



NAZARA TECHNOLOGIES LIMITED
CIN: U72900MH1999PLC122970

Regd. Office: 51-57, Maker Chambers 3, Nariman Point Mumbai Mumbai City-400021
Tel.:+91-22-40330800/22810303/22813030 Fax: +91-22-22810606
Email:info@nazara.com. Website: www.nazara.com

NOTICE

NOTICE is hereby given that the **19th** Annual General Meeting of the Members of **NAZARA TECHNOLOGIES LIMITED (Formerly known as Nazara Technologies Private Limited)** will be held on Wednesday, 26th day of September, 2018 at 10:30 A.M. at Rangaswar Auditorium, Y B Chavan Centre, 7/8, General Jagannath Bhosale Marg, Opp Mantralaya, Nariman Point, Mumbai, Maharashtra- 400021 India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2018 and the report of the Board of Directors and auditors' thereon.
2. To take a note of the interim dividend of Rs 151/- per share paid for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Nitish Mittersain (DIN: 02347434), Joint Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors,
Nazara Technologies Limited

Mumbai
August 31, 2018

Vikash Mittersain
Chairman and Managing Director
DIN: 00156740

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 NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, 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 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. 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.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

5. Members are requested to intimate the changes, if any, in their address registered with the Company.

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 Agent (RTA) 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.

7. Members holding 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.

8. The requirement to place the matter relating to appointment of Auditors for annual ratification by Members at every Annual General Meeting is done away in the terms of the Companies Amendment Act, 2017 read with notification S.O. 1833 (E) dated 7th May, 2018. Accordingly, no resolution is proposed for the annual ratification of the appointment of the Auditors, who were appointed in the Annual General Meeting held on 30th September, 2014.

9. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.

By Order of the Board of Directors,
Nazara Technologies Limited

Place: Mumbai

Date: August 31, 2018

Vikash Mittersain
Chairman and Managing Director
DIN: 00156740

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ATTENDANCE SLIP

19TH ANNUAL GENERAL MEETING ON WEDNESDAY THE 26TH DAY OF SEPTEMBER 2018.

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 19th Annual General Meeting of the members of the Company held on Wednesday the 26th day of September, 2018 at the Rangaswar Auditorium, Y B Chavan Centre, 7/8, General Jagannath Bhosale Marg, Opp Mantralaya, Nariman Point, Mumbai, Maharashtra- 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.**

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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

19th ANNUAL GENERAL MEETING ON WEDNESDAY, THE 26TH DAY OF SEPTEMBER, 2018

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 19th Annual General Meeting of the Company to be held on Wednesday, the 26th day of September, 2018 at Rangaswar Auditorium, Y B Chavan Centre, 7/8, General Jagannath Bhosale Marg, Opp Mantralaya, Nariman Point, Mumbai, Maharashtra- 400021 India, and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No.	Resolutions
	Ordinary Business
1.	Ordinary Resolution for adoption of Audited Financial Statements (including the Consolidated Audited Financial Statements) for the financial year ended 31 st March, 2018 along with the Report of Board of Directors and Auditors' Report thereon.
2.	To take a note of the interim dividend of Rs 151/- per share paid for the financial year ended March 31, 2018.
3.	To appoint a Director in place of Mr. Nitish Mittersain (DIN: 02347434), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

Signed this day of, 2018

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

