



NAZARA TECHNOLOGIES LIMITED

CIN: U72900MH1999PLC122970

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NOTICE OF ADJOURNED EXTRA – ORDINARY GENERAL MEETING OF MEMBERS OF THE COMPANY

Dear Shareholder,

Notice is hereby given that the Adjourned Extra – Ordinary General Meeting of Members of the Company which was originally scheduled on March 30, 2020 and was adjourned, will now be held on Tuesday, April 28, 2020 at 11.00 A.M. through Video Conference along with e-voting facility, to transact the following 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; and
3. Offer and Issue of equity shares for consideration other than cash on private placement basis.

The Notice dated March 02, 2020 along with explanatory statement was already sent to the members of the Company on March 06, 2020.

NOTES REGARDING THE ADJOURNED EXTRA-ORDINARY GENERAL MEETING:

In continuation to our notice dated 2nd March,2020 and letter dated 30th March, 2020 in the subject matter and in the light of the extension of nationwide lockdown till 3rd May, 2020 in view of COVID-19 and circulars issued by the Ministry of Corporate Affairs No 14/2020 and 17/2020 dated 08th April, 2020 and 13th April, 2020 respectively(MCA Circular) in the matter of conduct of General Meetings in the current prevailing situation due to COVID-19, the Companies are now allowed to hold Extra-Ordinary General Meeting by way of video conference or other audio visual means.

Accordingly, the Board of Directors of the Company vide circular resolution passed on April 23,2020, has decided to schedule the Extra- Ordinary General Meeting of Members of the Company on Tuesday, April 28, 2020 at 11:00 a.m (which was originally scheduled on Monday, March 30,2020 and could not be convened due to the directives of Government of India for lockdown in view of COVID-19 and was adjourned) through Video Conference in accordance with the applicable provisions of the Companies Act,2013 read with the Rules made thereunder and General Circular 14/2020 dated April 08, 2020 and General Circular 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs of India. The attendance of member attending through video conference shall be counted for the purpose of reckoning the quorum as required under the Companies Act, 2013.

Since, the EGM which was scheduled on March 30, 2020 was adjourned due to lockdown directive issued by Government of India and the same was prior to the issuance of aforesaid MCA Circular, the shareholders have already casted their vote through remote e-voting available during the period starting

from March 25, 2020 to March 29, 2020. Accordingly, the E-voting done by the members during the period from 9.00 a.m. of March 25, 2020 till 5.00 p.m. of March 29, 2020 would continue to remain valid and the votes cast through remote e-voting shall not be unblocked by the Scrutinizer until the conclusion of the EGM.

Further, in the present situation, the physical meeting of the shareholders is not possible and in order to give a fair chance of discussion and voting on the proposed resolutions, the adjourned EGM is being called through video conference. The detailed instructions for participating in the meeting and casting the vote through the e-voting facility has been provided below. In view of the above circular, it is hereby mentioned that the members can only participate in the meeting through the below mentioned login credentials/link and who have not casted their vote on the resolutions through remote e-voting platform, shall be allowed to vote through e-voting system during the meeting.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, as the Scrutinizer, for scrutinizing the process of e-voting at the EGM in a fair and transparent manner. The Scrutinizer, after scrutinizing the votes casted at the meeting, will not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and shall submit the same to the Chairman of the Company.

Further, especially in the given circumstances of pandemic on account of COVID-19, to facilitate the Company to effectively communicate to the shareholders, we request all the shareholders who have still not registered their email addresses are requested to register the same, in respect of electronic holdings with their respective Depository and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link - Intime India Private Limited. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants to enable e-voting provided during meeting.

Please note that this Notice with regard to EGM incorporating the framework proposed in the aforesaid circulars shall be in addition to the Notice dated 02.03.2020, circulated to the shareholders of the Company. Also, it may be noted that the said MCA Circular is deemed to be applicable to the Company for the limited purpose of holding the EGM through video conference. The above Notice is also available on the website of the Company corp.nazara.com for the convenience of the shareholders.

We appreciate your support and co-operation in the matter.

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

**Sd/-
Nitish Vikash Mittersain
Joint Managing Director
DIN:- 02347434**

**Date: 23rd April, 2020
Place: Mumbai**

ANNEXURE

IMPORTANT NOTES FOR ATTENDING THE MEETING

1. The Company will be providing the video conferencing facility to the members to participate on first-come-first-serve basis. The Company has availed the service of Webex for providing the said facility. Please go to link on your web browser:
<https://meetingsapac11.webex.com/meetingsapac11/j.php?MTID=m2d00c4f98febeb7b2dac38ce2162961e> and enter the following Meeting ID and Password.

Meeting ID: 578 510 319

Password: MFjc2MjFw52 (63522653 from phones and video systems)

2. The facility for participating on the date of the meeting i.e 28th April, 2020 will remain open between 10.45 AM to 11.15 AM.
3. The recorded transcript of the meeting, shall as soon as possible, will be made available on the website of the Company.
4. The facility of appointment of proxies is not available at this meeting held through video-conference. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, the authorised representatives of the members can be appointed for the purpose of participation and voting in the meeting held through video conference.
5. The Company had engaged the services of Link Intime India Private Limited (LI IPL) to provide the e-voting facility to all the members.
6. The facility of e-voting will be available during the meeting to those members who have not cast their votes by remote e-voting. Members, who cast their vote by remote e-voting, may attend the EGM through video conference but will not be entitled to cast their votes once again on resolutions.
7. During the voting period, members can login to LI IPL's e-voting platform. 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.
8. The facility of ballot papers voting will not be available during the meeting.
9. **Instructions for shareholders to vote electronically during the meeting are as follows:-**
 - a. Open the internet browser and launch the URL for e-voting received on the registered mobile number.
 - b. Enter Demat account no/ Folio no and OTP (received on the registered mobile number) and click on 'Submit'.
 - c. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
 - d. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

- e. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

In case the shareholders have any queries or issues regarding e-voting, please write an email to enotices@linkintime.co.in or Call us :- Mob : +91 9892115687