

**October 01, 2022**

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001.  
**Scrip Code: 543280**

**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 23<sup>rd</sup> Annual General Meeting of the Company held on September 29, 2022 along with Consolidated Scrutinizer's Report**

We wish to inform you that the 23<sup>rd</sup> Annual General Meeting (AGM) was held on Thursday, September 29, 2022 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, both the resolutions contained in the Notice of AGM have been duly passed by the Members with requisite majority.

Pursuant to applicable provisions of the SEBI 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](http://www.nazara.com).

This is for your information and records.

Thanking You,

Yours Faithfully,

For **Nazara Technologies Limited**

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PRAVESH PALOD  
Date: 2022.10.01  
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**Pravesh Palod**

**Company Secretary & Compliance Officer**

**M. No. A57960**

**Encl.: as above**

India | Middle East | Africa | Europe

**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 23<sup>rd</sup> 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 Thursday, 29<sup>th</sup> September, 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 regulations') in a fair and transparent manner, for passing of the resolution as mentioned under item numbers 1 & 2 as set out in the notice of AGM dated 29<sup>th</sup> August, 2022 ("Notice"), issued by the Company in accordance with General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, General Circular No. 21/2021 dated 14<sup>th</sup> December, 2021 and General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated 15<sup>th</sup> January, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India (hereinafter referred to as "SEBI Circulars") for convening the AGM of its members through VC / OAVM on Thursday, 29<sup>th</sup> September, 2022 at 02:00 P.M. (IST). However, the meeting commenced at 02.10 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 AGM on the resolution contained in the aforesaid Notice of AGM of the members of the Company. My responsibility as Scrutinizer 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)



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Date: 2022.10.01  
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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 AGM, 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 Wednesday, 07<sup>th</sup> September, 2022 in terms of the MCA and SEBI 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, 02<sup>nd</sup> September, 2022.
4. As per the provisions of MCA Circulars, the Company has published a Public Notice dated 29<sup>th</sup> August, 2022, which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Wednesday, 31<sup>st</sup> August, 2022 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 07<sup>th</sup> September, 2022, which was published in the English newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Thursday, 08<sup>th</sup> September, 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 Saturday, 24<sup>th</sup> September, 2022 (9:00 A.M. IST) till Wednesday, 28<sup>th</sup> September, 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., Thursday, 22<sup>nd</sup> September, 2022.
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 Wednesday, 28<sup>th</sup> September, 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 AGM and e-voting facility during the AGM were unblocked in the presence of Mr. Dhiraj Poojary and Ms. Heena Dhameja and 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., Thursday, 22<sup>nd</sup> September, 2022.
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 31<sup>st</sup> March, 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 financial year ended 31<sup>st</sup> March, 2022, 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 526                     | 31609169                           | 99.9996                               |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 8                       | 134                                | 0.0004                                |

(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. Nitish Vikash Mittersain (DIN: 02347434), 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 485                     | 30507426                           | 96.5141                               |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 52                      | 1101881                            | 3.4859                                |

(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/ Compliance Officer of the Company for safe keeping.

Thanking You



**Place: Mumbai**  
**Date: 30<sup>th</sup> September, 2022**  
**UDIN: F00625D001099951**

**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**

**Countersigned by**

A handwritten signature in black ink, appearing to read "Pravesh Palod".

**Pravesh Palod**  
**Company Secretary & Compliance Officer**  
**M. No. A57960**  
**Nazara Technologies Limited**



**Place: Mumbai**  
**Date: October 01, 2022**

## Annexure B

### Voting Results of 23<sup>rd</sup> 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                                                           | Thursday, September 29, 2022 |
| Total No. of Shareholders as on Cut-off date for voting purpose i.e., September 22, 2022 | 203950                       |
| <b>No. of shareholders present in meeting either in person or through proxy:</b>         |                              |
| Promoter & Promoter Group                                                                | Not Applicable               |
| Public Shareholders                                                                      | Not Applicable               |
| <b>No. of shareholders attended the meeting through Video Conferencing:</b>              |                              |
| Promoter & Promoter Group                                                                | 5                            |
| Public Shareholders                                                                      | 41                           |

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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

## 1. ORDINARY BUSINESS

### Resolution No. 1

| Particulars                                                                                                                                                                                                         |                |                    | Ordinary Resolution:<br>To receive, consider and adopt:<br>a) the Audited Standalone 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<br>b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, 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       | 12606206           | 12584436                                                                                                                                                                                                                                                                                                                                                                                                                  | 99.8273                                 | 12584436                 | 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>12584436</b>                                                                                                                                                                                                                                                                                                                                                                                                           | <b>99.8273</b>                          | <b>12584436</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions                                                                                                                                                                                                 | E-Voting       | 10182419           | 5743139                                                                                                                                                                                                                                                                                                                                                                                                                   | 56.4025                                 | 5743139                  | 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>5743139</b>                                                                                                                                                                                                                                                                                                                                                                                                            | <b>56.4025</b>                          | <b>5743139</b>           | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions                                                                                                                                                                                             | E-Voting       | 42965983           | 13281699                                                                                                                                                                                                                                                                                                                                                                                                                  | 30.9121                                 | 13281565                 | 134                    | 99.9990                              | 0.0010                             |
|                                                                                                                                                                                                                     | Poll*          |                    | 29                                                                                                                                                                                                                                                                                                                                                                                                                        | 0.0001                                  | 29                       | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                                                                                                                     | Postal Ballot  |                    | 0                                                                                                                                                                                                                                                                                                                                                                                                                         | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                                                                                                                                                                     | <b>Total</b>   |                    | <b>13281728</b>                                                                                                                                                                                                                                                                                                                                                                                                           | <b>30.9122</b>                          | <b>13281594</b>          | <b>134</b>             | <b>99.9990</b>                       | <b>0.0010</b>                      |
| <b>Total</b>                                                                                                                                                                                                        |                | <b>65754608</b>    | <b>31609303</b>                                                                                                                                                                                                                                                                                                                                                                                                           | <b>48.0716</b>                          | <b>31609169</b>          | <b>134</b>             | <b>99.9996</b>                       | <b>0.0004</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. |                |                    |                                                                                                                                                                                                                                                                                                                                                                                                                           |                                         |                          |                        |                                      |                                    |

### \*E-voting at AGM

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. ORDINARY BUSINESS

### Resolution No 2.

| Particulars                                                                                                                                                                                                         |                |                    | Ordinary Resolution:<br>To appoint a Director in place of Mr. Nitish Vikash Mittersain (DIN: 02347434), 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       | 12606206           | 12584436                                                                                                                                                                                | 99.8273                                 | 12584436                 | 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>12584436</b>                                                                                                                                                                         | <b>99.8273</b>                          | <b>12584436</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions                                                                                                                                                                                                 | E-Voting       | 10182419           | 5743139                                                                                                                                                                                 | 56.4025                                 | 4642742                  | 1100397                | 80.8398                              | 19.1602                            |
|                                                                                                                                                                                                                     | *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>5743139</b>                                                                                                                                                                          | <b>56.4025</b>                          | <b>4642742</b>           | <b>1100397</b>         | <b>80.8398</b>                       | <b>19.1602</b>                     |
| Public Non Institutions                                                                                                                                                                                             | E-Voting       | 42965983           | 13281703                                                                                                                                                                                | 30.9121                                 | 13280219                 | 1484                   | 99.9888                              | 0.0112                             |
|                                                                                                                                                                                                                     | *Poll          |                    | 29                                                                                                                                                                                      | 0.0001                                  | 29                       | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                                                                                                                     | Postal Ballot  |                    | 0                                                                                                                                                                                       | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                                                                                                                                                                     | <b>Total</b>   |                    | <b>13281732</b>                                                                                                                                                                         | <b>30.9122</b>                          | <b>13280248</b>          | <b>1484</b>            | <b>99.9888</b>                       | <b>0.0112</b>                      |
| <b>Total</b>                                                                                                                                                                                                        |                | <b>65754608</b>    | <b>31609307</b>                                                                                                                                                                         | <b>48.0716</b>                          | <b>30507426</b>          | <b>1101881</b>         | <b>96.5141</b>                       | <b>3.4859</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. |                |                    |                                                                                                                                                                                         |                                         |                          |                        |                                      |                                    |

#### \*E-voting at AGM

Invalid Votes: There were no invalid votes.