



NAZARA TECHNOLOGIES LIMITED

(Formerly known as Nazara Technologies Private Limited)

Reg. Off.: 51-57, Maker Chambers 3, Nariman Point, Mumbai -400021|CIN: U72900MH1999PLC122970

Tel: +91 22 4033 0800|Fax: +91 22 2281 0606|Email:cs@nazara.com|Website:www.nazara.com

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NAZARA TECHNOLOGIES LIMITED (THE “COMPANY”) WILL BE HELD ON TUESDAY, 17TH JULY, 2018 AT WALCHAND HIRACHAND HALL, INDIAN MERCHANTS CHAMBER, IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI -400020 AT 03.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS

SPECIAL BUSINESS:

Resolution No. 1

Offer of Equity Shares of the Company in an Offer for Sale by the Selling Shareholders in the Initial Public Offer of the Company:

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** the consent of the Shareholders be and is hereby accorded to the partial modification of the special resolution passed in the Extra-Ordinary general meeting of the Company held on January 24, 2018, in relation to the proposed initial offering of the Company (“**Offer**”), to increase the number of Equity Shares from up to 55,43,052 Equity shares of Rs. 4/- each to up to 6,529,127 Equity shares of Rs. 4/- each offered for sale by the selling shareholders in the Offer and authorised the Initial Public Offering of up to 6,529,127 Equity Shares of Rs. 4/- each of the Company comprising an offer for sale of up to 6,121,210 Equity Shares by Westbridge Ventures II Investment Holdings and up to 407,917 Equity shares by Mitter Infotech LLP in the Offer.”

RESOLVED FURTHER THAT except to the extent modified by the resolution above, all approvals, consents and authorisations given by the Shareholders through their resolution dated January 24, 2018, shall continue to be in force and applicable in relation to the Offer.”

**By Order of the Board
For Nazara Technologies Limited
(Formerly known as Nazara Technologies Private Limited)**

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

**Place: Mumbai
Date: 11th June, 2018**

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

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 TO BE A MEMBER OF THE COMPANY. THE PROXY, 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 on 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. Corporate Members are requested to send duly certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
3. Statement pursuant to Section 102 of the Companies Act, 2013, as amended, in respect to the business stated above is annexed herewith and forms part of the Notice.
4. Members holding shares in demat form are requested to intimate all changes pertaining to their bank account details, Electronic Clearing Services (ECS) mandate, nominations, power of attorney, change of name, change of address etc., only to their Depository Participants (DPs) and not to the Registrar and Share Transfer Agent (RTA) or the Company. The RTA or the Company cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Once such intimations are taken on record by the DPs, they would then become effective. Similarly, in case the mailing address mentioned on this Notice is without the PIN Code, Members are requested to update their PIN Code with their DPs. Members holding shares in physical form may intimate all such changes to the RTA or the Company.
5. Non-resident Indian Members are requested to inform about the following to the Company or its RTA or the concerned DP as the case may be, immediately:
 - a. the change in the residential status and
 - b. the particulars of the NRE Account with a bank in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.
6. To support the 'Green initiative', the Members who have not registered their e-mail addresses, are requested to register the same with their Depository Participants or RTA of the Company.
7. Members are requested to make all other correspondence in connection with the Equity Shares held by them by addressing letters directly to the RTA viz Link Intime Private Limited, 247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 or to the Company at its Registered Office as mentioned in this Notice, quoting reference of their Client ID number and DP ID number or Folio No.
8. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith duly completed and signed mentioning therein details of their DP ID & CLIENT ID / Folio No.
9. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
10. Route Map for the venue of the Extra-Ordinary General Meeting of the Company is appearing at the end of the Notice.

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no.1

The Shareholders of the Company had vide its Resolution dated January 24, 2018 had approved an Initial Public Offer of its Equity shares of face value of Rs.4/- each (the “**Equity Shares**”) through an offer for sale of Equity Shares by certain existing shareholders including Westbridge Ventures II Investment Holdings and Mitter Infotech LLP the (“**Selling Shareholders**”), (the “**Offer**”) and list the Equity Shares on one or more of the Stock Exchanges. However, the Company was informed that the Selling Shareholders wishes to increase the number of equity shares offered for sale by them in the Offer by 986,075 equity shares of Rs 4/- each. Therefore, the Board of Director at its meeting held on 11th June, 2018 approved the proposal to partially modify the previous Shareholders’ resolutions dated January 24, 2018 to the extent of the said increased number of Equity Shares being offered for sale by the aforesaid selling shareholders.

The Directors or the key managerial personnel may apply for the Equity shares in the various categories under the Offer in accordance with the SEBI Regulations. None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution except to the extent of their shareholding directly or indirectly.

The Board recommends the Resolution set out at Item No. 1 of the accompanying Notice for your approval as a Special Resolution.

**By Order of the Board
For Nazara Technologies Limited
(Formerly known as Nazara Technologies Private Limited)**

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

**Place: Mumbai
Date: 11th June, 2018**

**Registered Office:
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Nariman Point, Mumbai -400021**



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ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Details of Shareholder:-

No. of Shares held:	
Client ID No:	
DP ID No.	
Folio No:	
Name(s) of the Shareholder(s)/ Proxy (IN BLOCK LETTERS):	
Address:	

I/We hereby record my/our presence at the Extraordinary General Meeting of Nazara Technologies Limited held at Walchand Hirachand Hall, Indian Merchants Chamber, IMC Building, IMC Marg, Churchgate, Mumbai -400020 on Tuesday, 17th day of July, 2018 at 03.00 P.M.

Signature of Shareholder / Proxy

Note:

No duplicate Attendance Slip will be issued at the Meeting Hall.

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Form No. MGT-11Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) : _____

Registered address:_____

E-mail ID:_____

FolioNo/ClientID:_____

DPID:_____

I/We, being the member(s) of _____ shares of Nazara Technologies Limited, hereby appoint:

1. Name:_____ Address:_____

E-mail ID: _____ Signature:_____, or failing him/her;

2. Name:_____ Address:_____

E-mail ID: _____ Signature:_____, or failing him/her;

3. Name:_____ Address:_____

E-mail ID: _____ Signature:_____, or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, 17th day of July, 2018 at 03.00 P.M. at Walchand Hirachand Hall, Indian Merchants Chamber, IMC Building, IMC Marg, Churchgate, Mumbai -400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Resolution	For	Against
Offer of Equity Shares of the Company in an Offer for Sale by the Selling Shareholders in the Initial Public Offer of the Company		

Signed this..... day of..... 2018

Signature of shareholder _____

Signature of 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 time for holding the Meeting.

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Route Map

