

NAZARA TECHNOLOGIES LIMITED

Corporate Identification Number: L72900MH1999PLC122970

Registered Office: 51-54, Maker Chamber 3 Nariman Point, Mumbai – 400 021, Maharashtra, India.

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POST OFFER ADVERTISEMENT

OPEN OFFER FOR ACQUISITION OF UP TO 2,40,82,567 (TWO CRORE FORTY LAKH EIGHTY TWO THOUSAND FIVE HUNDRED AND SIXTY SEVEN) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹4/- (RUPEES FOUR ONLY) EACH ("EQUITY SHARES"), REPRESENTING 26.00% (TWENTY SIX PERCENT) OF THE TOTAL VOTING SHARE CAPITAL OF THE TARGET COMPANY ON A FULLY DILUTED BASIS, AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER, FOR CASH AT A PRICE OF ₹990/- (RUPEES NINE HUNDRED NINETY ONLY) PER EQUITY SHARE ("OFFER PRICE") BY AXANA ESTATES LLP ("ACQUIRER 1"), PLUTUS WEALTH MANAGEMENT LLP ("ACQUIRER 2") AND JUNOMONETA FINSOL PRIVATE LIMITED ("PAC") ("OPEN OFFER" OR "OFFER").

This post-offer advertisement ("Post Offer Advertisement") is being issued by Choice Capital Advisors Private Limited, Manager to the Offer on behalf of Acquirers and PAC pursuant to and in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations") in connection with the Open Offer to acquire up to 2,40,82,567 (Two Crore Forty Lakh Eighty Two Thousand Five Hundred and Sixty Seven) fully paid-up equity shares of face value of ₹4/- (Rupees Four only) each ("Equity Shares"), representing 26.00% (Twenty Six percent) of the total voting share capital of the target company on a fully diluted basis, as of the tenth working day from the closure of the tendering period of the open offer, for cash at a price of ₹990/- (Rupees Nine Hundred Ninety only) per equity share ("Offer Price").

The Detailed Public Statement ("DPS") with respect to the aforementioned offer was published in Financial Express (English National Daily) all editions, Jansatta (Hindi National Daily) all editions and Mumbai Lakshadeep (Marathi Daily), Mumbai Edition on Sunday, January 26, 2025 and Monday, January 27, 2025. The Letter of Offer dated Tuesday, June 10, 2025, along with Form of Acceptance ("LOF") and the Pre-Offer Advertisement cum Corrigendum cum Addendum is to be read in conjunction with the DPS, Corrigendum published on April 05, 2025, Corrigendum published on June 10, 2025.

Capitalised terms used but not defined in this Post Offer Advertisement shall have the meaning as assigned to such terms in the LOF, unless otherwise defined.

|    |                                    |   |
|----|------------------------------------|---|
| 1. | Name of the Target Company:        | Nazara Technologies Limited             |
| 2. | Name of Acquirers and PAC:         |   |
|    | Name of the Acquirer 1             | Axana Estates LLP                       |
|    | Name of the Acquirer 2             | Plutus Wealth Management LLP            |
|    | Name of the PAC                    | Junomoneta Finsol Private Limited       |
| 3. | Name of the Manager to the Offer   | Choice Capital Advisors Private Limited |
| 4. | Name of the Registrar to the Offer | MUFG Intime India Private Limited       |
| 5. | Offer Period:                      |   |
|    | a. Date of Opening of the Offer    | Thursday, June 19, 2025                 |
|    | b. Date of Closure of the Offer    | Wednesday, July 02, 2025                |
| 6. | Date of payment of consideration   | July 07, 2025                           |

7. Details of Acquisition:

| Sr. No. | Particulars   | Proposed in the Offer Document  | Actuals  |
|---------|---|---|--|
| 7.1     | Offer Price   | ₹990.00   | ₹990.00  |
| 7.2     | Aggregate number of shares tendered   | 2,40,82,567 <sup>(1)</sup>  | 1,889 <sup>(2)</sup>   |
| 7.3     | Aggregate number of shares accepted   | 2,40,82,567 <sup>(1)</sup>  | 1,889 <sup>(2)</sup>   |
| 7.4     | Size of Offer (Number of shares multiplied by Offer Price per share)  | ₹23,84,17,41,330/-  | ₹18,70,110/-   |
| 7.5     | Shareholding of the Acquirers, PAC and deemed PAC before Public Announcement <ul style="list-style-type: none"><li>Number</li><li>% of Fully Diluted Equity Share Capital</li></ul> | 2,01,43,765<br>21.75%   | 2,01,43,765<br>21.75%  |
| 7.6     | Shares acquired by way of Open Offer <ul style="list-style-type: none"><li>Number</li><li>% of Fully Diluted Equity Share Capital</li></ul>   | 2,40,82,567<br>26.00%   | 1,889<br>0.00%   |
| 7.7     | Shares Acquired after Detailed Public Announcement <ul style="list-style-type: none"><li>Number</li><li>% of Fully Diluted Equity Share Capital</li></ul>                           | 50,00,000 <sup>(3)</sup><br>5.40%   | 50,00,000 <sup>(3)</sup><br>5.40%  |
| 7.8     | Post Offer Shareholding of Acquirers, PAC and Deemed PAC <ul style="list-style-type: none"><li>Number</li><li>% of Fully Diluted Equity Share Capital</li></ul>                     | 4,92,26,332 <sup>(1)</sup><br>53.15%  | 2,51,45,654 <sup>(4)</sup><br>27.15%                                       |
| 7.9     | Pre and Post Offer shareholding of the Public <ul style="list-style-type: none"><li>Number</li><li>% of Fully Diluted Equity Share Capital</li></ul>                                | <b>Pre</b><br>597,78,945<br>64.54% <sup>(5)</sup><br><b>Post</b><br>3,56,96,378<br>38.54% | <b>Pre</b><br>597,78,945<br>64.54%<br><b>Post</b><br>5,97,77,056<br>64.54% |

- Notes:**
- (1) Assuming full acceptance under the open offer.
  - (2) All 1,889 Equity Shares tendered in the Offer were in dematerialised form and all 1889 shares were validly tendered and accepted.
  - (3) In accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, and applicable provisions of the Companies Act, 2013 and rules made thereunder, and upon receipt of the application money from Axana Estates LLP, the Board of Directors of Target Company by way of a resolution passed through circulation on June 16, 2025, has approved the allotment of 50,00,000 (Fifty Lakh) fully paid-up Equity Shares of face value ₹4/- (Rupees Four only) each, at a price of ₹990/- (including premium of ₹986/-) per Equity Share, on preferential basis by way of private placement to Axana Estates LLP for an aggregate consideration of ₹4,95,00,00,000/- (Rupees Four Hundred and Ninety-Five Crores only). In terms of regulation 22(2A) of SEBI (SAST) Regulations the Equity Shares allotted under the said Preferential Issue will not have any voting rights until the completion of this Offer and would be held under a separate share escrow account (i.e. demat escrow) as required under the SEBI (SAST) Regulations. On completion of this Offer, the Equity Shares allotted under the Preferential Issue would be transferred from this share escrow account to the Acquirer 1's demat account.
  - (4) Includes 50,00,000 (Fifty Lakh) equity shares allotted to Acquirer 1 under preferential allotment mentioned in note no. 3 above.
  - (5) Based on shareholding on the date of PA and DPS and includes proposed preferential issue of Up to 50,00,000 (Fifty Lakh) equity shares to Acquirer 1.
8. The Acquirers and PAC severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (SAST) Regulations.
9. A copy of this Post Offer Advertisement will be available on the websites of SEBI, BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and at the registered office of the Target Company.

Issued on behalf of the Acquirers and PAC by the Manager to the Open Offer



CHOICE CAPITAL ADVISORS PRIVATE LIMITED

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SEBI Registration No. INM000011872

Place: Mumbai

Date: July 09, 2025