



NAZARA TECHNOLOGIES LIMITED

CIN: U72900MH1999PLC122970

Regd. Office: 51-57, Maker Chambers 3, Nariman Point, Mumbai-400021

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

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **NAZARA TECHNOLOGIES LIMITED** will be held on Monday, the 30th day of March, 2020 at 11.00 a.m. at the Registered Office of the Company situated at 51-57, Maker Chambers 3, Nariman Point, Mumbai-400021 to transact the following business:

SPECIAL BUSINESS:

ITEM NO 1:- APPROVAL FOR RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from Rs.15,00,00,000/- (Rupees Fifteen Crore Only) divided into 3,43,71,990 (Three Crore Forty Three Lakhs Seventy One Thousand Nine Hundred and Ninety) Equity shares of Rs. 4/- (Rupees Four only) each and 12,51,204 (Twelve Lakhs Fifty One Thousand Two Hundred and Four) Preference shares of Rs. 10/- (Rupees Ten only) each into 3,75,00,000 (Three Crore Seventy Five Lakhs) Equity Shares of Rs.4/- (Rupees Four only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs.15,00,00,000/- (Rupees Fifteen Crore Only) divided into 3,75,00,000 (Three Crore Seventy Five Lakhs) Equity Shares of Rs.4/- (Rupees Four only) each”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution.”

ITEM NO 2:- ALTERATION OF THE CAPITAL CLAUSE IN THE ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the approval, consents, permissions and sanctions, if any, required from any authority, the existing Article 2.1 of Part B of the Articles of Association of the Company be and is hereby substituted with the following new Article 2.1:

2.1 The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 3,75,00,000 (Three Crore Seventy Five Lakhs) Equity Shares of Rs.4/- (Rupees Four Only) each.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution.”

ITEM NO 3:- OFFER AND ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON PRIVATE PLACEMENT BASIS:

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

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (as may be amended from time to time), provisions of Articles of Association of the Company and such other applicable laws or guidelines and other approvals, consents, permissions and sanctions as may be necessary, the consent of the members be and is hereby accorded to offer and issue upto 20,10,000 (Twenty lakhs One thousand and Twenty) equity shares of face value of Rs. 4/- (Rupees Four Only) each at a premium of Rs. 724/- (Rupees Seven Hundred and Twenty Four Only) aggregating to Rs.14,63,42,560/- (Rupees Fourteen Crore Sixty Three Lakhs Forty Two thousand Five Hundred and Sixty Only), based on the valuation report issued by registered valuer CA Harsh Chandrakant Ruparelia, Chartered Accountant and as per the terms of the Share Purchase Agreement dated March 2, 2020 executed between KAE Capital Fund II, Kalysta Capital Fund II (Mauritius), Halaplay Technologies Private Limited (Halaplay), the promoters of Halaplay Technologies Private Limited and



the Company for consideration other than cash (i.e. swap of shares of Halaplay with equity shares of the Company) on Private Placement basis to the following person(s)/entity ("the proposed allottees") as detailed below:

Sr. No.	Name of the Proposed Allottee(s)	No. of Equity Shares of Rs.4/- each to be allotted
1	KAE Capital Fund II Address: 7 th Floor, 74 A&B, Jolly Maker Chambers II, 225, Nariman Point, Mumbai – 400021	164,416
2	Kalysta Capital Fund II (Mauritius) Address:- c/o SGG Fund Services (Mauritius) Ltd, 33, Edith Cavell Street, Port-Louis, 11324, Mauritius	36,604
TOTAL		201,020

RESOLVED FURTHER THAT the aforesaid Equity Shares shall rank *pari-passu* in all respect with the existing Equity Shares (including right to receive dividend or other corporate benefits, if any) of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the offer, issue and allotment, utilization of the proceeds of the issue of the shares, execute all such deeds, documents, agreements and writings as may be necessary and to take such other steps that are incidental and ancillary in this regard."

By Order of the Board of Directors
Nazara Technologies Limited

Nitish Vikash Mittersain
Joint Managing Director
DIN:- 02347434

Date :02nd March, 2020

Place: Mumbai

Registered Office:

Nazara Technologies Limited

(CIN: U72900MH1999PLC122970)

51-57, Maker Chambers 3,

Nariman Point, Mumbai -400021

IMPORTANT NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENT APPOINTING PROXY, SHOULD BE DULY COMPLETED, STAMPED**

AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

- The Statement pursuant to the provisions of pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this Extra-Ordinary Meeting (EGM), is annexed.
- Members/Proxies are requested to bring their duly filed in Attendance slip along with their copy of notice of EGM to the Meeting. Corporate members are requested to send duly certified copy of the Board Resolution passed pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney authorising their representative to attend and vote at the EGM (including through e-voting).
- The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the EGM.
- Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) i.e. Link Intime India Private Limited quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized (electronic) form may update such details with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
- Ministry of Corporate Affairs of India has mandated the transfer of securities of unlisted public companies in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares that are held by them in physical form.
- Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the information required at the meeting.

8. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc. having photo identity) while attending the meeting.
9. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
10. Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
11. 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.
12. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this EGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the EGM), for which purpose the Board of Directors of the Company ('the Board') have engaged the services of Link Intime India Private Limited ("LI IPL"). The Board has appointed M/s. Manish Ghia & Associates, Company Secretaries as the Scrutinizer for this purpose.
13. Members, who cast their vote by remote e-voting, may attend the EGM but will not be entitled to cast their votes once again.
14. The facility for e-voting will be available at the EGM venue to those Members who do not cast their votes by remote e-voting prior to the EGM. Members, who cast their votes by remote e-voting, may attend the EGM but will not be entitled to cast their votes once again.
15. During the voting period, members can login to LI IPL's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
16. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
17. The Notice of the EGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by permitted mode.

The route map showing directions to reach the venue of the Extra-Ordinary General Meeting is annexed.
- 18. Voting through electronic means:**
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and SS-2 issued by the ICSI, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the EGM of the Company, dated 2nd March, 2020 (the EGM Notice).
 - b. The Company has engaged the services of LI IPL to provide the e-voting facility. The facility of voting through polling papers shall also be made available at the venue of the EGM. The members who have already cast their votes through e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.
 - c. The e-voting period begins on Wednesday, 25th March, 2020 (09:00 am) and ends on Sunday, 29th March, 2020 (5.00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 23rd March, 2020 may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not allowed be to change it subsequently.
 - d. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 23rd March, 2020. A person whose name is recorded in the Register of Members maintained by Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Monday, 23rd March, 2020 shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
 - e. The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for scrutinizing the process of e-voting and voting through poll paper at the EGM in a fair and transparent manner.

- f. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, 23rd March, 2020 may obtain the login ID and Password by sending a request at enotices@linkintime.co.in or to the Company at cs@nazara.com.

If you have forgot your password, you can reset your password by using “Forgot User details/password” or “Physical User Reset Password” option available on <https://instavote.linkintime.co.in> or Call us: - Tel: 022-49186000.

- g. The Chairman shall, at the EGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who shall be present at the EGM but have not casted votes by availing the e-voting facility.
- h. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company at www.nazara.com and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.

Information and other instructions relating to e-voting are as under:

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

Instructions for shareholders to vote electronically:

E-Voting is optional

Event No 200023

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

- Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- Click on “Login” tab, available under ‘Shareholders’ section.

- Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.

- Your User ID details are given below:

- Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

- Your Password details are given below:

If you are using e-Voting system of LIPL: for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

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

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ Cast your vote electronically

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
2. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/ Against'.

3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

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

ITEM NO 1 & 2:-

The present authorised capital of the Company Rs.15,00,00,000/- (Rupees Fifteen Crore Only) divided into 3,43,71,990 (Three Crore Forty Three Lakhs Seventy One Thousand Nine Hundred and Ninety) Equity shares of Rs. 4/- (Rupees Four Only) each and 12,51,204 (Twelve Lakhs Fifty One Thousand Two Hundred and Four) Preference shares of Rs. 10/- (Rupees Ten Only) each.

In order to enable the Company to issue further equity shares in future and to utilize un-issued authorized preference share capital, it is proposed to re-classify the Preference Share Capital comprised in the existing Authorised Share Capital into Equity Share Capital. It is therefore deemed appropriate to reclassify the Authorised Share Capital of the Company and for that purpose, (i) the Memorandum of Association of the Company is proposed to be altered in the manner specified

in resolution at item no. 1 of the notice; and (ii) the Articles of Association of the Company is proposed to be altered in the manner specified in resolution at item no. 2 of the notice.

The provisions of Companies Act, 2013 ("Companies Act") require the Company to seek an approval of its members for re-classification of its Authorised Share Capital and consequent modification of the Capital Clause of Memorandum of Association. Further, an amendment to the Articles of Association of the Company also requires the Company to seek an approval of its members by way of special resolution.

Accordingly, as per sections 13, 14 and 61 read with other applicable provisions of the Companies Act and the rules framed thereunder, the consent of shareholders is required for carrying out necessary amendments/ replacements/ alterations in the existing Memorandum of Association and Articles of Association of the Company.

The draft copy of the Memorandum of Association and Article of Association of the Company, after incorporating the proposed changes will be available for inspection by the Members at the Registered Office of the Company during business hours on any working day upto the date of the Meeting and will be kept open at the place of the Meeting during the continuation of the Meeting

The Directors recommend the Resolution as set out at Item No. 1 and 2 of the accompanying Notice for approval of the Members of the Company.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

ITEM NO 3:-

In order to avail further growth opportunities and with a strategic view to consolidate the Company's shareholding in Halaplay Technologies Private Limited ('Halaplay'), your Company had entered into Share Purchase Agreement dated 02nd March, 2020 with KAE Capital Fund II, Kalysta Capital Fund II (Mauritius), Halaplay and the promoters of Halaplay for acquisition of 20 (Twenty) equity shares of Rs 100/- each and 26,065 (Twenty Six Thousand Sixty Five only) compulsory convertible preference shares of Rs. 100/- (Rupees Ten Only) each of Halaplay. With this the earlier share purchase agreement dated 12th March, 2019 entered by the Company with KAE Capital Fund II, Kalysta Capital Fund II (Mauritius), Halaplay and the promoters of Halaplay for acquisition of strategic acquisition in Halaplay stand terminated and shall have no effect.

The Company in their Board meeting held on 2nd March, 2020, subject to the approval of members and in pursuance aforesaid share purchase agreement propose to issue upto 201,020 (Two lakhs One thousand and Twenty) equity shares of Rs. 4/- (Rupees Four only) each to KAE Capital Fund II and Kalysta Capital Fund II (Mauritius) at premium of Rs.724/- aggregating to Rs. 14,63,42,560/- (Rupees Fourteen Crores Sixty Three Lakhs Forty Two Thousand Five Hundred

and Sixty Only) for consideration other than cash on Private Placement basis.

Section 42 read with section 62(1)(c) of Companies Act, 2013, provides, inter alia, that whenever a Company is offering or making an invitation to subscribe its securities and increase the subscribed share capital of the company by issue of further shares or any securities, such shares or securities may be offered to any persons, whether or not those person are holder of the equity shares of the Company or employees of the Company, it is required to obtain prior approval of the Shareholders by way of a Special Resolution for each of the offers or invitations.

Accordingly, the consent of the shareholders is being sought, pursuant to the provisions of section 42 read with section 62(1)(c) and other applicable provisions of Companies Act, 2013 and such other approval as may be necessary, to issue and allot securities as stated in the Resolution no 3 of this Notice.

The disclosures as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 are given here-in-below:

(i) **The objects of the issue:**

To explore further growth opportunities, the Company proposes to consolidate its stake in Halaplay Technologies Private Limited ('Halaplay') pursuant to Share Purchase Agreement dated March 02, 2020.

(ii) **Intention of Promoters, Directors or Key Managerial Personnel to Subscribe to the offer:**

None of the Directors, Key Managerial Personnel and Promoters of the Company intends to subscribe to this Private Placement offer authorized by the resolution.

(iii) **The Total Number of Equity Shares to be issued:**

Upto 201,020 (Two Lakhs One Thousand and Twenty) equity shares of face value of Rs. 4/- (Rupees Four Only) each at a premium of Rs. 724/- (Rupees Seven Hundred and Twenty Four Only) aggregating to Rs.14,63,42,560/- (Rupees Fourteen Crore Sixty Three Lakhs Forty Two thousand Five hundred and Sixty Only) for consideration other than cash on Private Placement basis.

(iv) **The Price at which the allotment is proposed:**

The issue price per share is Rs. 728/- (Rupees Seven Hundred and Twenty Eight Only) including a premium of Rs. 724/- (Rupees Seven Hundred and Twenty Four Only).

(v) **Basis on which the price has been arrived at along with report of the Registered Valuer:**

The issue price is determined based on the valuation report of CA Harsh Chandrakant Ruparelia, Chartered Accountant (Registered Valuer) dated November 12, 2019.

(vi) **The relevant date with reference to which the price has been arrived at:**

The Relevant date is September 30, 2019.

(vii) **The class or classes of persons to whom the allotment is proposed to be made:**

Other than existing shareholders and Promoters.

(viii) **The proposed time within which the allotment shall be completed:**

The allotment of equity shares as proposed under the Special Resolution will be completed within a period of 12 months from the passing of this resolution.

(ix) **The number of persons to whom allotment on private placement basis have already been made during the year, in terms of number of securities as well as price:**

The Company has issued and allotted the following securities to six persons for the year 2019-2020:

- 34,959 Equity shares of Rs. 4/- each at a premium of Rs. 724/- aggregating to Rs. 2,54,50,152/- to Azimuth Investments Limited.
- 4,71,740 Equity Shares of Rs. 4/- at a premium of Rs. 724/- aggregating to Rs.34,34,26,720/- to four Shareholders of Absolute Sports Private Limited.
- 17,995 Equity shares of Rs. 4/- at a premium of Rs. 724/- aggregating to Rs 1,31,00,360/- to Devavrat Jatia, a shareholder of Crimzoncode Technologies Private Limited.

(x) **Identity of the proposed allottees and the percentage of post private placement offer capital that may be held by them:**

Sr. No.	Name of the proposed allottees	Before Preferential Offer		Post preferential Offer	
		No. of Equity Shares	%	No. of Equity Shares	%
1.	KAE Capital Fund II	NIL	0.00	164,416	0.58
2.	Kalysta Capital Fund II (Mauritius)	NIL	0.00	36,604	0.13
	Total	NIL	0.00	201,020	0.71

(xi) **The change in control, if any, in the company that would occur consequent to the preferential offer:**

There shall be no change in the control of the management or control of the Company pursuant to the issue of the equity shares as the majority shares shall be held by the Promoters.

(xii) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The shares are issued for consideration other than cash (i.e. Swap of 20 equity shares of Rs 100/- each and 26,065 Compulsory Convertible Preference Shares of Rs. 10/- each of Halaplay Technologies Private Limited with 201,020 Equity shares of Rs. 4/- each of the Company) in accordance with the provisions of Share Purchase Agreement dated March 02, 2020 amongst the Company, KAE Capital Fund II, Kalysta Capital Fund II (Mauritius), Halaplay Technologies Private Limited and the promoters of Halaplay Technologies Private Limited.

The valuation of the shares of Halaplay Technologies Private Limited is based on the Valuation Report dated February 19, 2020 issued by CA Pavan Sharma, Chartered Accountant and approval of the consideration amount by the Board of Directors.

(xiii) **The pre issue and post issue shareholding pattern of the company in the following format-**

Shareholding pattern before and after issue is as follows:

S. No.	Category	Pre-Issue		Post Issue	
		No. of shares held	% of share-holding	No. of shares held	% of share-holding
A	Promoters' holding :				
1	Indian:				
	Individual	10,11,703	3.61	10,11,703	3.59
	Bodies Corporate	59,55,125	21.27	59,55,125	21.12
2	Foreign Promoters				
	Sub Total (A)	69,66,828	24.88	69,66,828	24.71
B	Non Promoters' holding:				
1	Institution Investors	1,26,90,629	45.33	1,28,91,649	45.72
	Proposed Allottees:				
	KAE Capital Fund II	-	-	1,64,416	0.58
	Kalysta Capital Fund II (Mauritius)	-	-	36,604	0.13
2	Non- Institution:				
A	Bodies Corporate	19,12,812	6.83	19,12,812	6.78
B	Indian Public	60,52,291	21.62	60,52,291	21.46
C	Others	3,74,103	1.34	3,74,103	1.33
	Sub Total (B)	2,10,29,835	75.48	2,12,30,855	75.29
	Grand Total (A+B)	2,79,96,663	100.00	2,81,97,683	100.00

*** At present, 8,06,017 number of stock options issued under Employee Stock Option Plans of the Company are in force. The Post Shareholding pattern shall stand change subject to exercise of stock options by the employees, if any.**

**** The Company had vide special resolution dated December 23, 2019 approved the issuance of 412088 equity shares to the promoters of Paper Boats Apps Private Limited. The shareholding pattern will stand change subject to allotment of the aforesaid shares, if any.**



Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believes that the proposed private placement issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the special resolution for your approval at Item No. 3 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution, save and except Mr. Sasha Mirchandani to the extent of

his directorship/shareholding, if any, in any of the proposed allottees mentioned in the said resolution.

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

**Date :02nd March, 2020
Place: Mumbai**

**Nitish Vikash Mittersain
Joint Managing Director
DIN:- 02347434**

Registered Office:
Nazara Technologies Limited
(CIN: U72900MH1999PLC122970)
51-57, Maker Chambers 3,
Nariman Point, Mumbai -400021



NAZARA TECHNOLOGIES LIMITED

CIN: U72900MH1999PLC122970

Regd. Office: 51-57, Maker Chambers 3, Nariman Point, Mumbai-400021

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

FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Registered Folio/DP ID & Client ID	
Name of the Shareholder(s)	
Father's/Mother's/Spouse's Name	
Address (Registered Office Address in case the Member is a Body Corporate)	
E-mail ID	
PAN or CIN(in case of Body Corporate)	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Place: _____

Date: _____

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agent of the Company viz. " Link Intime Pvt. Ltd.; C-101, 247 Park, LBS Road, Vikhroli West, Mumbai, Maharashtra- 400083

The E-mail ID provided shall be updated subject to successful verification of your signature.

Thanking you,

For Nazara Technologies Limited,

Nitish Vikash Mittersain
Joint Managing Director
DIN:- 02347434

This page is intentionally kept blank

**NAZARA TECHNOLOGIES LIMITED****CIN:** U72900MH1999PLC122970**Regd. Office:** 51-57, Maker Chambers 3, Nariman Point, Mumbai-400021**Tel.:** +91-22-40330800 **Fax:** +91-22-22810606 **Email:** info@nazara.com **Website:** www.nazara.com**Form No. MGT-11****PROXY FORM**

{Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014}

EXTRA-ORDINARY GENERAL MEETING ON MONDAY, THE 30TH DAY OF MARCH, 2020.

Name of the member(s):	
Name(s) of the Joint Holder, if any:	
Registered address:	
E-mail Id:	
Folio / DP ID and Client ID (Applicable to investors holding shares in Dematerialized Form)	

I/We being a member(s) of shares of the above named Company, hereby appoint:

- (1) Name
 Address
 Email id Signature Or failing him/her;
- (2) Name
 Address
 Email id Signature Or failing him/her;
- (3) Name
 Address
 Email id Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, the 30th day of March, 2020 at 51-57, Maker Chambers 3, Nariman Point Mumbai-400021 India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
	Special Business
1.	Approval for Reclassification of the Authorised Share Capital of the Company and Consequent Alteration of Memorandum of Association
2.	Alteration of the capital clause in the Articles of Association of the Company
3.	Offer and Issuance of equity shares to KAE Capital Fund II and Kalysta Capital Fund II for consideration other than cash on private placement basis in relation to acquisition of equity shares of Halaplay Technologies Private Limited by way of swap of shares

Signed this day of, 2020

Signature of the shareholder

Signature of the Proxy holder(s)

Affix Revenue Stamp

NOTE:

1. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. In case of multiple proxies, the proxy later in time shall be accepted.
3. Proxy need not be the shareholder of the Company

This page is intentionally kept blank



NAZARA TECHNOLOGIES LIMITED

CIN: U72900MH1999PLC122970

Regd. Office: 51-57, Maker Chambers 3, Nariman Point, Mumbai-400021

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

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING ON MONDAY, THE 30TH DAY OF MARCH, 2020

Registered Folio / DP ID and Client ID	
Name and address of the shareholder(s)	
Joint Holder (1)	
Joint Holder (2)	
No. of shares held	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the members of the Company held on Monday, the 30th day of March, 2020 at the 51-57, Maker Chambers 3, Nariman Point Mumbai -400021.

.....
Member's/Proxy's name (**IN BLOCK LETTER**)

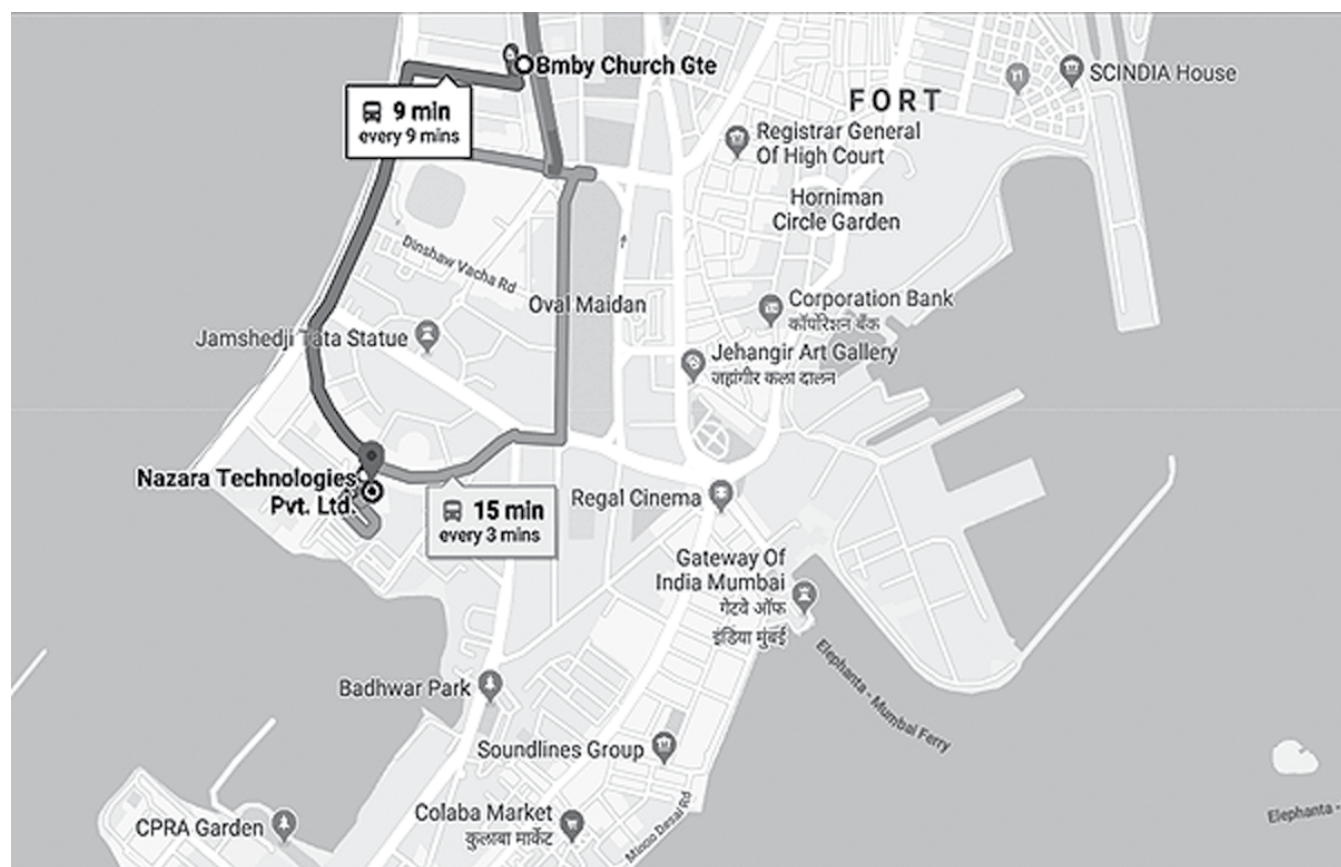
.....
Member's /Proxy's Signature

Note:

Please fill in the Folio/DP ID/Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE HALL OF THE MEETING**.

This page is intentionally kept blank

ROUTE MAP OF EGM VENUE



This page is intentionally kept blank