Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)

March 12, 2022

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

Scrip Code: 543280

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 Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Notice of the Extraordinary General Meeting ("EGM") of the members of Nazara Technologies Limited ("the Company").

In furtherance to our disclosure dated March 04, 2022, 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 members of the Company is scheduled to be held on Monday, April 04, 2022 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 March 04, 2022.

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 said Notice has also been hosted on the Company's website at www.nazara.com under the tab "Investor Relations".

Please take the above information on record.

Thanking You,
Yours Faithfully,

For **Nazara Technologies Limited**

Pravesh Palod
Company Secretary and Compliance Officer
Membership No.: A57964
Encl: as above

NAZARA TECHNOLOGIES LIMITED

CIN: L72900MH1999PLC122970
Regd. Office: 51-54, 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 **Monday, April 4, 2022 at 11.00 A.M. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses as Special Business**:-**

1. Approval for increase in limits to provide loan, guarantee or security in respect of loan made to any person or body corporate or to make investment in any other body corporate under Section 186 of the Companies Act, 2013:

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

"**RESOLVED THAT** in supersession of the Special Resolution passed by the members at the 22nd Annual General Meeting of the Company held on 20th September 2021, and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and subject to such other approvals, sanctions and consents as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to: (a) give loans, from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate; (b) give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate; and (c) acquire by way of subscription, purchase or otherwise securities of any body corporate from time to time, in one or more tranches, upto an aggregate amount of Rs. 1,000 Crores (Rupees One Thousand Crore Only); notwithstanding the fact that the aggregated amount of the loan(s) and investment(s), so far made, the amounts for which guarantee(s) given, along with the investment(s), loan(s), guarantee(s) and security(ies) in respect of loan(s) proposed to be made or given by the Board which may exceed sixty percent of the total paid up share capital and free reserves and securities premium account or one hundred percent of its free reserves and securities premium account (whichever is higher) as per section 186 of the Companies Act, 2013. (For detailed explanation, kindly refer the Item No. 1 of the explanatory statement at page no. 11).

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment(s) within the aforesaid limits including the power to transfer, lien and dispose of the investment(s) so made, from time to time, giving loan(s) to any person or body corporate or giving guarantee(s) or providing security in connection with a loan(s) to any other person or body corporate as they may deem fit and in the best interest of the Company and to execute all deeds, documents and other writings.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds, matters and things to the extent it may be desirable and expedient to give effect to the aforesaid resolution including the power to settle any and all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company."

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 applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re- enactments thereof or the time being inforce) (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) ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") as in force 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 (iii) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (BSE and NSE together, the "Stock Exchanges") on which the equity shares of the Company are listed, (iv) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, (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 (vi) in accordance with the Investment Agreement dated January 18, 2022 executed between the Company, Datawrkz Business Solutions Private Limited (herein after referred as "Target Company"), Datawrkz Pte Ltd., Senthil Govindan, Karthigha Dhanabalan, Arunprabu K, Mayank Khirwadkar and Garale Vishal Tukaram, the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 110,617 (One Lakh Ten Thousand Six Hundred and Seventeen) fully paid-up equity shares of face value of Rs. 4/- (Rupees Four Only) each at a price of Rs. 2,260/- *(Rupees Two Thousand Two Hundred and Sixty Only) (including a premium of Rs. 2,256/- 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. 24,99,94,420/- (Rupees Twenty Four Crores Ninety Nine Lakhs Ninety Four Thousand Four Hundred and Twenty Only), to the Proposed Allottees as listed in the table below, who are not promoters and who do 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 (the "Preferential Allotment"), for consideration other than cash, being the part consideration for acquisition of 22,499 (Twenty Two Thousand Four Hundred and Ninety Nine) fully paid-up equity shares of Re. 1/- each ("Sale Shares") and voting rights constituting 33% of the shareholding of Target Company, on fully diluted basis, in accordance with applicable law:

Sr. No.	Name of Proposed Allottees	Category	Maximum Number of Equity Shares to be issued and allotted	Amount (in Rs.)
1.	Senthil Govindan	Non Promoter, Individual	102,211	23,09,96,860
2.	Mayank Khirwadkar	Non Promoter, Individual	4,203	94,98,780
3.	Arunprabu K	Non Promoter, Individual	2,802	63,32,520
4.	Garale Vishal Tukaram	Non Promoter, Individual	1,401	31,66,260
Total			**110,617**	**24,99,94,420**

* *Refer point 4 of the Explanatory Statement under Item No. 2 for the basis on which 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 Friday, March 04, 2022, being the date 30 days prior to the date of the Extraordinary General Meeting i.e. Monday, April 04, 2022.

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

a) The Allotment of Equity Shares shall only be made in dematerialized form;

b) 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;

c) 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;

d) 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 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;

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 Allottees, are being issued for consideration other than cash, being the acquisition of Sale Shares from the Proposed Allottees 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 Allottees 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 Equity 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 Equity 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 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 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 government 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: March 04, 2022

Registered Office:
51-54, Maker Chambers 3,
Nariman Point, Mumbai - 400021

Notes:

1. In view of the ongoing COVID-19 pandemic and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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 Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the EGM of the Company is being conducted through VC/ OAVM. The Company has engaged Central Depository Services (India) Limited (CDSL) for 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.
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 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 with a copy marked to 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.
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 Pvt Ltd (LIIPL) 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 relodged 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, LIIPL for assistance in this regard.

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, websites of the Stock Exchanges i.e; BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of CDSL 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. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled in to LIIPL. The Nomination Form in the prescribed format is available on the website of the Company at www.nazara.com. Members interested in obtaining a copy of the Nomination Form may write to the Company Secretary at the Company's registered office.

17. SEBI vide its Circulars dated November 3, 2021 and December 14, 2021, has mandated the furnishing of PAN, address with PIN code, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Effective January 1, 2022, Grievance Redressal/ Service Requests can be availed with the Registrar and Share Transfer Agent of the Company (RTA) only after the required documents/ complete data as mandated are furnished for physical folios. Further, if any ONE of the cited documents/ details as enunciated in the said circulars are NOT registered with Company/ RTA, within March 31, 2023, such the folios shall be frozen by the Company/ RTA. The formats for Nomination and Updation of KYC details in accordance with the said circulars are available on the Company's website at www.nazara.com and LIIPL's website.

18. Members who are holding shares in physical form in identical names in more than one folio are requested to write to LIIPL enclosing their share certificates to consolidate their holding into one folio.

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

A. VOTING THROUGH ELECTRONIC MEANS

1. 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). 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.

2. 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 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 authorized 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.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available 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.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at 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 and 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.
6. 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., Monday, March 28, 2022 (Cut-off date).
7. 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. Monday, March 28, 2022 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.
8. 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.
9. The Company has appointed 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.
10. 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 and on the website of CDSL e-voting i.e. 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.
11. 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).

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

a) The voting period begins on Wednesday, March 30, 2022 at 09:00 A.M (IST) and ends on Sunday, April 03, 2022 at 05:00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, March 28, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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 abovesaid 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 **CDSL**	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with **NSDL**	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: https://eservices.nsdl.com 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 & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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 & voting during the meeting.

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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

- ✓ 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details **OR** 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. • 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.

f) After entering these details appropriately, click on "SUBMIT" tab.

g) 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.

h) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

i) Click on the EVSN for the relevant NAZARA TECHNOLOGIES LIMITED on which you choose to vote. The EVSN of the Company is 220309001.

j) 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.

k) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

l) 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.

m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

n) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

o) 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.

p) 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 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.
- 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 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, 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. 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). 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.

1. 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**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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 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, (CDSL) 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 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. 1 of this Notice.

The members are informed that the Company has been making investments in, giving loans to, its various subsidiaries, associates and other bodies corporate from time to time and has stated strategy of creating shareholder value through strategic M&A and has proven track record of creating value through its past acquisitions.

The Company has been constantly looking for opportunities in the market for acquisition/investment in new businesses as part of its inorganic growth strategy. In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making strategic acquisitions and investment in other bodies corporate or granting loans, giving guarantee or providing security to other body corporate as and when required.

It may further be noted that the members of the Company at their 22nd Annual General Meeting held on September 20, 2021, had authorised the Board of Directors to give loans, provide guarantees and/ or securities for loans taken, acquire by way of subscription, investment, purchase or otherwise, the securities of any other body(ies) corporate, as may be required from time to time, by increasing the existing limits of Rs. 400 Crores to Rs. 550 Crores. The present limit has been utilized by way of investments in various Companies, some of prominent investments are in gamified learning (Kiddopia), esports (Nodwin & Sportskeeda), freemium (WCC) and skilled based real money gaming (Halaplay). The details of the investments made by the Company as on March 31, 2021 is provided in the standalone financial statements forming part of the 22nd Annual Report 2020-21. Post March 31, 2021, the Company has made strategic investment of Rs. 186.41 Crores for the acquisition of 100% equity stake of Openplay Technologies Private Limited. Accordingly, the limit of Rs. 550 Crores has already been utilized by the Company from time to time.

Keeping in view of the proposed acquisition of Datawrkz Business Solutions Private Limited along with its subsidiaries and long term business plans of the Company and to ensure that the Company has adequate limit(s) in place to ensure that the investment decisions are not deferred and are timely met, the Company is required to enhance its investment/loan limits from the existing limit of Rs. 550 Crores to Rs. 1000 Crores under section 186 of the Companies Act, 2013 ("the Act"). Upon receipt of approval on enhanced limits as proposed in Item No. 1 of this Notice from shareholders, the Board of Directors will be able to make strategic investments in various companies/bodies corporate, from time to time, in accordance with the applicable provisions of Act.

The members may note that the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a General Meeting.

Accordingly, in view of the aforesaid, it is proposed to take approval under Section 186 of the Act, by way of special resolution, upto a limit of Rs. 1000 Crores (Rupees One Thousand Crores Only), as proposed in Item No. 1 of this Notice. The above proposal is in the interest of the Company and accordingly the Board recommends the Special Resolution as set out at Item No. 1 of this Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution, financially or otherwise, except to the extent of their shareholding in the Company, if any.

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 in their meeting held on January 17, 2022, have approved the acquisition of 55% equity stake (represented by 37,498 Equity shares of Re. 1/- each), on fully diluted basis, in Datawrkz Business Solutions Private Limited ("Target Company"), along with its subsidiaries, from its existing shareholders for a total maximum consideration of Rs. 124 Crores, in two tranches. Accordingly, an Investment Agreement dated January 18, 2022 was executed amongst the Company, Target Company, Senthil Govindan, Mayank Khirwadkar, Arunprabu K and Garale Vishal Tukaram (Proposed Allottees), Karthigha Dhanabalan and Datawrkz Pte Ltd.

Further, as per the first closing of the Investment Agreement, the Company shall be acquiring 22,499 equity shares of Re. 1/- each ('Sale Shares') of the Target Company representing 33% of the shareholding, on fully diluted basis, from its existing shareholders for a consideration to be discharged partly by Cash Consideration amounting to Rs. 35 Crores (Rupees Thirty Five Crores Only) and partly by issuance of upto 110,617 equity shares of Rs. 4/- each of the Company at a price of Rs. 2260/- (Rupees Two Thousand Two Hundred and Sixty Only) per equity share, which is not less than the price determined in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended.

As approved by the Board of Directors of the Company in their meeting held on March 04,2022 and subject to the receipt of the shareholders' and regulatory approvals and subject to the satisfaction of the terms and conditions of the Investment Agreement dated January 18, 2022 and in order to discharge the part of the purchase consideration, the Company proposes to issue upto 110,617 (One Lakh Ten Thousand Six Hundred and Seventeen) equity shares of Rs. 4/- (Rupees Four Only) each at a price of Rs. 2,260/- (Rupees Two Thousand Two Hundred and Sixty Only) per equity share which includes a premium of Rs. 2,256/- (Rupees Two Thousand Two Hundred and Fifty Six Only) per equity share, aggregating to Rs. 24,99,94,420/- (Rupees Twenty Four Crores Ninety Nine Lakhs Ninety Four Thousand Four Hundred and Twenty Only) to Proposed Allottees, on preferential basis under the Companies Act, 2013 and rules thereunder ("Act") and the ("SEBI ICDR Regulations") as amended, and other applicable laws.

The issue and allotment of equity shares to the Proposed Allottees 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 equity shares.

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 SEBI ICDR Regulations as amended, the approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment.

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 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 110,617 (One Lakh Ten Thousand Six Hundred and Seventeen) fully paid up equity shares of Rs. 4/- (Rupees Four Only) each of the Company to Senthil Govindan, Mayank Khirwadkar, Arunprabu K and Garale Vishal Tukaram, shareholders of the Target Company, is to discharge the part of the purchase consideration payable for the acquisition of Sale Shares in the Target Company.

2. Size of the preferential issue

It is proposed to issue and allot in aggregate up to 110,617 (One Lakh Ten Thousand Six Hundred and Seventeen) fully paid up equity shares of Rs. 4/- (Rupees Four Only) each of the Company at an issue price of Rs. 2,260/- (Rupees Two Thousand Two Hundred and Sixty Only) per equity share to discharge the part payment of Purchase Consideration for acquisition of Sale Shares in Target Company from its existing shareholders.

3. Price of the preferential issue

The Company proposes to offer, issue and allot equity shares each at an issue price of Rs. 2,260/- (Rupees Two Thousand Two Hundred and Sixty Only) per equity share. Please refer 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 Independent registered valuer:

The issue price has been determined based on consideration of:

1. Valuation report of the Company dated March 04, 2022 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. Pricing certificate dated March 04, 2022 from M/s Manish Ghia & Associates, Practicing Company Secretary, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under 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 highest trading volumes during the preceding 90 trading days prior to the Relevant Date 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) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

(b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The price per equity share of Rs. 2,260/- (Rupees Two Thousand Two Hundred and Sixty Only) is higher than the floor price determined in accordance with Chapter V 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 March 04, 2022 i.e. a date 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 allottees 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 and rank pari-passu with the existing equity shares of the Company in all respects 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 Allottees (under Non Promoter Category) as detailed herein below. The Company has obtained the PAN of the Proposed Allottees:

Sr. No.	Name of Proposed Allottees	Category	Maximum Number of Equity Shares to be issued and allotted
1	Senthil Govindan	Individual	102,211
2	Mayank Khirwadkar	Individual	4,203
3	Arunprabu K	Individual	2,802
4	Garale Vishal Tukaram	Individual	1,401

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. Current and proposed status of the allottee(s) post the preferential issues:

Currently, the proposed allottees does not hold any shares in the Company and pursuant to this allotment the proposed allottees shall be covered under the head on non – promoter under shareholding pattern of the Company.

10. Shareholding Pattern of the Company before and after the issue:

The pre-issue shareholding pattern of the Company as of December 31, 2021 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is given below:

Sr. No.	Category of shareholders	Pre- Issue Shareholding		Preferential Issue	Post-Issue Shareholding*	
		No. of Shares	% of Total shareholding	No. of Shares	No. of Shares	% of Total shareholding
A	**Promoter and Promoter Group**					
1	**Indian**					
(a)	Individuals/Hindu undivided Family	1039798	3.19	-	1039743	3.18
(b)	Bodies corporate	5263225	16.13	-	5263225	16.08
Sub-Total (A)(1)		**6303023**	**19.32**	**-**	**6303023**	**19.26**
2	**Foreign**					
(a)	Individuals (Non Resident Individuals/ Foreign Individuals)	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-
Sub-Total (A)(2)						
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**6303023**	**19.32**	**-**	**6303023**	**19.26**
B	**Non- Promoter Holding**					
1	**Institutions**					
(a)	Mutual Funds	1326896	4.07	-	1326896	4.05
(b)	Venture Capital Funds	119614	0.37	-	119614	0.37
(c)	Alternate Investment Funds	133500	0.41	-	133500	0.41
(d)	Foreign Venture Capital Investors	-	-	-	-	-
(e)	Foreign Portfolio Investors	3621018	11.10	-	3621018	11.06
(f)	Financial Institutions/ Banks	-	-	-	-	-
(g)	Insurance Companies	80289	0.25	-	80289	0.25
(h)	Provident Funds/ Pension Funds	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-
Sub-Total (B)(1)		**5281317**	**16.19**	**-**	**5281317**	**16.14**
2	**Non-institutions**					
(a)	Individuals	10044107	30.79	**110617**	10154724	31.02
(b)	NBFCs registered with RBI	28551	0.09	-	28551	0.09
(c)	Employee Trusts	-	-	-	-	-
(d)	Any Other	10964229	33.61	-	10964229	33.50
Sub-Total (B)(2)		**21036887**	**64.49**	**110617**	**21147504**	**64.61**
Total Public Shareholding (B)=(B)(1)+(B)(2)		**26318204**	**80.68**	**110617**	**26428821**	**80.74**
Total (A+B)		**32621227**	**100.00**	**110617**	**32731844**	**100.00**

** 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.*

11. Percentage of post preferential issue capital that may be held by the allottee(s) and change in control:

Sr. No.	Name of Proposed Allottees	Percentage of post preferential issue capital
1	Senthil Govindan	0.31
2	Mayank Khirwadkar	0.01
3	Arunprabu K	0.01
4	Garale Vishal Tukaram	0.00

There shall be no change in control post the allotment of shares to the proposed allottees.

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

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

13. **Valuation for consideration other than cash:**

As part of the consideration payable to Proposed Allottees for acquisition of 22,499 fully paid-up equity shares of Re 1/- (Rupee One Only) each of the Target Company (the "Sale Shares") held by the Proposed Allottees, shall be discharged by the Company by way of issuance of its equity shares to the shareholders in addition to the cash consideration. 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 the Target Company has been arrived based on the valuation report dated January 17, 2022 issued by ICON Valuation LLP, Registered Valuer (IBBI Registration No. IBBI/RV-E/06/2019/107) and the 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 report obtained in relation to the Company.

14. **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 Allottees for acquisition of 22,499 fully paid-up equity shares of Re. 1/- (Rupee One Only) each of the Target Company (the "Sale Shares") held by the Proposed Allottees, shall be partly discharged by the Company by way of issuance of its equity shares.

The valuation of the Sale Shares of Target Company has been arrived based on Valuation Report dated January 17, 2022 issued by ICON Valuation LLP, Registered Valuer (IBBI Registration No. IBBI/RV-E/06/2019/107) and approval of the Purchase Consideration by the Board of Directors.

15. **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.

16. **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.

17. **Lock-in Period:**

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

18. **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:

- 11,77,680 and 2,51,586 Equity Shares of Rs. 4/- each at a premium of Rs. 2,202/- per equity share to Gamnet Pte Ltd and Plutus Wealth Management LLP respectively aggregating Rs. 315,29,60,796/- for cash, on preferential basis, by way of resolution passed by the Board of Directors on November 18, 2021.
- 648,125 Equity Shares of Rs.4/- each at a premium of Rs. 2202/- per equity share aggregating to Rs. 142,97,63,750/- to Unnati Management Consultants LLP, for consideration other than cash, on preferential basis, by way of resolution passed by the Board of Directors on November 24, 2021.

19. **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.

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

Not Applicable

21. Practicing Company Secretary Certificate:

The Certificate issued by M/s Manish Ghia & Associates, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, is hosted on the Company's website and is accessible at link: https://corp.nazara.com/?page_id=5063

22. Identity of the Proposed Allottees (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 Allottees, 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 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 the 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
Senthil Govindan	Individual,Non-Promoter	ARRPG6745Q	Not Applicable	-	-	102211	102211	0.31
Mayank Khirwadkar	Individual, Non-Promoter	ALZPK9209R	Not Applicable	-	-	4203	4203	0.01
Arunprabu K	Individual, Non-Promoter	AMQPA9133Q	Not Applicable	-	-	2802	2802	0.01
Garale Vishal Tukaram	Individual, Non-Promoter	BFQPG4445B	Not Applicable	-	-	1401	1401	0.00

 # 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.

23. The percentage (%) of Post Preferential Issue Capital that may be held by the allottee and change in control, if any, consequent to the Preferential Issue:

The proposed allottees shall hold approx. 0.34% of the post preferential issue share capital i.e, the total issued share capital of the Company (including the shares being issued pursuant to this preferential issue by the Company). There will not be a change in control of the Issuer consequent to the preferential issue.

24. Other Disclosures:

a. The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

b. 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.

c. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower 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.

d. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

e. 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 90 trading days from the date of trading approval as per the SEBI ICDR Regulations.

f. 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 90 trading days 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 documents (including Valuation Reports) referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM i.e. April 04, 2022. Members seeking to inspect such documents can send an email to cs@nazara.com.

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 their shareholding in the Company.

By Order of the Board of Directors
For Nazara Technologies Limited

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

Place: Mumbai
Date: March 04, 2022

Registered Office:
51-54, Maker Chambers 3,
Nariman Point, Mumbai - 400021