

October 15, 2024

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 Saturday, October 12, 2024 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 Saturday, October 12, 2024 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 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**

Rakesh Shah
Chief Financial Officer

Encl.: as above

Annexure A

CONSOLIDATED SCRUTINIZER REPORT

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

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

Dear Sir/Madam,

Sub: Consolidated Scrutinizer's Report for passing of resolutions through remote e-voting & e-voting by the Members during the Extraordinary General Meeting ("EGM"), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of Nazara Technologies Limited ('the Company') for its EGM held on Saturday, 12th October, 2024 through Video conferencing ('VC') / Other Audio Visual means ('OAVM').

1. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') in a fair and transparent manner, for passing of the resolution as mentioned under item numbers 1 to 4 as set out in the Notice of EGM dated 18th September, 2024 ("Notice") issued by the Company in accordance with General Circulars dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 28th December, 2022, 25th September, 2023 and 19th September, 2024 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and Circular dated 12th May, 2020, 05th January, 2023 and 07th October, 2023 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 Regulations for convening the EGM of its members through VC / OAVM on Saturday, 12th October, 2024 at 11:00 A.M. (IST). After ascertaining the requisite quorum, the meeting commenced at 11:00 A.M. (IST).
2. The management of the Company is responsible to ensure compliance with the requirements of the Act, the Rules, MCA Circulars and SEBI Circulars relating to remote e-voting and e-voting during the EGM on the resolution contained in the aforesaid Notice of EGM of the members of the Company. My responsibility as the Scrutinizer is restricted to make Consolidated Scrutinizer's Report of the votes cast 'in favor' or 'against' the resolution(s) stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ('CDSL'), the agency engaged by the Company to provide E-voting facility, and that the e-voting is conducted in a fair and transparent manner.
3. As per the confirmation received from the Company:
 - a. The Notice of the EGM along with Statement setting out material facts under Section 102 of the Act was sent to the members by e-mail to those shareholders, whose e-mail addresses were registered with the Registrar and Share Transfer Agent / Company / Depositories, on Friday, 20th September, 2024 in terms of the MCA and SEBI Circulars.



- b. The said Notice was sent on the basis of Register of Members made available by M/s. Link Intime (India) Private Limited, the Registrar and Share Transfer Agents of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 06th September, 2024.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has published a Public Notice dated 20th September, 2024, which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Mumbai Lakshdeep" on Saturday, September 21, 2024 regarding completion of dispatch of Notice of the EGM through e-mail and providing e-voting facility.
5. In terms of the aforesaid Notice, remote e-voting period was kept open for 04 (four) days from Tuesday, 08th October, 2024 (9:00 A.M. IST) till Friday, 11th October, 2024 (5:00 P.M. IST).
6. The voting rights of members was considered in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e., Saturday, 05th October, 2024.
7. As required under the MCA Circulars, the Company had also provided e-voting facility to the members attending the EGM through VC / OAVM and who had not cast their vote earlier.
8. The remote e-voting module was disabled by CDSL on Friday, 11th October, 2024 after 5:00 p.m. IST and as required under the said rules, the votes cast under the remote e-voting facility prior to the EGM and e-voting facility during the EGM were unblocked in the presence of Mr. Dhiraj Poojary 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 i.e. Saturday, 05th October, 2024.
10. I have scrutinized and reviewed the remote e-voting and e-voting during the EGM and votes cast therein based on the data downloaded from the CDSL e-voting system and the summary of the e-voting process is as follows:



Special Business:

Resolution No. 1: Special Resolution

Approval for the investment in Moonshine Technology Private Limited by way of acquisition of 47.71% equity stake, on fully diluted basis, from its existing equity shareholders.

(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
251	49466017	99.5996

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	198851	0.4004

(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 consideration other than cash on Preferential Basis (Moonshine).

(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
247	49465791	99.5992

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	199077	0.4008

(iii) Invalid votes:

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



Resolution No. 3: Special Resolution

To approve the issuance of Equity Shares for cash consideration on Preferential Basis to investors.

(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
244	49465732	99.5991

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	199086	0.4009

(iii) Invalid votes:

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

Resolution No. 4: Special Resolution

To approve the issuance of Equity Shares for consideration other than cash on Preferential Basis (Absolute).

(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
244	49465732	99.5991

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	199086	0.4009

(iii) Invalid votes:

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

Result: For resolution Nos. 1, 2, 3 and 4 - We report that the number of votes cast in favour are more than three times the number of votes cast against.



Manish Ghia & Associates

I further report that the electronic data and all other relevant records, if any relating to the remote e-voting and e-voting during the EGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid EGM and thereafter the same will be handed over to the Chairman Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking You

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



Mannish Ghia

CS Mannish L. Ghia
Partner

M. No. FCS 6252, C.P. No. 3531
PR 822/2020

Place: Mumbai
Date: October 15, 2024
UDIN: F006252F001557714

Countersigned by

Vikash Mittersain
Chairman & Managing Director
DIN: 00156740
Nazara Technologies Limited

Place: Mumbai
Date: October 15, 2024

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 Annual General Meeting	Saturday, October 12, 2024
Total No. of Shareholders as on Cut-off date for voting purpose i.e., October 05, 2024	146396
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	5
Public Shareholders	52

1. SPECIAL BUSINESS

Resolution No. 1

Particulars			Special Resolution: Approval for the investment in Moonshine Technology Private Limited by way of acquisition of 47.71% equity stake, on fully diluted basis, from its existing equity shareholders.					
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	7676046	99.7725	7676046	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		7676046	99.7725	7676046	0	100.0000	0.0000
Public Institutions	E-Voting	16817372	12379051	73.6087	12180410	198641	98.3953	1.6047
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12379051	73.6087	12180410	198641	98.3953	1.6047
Public Non Institutions	E-Voting	52030722	29609746	56.9082	29609536	210	99.9993	0.0007
	Poll*		25	0.0000	25	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		29609771	56.9082	29609561	210	99.9993	0.0007
Total		76541640	49664868	64.8861	49466017	198851	99.5996	0.4004

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 consideration other than cash on Preferential Basis (Moonshine).					
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	7676046	99.7725	7676046	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7676046	99.7725	7676046	0	100.0000	0.0000
Public Institutions	E-Voting Poll*	16817372	12379051	73.6087	12180410	198641	98.3953	1.6047
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12379051	73.6087	12180410	198641	98.3953	1.6047
Public Non Institutions	E-Voting Poll*	52030722	29609746	56.9082	29609310	436	99.9985	0.0015
	Postal Ballot		25	0.0000	25	0	100.0000	0.0000
	Total		29609771	56.9082	29609335	436	99.9985	0.0015
Total		76541640	49664868	64.8861	49465791	199077	99.5992	0.4008

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: To approve the issuance of Equity Shares for cash consideration on Preferential Basis to investors.					
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	7676046	99.7725	7676046	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7676046	99.7725	7676046	0	100.0000	0.0000
Public Institutions	E-Voting Poll*	16817372	12379051	73.6087	12180410	198641	98.3953	1.6047
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12379051	73.6087	12180410	198641	98.3953	1.6047
Public Non Institutions	E-Voting Poll*	52030722	29609696	56.9081	29609251	445	99.9985	0.0015
	Postal Ballot		25	0.0000	25	0	100.0000	0.0000
	Total		29609721	56.9081	29609276	445	99.9985	0.0015
Total		76541640	49664818	64.8860	49465732	199086	99.5991	0.4009

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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4. SPECIAL BUSINESS

Resolution No 4.

Particulars			Special Resolution: To approve the issuance of Equity Shares for consideration other than cash on Preferential Basis (Absolute).					
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	7676046	99.7725	7676046	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		7676046	99.7725	7676046	0	100.0000	0.0000
Public Institutions	E-Voting	16817372	12379051	73.6087	12180410	198641	98.3953	1.6047
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12379051	73.6087	12180410	198641	98.3953	1.6047
Public Non Institutions	E-Voting	52030722	29609696	56.9081	29609251	445	99.9985	0.0015
	Poll*		25	0.0000	25	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		29609721	56.9081	29609276	445	99.9985	0.0015
Total		76541640	49664818	64.8860	49465732	199086	99.5991	0.4009

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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