



TRANSCRIPT OF EXTRAORDINARY GENERAL MEETING (EGM) OF NAZARA TECHNOLOGIES LIMITED HELD THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS ON FRIDAY, DECEMBER 30, 2023, WHICH COMMENCED AT 12.05 P.M. (IST) AND CONCLUDED AT 12:35 P.M. (IST):

<p>Mr. Pravesh Palod: (Company Secretary & Compliance Officer)</p>	<p>Welcome all the shareholders. Good afternoon, ladies, and gentlemen, I am Pravesh Palod, Company Secretary & Compliance Officer of Nazara Technologies Limited, welcome you all to the Extraordinary General Meeting of the Company.</p> <p>Members may note that the Extraordinary 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 and Managing Director, 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:</p> <ul style="list-style-type: none">• Mr. Vikash Mittersain, Chairman & Managing Director of the Company;• Mr. Nitish Vikash Mittersain, Joint Managing Director and Chief Executive Officer of the Company;• Mr. Rajiv Agarwal, Non-Executive Director of the Company;• Ms. Shobha Jagtiani, Independent Director and Chairperson of Stakeholder’s Relationship Committee;• Mr. Probir Roy, Independent Director and Chairperson of Nomination, Remuneration and Compensation Committee;• Mr. Kuldeep Jain, Independent Director of the Company and the Chairperson of the Audit Committee;• Mr. Rakesh Shah, Chief Financial Officer of the Company;• Mr. Sudhir Kamath, Chief Operating Officer of the Company and• Ms. Anupriya Das, Head of Corporate Development. <p>Mr. Sasha Mirchandani, Independent Director of the Company, could not attend the meeting due to pre-occupation and he has conveyed his sincere apology to the Members.</p> <p>I would further like to inform you the presence of:</p> <ul style="list-style-type: none">• Mr. Mehernosh Amaria, who is representing M/s. Walker Chandio & Co. LLP, the Statutory Auditors of the Company;
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- Mr. Mannish Ghia, Representatives of M/s. Manish Ghia & Associates, Scrutinizers for the meeting.
- Mr. Harish Bora and Ms. Nikita Chirania, representative of MG Consulting Private Limited, who are Secretarial Consultants of the Company.

As the requisite quorum being present, with the permission of the Chairman, the meeting is called to order.

Before I hand over the proceedings to the Chairman to declare the meeting as open, as the meeting is being held through online mode, I would like to take you through certain points.

- The Company has tied up with Central Depository Services (India) Limited (CDSL) to provide facility for e-voting and participation in the EGM through Video Conference or Other Audio-Visual Means.
- The Notice of EGM has been sent to all the Members to their respective email addresses as registered with the Company and RTA for communication purposes.
- As mentioned in the notice, the facility of participation at the EGM through video conferencing or other audio/visual means has been made available on first come first serve basis.
- All the members joining this meeting are by default placed on mute mode.
- During the question/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.

Now I request our Chairman, Mr. Vikash Mittersain to address the shareholders and conduct the proceedings of the meeting.

Vikash Sir, over to you....



<p>Mr. Vikash Mittersain: (Chairman)</p>	<p>Thank You, Pravesh.</p> <p>Good Morning everyone. I feel extremely honoured to welcome each of you to this Extra-Ordinary General Meeting of the Company. I hope all are in good health and keeping yourself safe. I would like to thank you all for sparing time to join us today.</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, as the requisite quorum is present I call this meeting to order and request Mr. Pravesh Palod, our Company Secretary & Compliance Officer to proceed with the EGM proceedings.</p>
<p>Mr. Pravesh Palod: (Company Secretary & Compliance Officer)</p>	<p>Thankyou Sir.</p> <p>The Company has received 2 letters from Body Corporate shareholders appointing and authorizing representative under Section 113 of the Companies Act, 2013 in respect of 1,50,29,622 Equity shares representing 22.86 % of the paid up capital of the Company.</p> <p>As the EGM 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.</p> <p>As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of 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.</p> <p>The remote e-voting commenced at 9.00 am on Sunday, December 25, 2022 and ended at 5.00 pm on Thursday, December 29, 2022.</p> <p>Further, the facility for voting through e-voting system is available during the continuance of this Meeting for Members who had not cast their vote prior to the Meeting.</p>



	<p>Further, Members who have already cast their votes by remote e-voting are not entitled to cast their vote again during the Meeting.</p> <p>We have appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the process of remote e-voting held prior and during the EGM in a fair and transparent manner and provide the consolidated result.</p> <p>As the Notice of this EGM has already been circulated to all the members, with your permission I take the Notice convening the meeting as read.</p> <p>We now take up the resolutions as set forth in the Notice. We will open the floor for any questions by the members after all resolutions are placed before the meeting:</p> <p><u>ITEM NO.1</u></p> <p>The first item of agenda is re-appointment of Mr. Probir Roy as an Independent Director of the Company.</p> <p><u>ITEM NO. 2</u></p> <p>The item no. 2 is re-appointment of Ms. Shobha Haresh Jagtiani as an Independent Director of the Company.</p> <p><u>ITEM NO. 3</u></p> <p>The third item is re-appointment of Mr. Sasha Gulu Mirchandani as an Independent Director of the Company.</p> <p>Since our Chairman, Mr. Vikash Mittersain is deemed to be interested on next two agenda items, with the permission of Chairman, I would request Ms. Shobha Jagtiani, Non-Executive - Independent Director and Chairperson of Stakeholder Relationship Committee of the Company, to take the Chair.</p>
<p>Ms. Shobha Jagtiani: (Interim Chairperson)</p>	<p>Thank you, I give my assent for taking the Chair and I request Pravesh to continue the proceedings of the meeting.</p>
<p>Mr. Pravesh Palod:</p>	<p>Thank you, Madam!</p>



<p>(Company Secretary & Compliance Officer)</p>	<p>The next two agenda items are:</p> <p><u>ITEM NO. 4</u></p> <p>The fourth item of agenda is re-appointment of Mr. Vikash Pratapchand Mittersain as the Managing Director of the Company.</p> <p><u>ITEM NO. 5</u></p> <p>The fifth item is for the re-designation of Mr. Nitish Vikash Mittersain 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.</p> <p>The text of resolution along with explanatory statement of all the items of agenda is provided in the Notice circulated to all the members.</p> <p>Now, I request Mr. Vikash Sir to take the Chair again.</p> <p>We have now tabled all the agenda items. I now request Mr. Nitish Mittersain, the Joint Managing Director and 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, Nitish Sir....</p>
<p>Mr. Nitish Mittersain: (Jt. Managing Director and CEO)</p>	<p>Thanks Pravesh, Welcome everyone.</p> <p>I, along with the Rakesh Shah, our CFO and Sudhir Kamath, our COO will be happy to take any questions that speaker shareholders may have.</p> <p>Please be brief in your questions and over to your Pravesh.</p>
<p>Mr. Pravesh Palod: (Company Secretary & Compliance Officer)</p>	<p>Host, can you unmute the speaker shareholders?</p>
<p>Host:</p>	<p>Only one shareholder joined Mr. Mukesh Chandiramani.</p>
<p>Mr. Pravesh Palod (Company Secretary & Compliance Officer)</p>	<p>Ok, Please unmute him !</p>



Host	We sent the request, but no response from Mukesh Sir.
Mr. Pravesh Palod: (Company Secretary & Compliance Officer)	Mr. Mukesh, can you hear us?
Mr. Mukesh Chandiramani: (Speaker Shareholder)	Hello! Hello!
Mr. Pravesh Palod: (Company Secretary & Compliance Officer)	Yes, yes, Mr. Mukesh, we can hear you.
Mr. Mukesh Chandiramani: (Speaker Shareholder)	Good morning, Board of directors, employees, and shareholders of the Company, just the good wishes for the Company and the bright future for the Company. Thank you.
Mr. Nitish Mittersain: (Jt. Managing Director and CEO)	Thank you very much Mr. Mukesh Ji, and thank you for logging in.
Mr. Pravesh Palod: (Company Secretary & Compliance Officer)	Host, is there anyone else? We'll wait for one more minute only, if there is anyone.
Host	Ms. Elizabeth and Mr. Sarvjeet have not joined.
Mr. Pravesh Palod: (Company Secretary & Compliance Officer)	Okay. So shall we go ahead? Nitish Sir.
Mr. Nitish Mittersain: (Jt. Managing Director and CEO)	Yeah, I would thank everyone and call Pravesh to proceed with next steps.
Mr. Pravesh Palod: (Company Secretary & Compliance Officer)	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. Kindly note that the e-voting results will be announced within 2 working days from the conclusion of the EGM 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 and on the website of CDSL. As we have considered all the matters. Now, I request Nitish Mittersain to kindly propose the vote of thanks.
Mr. Nitish Mittersain: (Jt. Managing Director and CEO)	Thank you Pravesh. On behalf of the entire Board of Directors of Nazara, I would like to express my whole-hearted gratitude to our valued shareholders for their support.



	<p>As we have dealt with all the items of agenda, I declare the meeting now as concluded and I thank everyone for participating today. I along with all Directors would leave the meeting now.</p> <p>Wish everyone a fantastic 2023 ahead.</p> <p>Thank you very much....</p> <p>Goodbye!!</p>
<p>Mr. Pravesh Palod: (Company Secretary & Compliance Officer)</p>	<p>Thank you so much....</p>

Thereafter, the Meeting concluded at 12:35 P.M. (IST) after allowing time for e-voting at EGM.