

October 01, 2024

To
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

Subject: Intimation under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) - Voting Results of the 25th Annual General Meeting of Nazara Technologies Limited (“the Company”) held on Monday, September 30, 2024 along with Consolidated Scrutinizer’s Report

Dear Sir / Madam,

We wish to inform you that the 25th Annual General Meeting (“AGM”) of the Company was held on Monday, September 30, 2024 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, all the resolutions contained in the Notice of AGM 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 the 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

RAKESH
CHANDRAKANT
SHAH

Digitally signed by RAKESH
CHANDRAKANT SHAH
Date: 2024.10.01 23:27:58
+05'30'

Rakesh Shah
Chief Financial Officer

Encl.: as above

Annexure A

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/Madam,

Sub: Consolidated Scrutinizer's Report for passing of resolutions through remote e-voting & e-voting by the Members during the 25th 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 Monday, 30th September, 2024 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 the 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 4 as set out in the Notice of AGM dated 05th September, 2024 ("Notice") issued by the Company in accordance with General Circular dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 05th May, 2022, 28th December, 2022 and 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2023, 05th January, 2023 and 07th October, 2023 issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI Circulars"), and in compliance with the provisions of the Act and the SEBI Listing Regulations for convening the AGM of its members through VC / OAVM on Monday, 30th September, 2024 at 11:30 A.M. (IST). After ascertaining the requisite quorum, the meeting commenced at 11:35 A.M. (IST).
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 the Scrutinizer is restricted to make Consolidated Scrutinizer's 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 AGM 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 addresses were registered with the Registrar and Share Transfer Agent / Company / Depositories, on Saturday, 08th September, 2024 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 Agents 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, 30th August, 2024.
4. As per the provisions of MCA Circulars, the Company has published a Public Notice dated 05th September, 2024, which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta", on Friday, 06th September, 2024 regarding the convening of the AGM through VC/OAVM and manner of registering the email ids of the members of the Company.
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 September, 2024, which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Mumbai Lakshdeep" on Monday, September 09, 2024 regarding completion of dispatch of Notice of the AGM through e-mail and providing e-voting facility.
6. In terms of the aforesaid Notice, remote e-voting period was kept open for 04 (four) days from Thursday, 26th September, 2024 (9:00 A.M. IST) till Sunday, 29th September, 2024 (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., Monday, 23rd September, 2024.
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 Sunday, 29th September, 2024 after 5:00 p.m. IST 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. Sneha Yadav 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. Monday, 23rd September, 2024.
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 March 31, 2024, 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 March 31, 2024, 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
283	43593750	99.9999

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	31	0.0001

(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
267	43116708	98.9056

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	477073	1.0944

(iii) Invalid votes:

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



Resolution No. 3: Ordinary Resolution

Appointment of M/s. M S K C & Associates, Chartered Accountants (Firm Registration No. 001595S) as the Statutory Auditors 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
279	43593550	99.9995

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	231	0.0005

(iii) **Invalid** votes:

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

Special Business**Resolution No. 4: Ordinary Resolution**

Appointment of Mr. Vivek Chopra (DIN: 10240558) as a Non-Executive and Non-Independent Director, liable to retire by rotation.

(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
247	41976087	96.2892

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
46	1617694	3.7108

(iii) **Invalid** votes:

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

Result: For resolution Nos. 1, 2, 3 and 4 - We report that the number of votes cast in favour are more than the number of votes cast against.



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 / Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking You



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

Mannish Ghia

CS Mannish L. Ghia
Partner

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

Place: Mumbai
Date: October 01, 2024
UDIN: F006252F001405474

Countersigned by

VIKASH
PRATAPCHAN
D MITTERSAIN
Digitally signed by
VIKASH PRATAPCHAND
MITTERSAIN
Date: 2024.10.01
23:25:53 +05'30'

Vikash Mittersain
Chairman & Managing Director
DIN: 00156740
Nazara Technologies Limited

Place: Mumbai
Date: October 1, 2024

Annexure B

Voting Results of 25th 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	Monday, September 30, 2024
Total No. of Shareholders as on Cut-off date for voting purpose i.e., September 23, 2024	147504
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	34

1. ORDINARY BUSINESS

Resolution No. 1

Particulars			Ordinary Resolution: To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, 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	7693546	7675936	99.7711	7675936	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
	Total		7675936	99.7711	7675936	0	100.0000	0.0000
Public Institutions	E-Voting	16706299	12365973	74.0198	12365973	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
	Total		12365973	74.0198	12365973	0	100.0000	0.0000
Public Non Institutions	E-Voting	52141795	23551515	45.1682	23551484	31	99.9999	0.0001
	Poll*		357	0.0007	357	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23551872	45.1689	23551841	31	99.9999	0.0001
Total		76541640	43593781	56.9543	43593750	31	99.9999	0.0001

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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2. ORDINARY BUSINESS

Resolution No 2.

Particulars			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.					
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	7693546	7675936	99.7711	7675936	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
	Total		7675936	99.7711	7675936	0	100.0000	0.0000
Public Institutions	E-Voting	16706299	12365973	74.0198	11889082	476891	96.1435	3.8565
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12365973	74.0198	11889082	476891	96.1435	3.8565
Public Non Institutions	E-Voting	52141795	23551515	45.1682	23551333	182	99.9992	0.0008
	Poll*		357	0.0007	357	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23551872	45.1689	23551690	182	99.9992	0.0008
Total		76541640	43593781	56.9543	43116708	477073	98.9056	1.0944
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.

3. ORDINARY BUSINESS

Resolution No 3.

Particulars			Ordinary Resolution: Appointment of M/s. M S K C & Associates, Chartered Accountants (Firm Registration No. 001595S) as the Statutory Auditors 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	7693546	7675936	99.7711	7675936	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
	Total		7675936	99.7711	7675936	0	100.0000	0.0000
Public Institutions	E-Voting	16706299	12365973	74.0198	12365973	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
	Total		12365973	74.0198	12365973	0	100.0000	0.0000
Public Non Institutions	E-Voting	52141795	23551515	45.1682	23551284	231	99.9990	0.0010
	Poll*		357	0.0007	357	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23551872	45.1689	23551641	231	99.9990	0.0010
Total		76541640	43593781	56.9543	43593550	231	99.9995	0.0005
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.

4. SPECIAL BUSINESS

Resolution No 4.

Particulars			Ordinary Resolution: Appointment of Mr. Vivek Chopra (DIN: 10240558) as a Non-Executive and Non-Independent Director, liable to retire by rotation.					
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	7693546	7675936	99.7711	7675936	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
	Total		7675936	99.7711	7675936	0	100.0000	0.0000
Public Institutions	E-Voting	16706299	12365973	74.0198	10748507	1617466	86.9200	13.0800
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12365973	74.0198	10748507	1617466	86.9200	13.0800
Public Non Institutions	E-Voting	52141795	23551515	45.1682	23551287	228	99.9990	0.0010
	Poll*		357	0.0007	357	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23551872	45.1689	23551644	228	99.9990	0.0010
Total		76541640	43593781	56.9543	41976087	1617694	96.2892	3.7108
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.