Nazara Technologies Limited

Nazara™

April 06, 2022

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

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,

Sub: Intimation under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Voting Results of the Extraordinary General Meeting of the Company held on April 4, 2022 along with Consolidated Scrutinizer's Report

We wish to inform you that the Extraordinary General Meeting (EGM) was held on Monday, April 04, 2022 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 ("SEBI").

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 Scrutinizers' Report, both the resolutions contained in the Notice of EGM have been duly passed by the Members with requisite majority.

Pursuant to applicable provisions of the SEBI 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**

NAZARA TECHNOLOGIES LIMITED
Nazara™
MUMBAI

Pravesh Palod
Company Secretary & Compliance Officer
M. No. A57960
Encl.: as above

Manish Ghia & associates
COMPANY SECRETARIES

Manish Ghia & Associates
: +91 22 2682 6286/87/88
: info@mgconsulting.in
: www.mgconsulting.in

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To
The Chairman
Nazara Technologies Limited
51-54, Maker Chambers 3,
Nariman Point,
Mumbai-400021

Dear Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolution through Remote E-voting and 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, 04th April, 2022 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 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 in a fair and transparent manner, for passing of the resolution as mentioned under item numbers 1 and 2 as set out in the Notice of EGM dated 04th March, 2022 ("Notice") issued by the Company in accordance with Circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September, 2020, 31stDecember, 2020, 23rd June, 2021, 08th December, 2021 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for convening the EGM of its members through VC / OAVM on Monday, 04th April, 2022 at 11:00 A.M. The meeting commenced at 11.10 A.M after ascertaining the requisite quorum.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Act, the Rules, MCA Circulars and SEBI Circular 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 a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution stated in the said Notice, based on the reports generated from the e-voting system provided by Central Depository Services 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.

Mannish L Ghia

Regd. Office : 4, Chandan Niwas (Old), M.V. Road, Off Andheri Kurla Road, Opp. Vishal Hall, Andheri (E), Mumbai-400069, Maharashtra, India.

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 id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Saturday, 12th March, 2022 in terms of the MCA 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 Agent of the Company ("the RTA") 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, 04th March, 2022.

4. As per the provisions of MCA Circulars, the Company has published a Public Notice dated 07th March, 2022, which was published in the English Newspaper "The Free Press Journal" and Marathi (Vernacular language) Newspaper "Navshakti" on Monday, 08th March, 2022 regarding the convening of the EGM through VC/OAVM and manner of registering the email ids of the members.

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 12th March, 2022, which was published in the English newspaper "The Free Press Journal" and Marathi (Vernacular language) Newspaper "Navshakti" on Monday, 13th March, 2022 regarding completion of dispatch of Notice of meeting through email and providing e-voting facility.

6. In terms of the aforesaid Notice, voting period was kept open for 5 (five) days from Wednesday, 30th March, 2022 (9.00 a.m. IST) till Sunday, 03rd April, 2022 (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, 28th March, 2022.

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. As required under the said rules, after closure of remote e-voting and conclusion of the EGM, 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 CS. Dhiraj Poojary and Dhwani Shah and who are not in employment with the Company.

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:

Manish Ghia

NAZARA TECHNOLOGIES LIMITED MUMBAI Nazara

SPECIAL BUSINESS

Resolution No.1: 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
255	18948316	94.57%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
65	1087879	5.43%

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.2: Special Resolution

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
279	20033845	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
41	2350	0.01%

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

NAZARA TECHNOLOGIES LIMITED MUMBAI

Manish Ghia & Associates MUMBAI Company Secretaries

Manish Ghia

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/ Compliance Officer of the Company for safe keeping.

Thanking You,

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

Place: Mumbai
Date: April 06, 2022
UDIN: F006252D000025623

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

Countersigned by

Vikash Mittersain
Managing Director
DIN: 00156740
Nazara Technologies Limited
Place: Mumbai
Date: April 06, 2022

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	April 04, 2022
Total No. of Shareholders as on Cut-off date for voting purpose i.e., March 28, 2022	152967
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	6
Public Shareholders	36

NAZARA TECHNOLOGIES LIMITED MUMBAI

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1. **SPECIAL BUSINESS**

Resolution No. 1

Particulars			**Special Resolution:** Approval for increase in limits of 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	6303023	6294023	99.8572	6294023	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		**6294023**	**99.8572**	**6294023**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	4615864	2492494	53.9984	1407014	1085480	56.4500	43.5500
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2492494**	**53.9984**	**1407014**	**1085480**	**56.4500**	**43.5500**
Public Non Institutions	E-Voting	21702340	11248916	51.8327	11246519	2397	99.9787	0.0213
	Poll*		762	0.0035	760	2	99.7375	0.2625
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**11249678**	**51.8362**	**11247279**	**2399**	**99.9787**	**0.0213**
Total		**32621227**	**20036195**	**61.4207**	**18948316**	**1087879**	**94.5704**	**5.4296**
Result: We report that the number of votes cast in favour of the aforesaid Resolution is three times more than 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: 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	6303023	6294023	99.8572	6294023	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		**6294023**	**99.8572**	**6294023**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	4615864	2492494	53.9984	2492494	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		**2492494**	**53.9984**	**2492494**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	21702340	11248916	51.8327	11246759	2157	99.9808	0.0192
	*Poll		762	0.0035	569	193	74.6719	25.3281
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**11249678**	**51.8362**	**11247328**	**2350**	**99.9791**	**0.0209**
Total		**32621227**	**20036195**	**61.4207**	**20033845**	**2350**	**99.9883**	**0.0117**
Result: We report that the number of votes cast in favour of the aforesaid Resolution is three times more than 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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