



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 OF POSTAL BALLOT

To
The Members,
Nazara Technologies Limited

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, from time to time, to transact the following Special Businesses by the Members of Nazara Technologies Limited ("the Company") by passing the Resolutions as set out in this notice through Postal Ballot which includes e-voting (voting by electronic means).

The Company is seeking your consent for the following proposals by way of passing Special Resolution in connection with the proposed resolutions in compliance with the Act. The proposed resolutions along with explanatory statement under Section 102 of the Act setting out the material facts and the reasons thereof are enclosed along with the Postal Ballot Form for your consideration. The attached Postal Ballot Form is to be used by the members for the purpose of exercising his/ her vote in respect of the said resolutions.

As required under Rule 20(4)(v) and Rule 22(3) of the Companies (Management and Administration) Rules, 2014, an advertisement for dispatch of notice and e-voting will be published in newspapers specifying the relevant matters therein.

The Board of Directors of the Company has appointed M/s. Manish Ghia & Associates, Company Secretaries (COP No. 3531) to act as Scrutinizer for conducting the Postal Ballot including E-Voting process in a fair and transparent manner.

Electronic Voting [e-voting]:

In compliance with the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, e-voting facility as an alternate is being provided to all the members which would enable them to cast their votes electronically instead of dispatching physical Postal Ballot Form. For the purpose, the Company has obtained the services of Link Intime India Private Limited (LIPL). The e-voting facility is available at the link <https://instavote.linkintime.co.in>. It may be noted that e-voting is optional. The detailed procedure for e-voting is enumerated in the instructions for shareholders voting electronically. In case the Member has exercised the vote by postal ballot as well as electronic mode, the vote cast by electronic mode will only be considered valid.

You are requested to peruse the proposed resolutions along with Explanatory Statement and thereafter mark your assent or dissent by filling the necessary details and put your signature at the marked place in the Postal Ballot Form and return the same in the enclosed self-addressed business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Sunday, 9th day of June, 2019. Your assent / dissent received after Sunday, 9th day of June, 2019 would be strictly treated as if a reply from you has not been received.

In respect of shareholders opting for e-voting mode as above, they can cast their vote electronically between Saturday, 11th day of May 2019 from 09:00 A.M. and Sunday, 9th day of June, 2019 up to 05:00 P.M. as per the instructions provided in this notice of Postal Ballot.

The Scrutinizer will submit his Report to the Chairman of the Company, upon completion of scrutiny of Postal Ballot forms and e-voting data provided by LIPL in a fair and transparent manner. The result of the Postal Ballot shall be announced by Tuesday, 11th day of June, 2019 at the Registered Office of the Company located at 51-57, Maker Chambers 3, Nariman Point, Mumbai - 400021 and shall also be displayed on the Company's website www.nazara.com.

The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting.

POSTAL BALLOT – SHAREHOLDERS' PROPOSED RESOLUTIONS:

SPECIAL BUSINESS:

Item No. 1:

INCREASE IN LOANS AND INVESTMENTS LIMITS:

To consider and if thought fit, to give assent/dissent on the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by 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), consent of the members of the Company be and is hereby accorded to the Board to make loan to any person or other body corporate/give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate or to acquire by way of subscription, purchase or otherwise securities of anybody corporate on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan/guarantee so far given by the Company along with the proposed investments which exceeds 60% of the paid up capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/ guarantee given / security provided by the Company shall not exceed the sum of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution.”

Item No.2:

OFFER AND ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS:

To consider and if thought fit, to give assent/dissent 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(s) 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, permissions and sanctions as may be necessary the consent of the members be and is hereby accorded to offer and issue up to 34,959 (Thirty Four Thousand Nine Hundred and Fifty Nine) equity shares of face value of Rs. 4/- (Rupees Four Only) each at a premium of Rs. 724/- (Rupees Seven Twenty Four only) aggregating to Rs. 2,54,50,152/- (Rupees Two Crores Fifty Four Lakhs Fifty Thousand One Hundred Fifty Two only), based on the valuation report issued by registered valuer Fedex Securities Private Limited, Merchant Banker for cash on private placement basis to the following person(s)/entity(s) (“**the proposed allottee**”) as detailed below:

Sr. No.	Details of the proposed allottee (Name, Address)	No. of Equity Shares to be allotted	Consideration
1	Azimuth Investments Limited 43, Third Floor, Community Centre New Friends Colony, New Delhi- 110025	34,959	Rs.2,54,50,152/-

RESOLVED FURTHER THAT the aforesaid equity shares shall rank pari-passu in all respect with the existing equity shares 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.”

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 give assent/dissent 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(s) 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 3,15,923(Three Lakhs Fifteen Thousand Nine Hundred and Twenty Three) equity shares of face value of Rs. 4/- (Rupees Four Only) at a premium of Rs. 724/- aggregating to Rs. 22,99,91,944/- (Rupees Twenty Two Crores Ninety Nine Lakhs Ninety One Thousand Nine Hundred and Forty Four Only), based on the valuation report issued by registered valuer Fedex Securities Private Limited, Merchant Banker and as per the terms of the Share Purchase Agreement executed between KAE Capital Fund II, Kalysta Capital Fund II (Mauritius), Halaplay Technologies Private Limited (Halaplay), the promoters of Halaplay and Nazara Technologies Limited, dated March 12th, 2019 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.	Details of the proposed allottees (Name, Address)	No. of Equity Shares to be allotted
1.	KAE Capital Fund II Address: 7 th Floor, 74 A&B, Jolly Maker Chambers II, 225, Nariman Point, Mumbai – 400021	2,49,032
2.	Kalysta Capital Fund II (Mauritius) Address:c/o SGG Fund Services (Mauritius) Ltd, 33, Edith Cavell Street, Port-Louis, 11324, Mauritius	66,891
	Total	3,15,923

RESOLVED FURTHER THAT the aforesaid Equity Shares shall rank pari-passu in all respect with the existing Equity Shares 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.”

Item No. 4:**OFFER AND ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON PRIVATE PLACEMENT BASIS:**

To consider and if thought fit, to give assent/dissent 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(s) 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 4,91,216 (Four Lakhs Ninety One Thousand Two Hundred and Sixteen) equity shares of face value of Rs. 4/- (Rupees Four Only) at a premium of Rs. 724/- aggregating to Rs. 35,79,94,728/- (Rupees Thirty Five Crores Seventy Nine Lakhs Ninety Four Thousand Seven Hundred and Twenty Eight Only), based on the valuation report issued by registered valuer Fedex Securities Private Limited, Merchant Banker for consideration other than cash (i.e. swap of equity shares of Absolute Sports Private Limited with equity shares of the Company) on Private Placement basis to the following person(s)/entity (“**the proposed allottees**”) as detailed below:

Sr. No.	Details of the proposed allottees (Name, Address)	No. of Equity Shares to be allotted
1.	Name: Seedfund 2 India Address:3, Turf Estate, Shakti Mills Lane,Off. Dr. E Moses Road, Mahalaxmi, Mumbai 400 011	3,67,269
2.	Name: Seedfund2 International Address:c/o IFS Court ,Twenty Eight Cyber city ,Ebene,Republic of Maurituis	13,891
3.	Name: Srinivas Cuddapah Address:G 803 Sterling Terraces, Banashankari 3rd Stage, Ittamadu, Bangalore -560085.	65,855
4.	Name: Porush Jain Address:House no -4038,Akshay Ground floor ,1st floor ,18 Main,100feet Road ,HAL2nd Stage Bangalore 560008	24,725
5.	Name: Samarth Sharma Address:A-01,Swati Apartments,12, I.P.Extension,Patparganj,Shakarpur,East Delhi ,Delhi 110092	9,738
6.	Name: Sankalp Sharma Address:H-102,Shriram Samruddhi Apartments Thubarahalli, Whitefield 560066	9,738
	Total	4,91,216

RESOLVED FURTHER THAT the aforesaid Equity Shares shall rank pari-passu in all respect with the existing Equity Shares 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
For Nazara Technologies Limited**

**Nitish Mittersain
Managing Director
DIN: 02347434**

**Place: Mumbai
Date: 08.05.2019**

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agent of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding) as on Friday 26th day of April, 2019. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to all the members by permitted mode along with a self-addressed Business Reply Envelope.
3. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
4. A Member cannot exercise his vote by proxy on postal ballot.
5. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf the Postal Ballot form and return the form duly completed and signed in the attached self – addressed business reply envelope so as to reach the Scrutinizer not later than 5.00 p.m. on 9th June, 2019. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the shareholder will also be accepted.
6. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Link Intime India Private Limited ("LI IPL") as the agency to provide e-voting facility. The e-voting facility is available at the link <https://instavote.linkintime.co.in>. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
7. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on 26th day of April, 2019. The voting period commences on 11th day of May, 2019 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on 9th day of June, 2019.
9. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.nazara.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on 9th day of June, 2019.
10. 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.
11. The resolutions, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. 9th day of June, 2019.
12. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during business hours on all working days except Saturday from the date of dispatch of this Postal Ballot Notice till 9th day of June, 2019.
13. **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.**
14. **The Scrutinizer's decision on the validity of the Postal Ballot shall be final.**

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:

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

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. 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 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 (iv-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 LI IPL.

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 LI IPL: <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:

As per the provisions of Section 186 of the Companies Act, 2013 a Company, without approval of the shareholders by passing a Special Resolution, cannot give any loan to any person or other body corporate/give any guarantee or provide security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, securities of anybody corporate exceeding-

- i) Sixty per cent of its paid up capital, free reserves and securities premium account or
- ii) One hundred per cent of its free reserves and securities premium account, whichever is more,

Your Company is constantly reviewing opportunities for expansion of its business operations and therefore it may require to provide financial support to meet long term financial and working capital requirements by way of loan(s) and/or guarantee(s) and/or security (ies) / investment in securities of such subsidiaries / joint ventures / associate companies / other bodies corporate.

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security (ies) for an amount not exceeding Rs. 250 Crores from time to time in/to one or more of the persons/entities i.e. subsidiaries /joint ventures / associate companies/other bodies corporate. The source of funds for making these investments would be surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the loans and investments already made, guarantee and securities already given may exceed the limit as specified in Section 186 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, approval of the members is required for the same.

The Board of Directors accordingly recommends the resolution as set out at Item No. 1 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolutions.

Item No 2:

Your Company is aggressively expanding in real money skill gaming space (wherein a player puts in real cash for playing a quiz contest and gets real money reward if he or she wins the quiz contest) and believes that real money quiz will be a massive value creation opportunity as quizzing cuts across all age groups and caters to all Indians across vernacular languages. Your Company is intending to subscribe equity shares of Sports Unity Private Limited – a Delhi based company (**'Sports Unity'**) which is running a real money quiz /trivia application called Qunami. Sports Unity's management has demonstrated expertise in retaining and engaging the players on their quiz/trivia application- Qunami. Your Company proposes to invest Rs. 7.09 Crore in equity shares of Sports Unity.

The proposed allottee viz. Azimuth Investments Limited (**'Azimuth'**) an associate of Sports Unity, is a Non-Banking Finance Company. Azimuth has lent a loan of Rs. 6.25 Crore to Sports Unity. Sports Unity shall repay a part of the said loan upto Rs. 5.09 Crore from the proceeds invested by the Company and as a part of this transaction, your Board at its meeting held on 26th March, 2019 subject to approval by the members, has proposed to offer and issue 34,959 equity shares of face value of Rs. 4/- (Rupees Four Only) at a premium of Rs. 724/- (Rupees Seven Hundred and Twenty Four Only) aggregating to Rs. 2,54,50,152/- (Rupees Two Crores Fifty Four Lakhs Fifty Thousand One Hundred and Fifty Two Only) for cash on Private Placement basis to Azimuth.

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 at Item No. 2.

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 Special Resolution.

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

OFFER AND ISSUE OF 34,959 EQUITY SHARES:

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

To meet the general corporate requirements of the Company.

(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. None of the Directors or Promoters of Company or their relatives is concerned or interested in the passing of this resolution.

(iii) **The total number of Equity Shares to be issued:**

34,959 (Thirty Four Lakhs Nine Hundred and Fifty Nine) equity shares of Rs. 4/- (Rupees Four Only) each per share at a premium of Rs. 724/- (Rupees Seven Hundred and Twenty Four Only) aggregating to Rs. 2,54,50,152/- (Rupees Two Crores Fifty Four Lakhs Fifty Thousand One Hundred and Fifty Two Only) for 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 based on the valuation report of registered valuer Fedex Securities Private Limited, Merchant Banker dated February 8th, 2019.

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

The Relevant date is January 31st, 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:**

NIL

(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 allottee	Before Preferential Offer		Post preferential Offer	
		No. of Equity Shares	%	No. of Equity Shares	%
1	Azimuth Investments Limited	Nil	0.00	34,959	0.13

(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:**

Not Applicable.

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

Shareholding pattern before and after issue (considering full allotment of equity shares) is as follows:

S. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding :				
1	Indian:				
	Individual	1134153	4.13	1134153	4.12
	Bodies Corporate	5955125	21.68	5955125	21.65
	Promoter Group	-	-	-	-
	Sub Total:	7089278	25.81	7089278	25.77
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	7089278	25.81	7089278	25.77
B	Non Promoters' holding:				
1	Institutional Investors	12323360	44.86	12323360	44.80
2	Non- Institution:	8059331	29.34	8059331	29.30
3	Bodies Corporate				
	Proposed allottee				
4	Bodies Corporate - Azimuth Investments Limited	-	-	34959	0.13
	Sub Total (B)	20382691	74.19	20417650	74.23
	Grand Total (A+B)	27471969	100.00	27506928	100.00

*** As on date, 8,06,017 stock options issued under Employee Stock Option Plans of the Company are outstanding. Accordingly, the Post Shareholding pattern may change to the extent of exercise of stock options by the employees, 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 last date of e-voting. Additionally, copies of the relevant documents are available for inspection at the registered office of the Company.

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. 2 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution.

Item No. 3:

In order to avail various opportunities for further growth of the Company and with a strategic view to consolidate the Company's shareholding in Halaplay Technologies Private Limited ('Halaplay'), the Company has entered into Share Purchase Agreement dated 12th March, 2019 with KAE Capital Fund II, Kalysta Capital Fund II (Mauritius), Halaplay and the promoters of Halaplay for acquisition of 20 (Twenty) equity shares and 26,065 (Twenty Six Thousand Sixty Five only) convertible preference shares of Rs. 10/- (Rupees Ten Only) each of Halaplay.

Sports Fantasy is a fastest growing real money format in India and as per the market sources, Sports Fantasy is approximately a 1000 crore market and growing at a very fast rate. Halaplay is operating in Sports Fantasy domain and your Company had invested an approximate amount of Rs. 9 crores in Halaplay and currently holds equity shares of 20.60% (post CCPS conversion). Halaplay is raising Series A round in which your company and other Investors are subscribing fresh shares by investing 40 Crore into Halaplay in one or more tranches. In order to further consolidate its equity holding in Halaplay upto 52.53% by subscribing to Series A round and to acquire majority stake in Halaplay, your Company and KAE Capital Fund II and Kalysta Capital Fund II (Mauritius) (Existing shareholders of Halaplay holding 24.18%) have intended to swap the holding of KAE Capital Fund II and Kalysta Capital Fund II (Mauritius) in Halaplay by issuing equity shares as stated in the Resolution at Item No. 3 of this Notice.

The Company in consideration of the said transaction shall issue an aggregate of 3,15,923 (Three Lakhs Fifteen Thousand Nine Hundred and Twenty Three) 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. 22,99,91,944/- (Rupees Twenty Two Crores Ninety Nine Lakhs Ninety One Thousand Nine Hundred and Forty Four 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 Special Resolution.

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

OFFER AND ISSUE OF 3,15,923 EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH:**(i) The objects of the issue:**

To explore further growth opportunities, the Company proposes to consolidate its stake in Halaplay Technologies Private Limited ('Halaplay') upto 52.53% pursuant to Share Purchase Agreement dated 12th March, 2019.

(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. None of the Directors or Promoters of Company or their relatives is concerned or interested in the passing of this resolution.

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

3,15,923 (Three Lakhs Fifteen Thousand Nine Hundred and Twenty Three) equity shares of Rs. 4/- (Rupees Four Only) each per share at a premium of Rs. 724/- per share amounting to Rs. 22,99,91,944/- (Rupees Twenty Two Crores Ninety Nine Lakhs Ninety One Thousand Nine Hundred and Forty Four 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 registered valuer Fedex Securities Private Limited, Merchant Banker dated February 8th, 2019.

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

The Relevant date is January 31, 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:**

NIL

(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	2,49,032	0.90
2.	Kalysta Capital Fund II (Mauritius)	NIL	0.00	66,891	0.24
	Total	NIL	0.00	3,15,923	1.14

(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 26,085 shares of Rs.10/- each Halaplay Technologies Private Limited with 3,15,923 Equity shares of Rs. 4/- each of the Company) in accordance with the provisions of Share Purchase Agreement dated 12th March, 2019 entered between the Company, KAE Capital Fund II, Kalysta Capital Fund II (Mauritius), Halaplay and the promoters of Halaplay for consideration other than cash on private placement basis.

(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		Pre Issue (considering full allotment of equity shares mentioned at Item No. 2)		Post Issue (after considering the aforesaid allotment at Item No. 3)	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding :						
1	Indian:						
	Individual	1134153	4.13	1134153	4.12	1134153	4.08
	Bodies Corporate	5955125	21.68	5955125	21.65	5955125	21.40
	Promoter Group	-	-	-	-	-	-
	Sub Total:	7089278	25.81	7089278	25.77	7089278	25.48
2	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	7089278	25.81	7089278	25.77	7089278	25.48
B	Non Promoters' holding:						
1	Institutional Investors	12323360	44.86	12323360	44.80	12323360	44.29
2	Non- Institution:	8059331	29.34	8059331	29.30	8059331	28.97
3	Bodies Corporate	-	-	34959	0.13	34959	0.13
	Proposed allottees						
4	Bodies Corporate						
	KAE Capital Fund II	-	-	-	-	249032	0.90
	Kalysta Capital Fund II (Mauritius)	-	-	-	-	66891	0.24
	Sub Total (B)	20382691	74.19	20417650	74.23	20733573	74.52
	Grand Total (A+B)	27471969	100.00	27506928	100.00	27822851	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.**

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 last date of e-voting. Additionally, copies of the relevant documents are available for inspection at the registered office of the Company.

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, Key Managerial Personnel and their relatives is concerned or interested in the resolution.

Item No. 4:

In order to avail various opportunities for further growth of the Company and with a strategic view to consolidate the Company's shareholding in Absolute Sports Private Limited ('ASPL'), the Company is proposing to acquire 1,11,886 (One Lakh Eleven Thousand Eight Hundred and Eighty Six) equity shares of Rs. 10/- (Rupees Ten) each of ASPL, which is presently held by some of the Investors, Promoters and Key Managerial Personnel of ASPL.

Sports Keeda, owned by ASPL, is leading sports content site on mobile and desktop with user base across the world catering to soccer/ cricket/ wrestling and other sports. The content on the site is crowd sourced via in house tech platform. Your Company is expanding its content reach from English to vernacular languages and video format and aims to create subscription business model for sports connoisseurs while curate great vernacular content within sports domain for masses and leverage the growth of social content platforms such as sharechat, helo in India to grow its user base. Your Company sees lots of synergy in its portfolio companies like esports / mobile sports game next wave, BIG PESA - sports betting operations in Africa and Halaplay sports fantasy in India. As such, the investment in ASPL shall be beneficial.

The Company in consideration of the said transaction shall issue 4,91,216 (Four Lakhs Ninety One Thousand Two Hundred and Sixteen) equity shares of Rs. 4/- (Rupees Four Only) each to some of the Investors, Promoters and Key Managerial Personnel of ASPL at premium of Rs.724/- aggregating to Rs. 35,76,05,248/- (Rupees Thirty Five Crores Seventy Six Lakhs Five Thousand Two Hundred and Forty Eight 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 Special Resolution.

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

OFFER AND ISSUE OF 4,91,216 EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH:

(i) The objects of the issue:

In order to avail opportunities for further growth of the Company and with a strategic view to acquire majority stake in Absolute Sports Private Limited ('ASPL').

(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. None of the Directors or Promoters of Company or their relatives is concerned or interested in the passing of this resolution.

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

4,91,216 (Four Lakhs Ninety One Thousand Two Hundred and Sixteen) equity shares of Rs. 4/- (Rupees Four Only) each to some of the Investors, Promoters and Key Managerial Personnel of ASPL at premium of Rs. 724/- aggregating to Rs. 35,76,05,248/- (Rupees Thirty Five Crores Seventy Six Lakhs Five Thousand Two Hundred and Forty Eight 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 registered valuer Fedex Securities Private Limited, Merchant Banker dated February 08, 2019.

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

The Relevant date is January 31st, 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:**

NIL

(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 allottee	Before Preferential Offer		Post preferential Offer	
		No. of Equity Shares	%	No. of Equity Shares	%
1	Seedfund 2 India	Nil	0.00	367269	1.30%
2	Seedfund2 International	Nil	0.00	13891	0.05%
3	Srinivas Cuddapah	Nil	0.00	65855	0.23%
4	Porush Jain	Nil	0.00	24725	0.09%
5	Samarth Sharma	Nil	0.00	9738	0.03%
6	Sankalp Sharma	Nil	0.00	9738	0.03%

(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 1,11,886 Equity shares of Rs.10/- each ASPL with 4,91,216 Equity shares of Rs. 4/- each of the Company) for consideration other than cash on private placement basis.

(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		Pre Issue (considering full allotment of equity shares mentioned at Item No. 2 and 3)		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding :						
1	Indian:						
	Individual	1134153	4.13	1134153	4.08	1134153	4.01
	Bodies Corporate	5955125	21.68	5955125	21.40	5955125	21.03
	Promoter Group	-	-	-	-	-	-
	Sub Total:	7089278	25.81	7089278	25.48	7089278	25.04
2	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	7089278	25.81	7089278	25.48	7089278	25.04
B	Non Promoters' holding:						
1	Institutional Investors	12323360	44.86	12323360	44.29	12323360	43.52
	Proposed Allottees						
	Seedfund 2 India	-	-	-	-	367269	1.30
	Seedfund2 International	-	-	-	-	13891	0.05
	Srinivas Cuddapah	-	-	-	-	65855	0.23
2	Non- Institution:	8059331	29.34	8059331	28.97	8059331	28.46
3	Bodies Corporate			350882	1.26	350882	1.24
	Proposed allottees						
4	Indian Public						
	Porush Jain	-	-	-	-	24725	0.09
	Samarth Sharma	-	-	-	-	9738	0.03
	Sankalp Sharma	-	-	-	-	9738	0.03
	Sub Total (B)	20382691	74.19	20733573	74.52	21224789	74.96
	Grand Total (A+B)	22471969	100.00	27822851	100.00	28314067	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.*

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 last date of e-voting. Additionally, copies of the relevant documents are available for inspection at the registered office of the Company.

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. 4 of this Notice.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution.

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

**Nitish Mittersain
Managing Director
DIN: 02347434**

**Place: Mumbai
Date: 08.05.2019**