

August 30, 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 – 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 July 29, 2024 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 resolutions have been passed by the members of the Company with requisite majority on August 29, 2024, being the last date for remote e-voting:

1. Approved increase in the limits to provide loan, guarantee or security or to make investment under Section 186 of the Companies Act, 2013;
2. Approved the acquisition of 2,614 fully paid-up Equity shares representing 24.54% of the Paid-up share capital of Paper Boat Apps Private Limited, a Subsidiary of the Company, from Mr. Anupam Dhanuka, being a material related party transaction; and
3. Approved the acquisition of 2,543 fully paid-up Equity shares representing 23.88% of the Paid-up share capital of Paper Boat Apps Private Limited, a subsidiary of the company, from Ms. Anshu Dhanuka, being a material related party transaction.

In this regard, we herein submit the details of Voting Results as “**Annexure A**” and the Scrutinizer’s Report dated August 30, 2024 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 and website of Central Depository Services (India) Limited at www.evotingindia.com.

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

Thanking You,
Yours faithfully,
For **Nazara Technologies Limited**

RAKESH
CHANDRAKANT SHAH
ANT SHAH
Digitally signed by
RAKESH
CHANDRAKANT SHAH
Date: 2024.08.30
19:49:31 +05'30'

Rakesh Shah
Chief Financial Officer

Encl: As above

India | Middle East | Africa | Europe

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

Annexure A

Voting Results of Postal Ballot through remote e-voting

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

Name of the Company	Nazara Technologies Limited
Date of AGM/EGM/Postal Ballot (End Date of Voting)	Thursday, August 29, 2024
Total No. of Shareholders as on Cut-off date for voting purpose i.e., Friday, July 19, 2024.	155649
No. of shareholders present in meeting either in person or through proxy: Promoter & Promoter Group Public Shareholders	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoter & Promoter Group Public Shareholders	Not Applicable
No. of Resolutions	3
Mode of voting	Remote e-voting

India | Middle East | Africa | Europe

Nazara Technologies Limited								
Resolution Required: Special Resolution			1. Approval for increase in the limits to provide loan, guarantee or security or to make investment 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	7693546	7675856	99.7701	7675856	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		7675856	99.7701	7675856	0	100.0000	0.0000
Public Institutions	E-Voting	19745397	15720290	79.6150	15699700	20590	99.8690	0.1310
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15720290	79.6150	15699700	20590	99.8690	0.1310
Public Non Institutions	E-Voting	49102697	29525059	60.1292	29517106	7953	99.9731	0.0269
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		29525059	60.1292	29517106	7953	99.9731	0.0269
Total		76541640	52921205	69.1404	52892662	28543	99.9461	0.0539
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.								

Invalid Votes: There were no invalid votes.

India | Middle East | Africa | Europe

Nazara Technologies Limited								
Resolution Required: Ordinary Resolution			2. Approval for the acquisition of 2,614 fully paid-up Equity shares representing 24.54% of the Paid-up share capital of Paper Boat Apps Private Limited, a Subsidiary of the Company, from Mr. Anupam Dhanuka, being a material related party transaction					
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	7675856	99.7701	7675856	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		7675856	99.7701	7675856	0	100.0000	0.0000
Public Institutions	E-Voting	19745397	15720290	79.6150	15203975	516315	96.7156	3.2844
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15720290	79.6150	15203975	516315	96.7156	3.2844
Public Non Institutions	E-Voting	49102697	29565980	60.2125	29563486	2494	99.9916	0.0084
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		29565980	60.2125	29563486	2494	99.9916	0.0084
Total		76541640	52962126	69.1939	52443317	518809	99.0204	0.9796
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.								

Invalid Votes: There were no invalid votes.

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Nazara Technologies Limited								
Resolution Required: Ordinary Resolution			3. Approval for the acquisition of 2,543 fully paid-up Equity shares representing 23.88% of the Paid-up share capital of Paper Boat Apps Private Limited, a subsidiary of the company, from Ms. Anshu Dhanuka, being a material related party transaction.					
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	7675856	99.7701	7675856	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		7675856	99.7701	7675856	0	100.0000	0.0000
Public Institutions	E-Voting	19745397	15720290	79.6150	15203975	516315	96.7156	3.2844
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15720290	79.6150	15203975	516315	96.7156	3.2844
Public Non Institutions	E-Voting	49102697	29566080	60.2127	29563482	2598	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		29566080	60.2127	29563482	2598	99.9912	0.0088
Total		76541640	52962226	69.1940	52443313	518913	99.0202	0.9798
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.								

Invalid Votes: There were no invalid votes.

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Annexure B

SCRUTINIZER'S REPORT

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

To,
The Chairman
Nazara Technologies Limited
51-54, Maker Chambers 3,
Nariman Point, Mumbai - 400021

Dear Sir(s),

Sub: Scrutinizer's Report for passing of resolutions through Postal Ballot (remote e-voting).

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 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 Sections 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 the 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 resolutions as mentioned in the Notice of Postal Ballot dated 19th July, 2024 ("Notice"), issued by the Company in accordance with General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, read with other relevant circulars including General Circular Nos. 09/2023 dated September 25, 2023, 22/2020 dated June 15, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 08th December, 2021, 3/2022 dated 05th May, 2022, and 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs, Government of India ("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 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (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. My responsibility as the Scrutinizer is restricted to make Scrutinizer's Report of the votes cast 'in favor' and 'against' the resolution(s) stated in the Notice.

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- 1.2 The Company had availed the e-voting platform/facility offered by Central Depository Services (India) Limited (hereinafter referred to as 'CDSL') for conducting the Postal Ballot process through remote e-voting.
- 1.3 The Company on Monday, 29th July, 2024, completed the dispatch of the Notice only through electronic mode to those members of the Company whose e-mail addresses were registered with the Registrar and Share Transfer Agent / Company / Depositories as on the cut-off date being, Friday, 19th July, 2024.
- 1.4 As per the applicable provisions of the rules, the Company had published an advertisement about completion of dispatch of Notice as stated above, provision of remote e-voting facility and other mandated particulars in English Newspaper "Financial Express" and Marathi Newspaper "Loksatta" on Tuesday, 30th July, 2024.
- 1.5 The remote e-voting period commenced on Wednesday, 31st July, 2024, 9:00 a.m. (IST) onwards and ended on Thursday, 29th August, 2024 at 5.00 p.m. (IST).
- 1.6 Votes cast through remote e-voting till 5.00 p.m. on Thursday, 29th August, 2024, 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 Thursday, 29th August, 2024 after 5.00 p.m. 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 Mr. Dhiraj Poojary and Ms. Sneha Yadav who are not in the 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, 19st July, 2024.
- 1.8 The remote e-voting data was scrutinized for verification of votes casted in favour and against the resolutions.
2. The summary of the voting through remote e-voting is as follows:

Resolution No.1: Special Resolution

Approval for increase in the limits to provide loan, guarantee or security or to make investment 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
.675	5,28,92,662	99.95



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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
63	28,543	0.05

(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

Approval for the acquisition of 2,614 fully paid-up equity shares representing 24.54% of the paid-up share capital of Paper Boat Apps Private Limited, a subsidiary of the Company, from Mr. Anupam Dhanuka, being a material related party transaction:

(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
690	5,24,43,317	99.02

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
51	5,18,809	0.98

(iii) Invalid votes:

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

Resolution No.3: Ordinary Resolution

Approval for the acquisition of 2,543 fully paid-up equity shares representing 23.88% of the paid-up share capital of Paper Boat Apps Private Limited, a subsidiary of the Company, from Ms. Anshu Dhanuka, being a material related party transaction:

(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
686	5,24,43,313	99.02

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
55	5,18,913	0.98

(iii) **Invalid** votes:

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

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

Thanking You,

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: August 30, 2024
UDIN: F006252F001081898

Countersigned by

VIKASH
PRATAPCHAND
MITTERSAIN

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PRATAPCHAND MITTERSAIN
Date: 2024.08.30 19:50:38
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Vikash Mittersain
Chairman & Managing Director
DIN: 00156740
Nazara Technologies Limited

Place: Mumbai
Date: August 30, 2024