

July 29, 2024

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 – 400 051.
Scrip Symbol: NAZARA

Dear Sir/Madam,

Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) - Notice of Postal Ballot of Nazara Technologies Limited (“the Company”)

In furtherance to our disclosure dated July 19, 2024 and pursuant to Regulation 30 and other applicable provisions of the Listing Regulations, please find enclosed herewith the copy of Notice of Postal Ballot dated July 19, 2024, along with Explanatory Statement thereof (“Notice”), being sent to the members of the Company to seek approval by way of remote electronic voting (“e-voting”) in respect of the special businesses as set out in the Notice.

In accordance with the applicable circulars of Ministry of Corporate Affairs (“MCA Circulars”) and provisions of the Listing Regulations, the aforesaid Notice is being sent only by email to all the members of the Company who have registered their email addresses with the Depository(s)/Registrar and Share Transfer Agent (“RTA”) or respective Depository Participants and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. Friday, July 19, 2024.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), for providing e-voting facility to its members. The e-voting period commences on Wednesday, July 31, 2024 at 09:00 A.M. (IST) and ends on Thursday, August 29, 2024 at 05:00 P.M. (IST).

The Notice is also available on the website of the Company at www.nazara.com.

Please take the above information on record.

Thanking You,

Yours faithfully,
For Nazara Technologies Limited

VARSHA VALLABH VYAS
Digitally signed by VARSHA
VALLABH VYAS
Date: 2024.07.29 13:00:45
+05'30'

Varsha Vyas
Company Secretary and Compliance Officer

Encl.: As above

India | Middle East | Africa | Europe



NAZARA TECHNOLOGIES LIMITED

CIN: L72900MH1999PLC122970

Registered Office: 51-54, Maker Chambers III, Nariman Point, Mumbai – 400021
Contact: 91-22-40330800 **Email:** investors@nazara.com **Website:** www.nazara.com

NOTICE OF POSTAL BALLOT

[Notice pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force) and Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (“**SS-2**”), as amended and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (hereinafter collectively referred to as “**SEBI Circulars**”) and all other applicable laws, rules and regulations, if any, for the time being in force, for seeking approval of members of Nazara Technologies Limited (“**the Company**”), to the proposed resolutions to be passed through Postal Ballot i.e. by voting through remote electronic means (“remote e-voting”) only.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolution(s) is also being attached with this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Mannish L. Ghia, Partner of M/s. Manish Ghia & Associates, Practising Company Secretaries (Membership No. FCS: 6252 and CP No. 3531), as the Scrutinizer, for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Rules, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities, as amended from time to time, SS-2, the Company is pleased to extend e-voting facility as an alternative, to enable the Members to cast their votes electronically instead through the physical postal ballot form(s). For the purpose of e-voting, the Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”). Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice and the manner of voting remotely by members holding shares in dematerialized mode and physical mode is set out in the notes to this Postal Ballot Notice.

The remote e-voting period commences from **09:00 A.M. (IST) on Wednesday, July 31, 2024** and ends at **05:00 P.M. (IST) on Thursday, August 29, 2024**. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes casted through remote e-voting. The results of the Postal Ballot will be announced on or before **Monday, September 02, 2024 i.e. within 2 (Two) working days** from the end of remote e-voting.

The said results along with the Scrutinizer’s Report shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results shall also be uploaded on the Company’s website www.nazara.com and on the website of CDSL www.evotingindia.com

SPECIAL BUSINESS:

ITEM NO. 01:

APPROVAL FOR INCREASE IN THE LIMITS TO PROVIDE LOAN, GUARANTEE OR SECURITY OR TO MAKE INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the Special Resolution passed by the Members of Company at the Extra-Ordinary General Meeting of the Company held on February 12, 2024, and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the “Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, sanctions and consents, as may be required, the approval 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(s) or other bodies corporate; (b) give guarantee or provide security in connection with a loan taken by subsidiary(ies) / associate(s) of the Company or any person(s) or other bodies corporate; and (c) acquire by way of subscription, purchase or otherwise securities of any bodies corporate from time to time, in one or more tranches, upto an aggregate amount of INR 2100 Crores (Indian Rupees Two Thousand One Hundred Crores 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 Act;

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 is 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.”

ITEM NO. 02:

APPROVAL FOR THE ACQUISITION OF 2,614 FULLY PAID-UP EQUITY SHARES REPRESENTING 24.54% OF THE PAID-UP SHARE CAPITAL OF PAPER BOAT APPS PRIVATE LIMITED, A SUBSIDIARY OF THE COMPANY, FROM MR. ANUPAM DHANUKA, BEING A MATERIAL RELATED PARTY TRANSACTION:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of (i) Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) (the “**Listing Regulations**”), (ii) the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) (the “**Act**”) read with rules made thereunder and such other applicable laws / statutory provisions, if any, (iii) in accordance with the provisions of the Memorandum and Articles of Association of the Company, (iv) the Company’s Policy on Related Party Transactions, subject to such approvals, consents, permissions as may be necessary from time to time, (v) based on the approval and recommendation of the Audit Committee and the approval of the Board of Directors of the Company and (vi) in accordance with the Share Purchase Agreement (the “**SPA**”) dated July 19, 2024, entered into by and between the Company, Paper Boat Apps Private Limited (“**Paperboat**”), a subsidiary of the Company and Mr. Anupam Dhanuka and Ms. Anshu Dhanuka, the existing founder shareholders and Whole-time Directors of Paperboat (individually referred to as “**Seller**” and collectively referred to as “**Sellers**”) for the acquisition of 5,157 fully paid-up equity shares of face value of INR 10/- each, representing 48.42% of the paid-up share capital of Paperboat (“**Sale Shares**”), the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall be deemed to include any committee duly constituted/empowered/to be constituted by the Board from time to time to exercise its powers including powers conferred under this resolution) to enter into related party transaction(s) (in terms of Regulation 2(1) (zc) of the Listing Regulations) as detailed in Item Nos. 02 & 03 of the explanatory statement annexed with this Notice, for the acquisition of 2,614 fully paid-up equity shares of face value of INR 10/- each representing 24.54% of the paid-up share capital of Paperboat from Mr. Anupam Dhanuka, on such terms and conditions as stated in the SPA, for an aggregate consideration not exceeding INR 152 Crores (Indian Rupees One Hundred and Fifty-Two Crores Only), to be paid in cash, in one or more tranches;

RESOLVED FURTHER THAT though separate approvals from the Members of the Company are being sought for the acquisition of Sale Shares from Sellers under this resolution and resolution as stated at Item No. 03 of this Notice, in the event that either of the proposed transactions (i.e., Item Nos. 02 or 03) fails to obtain the requisite approval from the Members, the Board shall have absolute discretion and power to either proceed with the transaction that has been approved or not proceed with the proposed transactions in their entirety;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

ITEM NO. 03:

APPROVAL FOR THE ACQUISITION OF 2,543 FULLY PAID-UP EQUITY SHARES REPRESENTING 23.88% OF THE PAID-UP SHARE CAPITAL OF PAPER BOAT APPS PRIVATE LIMITED, A SUBSIDIARY OF THE COMPANY, FROM MS. ANSHU DHANUKA, BEING A MATERIAL RELATED PARTY TRANSACTION:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of (i) Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) (the “**Listing Regulations**”), (ii) the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) (the “**Act**”) read with rules made thereunder and such other applicable laws / statutory provisions, if any, (iii) in accordance with the provisions of the Memorandum and Articles of Association of the Company, (iv) the Company’s Policy on Related Party Transactions, subject to such approvals, consents, permissions as may be necessary from time to time, (v) based on the approval and recommendation of the Audit Committee and the approval of the Board of Directors of the Company and (vi) in accordance with the Share Purchase Agreement (the “**SPA**”) dated July 19, 2024, entered into by and between the Company, Paper Boat Apps Private Limited (“**Paperboat**”), a subsidiary of the Company and Mr. Anupam Dhanuka and Ms. Anshu Dhanuka, the existing founder shareholders and Whole-time Directors of Paperboat (individually referred to as “**Seller**” and collectively referred to as “**Sellers**”) for the acquisition of 5,157 fully paid-up equity shares of face value of INR 10/- each, representing 48.42% of the paid-up share capital of Paperboat (“**Sale Shares**”), the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall be deemed to include any committee duly constituted/empowered/to be constituted by the Board from time to time to exercise its powers including powers conferred under this resolution) to enter into related party transaction(s) (in terms of Regulation 2(1)(zc) of the Listing Regulations) as detailed in Item Nos. 02 & 03 of the explanatory statement annexed with this Notice, for the acquisition of 2,543 fully paid-up equity shares of face value of INR 10/- each representing 23.88% of the paid-up share capital of Paperboat from Ms. Anshu Dhanuka, on such terms and conditions as stated in the SPA, for an aggregate consideration not exceeding INR 148 Crores (Indian Rupees One Hundred and Forty Eight Crores Only), to be paid in cash, in one or more tranches;

RESOLVED FURTHER THAT though separate approvals from the Members of the Company are being sought for the acquisition of Sale Shares from Sellers under this resolution and resolution as stated at Item No. 02 of this Notice, in the event that either of the proposed transactions (i.e., Item Nos. 02 or 03) fails to obtain the requisite approval from the Members, the Board shall have absolute discretion and power to either proceed with the transaction that has been approved or not proceed with the proposed transactions in their entirety;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

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

**Place: Mumbai
Date: July 19, 2024**

**Sd/-
Varsha Vyas
Company Secretary and Compliance Officer
M. No.: 57238**

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

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules setting out all the material facts and reasons in respect of the aforesaid special business, is annexed hereto and forms part of the Postal Ballot Notice.
2. In terms of the guidelines provided vide the MCA Circulars, the Postal Ballot Notice along with explanatory statement is being sent only through e-mail to all the Members of the Company, whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, July 19, 2024 (“Cut-off Date”) who have registered their e-mail addresses with the Depository Participant (DP)/ Registrar and Share Transfer Agent. It is however, clarified that all the persons who are Members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail Id shall also be entitled to vote in relation to the resolutions specified in this notice. The hard copy of this notice along with postal ballot forms and pre-paid business envelope is not being sent to the members. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting only.
3. Members may note that as required under the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited to provide remote e-voting facility to Members of the Company to exercise their votes electronically and vote on the resolutions through e-voting service facility arranged by Central Depository Services (India) Limited.
4. Shareholders may please note that the Postal Ballot Notice will also be hosted on the Company’s website i.e. www.nazara.com and 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 the CDSL at www.evotingindia.com.
5. The Board of Directors of the Company has appointed Mr. Mannish L. Ghia (ICSI Membership No. FCS 6252), of Manish Ghia & Associates, Practising Company Secretaries, Mumbai, as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
6. 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.
7. Dispatch of the Notice shall be deemed to be completed on the day on which Company or CDSL sends out the Postal Ballot Notice by e-mail to the members of the Company.
8. After dispatch of the Postal Ballot Notice through email, advertisement shall be published in 1 (one) English national daily newspaper circulating throughout India (in English language) and in 1 (one) Marathi daily newspaper circulating in Mumbai (in vernacular language i.e. Marathi) and will also be uploaded on the Company’s website at www.nazara.com.
9. The remote e-voting period commences from **Wednesday, July 31, 2024 at 9.00 a.m. (IST)** and ends on **Thursday, August 29, 2024 at 5.00 p.m. (IST)**. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, July 19, 2024, will be considered for the purpose of voting. The remote e-voting module shall be disabled by CDSL for voting after Thursday, August 29, 2024 at 5.00 p.m. (IST). Once the vote on a resolution has been casted by a member, he/she shall not be allowed to change it subsequently or cast vote again.
10. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company subject to the provisions of the Companies Act, 2013, as on the cut-off date i.e. Friday, July 19, 2024.

11. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to cs@nazara.com mentioning their Name, Client ID and DP ID.
12. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Thursday, August 29, 2024. Further, all the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to Link Intime India Private Limited. Changes intimated to the Depository Participants will then be automatically reflected in the Company's database. Members holding shares in physical form are requested to intimate such changes to Company's Registrar and Transfer Agent, Link Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.
14. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING" of Postal Ballot Notice.
15. The Scrutinizer will submit his report to the Chairman or to any person as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through e-voting. The result of the voting by postal ballot will be announced on or before Monday, September 02, 2024 by Chairman or such person authorized by the Company. The result of the postal ballot will be posted on the Company's website www.nazara.com and CDSL website www.evotingindia.com immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. Within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.
16. Shareholders holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company's RTA for assistance in this regard.
17. Shareholders may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website www.nazara.com.
18. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the Company's website at <https://www.nazara.com/investor-information#three>.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period begins on Wednesday, July 31, 2024 at 9.00 A.M. (IST) and ends on Thursday, August 29, 2024 at 5.00 p.m. (IST) at 5.00 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 (record date) of Friday, July 19, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 above said SEBI Circular, Login method for e-Voting 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 Depository	- 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. - 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - 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. 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 Depository	- 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. - 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 - 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 toll free no. 1800 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Nazara Technologies Limited on which you choose to vote. The EVSN is 240723005.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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 mandatory 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.

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

- o 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.
- o For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- o For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 or call at toll free no. 1800 21 09911

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

The following Statement sets out all material facts relating to the Special Business proposed in this Notice of Postal Ballot ("Notice"):

ITEM NO. 01:

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. The Company has stated strategy of creating shareholder value through strategic M&A and has a 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 Extra Ordinary General Meeting held on February 12, 2024, had authorised the Board of Directors to give loans, provide guarantees and/ or security 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 INR 1000 Crores to INR 1500 Crores. In past, the Company has made investments in various Companies, some of prominent investments are in gamified learning (Kiddopia), esports (Nodwin & Sportskeeda), freemium (WCC) and skilled based real money gaming (Openplay and Halaplay) and Adtech (Datawrkz).

In order to tap the future market opportunities, the present limit under Section 186 of the Act may not be sufficient. Accordingly, it is proposed to enhance the investment/loan limits under Section 186 of the Act from the existing limit of INR 1500 Crores to INR 2100 Crores.

Upon receipt of approval on enhanced limits as proposed in Item No. 01 of this Notice from the Members, 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 the Companies Act, 2013, as amended (the "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.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Act, by way of a Special Resolution, upto a limit of INR 2100 Crores (Rupees Two Thousand and One Hundred Crores Only), as proposed in Item No. 01 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. 01 of this Notice for your approval.

None of the Director(s) and/or Key Managerial Personnel(s) of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 01.

ITEM NO. 02 & 03:

Regulatory Requirements:

The members are informed that, in terms of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds INR 1,000 Crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The amended Regulation 2(1)(zc) of the Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Details of the Proposed Transaction(s):

In line with the above regulatory requirements, the resolutions forming part of Item Nos. 02 & 03 of this Notice are placed for the approval of the Members of the Company by way of an Ordinary Resolution.

As on the date, the Company holds 5,493 (Five Thousand Four Hundred and Ninety-Three) fully paid-up equity shares of face value of INR 10/- each, representing 51.58% of the paid-up share capital of Paper Boat Apps Private Limited ("**Paperboat**"), a subsidiary of the Company.

Paperboat is an indie studio engaged in designing, developing and publishing world class edutainment apps for kids. Paperboat are the makers of Kiddopia, India's largest subscription based edutainment app for early learners. Kiddopia, offers interactive games and activities that foster cognitive development, self-expression and also social-emotional learning in early age Kids.

Pursuant to the approval and recommendation of the Audit Committee, the Board of Directors ("Board") of the Company, in its meeting held on July 19, 2024, considered and approved making a strategic investment by way of secondary acquisition of the remaining 5,157 (Five Thousand One Hundred and Fifty Seven) fully paid-up equity shares of INR 10/- each, representing 48.42% of the paid-up share capital of Paperboat ("**Sale Shares**"), from Mr. Anupam Dhanuka and Ms. Anshu Dhanuka, the existing founder shareholders and Whole-time Directors of Paperboat (individually referred to as "**Seller**" and collectively referred to as "**Sellers**"), at a total aggregate consideration not exceeding INR 300 Crores (Indian Rupees Three Hundred Crores Only), to be paid in cash, in one or more tranches (the "**Consideration**"), subject to the compliance with the Companies Act, 2013, Listing Regulations and other applicable laws and subject to approval of the Members of the Company and such other regulatory/statutory approvals, as may be required. Accordingly, a Share Purchase Agreement was executed amongst the Company, Paperboat and the Sellers on July 19, 2024 (the "**SPA**") for the purpose of the said acquisition and to record the terms and conditions and other matters in connection therewith.

The Members are further informed that the acquisition of Sale Shares of Paperboat by the Company from each Seller falls under the purview of a related party transaction(s) as defined under Regulation 2(1)(zc) of the Listing Regulations. Additionally, pursuant to Regulation 23 and other relevant provisions of the Listing Regulations, as well as the Company's Policy on Related Party Transactions and based on the last consolidated audited financial statements of the Company for the financial year ended on March 31, 2024, this transaction(s) would also be considered a material related party transaction(s), as the value of the acquisition of Sale Shares of Paperboat by the Company from each Seller exceeds 10% of the annual audited consolidated turnover of the Company.

Hence, the Audit Committee and Board, after reviewing all necessary information, has approved and recommended the said transaction(s) for the approval of the Members of the Company by means of an ordinary resolution under Item Nos. 02 & 03 of this Notice.

These transactions are being undertaken on arm's length basis and are in accordance with the Company's Policy on Related Party Transactions.

The Company intends to implement the transactions for the acquisition of the Sale Shares from the Sellers only if the approval of the Members is obtained for both items, i.e., Item Nos. 01 and 02. However, the power/discretion of the Board is sought to proceed with one of the transactions approved in the unlikely event of the other transaction/item (Item Nos. 02 or 03) failing to obtain the approval of the Members.

The details of the transaction(s), as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Sr. No.	Particulars	Item No. 02	Item No. 03
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Party Mr. Anupam Dhanuka Relationship He is the co-founder and Whole-time Director of Paper Boat Apps Private Limited ("Paperboat"), a subsidiary of the Company. He is related party of Paperboat, in which the Company holds 51.58% of the paid-up share capital. The transaction falls within the purview of related party transaction under Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").	Name of the Related Party Ms. Anshu Dhanuka Relationship She is the co-founder and Whole-time Director of Paper Boat Apps Private Limited ("Paperboat"), a subsidiary of the Company. She is related party of Paperboat, in which the Company holds 51.58% of the paid-up share capital. The transaction falls within the purview of related party transaction under Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Sr. No.	Particulars	Item No. 02	Item No. 03
b.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	Not Applicable	Not Applicable
c.	Type, material terms and particulars of the proposed transaction	The transaction involves investment by the Company in Paperboat by way of secondary acquisition of 2,614 (Two Thousand Six Hundred and Fourteen) fully paid-up equity shares of face value of INR 10/- each, representing 24.54% of the paid-up share capital of Paperboat (" Sale Shares 1 ") from Mr. Anupam Dhanuka, an existing founder shareholder and Whole-time Director of Paperboat (" Seller 1 ") for an aggregate consideration not exceeding INR 152 Crores (Indian Rupees One Hundred and Fifty-Two Crores Only), to be paid in cash, in one or more tranches, subject to the compliance with the Companies Act, 2013, Listing Regulations and other applicable laws and subject to approval of the shareholders of the Company and such other regulatory/ statutory approvals, as may be required.	The transaction involves investment by the Company in Paperboat by way of secondary acquisition of 2,543 (Two Thousand Five Hundred and Forty Three) fully paid-up equity shares of face value of INR 10/- each, representing 23.88% of the paid-up share capital of Paperboat (" Sale Shares 2 ") from Ms. Anshu Dhanuka, an existing founder shareholder and Whole-time Director of Paperboat (" Seller 2 ") for an aggregate consideration not exceeding INR 148 Crores (Indian Rupees One Hundred and Forty Eight Crores Only), to be paid in cash, in one or more tranches, subject to the compliance with the Companies Act, 2013, Listing Regulations and other applicable laws and subject to approval of the shareholders of the Company and such other regulatory/ statutory approvals, as may be required.
d.	Tenure	Not Applicable, as this is a one-time transaction. This transaction will be completed within 90 days after approval by the shareholders.	Not Applicable, as this is a one-time transaction. This transaction will be completed within 90 days after approval by the shareholders.
e.	Value of the proposed transaction	Not exceeding INR 152 Crores (Indian Rupees One Hundred and Fifty Two Crores Only), in one or more tranches	Not exceeding INR 148 Crores (Indian Rupees One Hundred and Forty-Eight Crores Only), in one or more tranches
f.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The value of this transaction of acquisition is 13.18% of the audited annual consolidated turnover of the Company for the financial year ended on March 31, 2024.	The value of this transaction of acquisition is 13.00% of the audited annual consolidated turnover of the Company for the financial year ended on March 31, 2024.
g.	Justification as to why the RPT is in interest of the listed entity	Post completion of the aforesaid transactions, the Company shall hold 100% stake in Paperboat and accordingly, Paperboat shall become a wholly-owned subsidiary of the Company and Kiddopia Inc. the wholly owned subsidiary of Paperboat shall continue to remain the step-down subsidiary of the Company. With this proposed acquisition, the Company aims to execute a multipronged strategy to drive growth and expansion of the Kiddopia franchise through IP licensing and integration, global market expansion, deeper synergies, and additional revenue streams including merchandising, video, and advertising revenues, in addition to the current model of subscription revenues.	
h.	If the transaction related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
i)	Details of the source of funds in connection with the proposed transaction;	Owned funds	Owned funds

Sr. No.	Particulars	Item No. 02	Item No. 03
ii)	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - Nature of indebtedness - Cost of funds - Tenure	Not Applicable	Not Applicable
iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security and		
iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT		
i.	A copy of the valuation or other external party report; if any such report has been relied upon	The value of this transaction(s) (Sale Shares 1 & 2) has been determined based on the valuation report obtained from Navigant Corporate Advisors Limited, SEBI Registered Category-I Merchant Banker, bearing SEBI Registration No: INM000012243. Accordingly, the Board is satisfied that the proposed transaction(s) are conducted on an arm's length basis. The said report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.	
j.	Any other information that may be relevant	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	

The Board accordingly recommends the resolutions set out at Item Nos. 02 & 03 of this Notice for approval of the Members by way of an ordinary resolution.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions set out at Item Nos. 02 & 03.

None of the Director(s) and/or Key Managerial Personnel(s) of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 02 & 03.

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

Place: Mumbai
Date: July 19, 2024

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

**Sd/-
Varsha Vyas
Company Secretary and Compliance Officer
M. No.: 57238**