Nazara Technologies Limited

Nazara™

September 23, 2023

To

Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.
Scrip Code: 543280

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 Sir/Madam,

Subject: Corrigendum to the Notice of 24th Annual General Meeting of the Member of the Company scheduled to be held on Friday, September 29, 2023

In continuation to our earlier intimation dated September 07, 2023, we are submitting herewith the Corrigendum to the Notice of 24th Annual General Meeting (AGM) of the Member of the Company scheduled to be held on Friday, September 29, 2023 ("Corrigendum") through Video Conferencing/ other Audio Visual Means. This Corrigendum is being issued by way of a clarification, and is intended to form an integral part of the AGM Notice. Members and other stakeholders are requested to read the AGM Notice in conjunction with this Corrigendum. All other contents of the AGM Notice save and except as clarified, modified or supplemented by this Corrigendum, shall remain unchanged.

The Corrigendum has been dispatched to the Members by electronic means on the email addresses registered with the Depository Participant(s) / Company / the Registrar and Share Transfer Agents of the Company.

Copy of this Corrigendum is also available on the website of the Company at www.nazara.com.

This may be treated as a disclosure under Regulation 30 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.

You are requested to kindly take the above information on record.

Thanking you,

Yours Faithfully,

For **Nazara Technologies Limited**

VARSHA VALLABH VYAS
Digitally signed by VARSHA VALLABH VYAS
Date: 2023.09.23 15:58:53 +05'30'

Varsha Vyas
Company Secretary & Compliance Officer
M. No. A57238

Encl: A/a

NAZARA TECHNOLOGIES LIMITED

CIN: L72900MH1999PLC122970
Regd. Office: 51-54, Maker Chambers III, Nariman Point, Mumbai - 400021
Tel.: +91-22-40330800 **Fax:** +91-22-22810606
Email: investors@nazara.com **Website:** www.nazara.com

CORRIGENDUM TO THE NOTICE OF 24TH ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 29, 2023 AT 02.00 P.M. (IST)

The 24th Annual General Meeting ("**AGM**") of the members of Nazara Technologies Limited ("**the Company**") is being convened on Friday, September 29, 2023 at 02.00 P.M. (IST), through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"). The Notice of AGM ("**AGM Notice**") was dispatched to the shareholders of the Company on September 07, 2023 electronically, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to transact the businesses stated therein.

The Company is issuing this Corrigendum to the AGM Notice ("**Corrigendum**"), to clarify and provide additional details in relation to the explanatory statement of Item No. 3 of the AGM Notice, pursuant to the suggestions / comments received from Stock Exchanges and in terms of applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

In respect of the Resolution proposed at Item No. 3 of the AGM Notice for consideration and passing as a Special Resolution, the Company had appended Explanatory Statement under Section 102 of the Companies Act, 2013. It is hereby clarified that this statement be read as under:

Explanatory Statement of Item No. 3:

The Members of the Company are requested to note that the point no. 1 - 'Object(s) of the Preferential Issue' in the Explanatory Statement to the AGM Notice stands substituted by the following:

"**1. Object(s) of the Preferential Issue:**

The Company shall utilize at least 75% of the proceeds from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) ("**Net Proceeds**") for meeting the funding requirements and growth objectives of the Company including (i) upto Rs. 300 crore towards funding inorganic growth opportunities of the Company and its subsidiaries, including by way of Merger & Acquisition activities, and strategic investments in certain gaming funds by our Company, as approved by the Board from time to time, (ii) upto Rs. 62 crore towards repayment/ prepayment of outstanding debt availed by the Company from the State Bank of India; and (iii) upto Rs. 25 crore towards meeting long and short-term working capital requirements of the Company and its subsidiaries.

The amount stated for the objects above shall not be added to the general corporate purposes, which shall not exceed Rs. 122.99 crore i.e. 24.12% of proceeds from the Preferential Issue and which may be utilized for, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, investment in subsidiaries/ joint ventures/associates of the Company, as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable laws.

The Net Proceeds shall be utilised in the manner as specified above, prior to the end of September 2026.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws."

This Corrigendum is being issued by way of a clarification, and is intended to form an integral part of the AGM Notice. Members and other stakeholders are requested to read the AGM Notice in conjunction with this corrigendum. All capitalised terms not defined herein would have the same meaning as attributed to it in the AGM Notice.

All other contents of the AGM Notice save and except as clarified, modified or supplemented by this Corrigendum, shall remain unchanged. The Members are requested to take note of the same.

All documents referred to in this Corrigendum shall be made available for inspection by the Members in the manner set out in the AGM Notice.

A copy of this Corrigendum and the AGM Notice shall be available on the Company's website at www.nazara.com websites of the Stock Exchanges i.e. www.nseindia.com and www.bseindia.com and on the website of e-voting service provider i.e. Central Depository Services (India) Limited ('**CDSL**') i.e. www.evotingindia.com

For Nazara Technologies Limited

Sd/-
Varsha Vyas
Company Secretary and Compliance Officer
M. No.: A57238

Place: Mumbai
Date: September 23, 2023

Registered Office:
51-54, Maker Chambers III,
Nariman Point, Mumbai – 400 021