



Nazara

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 20th Annual General Meeting of the Members of **NAZARA TECHNOLOGIES LIMITED** will be held on Monday, the 23rd day of December, 2019 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:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2019 together with Board's Report and Auditors' Report thereon.
- (2) To appoint a Director in place of Mr. Kuldeep Jain (DIN: 02683041), who retires by rotation and being eligible, offers himself for re-appointment.
- (3) Appointment of M/s. Walker Chandiook & Co LLP Chartered Accountants (Registration No.001076N/NS00013) as Statutory Auditors of the Company:-

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

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of audit Committee, M/s. Walker Chandiook & Co LLP, Chartered Accountants (Registration No. 001076N/NS00013), be and is hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors M/s. S .R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. ICAI FRN: 101049W/E300004) to hold office for the period of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of Twenty Fifth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursalment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit.

SPECIAL BUSINESS:

ITEM NO 4:- INCREASE IN LOANS AND INVESTMENTS LIMITS:

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 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. 400 Crores (Rupees Four Hundred 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 5: 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(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 and in terms of Share Swap Agreement dated November 27, 2019 entered Crimzoncode Technologies Private Limited and Mr. Devavrat Jatia and Mr. Ujjawal Misra and the Company as may be necessary, the consent of the members be and is hereby accorded to offer and issue 17,995 (Seventeen Thousand Nine Hundred and Ninety Five) equity shares of face value of Rs. 4/- each (Rupees Four Only) at a premium of Rs. 724/- (Rupees Seven Hundred and Twenty Four only) aggregating to Rs. 1,31,00,360/- (Rupees One Crore Thirty-One Lakhs Three Hundred and Sixty only) based on the valuation report issued by registered valuer CA Harsh Chandrakant Ruparelia, Chartered Accountant for consideration other than cash (i.e. swap of 24,79,480 equity shares of Crimzoncode Technologies Private Limited with equity shares of the Company) on Private Placement basis to the following person(s)/entity (“**the proposed allottee**”) as detailed below:

Sr. No.	Details of the proposed allottee (Name, Address)	No. of Equity Shares of Rs. 4/- each to be allotted
1.	Mr. Devavrat Jatia Address: 81, Jatia Sadan, Ground Floor, Worli Sea Face, Worli Mumbai 400018	17,995

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.6: 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(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 and in terms of Investment Agreement dated October 11, 2019 entered amongst Paper Boat Apps Private Limited, the Company and promoters as amended by First Amendment Agreement dated October 15, 2019 and Second Amendment Agreement dated November 29, 2019 (“**Investment Agreement**”) in relation to the acquisition of equity shares (**Sale Shares**) of Paper Boat Apps Private Limited (hereinafter referred to as “**Acquisition Transaction**”) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members be and is hereby accorded to offer and issue 4,12,088 (Four Lakh Twelve Thousand and Eighty Eight) equity shares of face value of Rs. 4/- each (Rupees Four Only) at a premium of Rs. 724/- aggregating to Rs. 30,00,00,064/- (Rupees Thirty Crores and Sixty Four Only) based on the valuation report issued by registered valuer CA Harsh Chandrakant Ruparelia, Chartered Accountant (Registered Valuer), for consideration other than cash (i.e. swap of sale shares of Paper Boat Apps Private Limited with equity shares of the Company), being part discharge of Purchase Consideration for the Acquisition Transaction on private placement/preferential 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	Ms. Anshu Dhanuka Address: 23, Happy Home Soc, Nehru Road, Vile Parle-East, Mumbai 400057	206,044
2	Mr. Anupam Dhanuka Address: 23 Happy Home Society, Nehru Road, Vile Parle-East, Mumbai 400057	206,044
TOTAL		412,088

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 aforesaid issue and allotment of equity shares will be subject to fulfilment of terms and conditions as mentioned in the Investment Agreement.

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

Date : 29th November, 2019
 Place: Mumbai

Vikash Mittersain
 Chairman & Managing Director
 DIN:- 00156740

IMPORTANT NOTES:

1. **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 NOTE 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.
2. 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 Annual General Meeting (AGM), is annexed. Additional information with respect to Appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
3. Members/Proxies are requested to bring their duly filed in Attendance slip along with their copy of Annual Report 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 authorising their representative to attend and vote at the AGM (including through e-voting).
4. Brief resume of Directors proposed to be appointed/ re-appointed at the ensuing AGM in accordance with Secretarial Standard on General Meeting (SS-2) issued

by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice. The Company is in receipt of disclosures/consents from the Directors pertaining to their appointment/re-appointment.

5. 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 AGM.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.

13. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records.

Members are therefore are requested to kindly submit their e-mail ID and other details vide the e-mail updation form attached with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per records available with the RTA of the Company.

14. 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 AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) 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.
15. Members, who cast their votes by remote e-voting, may attend the AGM but will not be entitled to cast their votes once again
16. 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.
17. 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.
18. The Notice of the 20th AGM 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 Annual General Meeting is annexed.

19. Voting through electronic means:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with 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 20th AGM of the Company, dated 29th November, 2019 (the AGM 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 20th AGM. 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 AGM.
- c. The e-voting period begins on Thursday, December 19, 2019 (9:00 am) and ends on Sunday December 22, 2019 (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, December 16, 2019 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 be allowed 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, December 16, 2019. 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, December 16, 2019 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 AGM 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, December 16, 2019 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 AGM, 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 AGM but have not casted votes by availing the e-voting facility.

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.: 190307

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 (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 3:-

M/s. S. R. Batliboi & Associates LLP., Chartered Accountants (Firm Registration No. 101049W/E300004) were re-appointed as statutory auditors of the company in 2014. In terms of their re-appointment made at the 15th AGM held on 30.09.2014, they are holding office of the auditors up to the conclusion of the 20th AGM and will retire at the conclusion of this 20th AGM.

Accordingly, as per Sec 139 of the Companies Act, 2013, M/s. Walker Chandiook & Co LLP, Chartered Accountant (Firm Registration No.001076N/NS00013) is proposed to be appointed as statutory auditors of the Company, for a period of 5 years, commencing from the conclusion of 20th AGM till the conclusion of the 25th AGM.

M/s. Walker Chandiook & Co LLP, Chartered Accountant, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice. The Board recommends the Resolution at Item No. 3 to be passed as an ordinary resolution

ITEM NO 4:-

The members of the Company had vide resolution passed on June 09, 2019 by way of postal ballot had authorized the Board of Directors to give loans to any person, provide guarantees and/or securities for loans taken by other persons, acquire by way of subscription, investment, purchase or otherwise, the securities of any other body(ies) corporate, as may be required from time to time upto an amount of Rs.250 Crores (Rupees Two Hundred Fifty Crores Only), notwithstanding the limits prescribed under Section 186 of the Companies Act, 2013.

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.

Members may note that in order to grow business inorganic way, the Company needs funds for further acquisition, the Board of Directors at its meeting held on 13th November, 2019, proposed seeking Members approval for enhancement of limits u/s. 186 of the Companies Act, 2013 upto Rs. 400 Crores (Rupees Four Hundred Crore Only) by authorising the Board to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company upto an amount of Rs. 400 Crores over and above the limits available under Section 186 of the Companies Act, 2013 which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account.

The Board of Directors accordingly recommends the resolution as set out at Item No. 4 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 resolution.

ITEM No.5:-

In order to avail various opportunities for further growth of the Company and with a strategic view to consolidate the Company's shareholding in CrimzonCode Technologies Private Limited ("**CrimzonCode**"), the Company has entered into Share Swap Agreement dated November 27, 2019, with Crimzoncode Technologies Private Limited, Mr. Devavrat Jatia and Mr. Ujjawal Misra for acquisition of 24,79,480 equity shares of Rs. 10/- each of CrimzonCode representing 64.47% of the paid up share capital.

CrimzonCode Technologies Private Limited is engaged in the business of design, development, creation, marketing, acquisition, licensing, assignment or otherwise deal in all kinds of branded and original contents, internet based games, mobile games, interactive games, multiuser games, support application software's, as well as all kinds of multimedia solutions including various themes and wallpapers, games, songs videos and any other games.

In consideration of said transaction, your Board at its meeting held on 13th November, 2019 subject to approval by the members, has proposed to offer and issue 17,995 (Seventy Thousand Nine Hundred and Ninety Five) equity shares of face value of Rs. 4/- each (Rupees Four Only) at a premium of Rs. 724/- (Rupees Seven Hundred and Twenty Four Only) aggregating to Rs. 1,31,00,360/- (Rupees One Crore Thirty-One Lakhs Three 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 Special Resolution.

The disclosures as required under Rule 13 of the Companies (Share Capital and Debentures) 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 Crimzoncode Technologies Private Limited upon acquisition of 100% equity stake pursuant to share swap agreement dated November 27, 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:

17,995 (Seventy Thousand Nine Hundred and Ninety Five) equity shares of face value of Rs. 4/- (Rupees Four Only) at a premium of Rs. 724/- aggregating to Rs. 1,31,00,360/- (Rupees One Crore Thirty-One Lakhs Three 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 12th November, 2019.

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

The Relevant date is 30th September, 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 five persons during the year 19-20:

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

- (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.	Deva rat Jatia	NIL	0.00	17,995	0.06
	Total	NIL	0.00	17,995	0.06

- (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 24,79,480 shares of Rs.10/- each of Crimzoncode with 17,995 Equity shares of Rs. 4/- each of the Company) in accordance with the provisions of Share Swap Agreement dated November 27, 2019 entered between the Company, Crimzoncode Technologies Private Limited, Mr. Devavrat Jatia and Mr. Ujjawal Misra 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		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding :				
1	Indian:				
	Individual	1,011,703	3.62	1,011,703	3.61
	Bodies Corporate	5,955,125	21.28	5,955,125	21.27
	Sub Total:	6,966,828	24.90	6,966,828	24.88
2	Foreign Promoters	-	-		
	Sub Total (A)	6,966,828	24.90	6,966,828	24.88
B	Non Promoters' holding:				
1	Institution Investors	12,690,629	45.36	12,690,629	45.33
2	Non- Institution:				
a.	Body Corporate	1,912,812	6.75	1,912,812	6.83
b.	Indian Public	6,034,296	21.57	6,034,296	21.55
	Proposed Allottee				
	Devavrat Jatia	-	-	17,995	0.06
c	Others	374,103	1.34	374,103	1.34
	Sub Total (B)	21,011,840	75.10	21,029,835	75.12
	Grand Total (A+B)	27,978,668	100.00	27,996,663	100

*** 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 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. 5 of this Notice.

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

Item No 7:

The following terms used in the proposed resolution/ explanatory statement hereinafter have the meaning as set forth herein below:

- **Allotment Shares-** 412088 (Four Lakh Twelve Thousand and Eighty Eight) Equity Shares of INR 4/- each of the Company proposed to be issued and allotted to the proposed allottees on preferential allotment basis for consideration other than cash aggregating to INR 30,00,00,064.
- **Acquisition Transaction-** proposed acquisition by the Company of Sale Shares in the Paper Boat Apps Private Limited from the respective Sellers by way of issue and allotment of Equity Shares in the company on private placement basis.

• **Proposed Allottee(s)/Sellers –**

Sr. No	Name of the Proposed Allottees	No of Equity Shares to be allotted
1	Ms. Anshu Dhanuka	206,044
2	Mr. Anupam Dhanuka	206,044
Total		412,088

• **Purchase Consideration:** Consideration for acquisition of Sale Shares to be discharged in the following manner:

- o Partly by way of cash amounting to INR 10,00,00,000 to Ms. Anshu Dhanuka (Indian Rupees Ten Crores Only)
- o Partly by way of issue and allotment of 412088 equity shares of Rs 4/- each at a price of Rs 728/- per share amounting to INR 30,00,00,064/- (Indian Rupees Thirty Crores and Sixty Four Only) to the aforesaid allottees

In addition to the Purchase Consideration as specified above, Nazara shall, within a period of 30 (Thirty) days from the later of (a) completion of 1 (one) year from the Second Closing Date – I(a) of the Investment Agreement; or (b) the Company achieving the Second Closing Target Revenue, further pay to the Promoters, Purchase Consideration-II in respect of sale shares.

- **Purchase Consideration –II** - shall mean an aggregate consideration of (a) INR 10,00,00,000/- (Rupees Ten Crores only) as cash; and (b) 1,85,440 (One Lakh Eighty Five Thousand Four Hundred and Forty only) number of fully diluted Nazara Equity Shares, having a fair market value (with respect to Nazara Equity Shares) of no more than INR 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakh only) as consideration other than cash payable by Nazara to the Promoters in accordance with the Investment Agreement in respect of Sale Shares and balance payment for acquisition of 954 equity shares of Paper Boat Apps Private Limited from Mr. Anupam Dhanuka, in the following manner:

Promoter	Purchase Consideration-II (in cash) (Rupees)	Purchase Consideration-II (other than cash) Number of Nazara Equity Shares
Anshu Dhanuka	5,00,00,000	92,720
Anupam Dhanuka	5,00,00,000	92,720
Total	10,00,00,000	1,85,440

It is further clarified that the aforesaid purchase consideration –II shall not be payable if the conditions as mentioned in the Investment Agreement is not fulfilled.

- **Sale Shares:** 3818 Equity shares of INR 10/- each in Paper Boat Apps Private Limited. (Ms. Anshu Dhanuka 2386 Equity Shares and Mr. Anupam Dhanuka 1432 Equity Shares).

The Board at their meeting held on 13th November, 2019 has considered the proposal of acquisition of majority stake in the Paper Boat Apps Private Limited from the Sellers pursuant to the Investment Agreement dated 11th October, 2019 amongst the Company, Paper Boat Apps Private Limited and others so as to make it a subsidiary of the Company.

As approved by the Board of Directors of the Company and subject to receipt of all requisite approvals and in order to discharge part of the purchase consideration for the Acquisition Transaction, the Company is proposing to issue and allot the Allotment Shares and discharge the part of the purchase consideration by way of cash.

Paper Boat Apps Private Limited, a Mumbai based indie studio today, is the creator and publisher of Kiddopia, an award winning, subscription based preschool edutainment app. Kiddopia offers a wide array of interactive games and activities that foster cognitive development, self-expression and also social-emotional learning. The aforesaid proposed acquisition will help the Company to expand its business.

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 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 order to avail opportunities for further growth of the Company and with a strategic view to acquire majority stake in Paper Boat Apps Private Limited.

(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:**

412,088(Four Lakh Twelve Thousand and Eighty Eight) equity shares of Rs. 4/- (Rupees Four Only) each at premium of Rs. 724/- (Rupees Seven Hundred and Twenty Four Only) aggregating to Rs. 30,00,00,064/- (Rupees Thirty Crores and Sixty 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 CA Harsh Chandrakant Ruparelia, Chartered Accountant (Registered Valuer) dated 12th November, 2019.

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

The Relevant date is 30th September, 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 five persons during the year 2019-20:

- 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

(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.	Ms. Anshu Dhanuka	NIL	0.00	2,06,044	0.72
2.	Mr. Anupam Dhanuka	NIL	0.00	2,06,044	0.73
	Total	NIL	0.00	4,12,088	1.45

(xii) **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 continue to be held by the Promoters.

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

It is proposed that the part of Purchase Consideration shall be discharged by issuing the Allotment Shares to the Sellers on a proportionate basis in addition to aggregate cash consideration mentioned above. The equity shares are issued for consideration other than cash (i.e. Swap of 3818 shares of Rs.10/- each of Paper Boat Apps Private Limited with 4,21,088 Equity shares of Rs. 4/- each of the Company) in accordance with the provisions of Investment Agreement dated 11th October, 2019 entered between the Company, Paper Boat Apps Private Limited and others.

(xiv) **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 5)		Post-Issue (considering full allotment of Equity shares mentioned at item no 6)	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding :						
1	Indian:						
	Individual	1,011,703	3.62	1,011,703	3.61	1,011,703	3.56
	Bodies Corporate	5,955,125	21.28	5,955,125	21.27	5,955,125	20.96
	Sub Total:	6,966,828	24.90	6,966,828	24.88	6,966,828	24.52
2	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	6,966,828	24.90	6,966,828	24.88	6,966,828	24.52
B	Non Promoters' holding:						
1	Institution Investors	12,690,629	45.36	12,690,629	45.33	12,690,629	44.67
2	Non- Institution:						
A	Bodies Corporate	1,912,812	6.75	1,912,812	6.83	1,912,812	6.73
B	Indian Public	6,034,296	21.57	6,052,291	21.61	6,052,291	21.30
	Proposed Allottees	-	-	-	-	-	-
	Ms. Anshu Dhanuka	-	-	-	-	2,06,044	0.72
	Mr. Anupam Dhanuka	-	-	-	-	2,06,044	0.73
C	Others	374,103	1.34	374,103	1.34	374,103	1.32
	Sub Total (B)	21,011,840	75.10	21,029,835	75.12	21,441,923	75.48
	Grand Total (A+B)	27,978,668	100.00	27,996,663	100.00	28,408,751	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 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. 6 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 of Directors
For Nazara Technologies Limited**

**Date : 29th November, 2019
Place: Mumbai**

**Vikash Mittersain
Chairman & Managing Director
DIN:- 00156740**

**Registered Office:
51-57, Maker Chambers 3,
Nariman Point, Mumbai -400021**

In pursuance of SS -2 issued by the ICSI, details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting (AGM) is as follows:

Name of the Director	Kuldeep Jain
DIN	02683041
Date of Birth (Age)	January 27,1975
Nationality	Indian
Date of Appointment as Director	September 21,2013
Designation	Non- Executive Director, liable to retire by rotation
Qualification	1. Post Graduate Diploma in Management from IIM, Ahmedabad 2. Chartered Accountant
Experience/ Expertise	Over a decade experience in global consulting firm and presently he is the managing director of Clean Max Enviro Energy Solutions Private Limited.
Terms & Conditions of Appointment/Re-appointment	Non-Executive Director, liable to retire by rotation
Relationship with other Directors of the Company	Mr. Kuldeep Jain is not related to any Director, or Key Managerial Personnel (KMP) of the Company
Number of Meetings of the Board attended during the year	4
Shareholding in the Company (Equity Shares of Rs. 4/- each)	Nil
List of Directorships in other Companies	<ol style="list-style-type: none"> 1. Yasi Biosoft Private Limited 2. Clean Max Energy Ventures Private Limited 3. Chitradurga Renewable Energy India Private Limited 4. Cleanmax Ipp 1 Private Limited 5. Cleanmax Ipp 2 Private Limited 6. Clean Max Photovoltaic Private Limited 7. Clean Max Mercury Power Private Limited 8. Cmes Jupiter Private Limited 9. Cmes Power 1 Private Limited 10. Cmes Power 2 Private Limited 11. Cmes Saturn Private Limited 12. Cmes Universe Private Limited 13. Cmes Animo Private Limited 14. Cmes Infinity Private Limited 15. Cmes Rhea Private Limited 16. Cmes Urja Private Limited 17. Clean Max Power Projects Private Limited 18. Clean Max Enviro Energy Solutions Private Limited
List of Chairmanship or membership of various Committees in others public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	None

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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. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking you,

For Nazara Technologies Limited,

**Vikash Mittersain
Chairman and Managing Director
DIN: 00156740**

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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

20th ANNUAL GENERAL MEETING ON MONDAY, THE 23RD DAY OF DECEMBER, 2019.

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 20th Annual General Meeting of the Company to be held on Monday, the 23rd day of December, 2019 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
	Ordinary Business
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2019 together with Board's Report and Auditors' Report thereon.
2.	To appoint a Director in place of Mr. Kuldeep Jain (DIN: 02683041), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of M/s. Walker Chandio & Co LLP Chartered Accountants (Registration No.001076N/NS00013) as Statutory Auditors of the Company.
	Special Business
4.	Increase in Loans and Investments Limits
5.	Offer and Issue of Equity Shares for Consideration other than Cash on Private Placement Basis
6.	Offer and Issue of Equity Shares for Consideration other than Cash on Private Placement Basis

Signed this day of, 2019

Signature of the shareholder

Signature of the Proxy holder(s)

Affix
Revenue
Stamp

NOTE:

- 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.
- In case of multiple proxies, the proxy later in time shall be accepted.
- Proxy need not be the shareholder of the Company



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

20TH ANNUAL GENERAL MEETING ON MONDAY, THE 23RD DAY OF DECEMBER, 2019.

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 20th Annual General Meeting of the members of the Company held on Monday, the 23rd day of December, 2019 at the 51-57, Maker Chambers 3, Nariman Point Mumbai - 400021, India.

.....
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**.

ROUTE MAP OF THE 20TH AGM VENUE

