

February 13, 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: Proceedings of the Extraordinary General Meeting of the Company held on Thursday, February 13, 2025

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we wish to inform you that the Extraordinary General Meeting (“EGM”) of the Company was held today i.e. on Thursday, February 13, 2025, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time.

In this regard, we enclose herewith the proceedings of the EGM of the Company.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For Nazara Technologies Limited

Arun Bhandari
Company Secretary & Compliance Officer

Encl.: as above

Summary of the proceedings of the Extraordinary General Meeting of Nazara Technologies Limited

The Extraordinary General Meeting (“EGM”) of the Members of the Nazara Technologies Limited (“the Company”) was held today i.e. on Thursday, February 13, 2025 at 11.30 A.M. (IST) through Video Conference (“VC”). The meeting commenced at 11.30 A.M. (IST) and concluded at 11.54 A.M. (IST) (including time allowed for e-voting at EGM).

Mr. Vikash Mittersain, Chairman & Managing Director of the Company, conveyed his inability to attend the EGM. Therefore, Mr. Nitish Mittersain, Joint Managing Director & Chief Executive Officer of the Company chaired the proceedings of the meeting. The requisite quorum being present, the meeting was called to order by the Chairman.

All the Directors were present at the meeting, except Mr. Sasha Mirchandani, the Independent Director of the Company, who could not attend the meeting due to pre-occupation.

With the permission of the Chairman, Mr. Arun Bhandari, Company Secretary & Compliance Officer, informed that the EGM was conducted through VC in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time in this regard. He further informed that the Company had partnered with Central Depository Services (India) Limited (“CDSL”) to provide facility for voting through remote e-voting, e-voting during the EGM and participation in the EGM through VC facility. He also informed that remote e-voting 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).

Mr. Arun Bhandari informed the Members that the facility for voting through e-voting system was available during the Meeting for those Members who had not cast vote through remote e-voting prior to the Meeting. The Register of Directors and Key Managerial Personnel and the Register of Contracts or Arrangements, and other documents, as mentioned in the Notice of the EGM and Addendum thereto were virtually available for inspection.

He also informed that CS Mannish L. Ghia, Partner of M/s. Manish Ghia & Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the voting through electronic means (i.e. remote e-voting and voting at the meeting through electronic voting system).

Mr. Arun Bhandari then informed the Members that the Notice convening the EGM and Addendum thereto was taken as read, as the same had already been circulated to the Members.

The following items of special business as set out in the EGM Notice dated January 22, 2025 read with Addendum dated February 10, 2025 were transacted through e-voting / remote e-voting at the meeting:

Sr. No.	Details of the Resolutions	Type of Resolution	Mode of voting
1	Approval for increase in the limits to provide loan, guarantee or security or to make investment under section 186 of the Companies Act, 2013	Special	Remote e-voting and e-voting at EGM

Sr. No.	Details of the Resolutions	Type of Resolution	Mode of voting
2	To approve the issuance of Equity Shares for cash consideration on Preferential Basis	Special	Remote e-voting and e-voting at EGM
3	Appointment of Mr. Arun Gupta (DIN: 05131228) as an Independent Director of the Company	Special	Remote e-voting and e-voting at EGM

After all the above agenda items were taken up, Mr. Arun Bhandari requested Mr. Nitish Mittersain, Joint Managing Director & Chief Executive Officer to open the floor for the shareholders to express their views and ask questions, if any.

Thereafter, Mr. Nitish Mittersain, Joint Managing Director & Chief Executive Officer invited the speaker shareholder(s), who had done prior registrations, to express their views and ask questions. Members were given an opportunity to speak in the order in which they had registered their names.

The name of the speaker shareholder was called upon by Mr. Arun Bhandari; however, none of the speaker shareholder who have registered their name(s) and were present through VC / OAVM facility expressed any views or asked any questions.

With the permission of Chairman, Mr. Arun Bhandari announced that the e-voting results along with the consolidated Scrutinizer's Report shall be placed on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and would also be placed on the website of the Company i.e. www.nazara.com and website of CDSL i.e. www.evotingindia.com within 2 (two) working days of the conclusion of the meeting.

Thereafter, Mr. Nitish Mittersain, Joint Managing Director & Chief Executive Officer, thanked all the members, directors, senior management and auditors for attending the Meeting and declared the Meeting to be concluded at 11.54 A.M. (IST) after being open for 15 minutes for e-voting to be completed.

Notes:

- 1) The Company shall separately intimate the voting results of the meeting (remote e-voting and voting at the meeting through electronic voting system) to the Stock Exchanges and same shall also be made available on the website of the Company.
- 2) This document does not constitute minutes of the proceedings of the Extraordinary General Meeting of the Company.

This is for your information and records.

For **Nazara Technologies Limited**

Arun Bhandari
Company Secretary & Compliance Officer

Date: February 13, 2025