Four Only) each (“**Equity Shares**”) on private placement basis under Sections 42, 62(1)(c), and all other applicable provisions, if any, of the Companies Act, 2013.

In consideration of said transaction, the Board of Directors at their meeting held on January 04, 2021, subject to approval by the members, has proposed to create, offer, issue and allot upto 1,160,093 (One Million One Sixty Thousand and Ninety Three Only) equity shares of face value of INR 4/- (Indian Rupees Four Only) each at a premium of INR 858/- (Rupees Eight hundred and fifty eight only) per Equity Share aggregating to INR 1,000,000,166 (Indian Rupees One Billion One Hundred and Sixty Six) to Instant Growth Limited (“IGL”), for cash consideration on preferential allotment / private placement basis.

As per Section 62 read with Section 42, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (“**Act**”), approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment / private placement basis.

Accordingly, the approval of the shareholders is being sought, by way of a special resolution, to offer, issue and allot aforesaid Equity Shares in one or more tranches, on a preferential allotment / private placement basis.

The disclosures as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 are given here in below:

(i) **The objects of the issue:**

To finance Company’s growth plans.

(ii) **The total number of Equity shares to be issued:**

1,160,093 (One Million One Sixty Thousand and Ninety Three) Equity shares of face value of Rs. 4/- (Rupees Four Only) each at a premium of Rs. 858/- (Rupees Eight hundred fifty eight only) per Equity Share aggregating to INR 1,000,000,166 (Indian Rupees One Billion One Hundred and Sixty Six) for cash consideration on preferential allotment / private placement basis.

(iii) **The price at which the allotment is proposed:**

The issue price per share is Rs. 862/- (Rupees Eight Hundred and sixty two Only) including a premium of Rs. 858/- (Rupees Eight Hundred and fifty eight Only).

(iv) **Basis on which the price has been arrived at along with report of the registered valuer:**

The issue price is determined based on the valuation report of CA Harsh Chandrakant Ruparelia, Chartered Accountant (Registered Valuer) dated 3rd January 2021.

(v) **Relevant date with reference to which the price has been arrived at:**

The Relevant date is 31st December, 2020.

(vi) **The class or classes of persons to whom the allotment is proposed to be made:**

The proposed allotment shall be made to Instant Growth Limited a Foreign Body Corporate.

(vii) **Intention of directors, promoters or key managerial personnel to subscribe to the offer:**

None of the Directors, Promoters and Key Managerial Personnel of the Company intends to subscribe to this Private Placement offer authorized by the resolution. None of the Directors or Promoters of Company or their relatives is concerned or interested in the passing of this resolution.

(viii) **The proposed time within which the allotment shall be completed:**

The allotment under the Special Resolution will be completed within a period of 12 months from the date of passing of this resolution.

(ix) **The number of persons to whom allotment on private placement basis have already been made during the year, in terms of number of securities as well as price:**

The Company has issued and allotted the securities to following during the year:

- 17,995 Equity shares of Rs. 4/- at a premium of Rs. 724/- aggregating to Rs. 1,31,00,360/- allotted to Devavrat Jatia, a shareholder of Crimzoncode Technologies Private Limited on 21st February 2020.
- 412,088 Equity shares of Rs. 4/- each at a premium of Rs. 724/- aggregating to Rs. 30,00,00,064/- allotted to Mr. Anupam Dhanuka and Anshu Dhanuka Founders of Paper Boat Apps Private Limited on 06th May, 2020.
- 201,020 Equity Shares of Rs. 4/- each at a premium of Rs. 724/- aggregating to Rs. 14,63,42,560/- allotted to Shareholders of Halaplay Technologies Private Limited on 22nd June, 2020.
- 185,440 Equity shares of Rs. 4/- each at a premium of Rs. 724/- aggregating to Rs. 13,50,00,320/- allotted to Mr. Anupam Dhanuka and Anshu Dhanuka Founders of Paper Boat Apps Private Limited on 31st December 2020.



- (x) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;

Sr. No.	Name of the proposed allottees	Before Preferential Offer		Post preferential Offer	
		No. of Equity Shares	%	No. of Equity Shares	%
1.	Instant Growth Limited c/o Corporate Management Solutions (Cayman) Ltd., Two Artillery Court, 2nd Floor 161 Shedden Road, PO Box 799, Grand Cayman, KY1-1103, Cayman Islands	-	-	1,160,093	3.85%

- (xi) The change in control, if any, in the company that would occur consequent to the preferential offer:

There shall be no change of control of the Company consequent upon allotment of the proposed issue of Equity Shares pursuant to this Issue.

- (xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

- (xiii) The pre issue and post issue shareholding pattern of the company in the following format:

Shareholding pattern before and after issue is as follows:

S. No.	Category	Pre Issue		Post-Issue	
		No. of shares held	% of share-holding	No. of shares held	% of share-holding
A	Promoters' holding :				
1	Indian:				
	Individual	1,011,703	3.49%	1,011,703	3.36%
	Bodies Corporate	5,955,125	20.57%	5,955,125	19.78%
	Sub Total (1):	6,966,828	24.06%	6,966,828	23.13%
2	Foreign Promoters	0	0.00%	0	0.00%
	Sub Total (A)	6,966,828	24.06%	6,966,828	23.13%

S. No.	Category	Pre Issue		Post-Issue	
		No. of shares held	% of share-holding	No. of shares held	% of share-holding
B	Non Promoters' holding:				
1	Institution Investors	6,340,457	21.90%	6,340,457	21.05%
2	Non- Institution:				
A	Bodies Corporate	4,284,018	14.80%	4,284,018	14.23%
	Proposed Allottee: Instant Growth Limited	0	0.00%	1,160,093	3.85%
B	Indian Public	6,935,720	23.95%	6,935,720	23.03%
C	Others	4,427,137	15.29%	4,427,137	14.70%
	Sub Total (B)	21,987,332	75.94%	23,147,425	76.87%
	Grand Total (A+B)	28,954,160	100.00%	30,114,253	100.00%

Note: As on date 636,830 number of stock options issued under ESOP 2016 and ESOP 2017 are outstanding for exercise. Further, the Company has also granted 147,955 Stock Options to employee(s) under the Nazara ESOP, 2020 which are yet to be vested. The Post Shareholding pattern shall stand change accordingly, subject to exercise of stock options by the employees.

The Board of Directors of the Company believes that the proposed Private Placement issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the special resolution for your approval at Item No. 1 of this Notice.

Relevant documents are open for inspection by the members electronically on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection during the Meeting held through VC / OAVM.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

**By Order of the Board of Directors,
Nazara Technologies Limited**

**Date: 8th January 2021
Place: Mumbai**

**Vikash Mittersain
Chairman & Managing Director
DIN: 00156740**