

January 02, 2023

**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,

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 December 30, 2022 along with Consolidated Scrutinizer’s Report

We wish to inform you that the Extraordinary General Meeting (EGM) was held on Friday, December 30, 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.

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

Pravesh Palod
Company Secretary & Compliance Officer
M. No. A57964

Encl.: as above

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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,

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 Friday, 30th December, 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 ('the SEBI Listing Regulations') in a fair and transparent manner, for passing of the resolution as mentioned under item numbers 1 to 5 as set out in the notice of EGM dated 7th December, 2022 ("Notice"), issued by the Company in accordance with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 08th December, 2021 and General Circular No. 3/2022 dated 05th May, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA 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 Friday, 30th December, 2022 at 12:00 P.M. (IST). However, the meeting commenced at 12.05 P.M. (IST) after ascertaining the requisite quorum.
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 a Scrutinizer for e-voting process is restricted to make Consolidated Scrutinizers 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 ('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.

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 Thursday, 08th December, 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 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, 02nd December, 2022.
4. As per the provisions of MCA Circulars, the Company has published a Public Notice dated 07th December, 2022, which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Thursday, 8th December, 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 08th December, 2022, which was published in the English newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Friday, 09th December, 2022 regarding completion of dispatch of Notice of meeting through email and providing e-voting facility.
6. In terms of the aforesaid Notice, remote e-voting period was kept open for 5 (five) days from Sunday, 25th December, 2022 (9:00 A.M. IST) till Thursday, 29th December, 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., Friday, 23rd December, 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. The remote e-voting module was disabled by CDSL on Thursday, 29th December, 2022 after 5:00 p.m. 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 Ms. Dhvani Shah and Ms. Nikita Chaudhary 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, 23rd December, 2022.
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. The summary of the e-voting process is as follows:



Special Business:

Resolution No. 1: Special Resolution

Re-appointment of Mr. Probir Roy (DIN: 00111961) as an Independent Director 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
292	40158183	99.72

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	111977	0.28

(iii) Invalid votes:

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

Resolution No. 2: Special Resolution

Re-appointment of Ms. Shobha Haresh Jagtiani (DIN: 00027558) as an Independent Director 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
296	40269131	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
27	1029	0.01

(iii) Invalid votes:

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



Resolution No. 3: Special Resolution

Re-appointment of Mr. Sasha Gulu Mirchandani (DIN: 01179921) as an Independent Director 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
282	37307018	92.64

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
41	2963142	7.36

(iii) Invalid votes:

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

Resolution No. 4: Special Resolution

Re-appointment of Mr. Vikash Pratapchand Mittersain (DIN:00156740) as the Managing Director 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
296	40254568	99.96

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
29	15592	0.04

(iii) Invalid votes:

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



Resolution No. 5: Special Resolution

Re-designation of Mr. Nitish Vikash Mittersain (DIN: 02347434) as the Joint Managing Director & Chief Executive Officer of the Company with effect from December 1, 2022 and his re-appointment as the Joint Managing Director & Chief Executive Officer of the Company w.e.f January 17, 2023.

(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
293	40051861	99.46

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	218299	0.54

(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/ Compliance Officer of the Company for safe keeping.

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: 2nd January, 2023
UDIN: F006252D002855439

Countersigned by

Vikash Mittersain
Managing Director
DIN: 00156740
Nazara Technologies Limited

Place: Mumbai
Date: 02.01.2023

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	Friday, December 30, 2022
Total No. of Shareholders as on Cut-off date for voting purpose i.e., December 23, 2022	199358
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	29



1. SPECIAL BUSINESS

Resolution No. 1

Particulars			Special Resolution: Re-appointment of Mr. Probir Roy (DIN: 00111961) as an Independent Director 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	12606206	12584436	99.8273	12584436	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		12584436	99.8273	12584436	0	100	0
Public Institutions	E-Voting	10747603	6437504	59.8971	6326499	111005	98.2757	1.7243
	Poll*		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6437504	59.8971	6326499	111005	98.2757	1.7243
Public Non Institutions	E-Voting	42524373	21247641	49.9658	21246669	972	99.9954	0.0046
	Poll*		579	0.0014	579	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		21248220	49.9672	21247248	972	99.9954	0.0046
Total		65878182	40270160	61.1282	40158183	111977	99.7219	0.2781

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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Fax: +91-22-22810606 E-mail: info@nazara.com Website: www.nazara.com CIN: L72900MH1999PLC122970

2. SPECIAL BUSINESS

Resolution No. 2

Particulars			Special Resolution: Re-appointment of Ms. Shobha Haresh Jagtiani (DIN: 00027558) as an Independent Director 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	12606206	12584436	99.8273	12584436	0	100	0
	*Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		12584436	99.8273	12584436	0	100	0
Public Institutions	E-Voting	10747603	6437504	59.8971	6437504	0	100	0
	*Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6437504	59.8971	6437504	0	100	0
Public Non Institutions	E-Voting	42524373	21247641	49.9658	21246612	1029	99.9952	0.0048
	*Poll		579	0.0014	579	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		21248220	49.9672	21247191	1029	99.9952	0.0048
Total		65878182	40270160	61.1282	40269131	1029	99.9974	0.0026
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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3. SPECIAL BUSINESS

Resolution No. 3

Particulars			Special Resolution: Re-appointment of Mr. Sasha Gulu Mirchandani (DIN: 01179921) as an Independent Director 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	12606206	12584436	99.8273	12584436	0	100	0
	*Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		12584436	99.8273	12584436	0	100	0
Public Institutions	E-Voting	10747603	6437504	59.8971	3475378	2962126	53.9864	46.0136
	*Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6437504	59.8971	3475378	2962126	53.9864	46.0136
Public Non Institutions	E-Voting	42524373	21247641	49.9658	21246625	1016	99.9952	0.0048
	*Poll		579	0.0014	579	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		21248220	49.9672	21247204	1016	99.9952	0.0048
Total		65878182	40270160	61.1282	37307018	2963142	92.6418	7.3582

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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4. SPECIAL BUSINESS

Resolution No. 4

Particulars			Special Resolution: Re-appointment of Mr. Vikash Pratapchand Mittersain (DIN:00156740) as the Managing Director 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	12606206	12584436	99.8273	12584436	0	100	0
	*Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		12584436	99.8273	12584436	0	100	0
Public Institutions	E-Voting	10747603	6437504	59.8971	6422928	14576	99.7736	0.2264
	*Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6437504	59.8971	6422928	14576	99.7736	0.2264
Public Non Institutions	E-Voting	42524373	21247641	49.9658	21246625	1016	99.9952	0.0048
	*Poll		579	0.0014	579	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		21248220	49.9672	21247204	1016	99.9952	0.0048
Total		65878182	40270160	61.1282	40254568	15592	99.9613	0.0387
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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5. SPECIAL BUSINESS

Resolution No. 5

Particulars			Special Resolution: Re-designation of Mr. Nitish Vikash Mittersain (DIN: 02347434) as the Joint Managing Director & Chief Executive Officer of the Company with effect from December 1, 2022 and his re-appointment as the Joint Managing Director & Chief Executive Officer of the Company w.e.f January 17, 2023					
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	12606206	12584436	99.8273	12584436	0	100	0
	*Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		12584436	99.8273	12584436	0	100	0
Public Institutions	E-Voting	10747603	6437504	59.8971	6220265	217239	96.6254	3.3746
	*Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6437504	59.8971	6220265	217239	96.6254	3.3746
Public Non Institutions	E-Voting	42524373	21247641	49.9658	21246581	1060	99.9950	0.0050
	*Poll		579	0.0014	579	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		21248220	49.9672	21247160	1060	99.9950	0.0050
Total		65878182	40270160	61.1282	40051861	218299	99.4579	0.5421

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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