

Nazara Technologies Limited

(Formerly known as Nazara Technologies Private Limited)



November 04, 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 (“SEBI Listing Regulations”) along with Scrutinizer’s Report.

Dear Sir / Madam,

We wish to inform you that the Extra- Ordinary General Meeting (EGM) was held on Wednesday, November 03, 2021 at 11:25 AM (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable 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 Scrutinizers’ Report, all resolutions contained in the Notice of EGM (including the addendum to the Notice) 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 SEBI Listing Regulations as “Annexure B”

A copy of the same is also being placed on the Company’s website at www.nazara.com.

This is for your information and records.

Thanking You,

Yours Faithfully,

For **Nazara Technologies Limited**

Rakesh Shah
Chief Financial Officer

Encl: As Above

India | Middle East | Africa | Europe

[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-400012

Dear Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolution through Remote E-voting and E-voting by the members during the Extra-Ordinary General Meeting (EGM), 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 EGM held on Wednesday, 03rd November, 2021 at 11:25 A.M. 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 and 2 as set out in the Notice of EGM dated 06th October, 2021 ("Notice") issued by the Company in accordance with Circulars dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021 and June 23, 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 EGM of its members through VC / OAVM on Wednesday, 03rd November, 2021 at 11:25 A.M.
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 EGM on the resolution contained in the aforesaid Notice of EGM 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 EGM 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 Friday, 12th October, 2021 in terms of the MCA Circulars. The addendum to the EGM Notice dated 26th October, 2021 was also 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 Tuesday, 26th October, 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, 08th October, 2021.
4. As per the provisions of MCA Circulars, the Company has published a Public Notice dated 08th October, 2021, which was published in the English Newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Saturday, 09th October, 2021 regarding the convening of the EGM 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 12th October, 2021, which was published in the English newspaper "Financial Express" and Marathi (Vernacular language) Newspaper "Loksatta" on Wednesday, 13th October, 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 Friday, 29th October, 2021 (9.00 a.m. IST) till Tuesday, 02nd November, 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., Wednesday, 27th October, 2021.
 8. As required under the MCA Circulars, the Company had also provided e-voting facility to the members attending the EGM 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 EGM, the votes cast under the remote e-voting facility prior to the EGM and e-voting facility during the EGM 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 EGM 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:



SPECIAL BUSINESS

Resolution No.1: Special Resolution

Issuance of upto 14,29,266 Equity shares on preferential basis to investors for 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
139	19509052	99.999%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	277	0.001%

(iii) Invalid votes:

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

Resolution No.2: Special Resolution

Issuance of upto 6,48,125 equity shares for consideration other than cash on preferential basis.

(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
136	19509032	99.999%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	297	0.001%

(iii) Invalid votes:

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



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 EGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid EGM and thereafter the same will be handed over to the Chairman/ Compliance Officer of the Company for safe keeping.

Thanking You,

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

Place: Mumbai
Date: November 03, 2021
UDIN: F006252C001365401



Mannish 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: November 03, 2021

Annexure B

Voting Results of Extra- Ordinary General Meeting

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

Name of the Company	Nazara Technologies Limited
Date of Extra- Ordinary General Meeting	November 03, 2021
Total No. of Shareholders as on Cut-off date for voting purpose i.e., October 27, 2021	120461
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	31

1. SPECIAL BUSINESS

Resolution No.1

Particulars			Special Resolution: 1 - To Consider and approve the issuance of upto 14, 29, 266 Equity Shares on Preferential Basis to Investors for cash.					
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	6303023	6292428	99.8319	6292428	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		6292428	99.8319	6292428	0	100.0000	0.0000
Public Institutions	E-Voting	4170036	2890691	69.3205	2890691	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		2890691	69.3205	2890691	0	100.0000	0.0000
Public Non Institutions	E-Voting	19979777	10325599	51.6803	10325322	277	99.9973	0.0027
	Poll*		611	0.0030	611	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10326210	51.6833	10325933	277	99.9973	0.0027
Total		30452836	19509329	64.0641	19509052	277	99.9986	0.0014

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 EGM**

Invalid Votes: There were no invalid votes.

2. SPECIAL BUSINESS

Resolution No 2.

Particulars			Special Resolution: 1 - To consider and approve the issuance of upto 6,48,125 Equity Shares for Consideration other than Cash on Preferential Basis.					
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	6303023	6292428	99.8319	6292428	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		6292428	99.8319	6292428	0	100.0000	0.0000
Public Institutions	E-Voting	4170036	2890691	69.3205	2890691	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		2890691	69.3205	2890691	0	100.0000	0.0000
Public Non Institutions	E-Voting	19979777	10325599	51.6803	10325302	297	99.9971	0.0029
	*Poll		611	0.0030	611	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10326210	51.6833	10325913	297	99.9971	0.0029
Total		30452836	19509329	64.0641	19509032	297	99.9985	0.0015

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 EGM

Invalid Votes: There were no invalid votes.