

Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)



September 22, 2021

**Head, Listing Compliance Department
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001.

Scrip Code: 543280

**Head 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

Sub: Intimation of Voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

We wish to inform you that the 22nd Annual General Meeting (AGM) was held on Monday, September 20, 2021 at 12:00 Noon. (IST) 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 M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizers' Report, all resolutions contained in the Notice of AGM have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44 of the SEBI Regulations and Section 108 of the Companies Act, 2013 read with Rules made thereunder, we enclose herewith the consolidated Scrutinizers' Report on remote e-voting and e-voting as "Annexure A" along with details of voting results as "Annexure B"

A copy of the same is also being placed 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 Shah
Chief Financial Officer



India | Middle East | Africa | Europe

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[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To

The Chairman/Company Secretary
Nazara Technologies Limited
51-55, Maker Chambers 3,
Nariman Point, Mumbai-400021

Dear Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolution through Remote E-voting and E-voting by the members during the 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 22nd (Twenty Second) AGM held on Monday, 20th September, 2021 at 12:00 noon. 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 in a fair and transparent manner, for passing of the resolution as mentioned under item numbers 1 to 3 as set out in the notice of AGM dated 21st August, 2021 ("Notice") issued by the Company in accordance with Circulars dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021, 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 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (hereinafter referred to as "SEBI Circular"), for convening the AGM of its members through VC / OAVM on Monday, 20th September, 2021 at 12:00 noon.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Act, the Rules, MCA Circulars and SEBI Circular 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 a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution stated in the said Notice, based on the reports generated from the e-voting system provided by Central Depository Services 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 dated 21st August, 2021 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 Saturday, 28th August, 2021 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 ("the RTA") 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, 20th August, 2021.
4. As per the provisions of MCA Circulars, the Company has published a Public Notice dated 21st August, 2021, which was published in the English Newspaper "Business Standard" and Marathi (Vernacular language) Newspaper "Mumbai Lakshdeep" on Tuesday, 24th August, 2021 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 28th August, 2021, which was published in the English newspaper "The Financial Express" and Marathi (Vernacular language) Newspaper "Navshakti" on Sunday, 29th August, 2021 regarding completion of dispatch of Notice of meeting through email and providing e-voting facility.
6. In terms of the aforesaid Notice, voting period was kept open for 5 (five) days from Wednesday, 15th September, 2021 (9.00 a.m. IST) till Sunday, 19th September, 2021 (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, 13th September, 2021.
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. As required under the said rules, after closure of remote e-voting and conclusion of the AGM, 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 CS. Vineeta Mundra and CS Komal Balwani who are not in employment with the Company.
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, 2021 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, 2021 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
325	20263299	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
7	103	0.0005%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.2: Ordinary Resolution

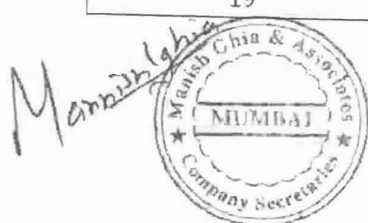
To appoint a Director in place of Mr. Rajiv Ambrish Agarwal (DIN: 00379990) who retires by rotation and, being eligible, offers himself for re-appointment.

(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
309	20018600	99.9980%

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	406	0.0020%



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

SPECIAL BUSINESS

Resolution No.3: Special Resolution

To increase Loans & Investment Limits from Rs. 400 Crore to Rs. 550 Crore under Section 186 of the Companies Act, 2013

(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
276	19029436	95.6340%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
54	868761	4.3660%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Manish Ghia



Manish Ghia & Associates

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: 21st September, 2021
UDIN: F006252C000977851

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



Manish Ghia

CS Mannish L. Ghia
Partner
M. No. FCS 6252 C. P. No. 3531
PR 822/2020

Countersigned by

Nitish Mittersain

Nitish Mittersain
Joint Managing Director
DIN: 02347434
Nazara Technologies Limited
Place: Mumbai
Date: 21st September, 2021

Annexure B

Voting Results of 22nd 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	September 20, 2021
Total No. of Shareholders as on Cut-off date for voting purpose i.e., September 13, 2021	90817
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	4
Public Shareholders	62

1. ORDINARY BUSINESS-Resolution No.1

Particulars		Ordinary Resolution:1 - To receive, consider and adopt : a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2021, 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	6302968	6292428	99.8328	6292428	0	100.0000	0.0000
	*Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6292428	99.8328	6292428	0	100.0000	0.0000
Public Institutions	E-Voting	4365742	2985896	68.3938	2985896	0	100.0000	0.0000
	*Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2985896	68.3938	2985896	0	100.0000	0.0000
Public Non Institutions	E-Voting	19784126	10974340	55.4704	10974237	103	99.9991	0.0009
	*Poll		10738	0.0543	10738	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10985078	55.5247	10984975	103	99.9991	0.0009
Total		30452836	20263402	66.5403	20263299	103	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 the AGM

Invalid Votes: There were no invalid votes.

2. ORDINARY BUSINESS-Resolution No 2.

Particulars			Ordinary Resolution: 2 - To appoint a Director in place of Mr. Rajiv Ambrish Agarwal (DIN: 00379990) 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	6302968	6292428	99.8328	6292428	0	100.0000	0.0000
	*Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6292428	99.8328	6292428	0	100.0000	0.0000
Public Institutions	E-Voting	4365742	2741500	62.7957	2741500	0	100.0000	0.0000
	*Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2741500	62.7957	2741500	0	100.0000	0.0000
Public Non Institutions	E-Voting	19784126	10974340	55.4704	10974038	302	99.9972	0.0028
	*Poll		10738	0.0543	10634	104	99.0315	0.9685
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10985078	55.5247	10984672	406	99.9963	0.0037
Total		30452836	20019006	65.7377	20018600	406	99.9980	0.0020
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 the AGM

Invalid Votes: There were no invalid votes.

3. SPECIAL BUSINESS-Resolution No 3.

Particulars			Special Resolution: 3 - To increase in Loans & Investment Limits from Rs. 400 Crores to Rs. 550 Crores under Section 186 of the Companies Act, 2013					
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	6302968	6292428	99.8328	6292428	0	100.0000	0.0000
	*Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6292428	99.8328	6292428	0	100.0000	0.0000
Public Institutions	E-Voting	4365742	2620684	60.0284	1752615	868069	66.8762	33.1238
	*Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2620684	60.0284	1752615	868069	66.8762	33.1238
Public Non Institutions	E-Voting	19784126	10974347	55.4705	10973668	679	99.9938	0.0062
	*Poll		10738	0.0543	10725	13	99.8789	0.1211
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10985085	55.5248	10984393	692	99.9937	0.0063
Total		30452836	19898197	65.3410	19029436	868761	95.6340	4.3660
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 the AGM

Invalid Votes: There were no invalid votes.