



Date: February 14, 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

Dear Sir / Madam,

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 Monday, February 12, 2024 along with Consolidated Scrutinizer's Report

We wish to inform you that the Extraordinary General Meeting (EGM) of the company was held on Monday, February 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 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**

Varsha Vyas
Company Secretary and Compliance Officer
M. No.: A57238

Encl.: as above

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 Monday, 12th February, 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 3 as set out in the Notice of EGM dated 17th January, 2024 ("Notice"), issued by the Company in accordance with, General Circular No. 09/2023 dated 25th September, 2023 read with General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 08th December, 2021, 3/2022 dated 05th May, 2022, 11/2022 dated 28th December, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), and in compliance Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 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 Monday, 12th February, 2024 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, 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 Saturday, 20th January, 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, 12th January, 2024.
4. As per the provisions of MCA Circulars, the Company has published a Public Notice dated 18th January, 2024 which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Friday, 19th January, 2024, 2023 regarding the convening of the EGM through VC/OAVM and manner of registering the email ids of the members of the Company.
5. 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 January, 2024, which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Sunday, 21st January, 2024 regarding completion of dispatch of Notice of the EGM through e-mail and providing e-voting facility.
6. In terms of the aforesaid Notice, remote e-voting period was kept open for 05 (five) days from Wednesday, 07th February, 2024 (9:00 A.M. IST) till Sunday, 11th February, 2024 (5:00 P.M. IST).
7. 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., Monday, 05th February, 2024.
8. 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.
9. The remote e-voting module was disabled by CDSL on Sunday, 11th February, 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. Sneha Yadav who are not in the 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., Monday, 05th February, 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

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
248	49473227	99.999

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	305	0.001

(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

(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	49463979	99.981

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	9553	0.019

(iii) Invalid votes:

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



Resolution No. 3: Special Resolution

Approval for increase in limits to provide loan, guarantee or security in respect of loan made to any person or body corporate or to make investment in any other body corporate 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
229	48118936	97.263

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	1354061	2.737

(iii) Invalid votes:

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

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)



Manish L. Ghia

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

Place: Mumbai
Date: February 13, 2024
UDIN: F006252E003422555



Countersigned by
[Signature]
Vikash Mittersain
Chairman & Managing Director
DIN: 00156740
Nazara Technologies Limited

Place: Mumbai
Date: 13/2/2024

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 Extraordinary General Meeting	Monday, February 12, 2024
Total No. of Shareholders as on Cut-off date for voting purpose i.e., February 05, 2024	169204
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	31

1. SPECIAL BUSINESS

Resolution No. 1

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	12577756	12556436	99.8305	12556436	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		12556436	99.8305	12556436	0	100.0000	0.0000
Public Institutions	E-Voting	19768483	14964832	75.7005	14964832	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		14964832	75.7005	14964832	0	100.0000	0.0000
Public Non Institutions	E-Voting	40970709	21952262	53.5804	21951957	305	99.9986	0.0014
	Poll*		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21952264	53.5804	21951959	305	99.9986	0.0014
Total		73316948	49473532	67.4790	49473227	305	99.9994	0.0006

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					
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	12577756	12556436	99.8305	12556436	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		12556436	99.8305	12556436	0	100.0000	0.0000
Public Institutions	E-Voting	19768483	14964832	75.7005	14956297	8535	99.9430	0.0570
	*Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14964832	75.7005	14956297	8535	99.9430	0.0570
Public Non Institutions	E-Voting	40970709	21952262	53.5804	21951244	1018	99.9954	0.0046
	*Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21952264	53.5804	21951246	1018	99.9954	0.0046
Total		73316948	49473532	67.4790	49463979	9553	99.9807	0.0193

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: Approval for increase in limits to provide loan, guarantee or security in respect of loan made to any person or body corporate or to make investment in any other body corporate 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	12577756	12556436	99.8305	12556436	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		12556436	99.8305	12556436	0	100.0000	0.0000
Public Institutions	E-Voting	19768483	14964832	75.7005	13612308	1352524	90.9620	9.0380
	*Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14964832	75.7005	13612308	1352524	90.9620	9.0380
Public Non Institutions	E-Voting	40970709	21951727	53.5791	21950190	1537	99.9930	0.0070
	*Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21951729	53.5791	21950192	1537	99.9930	0.0070
Total		73316948	49472997	67.4783	48118936	1354061	97.2630	2.7370

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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