



TRANSCRIPT OF 23RD ANNUAL GENERAL MEETING (AGM) OF NAZARA TECHNOLOGIES LIMITED HELD THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS ON THURSDAY, SEPTEMBER 29, 2022 WHICH COMMENCED AT 02.10 P.M. (IST) AND CONCLUDED AT 02:45 P.M. (IST):

<p>Mr. Pravesh Palod: (Company Secretary & Compliance Officer)</p>	<p>Good afternoon, members, myself Pravesh Palod, Company Secretary and Compliance Officer of Nazara Technologies Limited, welcome all the members to the 23rd Annual General Meeting of Nazara Technologies Limited.</p> <p>Members may note that this Annual General Meeting is being held through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India.</p> <p>On behalf of the Chairman, Mr. Vikash Mittersain, who is present with us, I welcome, all the Directors, and Senior Executives of the Company attending this meeting through Video Conference from their respective location. Let me now introduce the Directors and Senior Executives present in this meeting, starting with:</p> <ul style="list-style-type: none">• Mr. Vikash Mittersain, Chairman and Managing Director• Mr. Nitish Vikash Mittersain, Joint Managing Director• Ms. Shobha Jagtiani, Independent Director and Chairperson of Stakeholder's Relationship Committee• Mr. Probir Roy, Independent Director and Chairperson of Nomination and Remuneration Committee• Mr. Rajiv Agarwal, Non-executive Director• Mr. Manish Agrawal, Chief Executive Officer• Mr. Rakesh Shah, Chief Financial Officer• Mr. Sasha Mirchandani, Independent Director <p>We also have with us:</p> <ul style="list-style-type: none">• Ms. Vishakha Sharma and Mr. Mehernosh Amaria representing Walker Chandiok & Co. LLP, Chartered Accountants, Statutory Auditors of the Company.• Mr. Mannish Ghia representing Manish Ghia & Associates, Scrutinizers for the meeting.• Mr. Harish Bora and Ms. Nikita Chirania representing MG Consulting Private Limited who are Secretarial Consultants for the Company.• Mr. Kuldeep Jain, Independent Director of the Company and the Chairman of the Audit Committee.
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	<p>As the requisite quorum being present, with the permission of the Chairman, the meeting is called to order.</p> <p>Before I hand over the proceedings to the Chairman to declare the meeting as open, as the meeting is being held through Video Conferencing, I would like to take you through certain points.</p> <ul style="list-style-type: none">• The Company has tied up with the Central Depository Services Limited to provide facility for e-voting and participation in the AGM through Video Conference or Other Audio-Visual Means.• The soft copy of Annual Report has been sent to all the Members to their e-mail addresses as registered with the Company and RTA for communication purposes.• As mentioned in the notice, the facility of participation at the AGM through video conferencing or other audio/visual means has been made available on first come first serve basis.• The Register of Directors and KMP and the Register of Contracts or Arrangements, and other documents, as mentioned in the notice are available for inspection with the prior notice to the Company.• During the question and answer session, the names of the speaker shareholders who have registered themselves with the Company to express their views or ask any questions will be announced one by one and thereafter the host of the meeting shall unmute them and thereafter the person shall be allowed to speak. Each speaker will be given 3 minutes and I request each speaker to adhere to this time limit. <p>Now I request our Chairman, Mr. Vikash Mittersain to address the shareholders and conduct the proceedings of the meeting.</p>
<p>Mr. Vikash Mittersain: (Chairman)</p>	<p>Good Afternoon everyone. I extend very warm welcome to all of you at this 23rd Annual General Meeting of the Company. I hope you all are in good health and keeping yourself safe. I would like to thank you all for sparing time to join us today and for your continued faith in Nazara and its management.</p> <p>Our Company Secretary has confirmed the presence of requisite quorum. Participation of members through video conferencing has been also allowed and reckoned for the purpose of quorum as per the circulars issued by MCA.</p> <p>Now I call this meeting to order and request Mr. Pravesh Palod, our Company Secretary & Compliance Officer to proceed with the AGM proceedings.</p>



Mr. Pravesh Palod:
(Company Secretary &
Compliance Officer)

Thank you so much, Sir.

The Company has received two letters authorizing representatives to attend the meeting in respect of 1,50,29,622 equity shares representing 22.89% of the paid up capital of the Company.

As the AGM is being held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register is not available for the inspection.

As per the provisions of Section 108 of the Companies Act, 2013 read the Companies (Management and Administrative) Rules, 2014 as amended from time to time, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended from time to time the Company has provided remote electronic voting facility to its members, administered by CDSL, in respect of the resolutions to be passed at this Meeting.

The remote e-voting commenced at 9.00 am on Saturday, September 24, 2022 and ended at 5.00 pm on Wednesday, September 28, 2022.

Further, the facility for voting through e-voting system is available during the continuation of this Meeting for Members who have not cast their vote prior to the Meeting.

Further, Members who have already cast their votes by remote e-voting are not entitled to cast their votes again during the Meeting.

We have appointed Manish Ghia & Associates, Company Secretaries, Mumbai as a Scrutinizer to scrutinize the process of remote e-voting held prior and during the AGM in a fair and transparent manner and provide the consolidated result.

The Statutory Auditors, Walker Chandiok & Co. LLP, Chartered Accountants, have expressed unqualified opinions in the Standalone & Consolidated audit reports for the financial year 2021-2022. There are no qualifications, observations or adverse comments on Standalone financial statements and matters, which have any material bearing on the functioning of the Company. Hence, the said reports are not required to be read.

We have 2 Ordinary Businesses:

Item No. 1

The first item of the Agenda is to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the



	<p>financial year ended March 31, 2022, together with the Report of the Auditors thereon.</p> <p><u>Item No. 2</u></p> <p>Our Second item of the Agenda is to appoint a Director in place of Mr. Nitish Vikash Mittersain, who retires by rotation and being eligible, offers himself for re-appointment.</p> <p>We have now tabled both the agenda items. I now request Mr. Manish Agarwal, the CEO of our Company to open the floor for the speaker shareholders who have registered their names to ask questions or express their views.</p> <p>Over to you, Manish Sir...</p>
<p>Mr. Manish Agarwal: (Chief Executive Officer)</p>	<p>Yeah. Thanks Pravesh. Welcome everyone.</p> <p>Happy to really take questions and to the best of my capability, I'll be happy to answer them.</p>
<p>Mr. Pravesh Palod: (Company Secretary & Compliance Officer)</p>	<p>Bhushan, can you please read out the name of the speaker?</p>
<p>Mr. Bhushan Wankhade (Moderator)</p>	<p>Kaushik Shahukar</p>
<p>Mr. Manish Agarwal: (Chief Executive Officer)</p>	<p>Sorry Bhushan.</p>
<p>Mr. Bhushan Wankhade (Moderator)</p>	<p>The speaker shareholder you are talking about right.</p>
<p>Mr. Pravesh Palod: (Company Secretary & Compliance Officer)</p>	<p>Right</p>
<p>Mr. Manish Agarwal: (Chief Executive Officer)</p>	<p>Yes</p>
<p>Mr. Bhushan Wankhade (Moderator)</p>	<p>We have Mr. Kaushik Shahukar, host please unmute them.</p>
<p>Mr. Kaushik Shahukar: (Speaker)</p>	<p>I'm audible?</p>
<p>Mr. Manish Agarwal: (Chief Executive Officer)</p>	<p>Yes, Kaushik ji aap audible hai.</p>
<p>Mr. Kaushik Shahukar: (Speaker)</p>	<p>Ok, good afternoon everyone. First of all, I would like to thanks the Board of Directors for giving me an opportunity to speak in this forum. Many of you will remember me from the conversation of past so I will keep both may ask and introduction a brief.</p>



	<p>Myself Kaushik Shahukar, a Qualified and a Practicing Chartered Accountant from Mumbai. I have been suffering from Dystonia which has landed 55% of my body paralyzed, impacting my right hand, my right leg and my speech.</p> <p>While I have not let that come in my way of becoming a Chartered Accountant and practicing, I do request for support in helping me continue to be self-reliant. I hope I'm still audible till now.</p>
Mr. Manish Agarwal: (Chief Executive Officer)	Yes, Kaushik ji.
Mr. Kaushik Shahukar: (Speaker)	<p>Thank you. I was optimistic after our conversation we had last time about me working for our organization on certification work including form 15 CB. However, nothing has progressed since. While I understand things have not progressed through the pandemic situation last year, I do hope that after our conversation today, our organization will engage me in seriousness possible.</p> <p>Thank you for the opportunity to speak today and I hope to see a positive moment forward with ask. Sir, actually appreciated if a company can do something, at least something about me.</p> <p>Thank you. Thank you so much.</p>
Mr. Manish Agarwal: (Chief Executive Officer)	<p>Kaushik ji, thank you and I will request Pravesh after this call to get in touch with you and then we will just take it forward as the best effort we can do.</p> <p>So Pravesh will definitely contact you within the next week itself.</p>
Mr. Kaushik Shahukar: (Speaker)	Thank you. Thank you so much, Sir.
Mr. Manish Agarwal: (Chief Executive Officer)	Thank you. Kaushik ji.
Mr. Bhushan Wankhade (Moderator)	Next speaker shareholder is Mr. Mukesh Chandiramani. Host please unmute him. Mr. Mukesh ji you can speak now.
Mr. Pravesh Palod: (Company Secretary & Compliance Officer)	Is he there?
Mr. Bhushan Wankhade (Moderator)	He's there, but he's not responding.
Mr. Manish Agarwal: (Chief Executive Officer)	Shall we move to the next one and he can come back later?
Mr. Pravesh Palod: (Company Secretary & Compliance Officer)	Yeah, so only two speakers. Manish Sir you can continue.
Mr. Manish Agarwal: (Chief Executive Officer)	Yeah, I think Mukesh ji ka shayad speaker nahi chalra hai. To Mukesh ji agar aap sunn rahe hai to, agar aap question puch sakte hai to bahoot achha hoga.



	<p>We'll be happy to hear your question and answer that.</p> <p>I'll take few seconds more. I'll wait for that.</p> <p>Mukesh ji apka question hume baadme be puch sakte hai, yehi ek mauka nahi hai. Pravesh ko aap apna questions puch lijiye or humlog apko uska answer denge.</p> <p>Thank you all of the shareholders, your company continues to do very, very well.</p> <p>This is AGM for the last financial year. You have seen our first quarter results, we had a 70% growth in revenue. Our quarter two and the first half results will be out in October and with the grace of god and all the effort of the team and everybody around us, we continue to really create value for our shareholders and we would be happy to give you detailed first half results in October and look forward to interacting with all of you.</p> <p>Wishing you a very happy Diwali and Dussehra in advance and thank you for joining Nazara's AGM. Over to you, Pravesh.</p>
<p>Mr. Pravesh Palod: (Company Secretary & Compliance Officer)</p>	<p>Thank you, Sir. Thank you so much.</p> <p>With this we come to an end of the meeting. Members may note that the voting on the CDSL platform will continue to be available for the next 15 minutes and thereafter it shall be disabled.</p> <p>Kindly note that the e-voting results will be announced within 2 working days from the conclusion of the AGM in compliance with Regulation 44 of SEBI Listing Obligations and Disclosure Requirements. The same shall be intimated to Stock exchanges and will also be available on the website of the Company.</p> <p>As we have considered all the matters. Now, I request Mr. Nitish Mittersain, Joint Managing Director to kindly propose vote of thanks and request him to deliver the Conclusion Statements to our members.</p>
<p>Mr. Nitish Mittersain (Joint Managing Director)</p>	<p>Thank you Pravesh.</p> <p>On behalf of the entire Board of Directors of Nazara, I express my gratitude to our valued shareholders for attending this meeting and making it a success.</p> <p>As we have dealt with all the items of agenda, I declare the meeting now as concluded and I thank all the shareholders, directors, our team and auditors and all other stakeholders of the Company for attending the meeting. I along with other Directors would leave the meeting now.</p>



	Thank you very much... Goodbye!!
Mr. Pravesh Palod: (Company Secretary & Compliance Officer)	Thank you so much....

Thereafter, the Meeting concluded at 2:45 P.M. (IST) after allowing time for e-voting at AGM.