October 03, 2023

To

Listing Compliance Department	**Listing Compliance Department**
BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers	Exchange Plaza, Plot No. C/1. G Block,
Dalal Street,	Bandra -Kurla Complex, Bandra (East),
Mumbai - 400 001.	Mumbai- 400051.
Scrip Code: 543280	**Scrip Symbol: NAZARA**

Dear Sir / Madam,

Subject: Intimation under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Voting Results of the 24th Annual General Meeting of the Company held on Friday, September 29, 2023 along with Consolidated Scrutinizer's Report

We wish to inform you that the 24th Annual General Meeting ("AGM") was held on Friday, September 29, 2023 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 AGM (including the Corrigendum to the Notice) 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 VALLABH VYAS

Digitally signed by VARSHA VALLABH VYAS
Date: 2023.10.03 16:55:47 +05'30'

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

Encl.: as above

Annexure B

Voting Results of 24th Annual 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	Friday, September 29, 2023
Total No. of Shareholders as on Cut-off date for voting purpose i.e., September 22, 2023	173945
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	34

Regd.Office: 51-54, Maker Chamber III, Nariman Point Mumbai - 400021. Tel. : +91-22-40330800 / 22810303 / 22813030
Fax:+91-22-22810606 E-mail:info@nazara.com Website:www.nazara.com CIN:L72900MH1999PLC12297

1. ORDINARY BUSINESS

Resolution No. 1

Particulars			**Ordinary Resolution:** **To receive, consider and adopt:** **a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and** **b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.**					
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	12993960	8145537	62.6871	8145537	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		**8145537**	**62.6871**	**8145537**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	40602376	21194866	52.2010	21194830	36	99.9998	0.0002
	Poll*		188	0.0005	188	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**21195054**	**52.2015**	**21195018**	**36**	**99.9998**	**0.0002**
Total		**66174092**	**41897027**	**63.3133**	**41896991**	**36**	**99.9999**	**0.0001**

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Fax:+91-22-22810606 E-mail:info@nazara.com Website:www.nazara.com CIN:L72900MH1999PLC12297

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

E-voting at AGM

Invalid Votes: There were no invalid votes.

2. ORDINARY BUSINESS

Resolution No 2.

Particulars			**Ordinary Resolution:** To appoint a Director in place of Mr. Rajiv Agarwal (DIN: 00379990), who retires by rotation and, being eligible, offers himself for re-appointment.					
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	12606656	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	12993960	8145537	62.6871	7844152	301385	96.3000	3.7000
	*Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**8145537**	**62.6871**	**7844152**	**301385**	**96.3000**	**3.7000**
Public Non Institutions	E-Voting	40602376	21194866	52.2010	21192468	2398	99.9887	0.0113
	*Poll		188	0.0005	188	0	100.0000	0.0000

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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**21195054**	**52.2015**	**21192656**	**2398**	**99.9887**	**0.0113**
Total			**41897027**	**63.3133**	**41593244**	**303783**	**99.2749**	**0.7251**
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.								

E-voting at AGM

Invalid Votes: There were no invalid votes.

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	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	12993960	8145537	62.6871	8145537	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		**8145537**	**62.6871**	**8145537**	**0**	**100.0000**	**0.0000**

Public Non Institutions	E-Voting	40602376	21194866	52.2010	21191566	3300	99.9844	0.0156
	*Poll		188	0.0005	188	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**21195054**	**52.2015**	**21191754**	**3300**	**99.9844**	**0.0156**
Total		**66174092**	**41897027**	**63.3133**	**41893727**	**3300**	**99.9921**	**0.0079**
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 AGM

Invalid Votes: There were no invalid votes.

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Manish Ghia & associates
COMPANY SECRETARIES

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: info@mgconsulting.in
: **www.mgconsulting.in**

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 24th Annual General Meeting ("AGM"), 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 AGM held on Friday, 29th September, 2023 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 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 AGM dated 07th September, 2023 ("Notice"), issued by the Company in accordance with General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 02/2022 dated 5th May, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), and in compliance with Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI Circulars") for convening the AGM of its members through VC / OAVM on Friday, 29th September, 2023 at 02:00 P.M. (IST). After ascertaining the requisite quorum, the meeting commenced at 02:05 P.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 AGM on the resolution contained in the aforesaid Notice of AGM of the members of the Company. My responsibility as the Scrutinizer is restricted to make Consolidated Scrutinizers Report of the votes cast 'in favor' or 'against' the resolution(s) stated in the Notice of the AGM, 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.

Manish Ghia & Associates MUMBAI Company Secretaries

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

3. As per the confirmation received from the Company:

   a. The Notice of the AGM 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 Thursday, 07th September, 2023 in terms of the MCA and SEBI Circulars. The Corrigendum to the Notice of the AGM dated 07th September ("Corrigendum") was also 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, 23rd September, 2023 in terms of MCA and SEBI Circulars.

   b. The said Notice and the Corrigendum 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, 01st September, 2023.

4. As per the provisions of MCA Circulars, the Company has published a Public Notice dated 4th September, 2023, which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Tuesday, 5th September, 2023 regarding the convening of the AGM 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 07th September, 2023, which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Thursday, 08th September, 2023 regarding completion of dispatch of Notice of the AGM through e-mail and providing e-voting facility. Further, the Company has also published a Public Notice dated 23rd September, 2023, which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Sunday, 24th September, 2023 regarding completion of dispatch of the Corrigendum to the Notice of the AGM through e-mail.

6. In terms of the aforesaid Notice, remote e-voting was kept open for 04 (four) days from Monday, 25th September, 2023 (9:00 A.M. IST) till Thursday, 28th September, 2023 (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., Friday, 22nd September, 2023.

8. As required under the MCA Circulars, the Company had also provided e-voting facility to the members attending the AGM through VC / OAVM and who had not cast their vote earlier.

9. The remote e-voting module was disabled by CDSL on Thursday, 28th September, 2023 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 AGM and e-voting facility during the AGM 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., Friday, 22nd September, 2023.

Manish Ghia & Associates
MUMBAI
Company Secretaries

10. I have scrutinized and reviewed the remote e -voting and e-voting during the AGM 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:

Ordinary Business:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Report of the Auditors thereon.

(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
389	41896991	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
2	36	0.00

(iii) **Invalid** votes:

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

Resolution No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Rajiv Agarwal (DIN: 00379990), who retires by rotation and, being eligible, offers himself for re-appointment.

(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
360	41593244	99.27

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
34	303783	0.73

(iii) **Invalid** votes:

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

Manish Ghia & Associates Mumbai Company Secretaries

Special Business

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
377	41893727	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
14	3300	0.01

(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 AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM 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 Ghia & Associates Company Secretaries MUMBAI

Mannish L. Ghia

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

Place: Mumbai
Date: 30th September, 2023
UDIN: F006252E001142134

Countersigned by

VARSHA VALLABH VYAS

Digitally signed by VARSHA VALLABH VYAS
Date: 2023.10.03 16:41:43 +05'30'

Varsha Vyas
Company Secretary & Compliance Officer
M. No. A57238
Nazara Technologies Limited

Place: Mumbai
Date: October 03, 2023