

Date: June 18, 2022

To,

**Listing Compliance Department  
BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

**Listing Compliance Department  
National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, 'G' Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051.

**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 Postal Ballot through remote e-voting**

This is in furtherance to our intimation dated May 18, 2022 and June 15, 2022 and pursuant to Regulation 30 and 44 of the Listing Regulations, we wish to inform you that the following resolutions have been passed by the members of the Company with requisite majority on June 17, 2022, being the last date for remote e-voting:

1. Increase in authorized share capital of the Company and consequential alteration of Memorandum of Association of the Company.
2. Issue of Bonus Shares.

In this regard, we herein submit the details of Voting Results as "**Annexure A**" and the Scrutinizer's Report dated June 18, 2022 received by the Company as "**Annexure B**" for the Postal Ballot process conducted by the Company.

The Voting Results and the Scrutinizer's Report for the Postal Ballot process will also be made available on the website of the Company at [www.nazara.com](http://www.nazara.com) and website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

We request you to kindly take the above information on record.

Thanking You,

Yours faithfully,

**For Nazara Technologies Limited**



**Praveesh Palod**  
**Company Secretary and Compliance Officer**  
**M. No.: A57964**  
**Encl: As above**

**India | Middle East | Africa | Europe**

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: L72900MH1999PLC122970



**Annexure A**

**Voting Results of Postal Ballot through remote e-voting**

**Disclosure as per Regulation 44(3) of SEBI (LODR) Regulations, 2015**

<b>Name of the Company</b>	Nazara Technologies Limited
<b>Date of <del>AGM/EGM</del> Postal Ballot (End Date of Voting)</b>	Friday, June 17, 2022
<b>Total No. of Shareholders as on Cut-off date for voting purpose i.e., Friday, May 13, 2022</b>	161827
<b>No. of shareholders present in meeting either in person or through proxy:</b>  <b>Promoter &amp; Promoter Group</b> <b>Public Shareholders</b>	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing:</b>  <b>Promoter &amp; Promoter Group</b> <b>Public Shareholders</b>	Not Applicable
<b>No. of Resolutions</b>	2
<b>Resolution required</b>	Ordinary Resolution
<b>Mode of voting</b>	Remote e-voting





## Nazara Technologies Limited

Resolution Required : (Ordinary)		1. Increase in Authorised Share Capital of the Company and Consequential Alteration of Memorandum of Association of the Company.						
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	6303103	6293968	99.8551	6293968	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
	<b>Total</b>		<b>6293968</b>	<b>99.8551</b>	<b>6293968</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4727110	3923814	83.0066	3859618	64196	98.3639	1.6361
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3923814</b>	<b>83.0066</b>	<b>3859618</b>	<b>64196</b>	<b>98.3639</b>	<b>1.6361</b>
Public Non Institutions	E-Voting	21591014	10132935	46.9313	10131799	1136	99.9888	0.0112
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10132935</b>	<b>46.9313</b>	<b>10131799</b>	<b>1136</b>	<b>99.9888</b>	<b>0.0112</b>
<b>Total</b>		<b>32621227</b>	<b>20350717</b>	<b>62.3849</b>	<b>20285385</b>	<b>65332</b>	<b>99.6790</b>	<b>0.3210</b>

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.

Invalid Votes: There were no invalid votes.





## Nazara Technologies Limited

Resolution Required : (Ordinary)		2. Issue of Bonus Shares.						
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	6303103	6293968	99.8551	6293968	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
	<b>Total</b>		<b>6293968</b>	<b>99.8551</b>	<b>6293968</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4727110	3923814	83.0066	3859618	64196	98.3639	1.6361
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3923814</b>	<b>83.0066</b>	<b>3859618</b>	<b>64196</b>	<b>98.3639</b>	<b>1.6361</b>
Public Non Institutions	E-Voting	21591014	10133190	46.9324	10132404	786	99.9922	0.0078
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10133190</b>	<b>46.9324</b>	<b>10132404</b>	<b>786</b>	<b>99.9922</b>	<b>0.0078</b>
<b>Total</b>		<b>32621227</b>	<b>20350972</b>	<b>62.3857</b>	<b>20285990</b>	<b>64982</b>	<b>99.6807</b>	<b>0.3193</b>

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.

Invalid Votes: There were no invalid votes.



**SCRUTINIZER'S REPORT**

*[Pursuant to Section 110 of the Companies Act, 2013 and  
Rule 20 and 22 of Companies (Management and Administration) Rules, 2014]*

To,

**The Chairman**

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

Dear Sirs,

**Sub: Scrutinizer's Report for passing of resolution through Postal Ballot (remote e-voting).**

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 postal ballot ("remote e-voting") in terms of the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 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 in the Notice of Postal Ballot dated 13<sup>th</sup> May, 2022 ("Notice") issued by the Company in accordance with General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, Circular No. 20/2021 dated 08<sup>th</sup> December, 2021 and General Circular No. 3/2022 dated 05<sup>th</sup> May, 2022, respectively issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars").

1. The Postal Ballot conducted through remote e-voting in terms of MCA Circulars, has been completed and now I submit my report as under:
  - 1.1 The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including the above-mentioned MCA Circulars and the Regulations. Our responsibility as Scrutinizer is restricted to make Scrutinizer's Report of the votes cast 'in favor' and 'against' the resolution(s) stated in the Notice.



Mannish L. Ghia



- 1.2 The Company had availed the e-voting platform/facility offered by Central Depository Services (India) Limited (hereinafter referred to as 'CDSL') for conducting Postal Ballot process through remote e-voting.
- 1.3 The Company on Wednesday, 18<sup>th</sup> May, 2022, completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on the cut-off date being, Friday, 13<sup>th</sup> May, 2022.
- 1.4 As per applicable provisions of the rules, the Company had published an advertisement about completion of dispatch of Notice as above, provision of remote e-voting facility and other mandated particulars in English Newspaper "Financial Express" and Marathi Newspaper "Loksatta" on Wednesday, 19<sup>th</sup> May, 2022.
- 1.5 The remote e-voting period commenced on Thursday, 19<sup>th</sup> May, 2022, 9:00 a.m. (IST) onwards and ended on Friday, 17<sup>th</sup> June, 2022 at 5.00 p.m. (IST).
- 1.6 Votes cast through remote e-voting till 5.00 p.m. on Friday, 17<sup>th</sup> June, 2022, being the last date and time fixed by the Company for voting, are considered for my scrutiny.
- 1.7 The e-voting module was disabled by CDSL on Friday, 17<sup>th</sup> June, 2022 after 5.00 p.m. and as required under the rules the votes cast under the remote e-voting facility during the Postal Ballot period, were unblocked in the presence of Mr. Bhavya Gala and Ms. Heena Dhameja who are not in employment with the Company; thereafter the data of remote 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, 13<sup>th</sup> May, 2022.
- 1.8 The remote e-voting data was scrutinized for verification of votes cast in favor and against the resolution.



*Manish Ghia*



2. The summary of the voting through remote e-voting is as follows:

**Resolution No.1: Ordinary Resolution**

**Increase in Authorised Share Capital of the Company and Consequential Alteration of Memorandum of Association of the Company**

(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
671	20285385	99.68%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
37	65332	0.32%

(iii) Invalid votes:

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

**Resolution No.2: Ordinary Resolution**

**Issue of Bonus Shares**

(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
705	20285990	99.68%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	64982	0.32%

(iii) Invalid votes:

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



*Manish Ghia*



You may accordingly declare the result of the remote e-voting by Postal Ballot.

Thanking You,

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



*Mannish L. Ghia*

CS Mannish L. Ghia  
Partner

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

Place: Mumbai  
Date: 18<sup>th</sup> June, 2022  
UDIN: F006252D000503232

Countersigned by

*Nitish Mittersain*

Nitish Mittersain  
Joint Managing Director  
DIN: 02347434  
Nazara Technologies Limited



Place: Mumbai  
Date: 18<sup>th</sup> June, 2022