



April 28, 2025

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 – 400 051.  
**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 Postal Ballot through remote e-voting**

Dear Sir/Madam,

This is in furtherance to our intimation dated March 28, 2025 and pursuant to Regulation 30 and 44 of the Listing Regulations. The Company conducted the postal ballot by providing remote e-voting facilities to its members. We wish to inform you that the below resolution has been passed by the members of the Company with requisite majority on April 27, 2025, being the last date for remote e-voting:

1. Approval for sale of the entire stake held by the Company in Openplay Technologies Private Limited (Subsidiary) to Moonshine Technology Private Limited (Associate) for consideration other than cash;

In this regard, we herein submit the details of Voting Results as “*Annexure A*” and the Scrutinizer’s Report dated April 28, 2025 received by the Company as “*Annexure B*” for the Postal Ballot process conducted by the Company.

The Voting Results and the Scrutinizer’s Report for the Postal Ballot process will also be made available on the website of the Company at [www.nazara.com](http://www.nazara.com) and website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,  
For **Nazara Technologies Limited**

**Arun Bhandari**  
**Company Secretary & Compliance Officer**

**Encl: As above**

## Annexure A

### Voting Results of Postal Ballot through remote e-voting

#### Disclosure as per Regulation 44(3) of SEBI (LODR) Regulations, 2015

<b>Name of the Company</b>	Nazara Technologies Limited
<b>Date of AGM/EGM/Postal Ballot (End Date of Voting)</b>	Sunday, April 27, 2025
<b>Total No. of Shareholders as on Cut-off date for voting purpose i.e., Friday, March 21, 2025</b>	130884
<b>No. of shareholders present in meeting either in person or through proxy:</b>  <b>Promoter &amp; Promoter Group</b> <b>Public Shareholders</b>	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing:</b>  <b>Promoter &amp; Promoter Group</b> <b>Public Shareholders</b>	Not Applicable
<b>No. of Resolution(s)</b>	1
<b>Mode of voting</b>	Remote e-voting

India | Middle East | Africa | Europe

# Nazara Technologies Limited



Nazara Technologies Limited								
<b>Resolution Required:</b> Special Resolution			1. Approval for sale of the entire stake held by the Company in Openplay Technologies Private Limited (Subsidiary) to Moonshine Technology Private Limited (Associate) for consideration other than cash.					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			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	7672436	99.7256	7672436	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>7672436</b>	<b>99.7256</b>	<b>7672436</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	21420094	12827532	59.8855	12708664	118868	99.0733	0.9267
	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>12827532</b>	<b>59.8855</b>	<b>12708664</b>	<b>118868</b>	<b>99.0733</b>	<b>0.9267</b>
Public Non Institutions	E-Voting	58502616	30725350	52.5196	30723967	1383	99.9955	0.0045
	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>30725350</b>	<b>52.5196</b>	<b>30723967</b>	<b>1383</b>	<b>99.9955</b>	<b>0.0045</b>
<b>Total</b>		<b>87616256</b>	<b>51225318</b>	<b>58.4655</b>	<b>51105067</b>	<b>120251</b>	<b>99.7653</b>	<b>0.2347</b>

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 be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.

India | Middle East | Africa | Europe

## Annexure B

### SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman**  
**Nazara Technologies Limited**  
51-54, Maker Chamber III,  
Nariman Point, Mumbai - 400021

Dear Sir(s),

#### Sub: Scrutinizer's Report for passing of resolution through Postal Ballot (Remote e-voting)

I, CS Mannish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of Nazara Technologies Limited ("the Company") for the purpose of scrutinizing the process of voting through postal ballot ("remote e-voting") in terms of the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 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 in the Notice of Postal Ballot dated 28<sup>th</sup> March, 2025 ("Notice") issued by the Company in accordance with General Circulars Nos. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 08<sup>th</sup> December, 2021, 03/2022 dated 05<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07<sup>th</sup> October, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated 03<sup>rd</sup> October, 2024 (hereinafter collectively referred to as "SEBI Circulars") and all other applicable laws, rules and regulations.

1. The Postal Ballot conducted through remote e-voting in terms of MCA Circulars and SEBI Circulars, has been completed and now I submit my report as under:
  - 1.1 The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including the above-mentioned MCA Circulars, SEBI Circulars and the Regulations. Our responsibility as Scrutinizer is restricted to make Scrutinizer's Report of the votes cast 'in favor' and 'against' the resolution stated in the Notice.



- 1.2 The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (hereinafter referred to as 'CDSL') for conducting Postal Ballot process through remote e-voting.
  - 1.3 The Company on Friday, 28<sup>th</sup> March, 2025, completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Registrar and Share Transfer Agent/ Company/ Depositories as on the cut-off date being, Friday, 21<sup>st</sup> March, 2025.
  - 1.4 As per applicable provisions of the rules, the Company had published an advertisement about completion of dispatch of Notice as above, provision of remote e-voting facility and other mandated particulars in English Newspaper "Financial Express" (English Language) and in the vernacular Newspaper "Loksatta" (Marathi Language) on Saturday, 29<sup>th</sup> March, 2025.
  - 1.5 The remote e-voting period commenced on Saturday, 29<sup>th</sup> March, 2025, 9:00 a.m. (IST) onwards and ended on Sunday, 27<sup>th</sup> April, 2025 at 5.00 p.m. (IST).
  - 1.6 Votes cast through remote e-voting till 5.00 p.m. (IST) on Sunday, 27<sup>th</sup> April, 2025, being the last date and time fixed by the Company for voting, are considered for my scrutiny.
  - 1.7 The e-voting module was disabled by CDSL on Sunday, 27<sup>th</sup> April, 2025 after 5.00 p.m. (IST) and as required under the rules, the votes cast under the remote e-voting facility during the Postal Ballot period, were unblocked in the presence of Ms. Krishna Patel and Ms. Sneha Yadav who are not in employment of/with the Company; thereafter the data of remote 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, 21<sup>st</sup> March, 2025.
  - 1.8 The remote e-voting data was scrutinized for verification of votes cast in favor and against the resolution.
2. The summary of the voting through remote e-voting is as follows:

**Special Business:**

**Resolution No.1: Special Resolution**

**Approval for sale of the entire stake held by the Company in Openplay Technologies Private Limited (Subsidiary) to Moonshine Technology Private Limited (Associate) for consideration other than cash:**

- (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
367	51105067	99.77%



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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
43	120251	0.23%

(iii) **Invalid** votes:

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

**Result:** We report that the number of votes cast in favour of the aforesaid Resolution No. 1 is more than three times the number of votes cast against it. Accordingly, the special resolution as contained in the Notice of Postal Ballot dated 28<sup>th</sup> March, 2025 may be considered as passed with requisite majority

You may accordingly declare the result of the remote e-voting by Postal Ballot.

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: April 28, 2025  
UDIN: F006252G000220180

Countersigned by

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

Place: Mumbai  
Date: April 28, 2025