

# Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)



October 12, 2021

**Head, Listing Compliance Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001.

**Scrip Code: 543280**

**Head Listing Compliance Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1. G Block,  
Bandra -Kurla Complex, Bandra (East),  
Mumbai- 400051.

**Scrip Symbol: NAZARA**

Dear Sirs/Madam,

**Sub: Notice convening the Extraordinary General Meeting of Nazara Technologies Limited ("the Company")**

**Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

In furtherance to our disclosure dated October 06, 2021, and pursuant to Regulation 30 of SEBI Listing Regulations and other applicable provisions of Listing Regulations, please find enclosed herewith the Notice convening Extraordinary General Meeting ("EGM") of the Company scheduled to be held on Wednesday, November 03, 2021 at 11.00 A.M. (IST) through Video Conference ("VC")/ Other Audio-Visual means ("OAVM") to transact the special businesses as set out in the Notice of the EGM dated October 06, 2021.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the EGM has been dispatched to all the members of the Company whose email addresses are registered with Depository Participant(s) or Registrar and Share Transfer Agent of the Company or with Company.

The Notice convening the EGM of the Company are available on the website of the Company at [www.nazara.com](http://www.nazara.com).

You are requested to take the above information on record.

Thanking You,

Yours Faithfully,

For Nazara Technologies Limited

**Kiran Joshi**  
**Interim Compliance Officer**  
Encl: As above



India | Middle East | Africa | Europe



## NAZARA TECHNOLOGIES LIMITED

CIN: U72900MH1999PLC122970

Regd. Office: 51-55, Maker Chambers 3, Nariman Point, Mumbai - 400021

Tel.: +91-22-40330800 Fax: +91-22-22810606 Email: investors@nazara.com Website: www.nazara.com

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF NAZARA TECHNOLOGIES LIMITED (“THE COMPANY”) WILL BE HELD ON WEDNESDAY, NOVEMBER 03, 2021 AT 11.00 A.M. (IST) THROUGH VIDEO-CONFERENCING (“VC”) OR OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESSES:**

#### **SPECIAL BUSINESS:**

#### **ITEM NO 1:**

#### **ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO INVESTORS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42 and 62 and other provisions, if any of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other rules and regulations made thereunder, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchanges where the shares of the Company are listed and subject to the applicable provisions of the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, as amended, and subject to the provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the Board of Directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot at an appropriate time, in one or more tranches, up to 14,29,266 (Fourteen Lakhs Twenty Nine Thousand Two Hundred and Sixty Six) fully paid up equity shares of face value Rs. 4/- (Rupees Four Only) each at a price of Rs. 2,206/-\* (Rupees Two Thousand Two Hundred and Six Only) (including a premium of Rs. 2,202/- each) per equity share, which is not less than the price determined in accordance with Chapter V of SEBI (ICDR) Regulations, for an amount aggregating to Rs. 3,15,29,60,796/- (Rupees Three Hundred Fifteen Crores Twenty Nine Lakhs Sixty Thousand Seven Hundred and Ninety Six Only), to the investors listed in the table below (Hereinafter referred to as the “Proposed Allottees”) who is not a promoter and who does not belong to the promoter(s) and promoter group of the Company, for cash, by way of preferential issue on private placement basis (“Preferential Allotment”), in accordance with the SEBI (ICDR) Regulations, the Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Sr. No	Name of Proposed Allottees	Category	Maximum Number of Equity Shares to be issued and allotted	Amount (in Rs.)
1.	Gamnate Pte. Ltd.	Category I Foreign Portfolio Investor	11,77,680	259,79,62,080
2.	Plutus Wealth Management LLP	Body Corporate	2,51,586	55,49,98,716
<b>Total</b>			<b>14,29,266</b>	<b>3,15,29,60,796</b>

\* Refer point 4 of the Explanatory Statement under Item No. 1 for the basis on which the price has been arrived

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the preferential allotment of equity shares be and is hereby fixed as Monday, October 04, 2021, being the date 30 days prior to the date of the Extraordinary General Meeting i.e. Wednesday, November 03, 2021.



**RESOLVED FURTHER THAT** the Preferential Allotment of Equity Shares shall inter-alia be subject to the following terms and conditions:

- (i) Each of the Proposed Allottee shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof;
- (ii) The consideration for allotment of the relevant equity shares shall be paid to the Company from the bank account of the Proposed Allottees;
- (iii) The Allotment of Equity Shares shall only be made in dematerialized form;
- (iv) The Equity Shares allotted to the Proposed Allottees shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- (v) The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI (ICDR) Regulations;
- (vi) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of this special resolution or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- (vii) The Equity Shares so offered, issued and allotted will be listed on the National Stock Exchange of India Limited and BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (viii) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove.

Without prejudice to the generality of the above, the preferential allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof

**RESOLVED FURTHER THAT** subject to SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue/ private placement shall be kept by the Company in a separate bank account.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential allotment, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**ITEM NO 2:**

**ISSUANCE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON PREFERENTIAL BASIS:**

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

**“RESOLVED THAT** pursuant to (i) the applicable provisions of Sections 23, 42, 62 and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re- enactments thereof or the time being in force) (herein after referred to as the “Act”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force (iii) the provisions of the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, as amended, and (iv) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and (v) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in accordance with the Acquisition Agreement dated August 27, 2021 executed between the Company, Sreeram Reddy Vanga, OpenPlay Technologies Private Limited (“Target Company”) and Unnati Management Consultants LLP (“Proposed Allottee”), the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot upto 6,48,125 (Six Lakhs Forty Eight Thousand One Hundred and Twenty Five) fully paid-up equity shares of face value of Rs. 4/- (Rupees Four Only) each at a price of Rs. 2,206/-\* (Rupees Two Thousand Two Hundred and Six Only) (including a premium of Rs. 2,202/- each) per equity share, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating to Rs. 1,42,97,63,750/- (Rupees One Hundred Forty Two Crores Ninety Seven Lakhs Sixty Three Thousand Seven Hundred and Fifty Only), to the following investor (Proposed Allottee), who is not a promoter and who does not belong to the promoter(s) and the promoter group of the Company, as per the particulars set out below, by way of preferential issue on private placement basis, for consideration other than cash, being the consideration for acquisition of 7,670 (Seven Thousand Six Hundred and Seventy) fully paid-up equity shares of Rs. 10/- each of the Target Company (“Sale Shares”) and voting rights constituting 76.70 % of the shareholding of Target Company, in accordance with applicable law:

Sr. No	Name of Proposed Allottee	Category	Maximum Number of Equity Shares to be issued and allotted	Amount (in Rs.)
1	Unnati Management Consultants LLP	Body Corporate	6,48,125	142,97,63,750

\* Refer point 4 of the Explanatory Statement under Item No. 2 for the basis on which the price has been arrived

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the preferential allotment of equity shares be and is hereby fixed as Monday, October 04, 2021, being the date 30 days prior to the date of the Extraordinary General Meeting i.e. Wednesday, November 03, 2021.

**RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the Proposed Allottee by way of a preferential allotment shall inter-alia be subject to the following terms and conditions:

- The Allotment of Equity Shares shall only be made in dematerialized form;
- The Equity Shares allotted to the Proposed Allottee shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI (ICDR) Regulations;



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- d) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (fifteen) days from the date of this special resolution or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottee on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- e) The Equity Shares so offered, issued and allotted will be listed on the National Stock Exchange of India Limited and BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- f) The Equity Shares so offered and issued to the Proposed Allottee, are being issued for consideration other than cash, being the acquisition of Sale Shares from the Proposed Allottee for non-cash consideration (being the Equity Shares), and the transfer of Sale Shares to the Company will constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution; and
- g) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove.

Without prejudice to the generality of the above, the issue of the Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** subject to SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to make an offer to the Proposed Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential allotment, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

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

**Sd/-**

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

**Place: Mumbai  
Date: 06<sup>th</sup> October, 2021**

**Registered Office:  
51-55, Maker Chambers 3,  
Nariman Point, Mumbai -400021**

**Notes:**

1. In view of the ongoing COVID-19 pandemic and pursuant to the 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021, respectively issued by the Ministry of Corporate Affairs, Government of India ("MCA Circular") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 (the "Act") and SEBI Listing Regulations, the Company has decided to hold its Extra-ordinary General Meeting (EGM) through Video-conferencing ("VC") or other audio visual means ("OAVM") (hereinafter referred to as "electronic means") i.e. without the physical presence of the members. The deemed venue for the EGM shall be the registered office of the Company.
2. The relevant explanatory statement pursuant to Section 102 of the Act read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the special business to be transacted at the EGM is annexed hereto and forms part of this notice.
3. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI Listing Regulations, the EGM of the Company is being conducted through VC/ OAVM. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM and e-voting during the EGM. The procedure for voting through remote e-voting, e-voting during EGM and participating in EGM through VC/OAVM is explained at Notes below and is also available on the website of the Company at [www.nazara.com](http://www.nazara.com).
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA Circulars through VC or 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. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the proxy form, attendance slip are not annexed hereto.
5. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed thereto
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM. Institutional Investors, who are Members of the Company and Corporate Members intending to appoint an authorised representative to attend the EGM through VC and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorization/ Power of Attorney to the Scrutinizer by e-mail at [scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in) with a copy marked to [cs@nazara.com](mailto:cs@nazara.com).
7. The Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. All documents referred to in this Notice shall be made available for inspection by the Members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM, subject to restrictions, if any, that may be imposed by local authorities on account of the pandemic, and will also be made available for inspection during the EGM.
9. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the EGM of the Company, may please send a request to the Company via email at [cs@nazara.com](mailto:cs@nazara.com).
10. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote at the EGM.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number, (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to Link Intime India Private Limited ( LI IPL) if the shares are held by them in physical form.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in Demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, LI IPL for assistance in this regard.



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13. The Notice of the EGM along with Explanatory Statement ("EGM Notice") is being sent only through electronic mode to those Members who have registered their e-mail addresses with their respective DPs. The Members who have not registered their e-mail addresses are requested to register their e-mail address with their respective DP by following the procedure prescribed by the DP.

Members may note that the Notice will also be available on the Company's website [www.nazara.com](http://www.nazara.com), websites of the Stock Exchanges i.e; BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

14. 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.
15. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records. Members are therefore requested to kindly submit their e-mail ID and other details to their respective depositories.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to LIPL in case the shares are held in physical form.

#### **INSTRUCTIONS FOR E-VOTING AND JOINING THE EGM ARE AS FOLLOWS:**

##### **A. VOTING THROUGH ELECTRONIC MEANS**

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide applicable circulars prescribing the procedures and manner of conducting the EGM through VC/OAVM and applicable SEBI Circulars. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and applicable MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
- iii. The Members can join the EGM in the VC/OAVM mode 15 minutes before 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 to atleast 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.
- iv. In line with the applicable circulars issued by Ministry of Corporate Affairs (MCA), the Notice calling the EGM has been uploaded on the website of the Company at [www.nazara.com](http://www.nazara.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- v. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, October 27, 2021 (Cut-off date).
- vi. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. Wednesday, October 27, 2021 may follow the same instructions as mentioned above for e-voting. A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.

- vii. Only those Members/ Shareholders, who will be present in the EGM through VC/ OAVM facility and have not cast 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 system in the EGM. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting through VC/OAVM mode during the EGM.
- viii. 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 CDSL. The manner of voting remotely is provided in the instructions for e-voting section which forms part of this Notice.
- ix. The Company has appointed CS Mannish. L. Ghia, Partner of M/s. Manish Ghia & Associates, Company Secretaries (Membership No. : FCS 3531: COP No. 6252) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of EGM in a fair and transparent manner.
- x. The Voting results will be declared within 2 (Two) working days from the conclusion of EGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. [www.nazara.com](http://www.nazara.com) and on the website of CDSL e-voting i.e. [www.evotingindia.com](http://www.evotingindia.com) and the same shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.
- xi. The Notice of the 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).

#### **INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- a. The remote e-voting period begins on Friday, October 29, 2021 at 09:00 A.M and ends on Tuesday, November 02, 2021 at 05:00 P.M. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, October 27, 2021 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting would not be entitled to vote at the meeting.
- c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- ✓ The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ✓ Click on “Shareholders” module.
- ✓ Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- ✓ Next enter the Image Verification as displayed and Click on Login.
- ✓ If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- a) After entering these details appropriately, click on “SUBMIT” tab.
- b) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- c) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- d) Click on the EVSN for the relevant NAZARA TECHNOLOGIES LIMITED on which you choose to vote. The EVSN of the Company is 211011001



- e) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- f) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- g) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- h) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- i) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- j) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- k) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@nazara.com](mailto:cs@nazara.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@nazara.com](mailto:cs@nazara.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@nazara.com](mailto:cs@nazara.com). These queries will be replied to by the company suitably by email. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the EGM.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the EGM through VC/OAVM 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 system available during the EGM.
- If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO 1:

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under Item No. 01 of this Notice.

The Company is a leading India based diversified gaming and sports media platform with a presence in India and across emerging and developed global markets such as Africa and North America, with offerings across the interactive gaming, e-Sports gamified early learning and skill based real money gaming. The members are further informed that the Company is always looking for opportunities in the market for strategic acquisitions. In view of the same, the Company will require additional funding for making strategic acquisitions and investments in various companies/body corporates and also to fund the growth plans of the Company including its subsidiaries and associates.

Accordingly, the Board of Directors of the Company in their meeting held on Wednesday, October 6, 2021, subject to the necessary approvals, have approved the proposal for raising of funds for an aggregate consideration of Rs. 3,15,29,60,796/- (Rupees Three Hundred Fifteen Crores Twenty-Nine Lakhs Sixty Thousand Seven Hundred and Ninety-Six Only) by way of issue of upto 14,29,266 (Fourteen Lakhs Twenty-Nine Thousand Two Hundred and Sixty-Six) fully paid up equity shares of face value Rs. 4/- (Rupees Four Only) each at price of Rs. 2,206/- (Rupees Two Thousand Two Hundred and Six Only) per equity share, provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI ICDR Regulations, to the Proposed Allottees, by way of a preferential allotment.

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"), and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") as amended, approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment / private placement basis.

Therefore, the consent of the members is being sought by way of a special resolution to issue equity shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed preferential allotment in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

#### 1. Objects of the Issue:

The Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used for making strategic acquisitions and investments in various companies/body corporates and also to fund the growth plans of the Company including its subsidiaries and associates.

#### 2. Size of the preferential issue

The Company proposes to offer, issue and allot, by way of a preferential allotment, up to 14,29,266 (Fourteen Lakhs Twenty-Nine Thousand Two Hundred and Sixty-Six) fully paid up equity shares of face value Rs. 4/- each at price of Rs. 2,206/- (Rupees Twenty-Two Hundred and Six Only) per equity share for an amount aggregating to Rs. 315,29,60,796/- (Rupees Three Hundred Fifteen Crores Twenty-Nine Lakhs Sixty Thousand Seven Hundred and Ninety-Six Only)

#### 3. Price of the preferential issue

The Company proposes to offer, issue and allot Shares at an issue price of Rs. 2,206/- (Rupees Twenty- Two Hundred and Six only) per equity share. Please refer to point no. 4 below the basis of determining the price of the preferential allotment.

#### 4. Basis on which the price has been arrived at along with report of the registered valuer:

The issue price has been determined based on consideration of:

1. Valuation report of the Company dated October 6, 2021 from CA Harsh Chandrakant Ruparelia, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11106) for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment.
2. Valuation report of the of the Company dated October 6, 2021 from Fedex Securities Private Limited, Category I Merchant Banker registered with SEBI for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment.

3. Pricing certificate dated October 6, 2021 from Walker Chandio & Co LLP., Chartered Accountants, Statutory Auditors of the Company, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

The equity shares of the Company are listed and frequently traded on National Stock Exchange of India Limited and BSE Limited in accordance with the SEBI ICDR Regulations. For the purpose of computation of the price per equity share, the National Stock Exchange of India Limited is the stock exchange with higher trading volumes for said period and accordingly the same has been considered.

In terms of Regulation 164 (1) of SEBI ICDR Regulations, the price at which equity shares will be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 26 (Twenty-Six) weeks preceding the Relevant Date; or
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 2 (Two) weeks preceding the Relevant Date.

The price per equity share of Rs. 2206/- (Rupees Two Thousand Two Hundred and Six Only) is higher than the floor price determined in accordance with Regulation 164 (1) of SEBI ICDR Regulations.

**5. Particulars of the issue including the material terms of issue, date of passing Board Resolution, kind of securities offered, etc:**

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottee are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on the National Stock Exchange of India Limited and BSE Limited shall rank pari passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

**6. Relevant Date:**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is October 4, 2021 i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.

**7. Class or classes of persons to whom the allotment is proposed to be made:**

The Equity Shares shall be issued and allotted to the investors as detailed herein below. The Company has obtained the PAN of all the Proposed Allottees:

Sr. No	Name of Proposed Allottees	Maximum Number of Equity Shares to be issued and allotted	Total Amount (in Rs.)
1	Gamnate Pte. Ltd.	11,77,680	259,79,62,080
2	Plutus Wealth Management LLP	2,51,586	55,49,98,716
<b>Total</b>		<b>14,29,266</b>	<b>315,29,60,796</b>

**8. Intention of the Promoters/ Promoter Group, Directors or Key Managerial Personnel to subscribe to the preferential issue.**

None of the Promoters /Promoter Group/ Directors or Key Managerial Personnel of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue.

**9. Shareholding Pattern of the Company before and after the issue:**

The pre-issue shareholding pattern of the Company as of September 30, 2021 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is provided herein below:

Sr. No	Category of shareholders	Pre- Issue Shareholding		Post-Issue Shareholding**#	
		No of Shares held	% of Total Shareholding	No of Shares held	% of Total Shareholding
	<b>Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
	Individuals/Hindu undivided Family	1039743	3.41	1039743	3.20
	Body Corporate	5263225	17.28	5263225	16.18
	<b>Sub-Total (A)(1)</b>	<b>6302968</b>	<b>20.70</b>	<b>6302968</b>	<b>19.38</b>
<b>2</b>	<b>Foreign</b>				
(a)	Individuals (NonResident Individuals/ Foreign Individuals)	0	0	0	0
(e)	Body Corporate	0	0	0	0
	<b>Sub-Total (A)(2)</b>				
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>6302968</b>	<b>20.70</b>	<b>6302968</b>	<b>19.38</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds	1224739	4.02	1224739	3.76
(b)	Venture Capital Funds	119614	0.39	119614	0.37
(c)	Alternate Investment Funds	138500	0.45	138500	0.43
(d)	Foreign Venture Capital Investors	0	0.00	0	0.00
(e)	Foreign Portfolio Investors	2524926	8.29	2524926	7.76
	<b>Proposed Allottee</b>				
	<b>Gamnat Pte. Ltd</b>	0	0.00	1177680	3.62
(f)	Financial Institutions/ Banks	1800	0.01	1800	0.01
(g)	Insurance Companies	293329	0.96	293329	0.90
(h)	Provident Funds/ Pension Funds				
(i)	Any Other (specify)				
	<b>Sub-Total (B)(1)</b>	<b>4302908</b>	<b>14.13</b>	<b>5480588</b>	<b>16.85</b>
<b>2</b>	<b>Non-institutions</b>				
(a)	Individuals	9706460	31.87	9706460	29.84
(b)	NBFCs registered with RBI	65051	0.21	65051	0.20
(e)	Any Other (specify)	8075449	26.52	8723574	26.82
	<b>Proposed Allottee</b>				
	<b>Body Corporate</b>				
	Plutus Wealth Management LLP	2000000	6.57	2251586	6.92
	<b>Sub-Total (B)(2)</b>	<b>19846960</b>	<b>65.17</b>	<b>20746671</b>	<b>63.78</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>24149868</b>	<b>79.30</b>	<b>26227259</b>	<b>80.62</b>
	<b>Total (A+B)</b>	<b>30452836</b>	<b>100.00</b>	<b>32530227</b>	<b>100.00</b>

\* Post giving effect of the proposed allotment of 6,48,125 equity shares of Rs. 4/- each of the Company as mentioned in the resolution at Item No 2.

# In the event of allotment of equity shares, upon exercise of outstanding ESOPs from the date of this notice to the date of allotment of equity shares to the proposed allottees, the post-issue shareholding pattern shall stand modified to the extent of the shares allotted by the Company.

#### 10. Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise up to a maximum of Rs. 315,29,60,796/- (Rupees Three Hundred Fifteen Crores Twenty-Nine Lakhs Sixty Thousand Seven Hundred and Ninety-Six Only) by way of issue of up to 14,29,266 (Fourteen Lakhs Twenty-Nine Thousand Two Hundred and Sixty-Six) fully paid up equity shares of Rs. 4/- (Rupees Four Only) each of the Company.

**11. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:**

Not Applicable.

**12. Proposed time frame within which the preferential issue shall be completed:**

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the Proposed Allottees on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company.

\*It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

**13. Change in control, if any, in the Company that would occur consequent to the preferential allotment:**

There shall be no change in the management or control of the Company pursuant to the above mentioned Preferential Allotment.

**14. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotments during the year except as stated below:

- 185,440 Equity shares of Rs. 4/- each at a premium of Rs. 724/- per equity share aggregating to Rs. 13,50,00,320/- allotted to Mr. Anupam Dhanuka and Anshu Dhanuka Founders of Paper Boat Apps Private Limited, for consideration other than cash, on private placement basis, by way of resolution passed on 31<sup>st</sup> December 2020;
- 11,60,093 Equity shares of Rs. 4/- each at a premium Rs. 858/- per equity share aggregating to Rs. 100,00,00,166/- to Instant Growth Limited, for cash, on private placement basis, by way of resolution passed in the Board meeting held on 4<sup>th</sup> February, 2021.

**15. Lock-in Period:**

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of SEBI ICDR Regulations.

**16. Listing:**

The Company shall make an application to the BSE Limited and National Stock Exchange of India Limited (collectively known as "Stock Exchanges") on which the existing equity aforementioned shares are listed, for listing of the aforementioned shares.

The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

**17. Principle terms of assets charged as securities:**

Not applicable

**18. Auditors' certificate:**

The Certificate issued by Walker Chandio & Co LLP., Chartered Accountants, Statutory Auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and the same will be made available for inspection by the members of the Company at the Registered Office of the Company between 11.00 a.m to 1.00 p.m on all working days up to the date of EGM.

**19. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottee, the percentage (%) of post preferential issue capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:**

The names of the Proposed Allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:



Name of the Proposed Allottees	Category	PAN	Ultimate Beneficial Ownership	Pre- Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment**	
				No of Shares	% of voting rights		No of Shares	% of voting rights
Gamnate Pte. Ltd	Category I Foreign Portfolio Investor, Non Promoter	AAFCG9320D	Gamnate Pte. Ltd. is registered as a category I foreign portfolio investor under the SEBI (Foreign Portfolio Investor) Regulations, 2019. The Company has been informed that the beneficial owner of the Buyer is Eurovest Pte. Ltd., which in-turn is wholly owned by the Minister for Finance, a body corporate constituted by the Government of Singapore under section 2(1) of the Minister for Finance (Incorporation) Act, Chapter 183 of Singapore. The board of directors (senior managing officials) of the Buyer are Mr. Bryan Yeo, Mr. Ravi Balasubramanian and Mr. Woo Tuck Kan.	-	-	11,77,680	11,77,680	3.62%
Plutus Wealth Management LLP	Body Corporate, Non Promoter	AATFP4879R	1. Mr.Arpit Khandelwal 2. Mr.Ramesh Keshubhai Siyani	20,00,000	6.57%	2,51,586	22,51,586	6.92%

\*Post giving effect of the proposed allotment of 6,48,125 equity shares of Rs. 4/- each of the Company as mentioned in the Resolution at Item No 2.

# In the event of allotment of equity shares, upon exercise of outstanding ESOPs from the date of this notice to the date of allotment of equity shares to the proposed allottees, the post-issue shareholding pattern shall stand modified to the extent of the shares allotted by the Company.

## 20. Other Disclosures:

- The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per the SEBI ICDR Regulations.
- The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations. \*

If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the proposed allottees.

\*Since the Companies equity shares are listed on recognized Stock Exchanges for a period of more than twenty-six weeks prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The Board recommends the passing of a Special Resolution as set out at Item No. 1 of this accompanying Notice, for the approval of the members.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 1 of this Notice, except to the extent to their shareholding in the Company.

## **ITEM NO 2:**

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under Item No. 2 of this Notice.

The Board of Directors of the Company at its meeting held on October 06, 2021 approved the proposal to acquire the balance stake. i.e. 7,670 equity shares of Rs. 10 /- each ("Sale Shares") of Open Play Technologies Private Limited ("Target Company") pursuant to Acquisition Agreement dated August 27, 2021 executed amongst the Company, Sreeram Reddy Vanga, Target Company and Unnati Management Consultants LLP ("Proposed Allottee") for the purpose of acquisition of the entire 100% stake of the Target Company. The Company has already acquired 2,330 equity shares of Rs. 10/- each of the Target Company for a cash consideration of Rs. 43.43 Crores.

As approved by the Board of Directors of the Company and subject to the receipt of the shareholders' and regulatory approvals and subject to the satisfaction of the terms and conditions of the Acquisition Agreement dated August 27, 2021 and in order to discharge the purchase consideration the Company proposes to issue upto 6,48,125 (Six Lakhs Forty Eight Thousand One Hundred and Twenty Five) equity shares of 4/- (Rupees Four Only) each at a price of Rs. 2,206/- (Rupees Two Thousand Two Hundred and Six Only) per equity share (which includes a premium of Rs. 2202/- (Rupees Two Thousand Two Hundred and Two Only) per equity share), aggregating to Rs. 1,42,97,63,750/- (Rupees One Hundred Forty Two Crores Ninety Seven Lakhs Sixty Three Thousand Seven Hundred and Fifty Only) to Unnati Management Consultants LLP (Proposed Allottee), on preferential basis under the Companies Act, 2013 and rules thereunder ("Act") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") as amended and other applicable laws.

The issue and allotment of equity shares to the Proposed Allottee shall be subject to the receipt of necessary approvals from the statutory authorities, the Stock Exchanges, Depositories, etc. Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of shares. Consequent to the discharge of the aforesaid Purchase Consideration and acquisition of sale shares, the Target Company will become wholly-owned subsidiary of the Company.

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"), and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") as amended, approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment / private placement basis.

Therefore, the consent of the members is being sought by way of a special resolution to issue equity shares to the Proposed Allottee in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed preferential allotment in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

### **1. Objects of the Preferential Issue:**

The object of the proposed issue and allotment of upto 6,48,125 (Six Lakhs Forty Eight Thousand One Hundred and Twenty Five) fully paid up equity shares of Rs. 4/- (Rupees Four Only) each of the Company to Unnati Management Consultants LLP, shareholder of Target Company is to discharge the purchase consideration payable for the acquisition of Sale Shares in Target Company.

### **2. Size of the preferential issue**

It is proposed to issue and allot in aggregate up to 6,48,125 (Six Lakhs Forty- Eight Thousand One Hundred and Twenty Five) fully paid up equity shares of Rs. 4/- (Rupees Four Only) each of the Company at an issue price of Rs. 2,206/- (Rupees Two Thousand Two Hundred and Six Only) per equity share to discharge the payment of Purchase Consideration for acquisition of balance 73.70% stake in Target Company from its shareholder.



### 3. Price of the preferential issue

The Company proposes to offer, issue and allot Equity Shares each at an issue price of Rs. 2,206/- (Rupees Twenty-Two Hundred and Six only) per equity share. Please refer to point 4 below for the basis of determining the price of the preferential allotment.

### 4. Basis on which the price has been arrived at along with report of the registered valuer:

The issue price has been determined based on consideration of:

1. Valuation report of the Company dated October 6, 2021 from CA Harsh Chandrakant Ruparelia, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11106) for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment.
2. Valuation report of the Company dated October 6, 2021 from Fedex Securities Private Limited, Category 1 Merchant Banker registered with SEBI for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment.
3. Pricing certificate dated October 6, 2021 from Walker Chandiook & Co LLP., Chartered Accountants, Statutory Auditors of the Company, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

The equity shares of the Company are listed and frequently traded on National Stock Exchange of India Limited and BSE Limited in accordance with the SEBI ICDR Regulations. For the purpose of computation of the price per equity share, the National Stock Exchange of India Limited is the stock exchange with higher trading volumes for said period and accordingly the same has been considered.

In terms of Regulation 164 (1) of SEBI ICDR Regulations, the price at which equity shares will be allotted shall not be less than higher of the following:

- (c) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 26 (Twenty-Six) weeks preceding the Relevant Date; or
- (d) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 2 (Two) weeks preceding the Relevant Date.

The price per equity share of Rs. 2,206/- (Rupees Two Thousand Two Hundred and Six Only) is higher than the floor price determined in accordance with Regulation 164 (1) of SEBI ICDR Regulations.

### 5. Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is October 4, 2021 i.e. 30 (thirty) days prior to the date of this EGM.

### 6. Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottee are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on the National Stock Exchange of India Limited and BSE Limited shall rank pari-passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

### 7. Class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the Proposed Allottee (under Non Promoter Category) as detailed herein below. The Company has obtained the PAN of the Proposed Allottee:

Sr.No	Name of Proposed Allottee	Maximum Number of Equity Shares to be issued and allotted
1	Unnati Management Consultants LLP	6,48,125

### 8. Intention of the Promoters/ Promoter Group, Directors or Key Managerial Personnel to subscribe to the preferential issue.

None of the Promoters /Promoter Group/ Directors or Key Managerial Personnel of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue.

## 9. Shareholding Pattern of the Company before and after the issue:

The pre-issue shareholding pattern of the Company as of September 30, 2021 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) provided herein below:

Sr. No	Category of shareholders	Pre- Issue Shareholding		Post-Issue Shareholding* #	
		No of Shares held	% of Total Shareholding	No of Shares held	% of Total Shareholding
	<b>Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
	Individuals/Hindu undivided Family	1039743	3.41	1039743	3.20
	Body Corporate	5263225	17.28	5263225	16.18
	<b>Sub-Total (A)(1)</b>	<b>6302968</b>	<b>20.70</b>	<b>6302968</b>	<b>19.38</b>
<b>2</b>	<b>Foreign</b>				
(a)	Individuals (NonResident Individuals/ Foreign Individuals)	0	0	0	0
(e)	Body Corporate	0	0	0	0
	<b>Sub-Total (A)(2)</b>				
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>6302968</b>	<b>20.70</b>	<b>6302968</b>	<b>19.38</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds	1224739	4.02	1224739	3.76
(b)	Venture Capital Funds	119614	0.39	119614	0.37
(c)	Alternate Investment Funds	138500	0.45	138500	0.43
(d)	Foreign Venture Capital Investors	0	0.00	0	0.00
(e)	Foreign Portfolio Investors	2524926	8.29	3702606	11.38
(f)	Financial Institutions/ Banks	1800	0.01	1800	0.01
(g)	Insurance Companies	293329	0.96	293329	0.90
(h)	Provident Funds/ Pension Funds				
(i)	Any Other (specify)				
	<b>Sub-Total (B)(1)</b>	<b>4302908</b>	<b>14.13</b>	<b>5480588</b>	<b>16.85</b>
<b>2</b>	<b>Non-institutions</b>				
(a)	Individuals	9706460	31.87	9706460	29.84
(b)	NBFCs registered with RBI	65051	0.21	65051	0.20
(e)	Any Other (specify)	10075449	33.09	10327035	31.75
	<b>Proposed Allottee</b>				
	<b>Body Corporate</b>				
	Unnati Management Consultants LLP	0	0.00	648125	1.99
	<b>Sub-Total (B)(2)</b>	<b>19846960</b>	<b>65.17</b>	<b>20746671</b>	<b>63.78</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>24149868</b>	<b>79.30</b>	<b>26227259</b>	<b>80.62</b>
	<b>Total (A+B)</b>	<b>30452836</b>	<b>100.00</b>	<b>32530227</b>	<b>100.00</b>

\*Post giving effect of the proposed allotment of 14,29,266 equity shares of Rs. 4/- each of the Company as mentioned in the resolution at in Item 1.

# In the event of allotment of equity shares, upon exercise of outstanding ESOPs from the date of this notice to the date of allotment of equity shares to the proposed allottees, the post-issue shareholding pattern shall stand modified to the extent of the shares allotted by the Company.

## 10. Amount which the Company intends to raise by way of such securities/ size of the issue:

The shares are being allotted for a consideration other than cash as part of their consideration payable for the acquisition as mentioned above.



#### **11. Valuation for consideration other than cash:**

As part of the consideration payable to Proposed Allottee for acquisition of 7670 (Seven Thousand Six Hundred and Seventy) fully paid-up equity shares of Rs. 10/-(Rupees Ten Only) each of the Target Company(the "Sale Shares") held by Unnati Management Consultants LLP, shall be discharged by the Company by the issuance of the equity shares. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Sale Shares of target company has been arrived based on the valuation report dated August 26, 2021 issued by Ch. Satya Dinakar, Registered Valuer (IBBI Registration NO. IBBI/RV/06/2020/13394) and price of the equity shares has been determined taking into account the valuation report of the registered valuer. Please refer to paragraph 4 above for the details of the valuation reports obtained in relation to the Company.

#### **12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

As part of the consideration payable to Proposed Allottee for acquisition of 7670 (Seven Thousand Six Hundred and Seventy) fully paid-up equity shares of Rs. 10/-(Rupees Ten Only) each of the Target Company(the "Sale Shares") held by Unnati Management Consultants LLP, shall be discharged by the Company by the issuance of its equity share.

The valuation of the Sale Shares of Target Company has been arrived based on Valuation Report dated August 26, 2021 issued by Ch. Satya Dinakar, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13394) and approval of the Purchase Consideration by the Board of Directors.

#### **13. Proposed time frame within which the preferential issue shall be completed:**

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the Proposed Allottee on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company.

\*It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottee on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

#### **14. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the above mentioned Preferential Allotment.

#### **15. Lock-in Period:**

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of SEBI ICDR Regulations

#### **16. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotments during the year except as stated below:

- 185,440 Equity shares of Rs. 4/- each at a premium of Rs. 724/- per equity share aggregating to Rs. 13,50,00,320/- allotted to Mr. Anupam Dhanuka and Anshu Dhanuka Founders of Paper Boat Apps Private Limited, for consideration other than cash, on private placement basis, by way of resolution passed on 31<sup>st</sup> December 2020;
- 11,60,093 Equity shares of Rs. 4/-each at a premium Rs. 858/- per equity share aggregating to Rs. 100,00,00,166/- to Instant Growth Limited, for cash, on private placement basis, by way of resolution passed in the Board meeting held on 4<sup>th</sup> February, 2021.

#### **17. Listing:**

The Company will make an application to the BSE Limited and National Stock Exchange of India Limited ( "Stock Exchanges") at which the existing shares are listed, for listing of the Equity Shares.

#### **18. Principle terms of assets charged as securities:**

Not applicable

## 19. Auditors' certificate:

The Certificate issued by Walker Chandio & Co LLP., Chartered Accountants, Statutory Auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and the same will be made available for inspection by the members of the Company at the Registered Office of the Company between 11.00 a.m to 1.00 p.m on all working days up to the date of EGM.

## 20. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottee, the percentage (%) of post preferential issue capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:

The name of the proposed allottee and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue, is as follows:

Name of the Proposed Allottee	Category	PAN	Ultimate Beneficial Ownership	Pre- Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment **	
				No of Shares	% of voting rights		No of Shares	% of voting rights
Unnati Management Consultants LLP	Body Corporate, Non-Promoter	AAEFU7294A	Sreeram Reddy Vanga	-	-	6,48,125	6,48,125	1.99%

*\*Post giving effect of the proposed allotment of 14,29,266 equity shares of Rs. 4/- each of the Company as mentioned in the Resolution at Item 1.*

*# In the event of allotment of equity shares, upon exercise of outstanding ESOPs from the date of this notice to the date of allotment of equity shares to the proposed allottees, the post-issue shareholding pattern shall stand modified to the extent of the shares allotted by the Company.*

## 21. Other Disclosures:

- The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per the SEBI ICDR Regulations.
- The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations.\*

If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the proposed allottees.

\*Since the Companies equity shares are listed on recognized Stock Exchanges for a period of more than twenty-six weeks prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.



The Board recommends the passing of a Special Resolution as set out at Item No. 2 of this accompanying Notice, for the approval of the members.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to the extent to their shareholding in the Company.

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

**Place: Mumbai  
Date: 06<sup>th</sup> October, 2021**

**Sd/-  
Vikash Mittersain  
Chairman and Managing Director  
DIN: 00156740**

**Registered Office:  
51-55, Maker Chambers 3,  
Nariman Point, Mumbai -400021**