



NAZARA TECHNOLOGIES LIMITED

CIN: U72900MH1999PLC122970

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

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

Form No. MGT-11

PROXY FORM

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

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

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

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

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

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

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

Signed this day of, 2020

Signature of the shareholder

Signature of the Proxy holder(s)

Affix Revenue Stamp

NOTE:

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