



February 17, 2025

To
Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.
Scrip Code: 543280

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1. G Block,
Bandra -Kurla Complex, Bandra (East),
Mumbai- 400051.
Scrip Symbol: NAZARA

Subject: Intimation under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) - Voting Results of the Extraordinary General Meeting of Nazara Technologies Limited (“the Company”) held on Thursday, February 13, 2025 along with Consolidated Scrutinizer’s Report

Dear Sir / Madam,

We wish to inform you that the Extraordinary General Meeting (EGM) of the Company was held on Thursday, February 13, 2025 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Company had appointed CS Mannish L. Ghia, Partner of M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Consolidated Scrutinizers’ Report, all the resolutions contained in the Notice of the EGM dated January 22, 2025 and Addendum dated February 10, 2025 to the Notice of the EGM have been duly passed by the Members with requisite majority.

Pursuant to applicable provisions of the Listing Regulations, we enclose herewith the following:

1. Consolidated Scrutinizers’ Report on remote e-voting and e-voting as “**Annexure A**”.
2. Details of Voting Results pursuant to Regulation 44 of the Listing Regulations as “**Annexure B**”.

The Report of the Scrutinizer including consolidated e-voting result, is being hosted on the website of the Company - www.nazara.com

This is for your information and records.

Thanking you

Yours faithfully,
For **Nazara Technologies Limited**

Arun Bhandari
Company Secretary & Compliance Officer

Encl.: as above

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Annexure A

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman /Company Secretary & Compliance Officer
Nazara Technologies Limited
51-54, Maker Chamber 3,
Nariman Point, Mumbai - 400021.

Dear Sir,

Sub: Consolidated Scrutinizer's Report for passing of the resolutions through remote e-voting & e-voting by the Members during the Extra-Ordinary General Meeting ("EGM"), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 at the Extra-Ordinary General Meeting (EGM) of the Members of Nazara Technologies Limited ('the Company') held on Thursday, February 13, 2025 at 11:30 A.M. through Video conferencing ('VC')/Other Audio Visual means ('OAVM').

I, CS Mannish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the rules") as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the regulations") in a fair and transparent manner, for passing of the resolution as mentioned under item numbers 1 to 3 as set out in the Notice of EGM dated January 22, 2025 and the Addendum dated February 10, 2025 to the Notice of the EGM ("Notice") issued by the Company in accordance with General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Circular dated May 12, 2020, January 05, 2023, October 07, 2023, October 03, 2024 issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI Circulars"), and in compliance with the provisions of the Act and the SEBI Listing Regulation for convening the EGM of its Members through VC/OAVM on Thursday, February 13, 2025 at 11:30 A.M. (IST).

1. The e-voting conducted in terms of MCA Circulars, has been completed and now I submit my report as under:
 - 1.1. The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including the abovementioned MCA Circulars and the regulations. Our responsibility as the Scrutinizer is restricted to make a Scrutinizers Report of the votes cast "in favor" and "against" the resolutions stated in the Notice.
2. As per the confirmation received from the Company:
 - 2.1 The Company had availed the e-voting platform/facility offered by Central Depository Services (India) Limited ("CDSL") for conducting e-voting facility prior and during the EGM.



- 2.2 As per MCA General Circular No. 20/2020 dated May 05, 2020, the Company has published advertisements in the English Newspaper "Financial Express" and Marathi Newspaper (Vernacular language) "Mumbai Lakshadeep" on Tuesday, January 21, 2025, regarding the compliance with the said circular in relation to the EGM of the Company.
- 2.3 The Company on Wednesday, January 22, 2025, completed the dispatch of the Notice and on Monday, February 10, 2025 completed the dispatch of the Addendum to the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on Friday, January 17, 2025 and Thursday, February 06, 2025 respectively.
- 2.4 As per applicable provisions of the rules, the Company had published an advertisement about completion of dispatch of the Notice as above, provision of e-voting facility and other mandated particulars in English Newspaper "Financial Express" and Marathi Newspaper (Vernacular language) "Loksatta" on Thursday, January 23, 2025.
- 2.5 The remote e-voting period commenced on Monday, February 10, 2025 at 9:00 A.M. (IST) and ended on Wednesday, February 12, 2025 at 5:00 P.M. (IST).
- 2.6 Votes casted through remote e-voting till 5:00 P.M. on Wednesday, February 12, 2025 being the last date and time fixed by the Company for remote e-voting and e-voting during the EGM, are considered for my scrutiny.
- 2.7 The remote e-voting module was disabled by CDSL on February 12, 2025 after 5:00 P.M. and as required under the rules the votes cast under the e-voting facility during the remote e-voting period and e-voting during the EGM, were unblocked in the presence of Ms. Sneha Yadav and Ms. Amruta Zeple who are not in employment with the Company; thereafter the data of e-voting was downloaded and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries maintained by the Company/its Registrar and Share Transfer Agents / Depositories as on the cut-off date for remote e-voting and voting EGM i.e., Thursday, February 06, 2025.
- 2.8 The data of remote e-voting and e-voting during the EGM was scrutinized for verification of votes cast "in favor" and "against" the resolutions.
- 2.9 There were no invalid votes either in the remote e-voting or during the e-voting at the EGM.
3. Pursuant to clarifications sought by the National Stock Exchange of India Limited (NSE) and in compliance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (SEBI ICDR Regulations), the Company issued an addendum to the Notice dated February 10, 2025 ("Addendum"). The addendum was sent to shareholders and replaced point no. 14 of the explanatory statement to the Notice dated January 22, 2025.

The addendum provided a detailed explanation on:

- i. Guidance note from the Registered Valuer on control premium, vide their letter dated February 10, 2025; and
- ii. Reasoned recommendations and voting pattern of the meeting of the Committee of Independent Directors of the Company, considering all aspects relating to the preferential issue, including pricing.

In light of this addendum, the Company offered shareholders who had already voted on February 10, 2025, an opportunity to raise concerns by submitting queries/concerns via email to scrutinizer@mgconsulting.in (designated email ID).

I hereby confirm and certify that pursuant to above, no emails/response have been received from any of the members on the said designated email ID as of February 12, 2025.



4. The summary of the voting through remote e-voting and e-voting during the EGM is as follows:

Special Business:

Resolution No. 1: Special Resolution

Approval for increase in the limits to provide loan, guarantee or security or to make investment under section 186 of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
210	55162182	99.94%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	32479	0.06%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

Resolution No. 2: Special Resolution

To approve the issuance of Equity Shares for cash consideration on Preferential Basis:

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
210	55188733	99.99%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	5928	0.01%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

Resolution No. 3: Special Resolution

Appointment of Mr. Arun Gupta (DIN: 05131228) as an Independent Director of the Company:

(i) Voted in favour of the resolution:



Manish Ghia & Associates

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
212	55188765	99.99%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	5896	0.01%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

Result:

For Resolution Nos. 1, 2 and 3 (Special Resolutions) -We report that the number of votes cast in favour are more than three times the number of votes cast against.

Accordingly, the special resolutions as contained in the Notice may be considered as passed with requisite majority.

You may accordingly declare the result of the remote e-voting and e-voting during the EGM.

For Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH007100)



Mannish L. Ghia

CS Mannish L. Ghia
Partner
M. No. FCS 6252, C.P. No. 3531
PR 822/2020

Place: Mumbai
Date: February 17, 2025
UDIN: F006252F003949895

Countersigned by

NITISH VIKASH MITTERSAIN
Digitally signed by NITISH VIKASH MITTERSAIN
Date: 2025.02.17 20:11:14 +05'30'

Nitish Mittersain
Joint Managing Director & CEO
DIN: 02347434
Nazara Technologies Limited

Place: Mumbai
Date: February 17, 2025

Annexure B

Voting Results of Extraordinary General Meeting

Disclosure as per Regulation 44(3) of SEBI (LODR) Regulations, 2015

Name of the Company	Nazara Technologies Limited
Date of Extra Ordinary General Meeting	Thursday, February 13, 2025
Total No. of Shareholders as on Cut-off date for voting purpose i.e., February 06, 2025.	133803
No. of shareholders present in meeting either in person or through proxy:	
Promoter & Promoter Group	Not Applicable
Public Shareholders	Not Applicable
No. of shareholders attended the meeting through Video Conferencing:	
Promoter & Promoter Group	06
Public Shareholders	44

1. SPECIAL BUSINESS

Resolution No. 1

Particulars			Special Resolution: Approval for increase in the limits to provide loan, guarantee or security or to make investment under section 186 of the Companies Act, 2013					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7693546	7675966	99.7715	7675966	0	100.0000	0.0000
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7675966	99.7715	7675966	0	100.0000	0.0000
Public Institutions	E-Voting	20239555	13046327	64.4596	13019744	26583	99.7962	0.2038
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13046327	64.4596	13019744	26583	99.7962	0.2038
Public Non Institutions	E-Voting	59621207	34472362	57.8190	34466466	5896	99.9829	0.0171
	Poll*		6	0.0000	6	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34472368	57.8190	34466472	5896	99.9829	0.0171
Total		87554308	55194661	63.0405	55162182	32479	99.9412	0.0588

Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than three times the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

***E-voting at EGM**

Invalid Votes: There were no invalid votes.

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2. SPECIAL BUSINESS

Resolution No 2.

Particulars			Special Resolution: To approve the issuance of Equity Shares for cash consideration on Preferential Basis.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting Poll*	7693546	7675966	99.7715	7675966	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7675966	99.7715	7675966	0	100.0000	0.0000
Public Institutions	E-Voting Poll*	20239555	13046327	64.4596	13046327	00	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13046327	64.4596	13046327	0	100.0000	0.0000
Public Non Institutions	E-Voting Poll*	59621207	34472362	57.8190	34466434	5928	99.9828	0.0172
	Postal Ballot		6	0.0000	6	0	100.0000	0.0000
	Total		34472368	57.8190	34466440	5928	99.9828	0.0172
Total		87554308	55194661	63.0405	55188733	5928	99.9893	0.0107

Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than three times the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

*E-voting at EGM

Invalid Votes: There were no invalid votes.

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3. SPECIAL BUSINESS

Resolution No 3.

Particulars			Special Resolution: Appointment of Mr. Arun Gupta (DIN: 05131228) as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting Poll*	7693546	7675966	99.7715	7675966	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7675966	99.7715	7675966	0	100.0000	0.0000
Public Institutions	E-Voting Poll*	20239555	13046327	64.4596	13046327	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13046327	64.4596	13046327	0	100.0000	0.0000
Public Non Institutions	E-Voting Poll*	59621207	34472362	57.8190	34466466	5896	99.9829	0.0171
	Postal Ballot		6	0.0000	6	0	100.0000	0.0000
	Total		34472368	57.8190	34466472	5896	99.9829	0.0171
Total		87554308	55194661	63.0405	55188765	5896	99.9893	0.0107

Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than three times the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

*E-voting at EGM

Invalid Votes: There were no invalid votes.

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