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NAZARA TECHNOLOGIES LIMITED

Our Company was incorporated as "Nazara.com Private Limited" on December 8, 1999 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956, and was granted a certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). Subsequently, the name of our Company was changed to "Nazara Technologies Private Limited" and a fresh certificate of incorporation consequent upon change of name was issued by the RoC to our Company on July 4, 2003. Our Company was converted from a private limited company to a public limited company, and the name of our Company was changed to "Nazara Technologies Limited" and a fresh certificate of incorporation consequent upon change of name was issued by the RoC to our Company on December 13, 2017. For further details, see "History and Certain Corporate Matters" on page 175 of the Red Herring Prospectus dated March 10, 2021 ("RHP").

Registered Office and Corporate Office: 51-57, Maker Chambers 3, Nariman Point, Mumbai 400 021, Maharashtra, India; Tel: +91 22 4033 0800
Website: www.nazara.com; Contact Person: Pratibha Mishra, Company Secretary and Compliance Officer; E-mail: cs@nazara.com, Corporate Identity Number: U72900MH1999PLC122970

OUR PROMOTERS: VIKASH MITTERSAIN, NITISH MITTERSAIN AND MITTER INFOTECH LLP

INITIAL PUBLIC OFFER OF UP TO 5,294,392 EQUITY SHARES OF FACE VALUE OF ₹4 EACH ("EQUITY SHARES") OF NAZARA TECHNOLOGIES LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹1 PER EQUITY SHARE ("OFFER PRICE"), THROUGH AN OFFER FOR SALE OF UP TO 5,294,392 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION ("OFFER") BY THE SELLING SHAREHOLDERS, COMPRISING OF UP TO 1,267,435 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY IIFL SPECIAL OPPORTUNITIES FUND, UP TO 1,036,286 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY IIFL SPECIAL OPPORTUNITIES FUND - SERIES 4, UP TO 873,989 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY IIFL SPECIAL OPPORTUNITIES FUND - SERIES 5, UP TO 816,804 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY IIFL SPECIAL OPPORTUNITIES FUND - SERIES 2, UP TO 691,900 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY MITTER INFOTECH LLP (THE "PROMOTER SELLING SHAREHOLDER"), UP TO 393,349 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY IIFL SPECIAL OPPORTUNITIES FUND - SERIES 3, (IIFL SPECIAL OPPORTUNITIES FUND, IIFL SPECIAL OPPORTUNITIES FUND - SERIES 5, IIFL SPECIAL OPPORTUNITIES FUND - SERIES 2 AND IIFL SPECIAL OPPORTUNITIES FUND - SERIES 3 TOGETHER, REFERRED TO AS THE "INVESTOR SELLING SHAREHOLDERS"), UP TO 150,000 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY GOOD GAME INVESTMENT TRUST, UP TO 25,000 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY SEEDFUND 2 INTERNATIONAL, UP TO 23,725 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY PORUSH JAIN, UP TO 14,959 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY AZIMUTH INVESTMENTS LIMITED AND UP TO 945 EQUITY SHARES AGGREGATING UP TO ₹1 MILLION BY SEEDFUND 2 INDIA (GOOD GAME INVESTMENT TRUST, SEEDFUND 2 INTERNATIONAL, PORUSH JAIN, AZIMUTH INVESTMENTS LIMITED AND SEEDFUND 2 INDIA TOGETHER, REFERRED TO AS THE "OTHER SELLING SHAREHOLDERS, AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDER AND THE INVESTOR SELLING SHAREHOLDERS, REFERRED TO AS THE "SELLING SHAREHOLDERS"). THIS OFFER INCLUDES A RESERVATION OF UP TO 1% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL AGGREGATING UP TO ₹20 MILLION FOR PURCHASE BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WOULD CONSTITUTE AT LEAST 1% AND 1%, RESPECTIVELY, OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL. OUR COMPANY, THE PROMOTER SELLING SHAREHOLDER AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS, MAY OFFER A DISCOUNT OF UP TO 10.00% (EQUIVALENT TO ₹1 PER EQUITY SHARE) TO THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

Non-Institutional Portion: Not More than 15% of Net Offer

Retail Portion: Not More than 10% of the Net Offer

QIB Portion: Not Less Than 75% of Net Offer

Price Band: ₹ 1,100 to ₹ 1,101 per Equity Share of face value of ₹4 each.

The Floor Price is 275.00 times the face value and the Cap Price is 275.25 times the face value of the Equity Shares.

Bids can be made for a minimum of 13 Equity Shares and in multiples of 13 Equity Shares thereafter.

Employee Reservation Portion : Up to 1% Equity Shares aggregating up to ₹20 million. A discount of ₹110 per Equity Share is being offered to Eligible Employees bidding in the Employee Reservation Portion

ASBA[#]

Simple, Safe, Smart way of Application!!!

[#] Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

Mandatory in public issues. No cheque will be accepted.



UPI-Now available in ASBA for Retail Individual Investors ("RIIs") applying through Registered Brokers, DPs and RTAs. RIIs also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

Investors are required to ensure that the bank account used for bidding is linked to their PAN.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" on page 14 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in. List of banks supporting UPI is also available on the website of www.sebi.gov.in. ICICI Bank Limited has been appointed as Sponsor Bank for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For issue related grievance, investors may contact: Link Intime India Private Limited, (Tel: 022 4918 6200), (E-mail: nazara ipo@linkintime.co.in); ICICI Securities Limited, Sameer Purohit/ Shekher Asnani, (Tel: +91 22 2288 2460) (nazara.ipo@icicisecurities.com); IIFL Securities Limited, Koustav Pal/ Shubham Tantia (Tel: +91 22 4646 4600) (nazara.ipo@iiflcap.com); Jefferies India Private Limited, (Tel: +91 22 4356 6000), (nazara.ipo@jefferies.com); Nomura Financial Advisory and Securities (India) Private Limited, (Tel: +91 22 4037 4037) (nazaratrading@nomura.com); For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and Mail Id: ipo.upi@npci.org.in.

Risks to Investors

- The Four Book Running Lead Managers associated with the Offer have handled 29 public issues in the past three years out of which 10 closed below the issue price on listing date.
- The Price/Earnings of Nifty Fifty as on March 10, 2021 is 41.33. The Price/Earnings Ratio of the company cannot be computed as both basic and diluted EPS for the financial year ended for March 31, 2020 are negative.
- Average Cost of acquisition of Equity Shares by the Selling Shareholders ranges from ₹ Nil to ₹730.95.
- Weighted Average Return on Net Worth for Fiscals 2020, 2019 and 2018 is 1.30%.

Basis for the Offer Price

The Offer Price will be determined by our Company, the Promoter Selling Shareholder and the Investor Selling Shareholders in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹4 each and the Offer Price is 275.00 times the Floor Price and 275.25 times the Cap Price of the Price Band. Bidders should also see "Our Business", "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" on pages 150, 24, 328 and 218 of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors: Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are: • Portfolio of premium intellectual property and content across regions and businesses. • Large and engaged community of users, with attractive monetization opportunities. • Successful organic growth through strategic acquisitions. • Strong leadership team backed by marquee investors. • Leadership position in a diversified and scalable business. For details, see "Our Business – Our Strengths" on page 157 of the RHP.

Quantitative Factors: Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "Financial Statements" on page 218 of the RHP. Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

A. Basic and Diluted Earnings Per Share ("EPS") at face value of ₹4, as adjusted for change in capital:

Financial Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2018	1.05	1.04	1
March 31, 2019	6.39	6.27	2
March 31, 2020	(0.77)	(0.77)	3
Weighted Average	1.92	1.88	
Six month period ended September 30, 2020*	(1.78)	(1.78)	

* Not annualised

Notes:

1) Weighted average is aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year / (Total of weights)

Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. This has been adjusted for all periods presented by giving effect to bonus and subdivision subsequent to balance sheet date Weighted average number of dilutive equity shares.

2) The face value of equity shares of our Company is ₹4.

3) EPS has been calculated in accordance with the Indian Accounting Standard 33 – "Earnings per share".

4) Basic Earnings per share = (Net Profit/(loss) after tax, as restated, attributable to equity shareholders)

(Weighted average number of equity shares)

5) Diluted Earnings per share = (Net Profit/(loss) after tax, as restated, attributable to equity shareholders)

(Weighted average number of dilutive shares)

As per Ind AS 33, potential ordinary shares that are issued by a subsidiary, associate or joint venture to parties outside the group of parent and are convertible into ordinary shares of the issuer or the parent are included in calculation of parent's diluted EPS if their effect is dilutive. While calculating Diluted EPS for the six month period ended on September 30, 2020 and financial year ended on March 31, 2020, the options issued by a subsidiary to its employees have an anti-dilutive effect on the profits of our Company as the subsidiary has incurred losses and a decrease in % stake would result in a decrease in share of loss of the controlling interest.

FOR FURTHER DETAILS, SEE "BASIS OF OFFER PRICE" BEGINNING ON PAGE 96 OF THE RHP

B. Price/Earning ("P/E") ratio in relation to the in relation to Price Band of ₹1,100 to ₹1,101 per Equity Share:

Particulars	P/E at the lower end of the Price Band (no. of times)	P/E at the higher end of the Price Band (no. of times)
Based on basic EPS for year ended March 31, 2020	NA*	NA*
Based on diluted EPS for year ended March 31, 2020	NA*	NA*

* Since both Basic and Diluted EPS for the financial year ended March 31, 2020 are negative, these figures cannot be computed

Industry Peer Group P/E ratio

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

C. Return on Net Worth ("RoNW")

Derived from the Restated Consolidated Financial Information:

Financial Year ended	RoNW (%)	Weight
March 31, 2018	0.73	1
March 31, 2019	4.23	2
March 31, 2020	(0.46)	3
Weighted Average	1.30	
Six month period ended September 30, 2020*	(1.04)	

Notes: 1. RoNW is calculated as net profit after taxation and minority interest attributable to the equity shareholders of our Company divided by shareholders' funds for that year.

2. Shareholders' funds = Share capital + reserves & surplus – revaluation reserves.

As the Offer consists only of an offer for sale by the Selling Shareholders, there will be no change in the Net Worth post completion of the Offer.

D. Net Asset Value ("NAV") per Equity Share

Financial Year ended/ Period ended	Restated Consolidated Financial Information (₹)
As on March 31, 2020	165.54
As at September 30, 2020	168.47
Offer Price	1

Notes: Net Asset Value per equity share represents net worth as at the end of the fiscal year, as restated, divided by the number of Equity Shares outstanding at the end of the period/year.

As the Offer consists only of an offer for sale by the Selling Shareholders, there will be no change in the NAV post completion of the Offer.

E. Comparison with Listed Industry Peers

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

F. The Offer Price is 1 times of the face value of the Equity Shares

The Offer Price of ₹1 has been determined by our Company, the Promoter Selling Shareholder and the Investor Selling Shareholders in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above mentioned information along with "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" on pages 24, 150, 328 and 218 of the RHP, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" on page 24 of the RHP and you may lose all or part of your investment.

BID/OFFER PERIOD

OPENS ON: WEDNESDAY, MARCH 17, 2021⁽¹⁾ | CLOSING ON: FRIDAY, MARCH 19, 2021

⁽¹⁾ Our Company, the Promoter Selling Shareholder and the Investor Selling Shareholders in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI/ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, strike or similar circumstances, our Company, the Promoter Selling Shareholder and the Investor Selling Shareholders for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the SEBI/ICDR Regulations and in compliance with Regulation 6(2) of the SEBI/ICDR Regulations wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company, the Promoter Selling Shareholder and the Investor Selling Shareholders in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI/ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account (including UPI ID for RIBs using UPI Mechanism), in which the corresponding Bid Amounts will be blocked by the SCSBs or the Sponsor Bank, as applicable. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" on page 390 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID and UPI ID (if applicable, in case RIBs) are correctly filled in the Bid-cum-Application Form. The DP ID, PAN and Client ID provided in the Bid-cum-Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid-cum-Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid-cum-Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid-cum-Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the

Depository Participants to ensure the accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, investors are requested to see "History and Certain Corporate Matters" on page 167 of the RHP and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see "Material Contracts and Documents for Inspection" on page 399 of the RHP.

LIABILITY OF THE MEMBERS OF OUR COMPANY: Limited by shares.

AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE: As on the date of the RHP, the authorised share capital of our Company is ₹ 150,000,000 divided into 37,500,000 Equity Shares of ₹4 each. The issued, subscribed and paid-up Equity share capital of our Company is ₹ 121,811,344 divided into 30,452,836 Equity Shares of ₹4 each. For details, see "Capital Structure" on page 72 of the RHP.

NAMES OF SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: Vikash Mittersain, Nitish Mittersain, and Sandhya Mittersain were allotted 10 Equity Shares each.

LISTING: The Equity Shares offered through the RHP are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approval from BSE and NSE for the listing of the Equity Shares pursuant to letters dated February 25, 2021. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A signed copy of the RHP and the Prospectus shall be delivered for filing with the RoC in accordance with Section 26(4) of the Companies Act. For details of the material contracts and documents available for inspection from the date of the RHP up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 408 of the RHP.

DISCLAIMER CLAUSE OF THE SEBI: SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities or the offer document. The investors are advised to refer to page 372 of the RHP for the full text of the Disclaimer Clause of SEBI.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify, warrants or endorses the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 374 of the RHP for the full text of the Disclaimer Clause of BSE.

DISCLAIMER CLAUSE OF NSE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 374 of the RHP for the full text of the Disclaimer Clause of NSE.

GENERAL RISKS: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the RHP. Specific attention of the prospective investors is invited to "Risk Factors" on page 24 of the RHP.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
ICICI Securities Limited ICICI Centre, H. T. Parekh Marg, Churchgate Mumbai 400 020, Maharashtra, India Tel: +91 22 2288 2460 E-mail: nazara.ipo@icicisecurities.com Investor grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Sameer Purohit/ Shekher Asnani SEBI Registration No.: INM000011179	IIFL Securities Limited* 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 Maharashtra, India Tel: +91 22 4646 4600 E-mail: nazara.ipo@iiflcap.com Investor grievance e-mail: ig.ibt@iiflcap.com Website: www.iiflcap.com Contact Person: Koustav Pal/ Shubham Tantia SEBI Registration No.: INM000010940	Jefferies India Private Limited 42/43, 2 North Avenue Maker Maxity, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 Maharashtra, India Tel: +91 22 4356 6000 E-mail: nazara.ipo@jefferies.com Investor grievance e-mail: jipl.grievance@jefferies.com Website: www.jefferies.com Contact Person: Aman Puri SEBI Registration No.: INM000011443	Nomura Financial Advisory and Securities (India) Private Limited Ceejay House, Level 11 Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018, Maharashtra, India Tel: +91 22 4037 4037 E-mail: nazaratrading@nomura.com Investor grievance e-mail: investor.grievances@nomura.com Website: www.nomuraholdings.com/company/group/asia/india/index.html Contact Person: Vishal Kanjani / Ritesh Gupta SEBI Registration No.: INM000011419	Link Intime India Private Limited C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli (West) Mumbai 400 083, Maharashtra, India Tel: 022 4918 6200 E-mail: nazara.ipo@linkintime.co.in Investor grievance e-mail: nazara.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalakrishnan SEBI Registration No.: INR000004058	Pratibha Mishra Nazara Technologies Limited 51-57, Maker Chambers 3, Nariman Point, Mumbai 400 021, Maharashtra, India Tel: +91 22 4033 0800 E-mail: cs@nazara.com Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

*In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations, IIFL Securities Limited will be involved only in marketing of the Offer.

AVAILABILITY OF RHP: Investors are advised to refer to the RHP and the section "Risk Factors" on page 24 of the RHP, contained therein before applying in the Offer. Full copy of the RHP will be made available on website of SEBI at www.sebi.gov.in, websites of the BRLMs i.e. ICICI Securities Limited, IIFL Securities Limited, Jefferies India Private Limited and Nomura Financial Advisory and Securities (India) Private Limited at www.icicisecurities.com, www.iiflcap.com, www.jefferies.com and www.nomuraholdings.com/company/group/asia/india/index.html, respectively, and websites of BSE and NSE i.e. www.bseindia.com and www.nseindia.com, respectively.

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid-cum-Application Forms can be obtained from the Registered and Corporate Office of our Company, **NAZARA TECHNOLOGIES LIMITED**, Tel: 91 22 4033 0800; Book Running Lead Managers: **ICICI Securities Limited**; Tel: +91 22 2288 2460, **IIFL Securities Limited**, Tel: +91 22 4646 4600, **Jefferies India Private Limited**, Tel: +91 22 4356 6000 and **Nomura Financial Advisory and Securities (India) Private Limited**, Tel: +91 22 4037 4037 and at the select locations of the Sub-syndicate Members, SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. ASBA Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Sub-Syndicate Members: Anand Rathi Share & Stock Brokers Ltd., Axis Capital Ltd., Axis Securities Ltd., Centrum Wealth Management Ltd., Choice Equity Broking Private Limited, DB(International) Stock Brokers Ltd., Edelweiss Broking Limited, Eureka Stock & Share Broking Services Ltd., ICICI Securities Limited, IDBI Capital Markets & Securities Limited, JM Financial Services Ltd., Jobanputra Fiscal Services Pvt. Ltd., Kotak Securities Limited, LKP Securities Limited, Inventure Growth & Securities Ltd., Motilal Oswal Financial Services Ltd., Motilal Oswal Securities Ltd., Prabhudas Lbadhar Pvt Ltd., Pravin Ratilal Share And Stock Brokers Ltd., RR Equity Brokers Pvt Ltd., ShareKhan Limited, SMC Global Securities Ltd., Systematic Shares and Stocks (India) Limited, Trade Bulls Securities (P) Ltd., Yes Securities (India) Ltd. and Zerodha Broking Ltd.

Banker to the Offer / Escrow Collection Bank, Refund Bank, Public Offer Account Bank and Sponsor Bank: ICICI Bank Limited

UPI: Retail Individual Bidders can also bid through UPI mechanism.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For **NAZARA TECHNOLOGIES LIMITED**

On behalf of the Board of Directors

Sd/-

Company Secretary and Compliance Officer

Place: Mumbai

Date: March 11, 2021

NAZARA TECHNOLOGIES LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the DRHP with SEBI. The DRHP will be available on the website of SEBI at www.sebi.gov.in, website of stock exchanges i.e. NSE at www.nseindia.com, BSE at www.bseindia.com and the website of the BRLMs, i.e. ICICI Securities Limited, IIFL Securities Limited, Jefferies India Private Limited and Nomura Financial Advisory and Securities (India) Private Limited at www.icicisecurities.com, www.iiflcap.com, www.jefferies.com and www.nomuraholdings.com/company/group/asia/india/index.html, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the RHP, including the section "Risk Factors" of the RHP when available. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made. There will be no public offering in the United States.