



## 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: https://corp.nazara.com/

### NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NAZARA TECHNOLOGIES LIMITED WILL BE HELD ON TUESDAY, THE 19<sup>th</sup> DAY OF JANUARY 2021 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 AS SPECIAL BUSINESS:**

#### **ITEM NO 1: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), if any the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and in accordance with the requirements and directions of the relevant stock exchanges where the Equity Shares of the Company are proposed to be listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the Termination Agreement dated 25<sup>th</sup> December 2020 entered by the Company with Westbridge Ventures II Investment Holdings, Promoters of the Company and Emerging Investment Limited, the set of existing articles of association of the Company, be and is hereby substituted with a new set of articles of association (**“Articles”**) (made available for inspection physically and/or electronically during working hours of the Company) and the same be approved and adopted as new Articles of the Company, in total exclusion and substitution of the existing articles of association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the **‘Board’**, which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the

necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this with the Registrar of Companies, Maharashtra at Mumbai.”

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

**Vikash Mittersain**

**Chairman & Managing Director**

**DIN: 00156740**

**Date: 25-12-2020**

**Place: Mumbai**

CIN: U72900MH1999PLC122970

#### **Registered Office:**

Nazara Technologies Limited

51-57, Maker Chambers 3,

Nariman Point, Mumbai – 400021

#### **IMPORTANT NOTES:**

1. **A member entitled to attend and vote at the Extra-Ordinary General Meeting (“the Meeting / EGM”) is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the Company.** The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or member.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution/Power of Attorney authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. Members/Proxies are requested to bring their duly filed in Attendance slip along with their copy of notice of EGM to the Meeting.



4. 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.

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.

5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the EGM is annexed.
6. In view of the COVID-19 outbreak and the social distancing norms imposed by the Government of India, the Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 provided certain relaxations from the provisions of Companies Act, 2013 (“the Act”) and allowed Companies to hold their Annual General Meeting (“AGM”) and Extra-Ordinary General Meeting (“EGM”) through Video Conferencing or Other Audio Visual Means (“VC/OAVM”) upto 31<sup>st</sup> December 2020.

The aforesaid MCA circulars are valid till 31<sup>st</sup> December 2020, accordingly the present Extra-Ordinary General Meeting of the Company is convened through physical mode at the Registered office of the Company as mentioned in the Notice.

The members are requested to note that if the MCA extends the validity of existing circulars and allow further relaxation to the Companies to convene their General Meeting through VC/OAVM facility after 31<sup>st</sup> December 2020, the Company shall convene the EGM through VC/OAVM Facility as per new MCA circular and consequently will intimate the shareholders with necessary instruction with a separate communique and notes.

The revised Notes to the Notice of EGM will be sent to all the shareholders on their registered email addresses along with the detailed procedure for participating in the meeting through VC/OAVM Facility and the deemed venue for the aforesaid EGM shall be the Registered Office of the Company and the members will be able to attend and participate in the EGM through VC/OAVM mode only. The members may further note that Company shall not issue any fresh notice of clear 21 days to the members for convening the present EGM through VC/OAVM, the present notice will be deemed to be notice issued in accordance with Section 101 of the Companies Act, 2013 for convening EGM through VC/OAVM.

Further, in case of EGM held through VC/OAVM facility, proxy will not be allowed to attend and participate in the meeting and all proxy forms received by the Company, if any, shall stand cancelled.

Members are further requested to note that the resolutions proposed in this EGM along with Explanatory Statement and the procedure of remote e-voting shall remain same.

7. All the relevant document mentioned in the notice will be available for inspection upto the date of this meeting and during the meeting. Members desirous of inspecting the same electronically can send an email for the purpose to [cs@nazara.com](mailto:cs@nazara.com). The same is also available at the Registered Office of the Company during the working hours on any working day up to the date of the Meeting.
8. 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.
9. 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.
10. 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.
11. In compliance with Section 108 of the Act, read with the corresponding rules, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the Link Intime India Private Limited. The manner of voting remotely is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s. Manish Ghia & Associates, Company Secretaries as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
12. Members, who cast their vote by remote e-voting, may attend the EGM but will not be entitled to cast their votes once again.

During the voting period, members can login to LIPL’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.

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.

The Notice of the EGM 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 Notice calling the EGM has been uploaded on the website of the Company at <https://corp.nazara.com/> and is also available on the website of LIPL (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>

The route map showing directions to reach the venue of the Extra-Ordinary General Meeting is annexed.

#### Voting through electronic means:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions mentioned in the notice of EGM by electronic means.
- b. The Company has engaged the services of LIPL to provide the e-voting facility. The facility of voting through polling papers shall also be made available at the venue of the EGM. 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 EGM. During the voting period, members can login to LIPL'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.
- c. The e-voting period begins on **Friday, January 15, 2021 (09:00 am)** and ends on **Monday, January 18, 2021 (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 **Tuesday, January 12, 2021** may cast their vote electronically. The e-voting module shall be disabled by LIPL 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. Tuesday, January 12, 2021. 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. Tuesday, January 12, 2021 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 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. **Tuesday, January 12, 2021** may obtain the login ID and Password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or to the Company at [cs@nazara.com](mailto:cs@nazara.com)
- g. The Chairman shall, at the EGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer and evoting agency i.e. LIPL by use of "Polling Paper / e-voting (Insta Poll)" for all those members who shall be present at the EGM but have not casted votes by availing the e-voting facility.
- h. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the voting (votes casted during the EGM through evoting/poll papers and votes casted through remote e-voting), not later than 48 hours from the conclusion of the EGM. The result declared along with the Consolidated Scrutinizer's report will be displayed on the Company's website viz. <https://corp.nazara.com/> and on the website of e-voting agency i.e. Link Intime India Private Limited viz. <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 addressed to the shareholders can be sent by e-mail to their registered email-id's. 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. 200446

- 1) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

- ▶ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

#### A. **User ID:** Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Event No + Folio Number** registered with the Company

#### B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

#### C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

#### D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- ▶ Set the password of your choice (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).

- ▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

- 1) Click on ‘Login’ under ‘SHARE HOLDER’ tab.
- 2) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
- 3) After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
- 4) E-voting page will appear.
- 5) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- 6) After selecting the desired option i.e. Favour / Against, 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. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

#### If you have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- 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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**General Guidelines for shareholders:**

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

- Shareholders/ members holding multiple folios/ demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.



## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Special Business

#### Item No.1

In order to undertake the proposed initial public offering, the Company is required to ensure that the Articles of Association of the Company (the "Articles of Association") conform to the requirements as required by a Public Limited Company under applicable laws (including the Companies Act, 2013) and directions of relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India ("SEBI") and the relevant stock exchanges where Company proposes to list its Equity Shares.

Presently Articles of Association ("AoA") of Company is divided into two parts, Part A and Part B. Part B of Articles of Association includes certain rights provided to Westbridge Ventures II Investment Holdings, Promoters of the Company and Emerging Investment Limited pursuant to the Shareholders' Agreement dated September 17, 2005 and the subsequent amendment agreements thereof ("SHA 2005"). Further, it may be noted that the Company has entered into Termination Agreement dated 25<sup>th</sup> December 2020 with Westbridge Ventures II Investment Holdings, Promoters of the Company and Emerging Investment Limited for recording the termination of the rights provided to them pursuant to the aforesaid SHA 2005. Consequent to the termination of rights as provided in SHA 2005, the Company will be required to delete the Part-B of the existing Articles of Association.

In view of this, the Company proposes to adopt a new set of Articles of Association in substitution of the existing Articles of Association of the Company in compliance with the provisions

of the Companies Act, 2013 and with the requirements and directions of SEBI and relevant stock exchanges. Pursuant to the provisions of Section 14 of the Companies Act, as applicable, any amendment in articles of association requires approval of the shareholders of the Company.

The Board in its meeting held on 18<sup>th</sup> December 2020 approved the aforesaid proposal for adoption of new set of Articles of Association subject to the approval of shareholders in the EGM.

Copy of existing Articles of Association and revised Articles of Association will be made available for inspection physically and/or electronically during the working hours of the Company on any working day up to the date of the Extra-Ordinary General Meeting.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Special Resolution

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

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

**Date: 25-12-2020**

**Place: Mumbai**

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



# 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: https://corp.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 TUESDAY, JANUARY 19, 2021 AT 11:00 A.M.

Name of the member(s):	
Name(s) of the Joint Holder, if any:	
Registered address:	
E-mail Id:	
Folio No. / DP ID and Client ID	

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 Extra-Ordinary General Meeting of the Company to be held on Tuesday, January 19, 2021 at 11:00 a.m. at 51-57, Maker Chambers 3, Nariman Point Mumbai -400021, India, and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No.	Resolutions
	<b>Special Business</b>
1.	Adoption of new set of Articles of Association of the Company

Signed this ..... day of ....., 2021

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

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**ATTENDANCE SLIP**

**EXTRA-ORDINARY GENERAL MEETING ON TUESDAY, JANUARY 19, 2021 AT 11:00 A.M.**

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 Extra-Ordinary General Meeting of the members of the Company held on Tuesday, January 19, 2021 at 11:00 a.m. at the 51-57, Maker Chambers 3, Nariman Point Mumbai -400021.

.....  
Member's/Proxy's name (**IN BLOCK LETTER**)

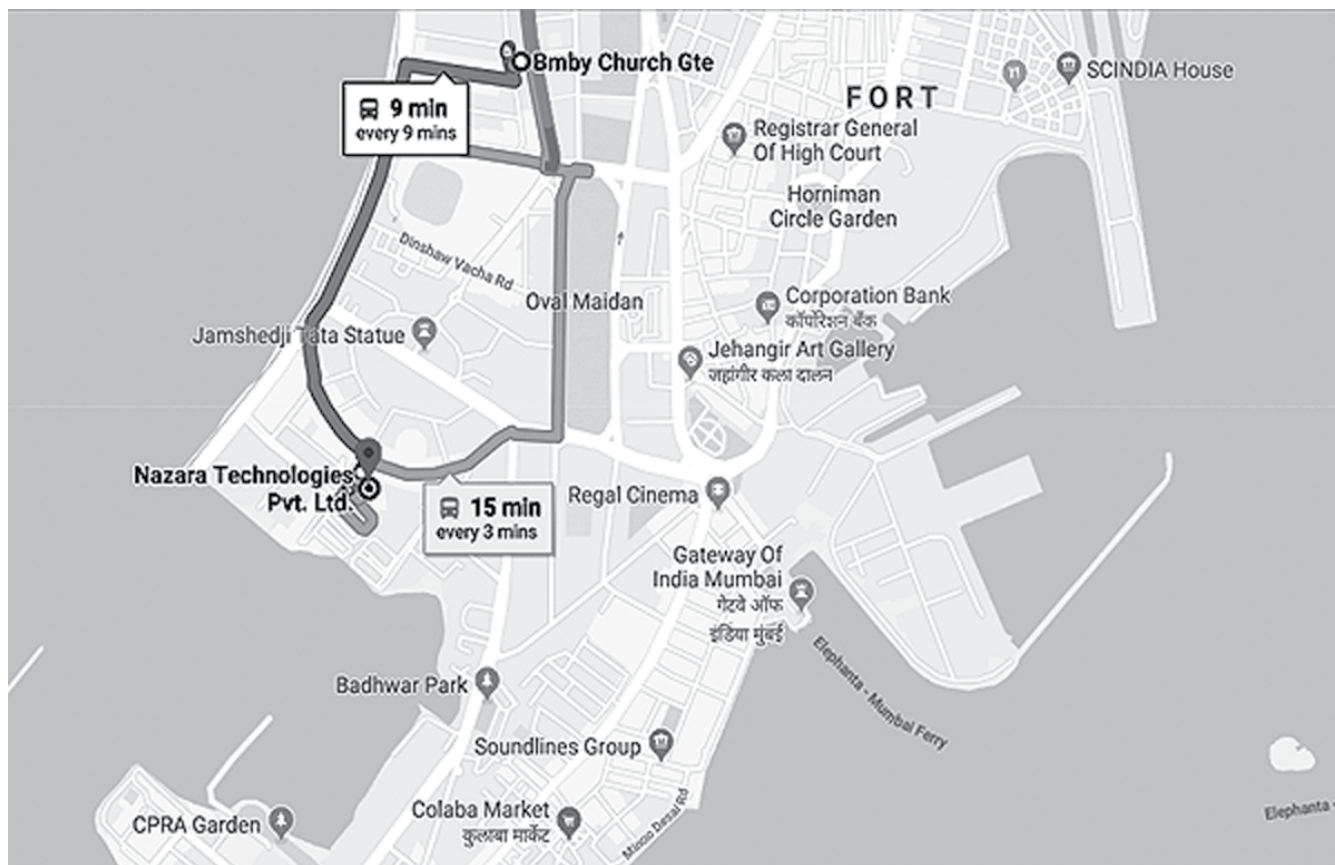
.....  
Member's /Proxy's Signature

**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**.

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### ROUTE MAP OF EGM VENUE



### EGM VENUE ADDRESS:

51-57, Maker Chambers, 3, Nariman Point, Mumbai – 400021

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