



NAZARA TECHNOLOGIES LIMITED

CIN: L72900MH1999PLC122970

Regd. Office: 51-54, Maker Chambers 3, Nariman Point, Mumbai - 400021

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force), General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') as amended from time to time and all other applicable laws, rules and regulations, if any, Nazara Technologies Limited ('the Company') is seeking consent of the members of the Company on special business set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting ('e-voting').

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolution(s) is also attached with this Notice of the Postal Ballot.

The Board of Directors of the Company has appointed CS Mannish L. Ghia (ICSI Membership No. FCS 6252), M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, as the Scrutinizer for conducting the Postal Ballot voting process through e-voting in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities as amended from time to time, Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to extend e-voting facility as an alternative, to enable the Members to cast their votes electronically instead through the physical postal ballot form(s). For the purpose of e-voting, the Company has engaged the services of Central Depository Services (India) Limited. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

The e-voting period commences from **9:00 A.M. (IST) on Thursday, May 19, 2022** and ends at **5:00 P.M. (IST) on Friday, June 17, 2022**. The Scrutinizer will submit the report to the Chairman of the Company or any person authorized by her upon completion of the scrutiny of the votes cast through remote e-voting.

The results of the Postal Ballot will be announced on or before Tuesday, June 21, 2022. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.nazara.com and on the website of Central Depository Services (India) Limited www.evotingindia.com.

SPECIAL BUSINESS:

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any amendment thereto or re-enactment thereof), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 15,00,00,000/-

(Rupees Fifteen Crores Only) divided into 3,75,00,000 (Three Crore Seventy-Five Lakhs) equity shares of Rs. 4/- (Rupees Four Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity shares of Rs. 4/- (Rupees Four Only) each by addition of 3,75,00,000 (Three Crore Seventy-Five Lakhs) Equity Shares of Rs. 4/- (Rupees Four Only) each.

RESOLVED FURTHER THAT subject to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and subject to such other approval(s) from the concerned Statutory Authority(ies), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Face Value of Rs. 4/- (Rupees Four Only) each.”

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with Stock Exchanges or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 2: ISSUE OF BONUS SHARES

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made there under, and in accordance with Chapter XI of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999 and the relevant provisions of the Articles of Association of the Company and other applicable regulations and guidelines issued by SEBI from time to time, and on the recommendation of the Board of Directors of the Company, and subject to such approvals, permissions and sanctions as may be necessary from appropriate authorities in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board and which expression shall be deemed to include Committee(s) of the Board) for capitalization of such sums standing to the credit of the securities premium account as per the audited financial statements of the Company for financial year ended March 31, 2022, as may be considered appropriate by the Board, for the purpose of issue of bonus equity shares of Rs. 4/- (Rupees Four Only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company whose names appear in the Register of Members maintained by the Company/Registrar & Share Transfer Agent/ Register of Beneficial Owners as maintained by the Depositories as on the 'Record Date' as may be fixed in this regard by the Board of Directors, in proportion of 1 (One) new fully paid up equity share of Rs. 4/- (Rupees Four Only) each for every existing 1 (One) equity share of Rs. 4/- (Rupees Four Only) each held by the Shareholders and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by such Shareholders and not as the income of the Shareholder.

RESOLVED FURTHER THAT pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, the Board be and is hereby authorised to make appropriate adjustments necessary for the issuance of bonus equity shares with respect to the Employee Stock Options outstanding (whether vested or unvested including lapsed and forfeited options available for re-issuance) under the existing Employee Stock Option Scheme (s) of the Company as on the record date, such that the exercise price and the number of stock options, which are available for granting and those already granted but not exercised as on the Record Date shall be appropriately adjusted.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and in case of Shareholders who hold equity shares in dematerialized form, the bonus equity shares be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participants and in case of Shareholders who hold Equity Shares in physical form, the Share Certificate(s) in respect of such Bonus Equity Shares shall be dispatched, within such time as prescribed by law and relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the approval of RBI or any other regulatory authority, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus shares on the Stock Exchanges where the shares of the Company are presently listed, as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with SEBI, Stock Exchange(s), Depositories, RBI or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/Officer(s) of the Company.

Place: Mumbai
Date: May 13, 2022

Registered Office:
51-54, Maker Chambers 3,
Nariman Point, Mumbai - 400021

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

**Sd/-
Pravesh Palod
Company Secretary and Compliance Officer
M. No. A57964**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, setting out all material facts and reasons relating to the resolutions in respect of the business set out above is annexed hereto and forming part of this Postal Ballot Notice.
2. Members may note that as required under the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to Members of the Company to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited.
3. The Board of Directors has appointed CS Mannish L. Ghia (ICSI Membership No. FCS 6252), M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, as Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.
4. In terms of the guidelines provided vide the MCA Circulars, the Postal Ballot Notice is being sent by e-mail to all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, May 13, 2022 ("Cut-off Date"). It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which Company sends out the Postal Ballot Notice by e-mail to the members of the Company.
6. Postal Ballot Notice is also available on the website of the Company i.e. www.nazara.com and can also be downloaded by accessing website of the CDSL at www.evotingindia.com and at the relevant sections of the websites of the BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com.
7. The remote e-voting period commences from Thursday, May 19, 2022 at 9.00 a.m. (IST) and ends on Friday, June 17, 2022 at 5.00 p.m. (IST). Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 13, 2022 i.e. the cut-off date, will be considered for the purpose of voting. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date. The e-voting module shall be disabled by CDSL for voting after Friday, June 17, 2022 at 5.00 p.m. (IST). Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
8. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to cs@nazara.com mentioning their Name, Client ID and DP ID.
9. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Friday, June 17, 2022. Further, all the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting
10. Members whose E-mail id's are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. These members may also cast their vote by following the e-voting process given in this notice.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to Link Intime. Changes

intimated to the Depository Participants will then be automatically reflected in the Company's database. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link Intime India Private Limited at C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.

12. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING" of Postal Ballot Notice.
13. The Scrutinizer will submit his report to the Chairman or to any person as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through e-voting. The result of the voting by postal ballot will be announced on or before Tuesday, June 21, 2022. The result of the postal ballot will be posted on the Company's website www.nazara.com and CDSL website www.evotingindia.com immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on Thursday, May 19, 2022 at 9.00 a.m. (IST) and ends on Friday, June 17, 2022 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, May 13, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for NAZARA TECHNOLOGIES LIMITED on which you choose to vote the EVSN of the Company is 220518005.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@nazara.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1 & 2:

The Board of Directors ("Board"), at its meeting held on Friday, May 13, 2022, after considering the available reserves, subject to the consent of Shareholders of the Company and all other requisite approvals, permissions, sanctions, had considered, approved and recommended the issue of bonus equity shares of Rs. 4/- (Rupees Four Only) each, credited as fully paid-up to existing members of the Company in the proportion of 1 (One) new fully paid up equity share of Rs. 4/- (Rupees Four Only) each for every 1 (One) existing fully paid up equity shares of Rs. 4/- (Rupees Four Only) each held by them, by capitalizing such sums standing to the credit of the securities premium account as per the audited financial statements of the Company for the financial year ended March 31, 2022, as may be considered appropriate.

The issue of bonus equity shares would, inter alia, require appropriate adjustments with respect to all the stock options of the Company under the existing Nazara Technologies Employee Stock Option Plans pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that the exercise price and all stock options which are available for grant and those already granted but not exercised as on Record Date shall be appropriately adjusted.

Presently, the Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 3,75,00,000 (Three Crore Seventy-Five Lakhs) equity shares of Rs. 4/- (Rupees Four Only) each. In order to facilitate the issue of bonus equity shares and for further requirements, if any, it is proposed to increase the Authorised Share Capital to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) by creation of additional 3,75,00,000 (Three Crore Seventy-Five Lakhs) equity shares of Rs. 4/- (Rupees Four Only) each.

The increase in Authorised Share Capital and consequential amendments to Clause V of the Memorandum of Association of the Company and the issue of bonus equity shares by way of capitalization of the sums standing to the credit of securities premium account, as may be considered appropriate, requires member's approval in terms of Section 13, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 1 & 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company and outstanding stock options vested, if any, under the Employees Stock Option Schemes of the Company.

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item no. 1 & 2 of this Postal Ballot Notice for approval by the Members.

Place: Mumbai

Date: May 13, 2022

Registered Office:

51-54, Maker Chambers 3,
Nariman Point, Mumbai - 400021

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

**Sd/-
Pravesh Palod
Company Secretary and Compliance Officer
M. No. A57964**