

August 14, 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- 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 Extraordinary General Meeting of Nazara Technologies Limited (“the Company”) held on Wednesday, August 13, 2025 along with Consolidated Scrutinizer’s Report

Dear Sir / Madam,

We wish to inform you that the Extraordinary General Meeting (EGM) of the Company was held on Wednesday, August 13, 2025 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, the resolution(s) contained in the Notice of the EGM dated July 16, 2025 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.

Yours faithfully,
For Nazara Technologies Limited

Arun Bhandari
Company Secretary & Compliance 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 & Compliance Officer
Nazara Technologies Limited
51-54, Maker Chamber 3,
Nariman Point, Mumbai - 400021.

Dear Sir/Madam,

Sub: Consolidated Scrutinizer's Report for passing of resolution(s) through remote e-voting & e-voting by the Members during the Extraordinary 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 at the Extra-Ordinary General Meeting (EGM) of the Members of Nazara Technologies Limited ('the Company') held on Wednesday, August 13, 2025 through Video conferencing ('VC') / Other Audio Visual means ('OAVM').

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 number 1 as set out in the Notice of EGM dated July 16, 2025 ("Notice") issued by the Company in accordance with General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars") and Circular dated May 12, 2020, January 05, 2023, October 07, 2023 and October 03, 2024 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 EGM of its members through VC / OAVM on Wednesday, August 13, 2025 at 11:30 A.M. (IST).

1. The e-voting conducted in term of MCA 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 abovementioned MCA Circulars and the regulations. Our responsibility as the Scrutinizer is restricted to make a Scrutinizers Report of the votes cast "in favor" and "against" the resolution(s) stated in the Notice.
2. As per the confirmation received from the Company:
 - 2.1. The Company had availed the e-voting platform/facility offered by Central Depository Services (India) Limited ("CDSL") for conducting e-voting facility prior and during the EGM.
 - 2.2. As per MCA General Circular No. 20/2020 dated May 05, 2020, the Company has published advertisements in the English Newspaper "Financial Express" and Marathi Newspaper



(Vernacular language) "Loksatta" on Monday, July 21, 2025, regarding the compliance with the said circular in relation to the EGM of the Company.

- 2.3. The Company on Tuesday, July 22, 2025, completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on Friday, July 18, 2025.
 - 2.4. As per applicable provisions of the rules, the Company had published an advertisement about completion of dispatch of the Notice as above, provision of e-voting facility and other mandated particulars in English Newspaper "Financial Express" and Marathi Newspaper (Vernacular language) "Loksatta" on Thursday, July 24, 2025.
 - 2.5. The remote e-voting period commenced on Friday, August 08, 2025 at 9:00 A.M. (IST) and ended on Tuesday, August 12, 2025 at 5:00 P.M. (IST).
 - 2.6. Votes casted through remote e-voting till 5:00 P.M. on Tuesday, August 12, 2025 being the last date and time fixed by the Company for remote e-voting and e-voting during the EGM, are considered for my scrutiny.
 - 2.7. The remote e-voting module was disabled by CDSL on August 12, 2025 after 5:00 P.M. and as required under the rules the votes cast under the e-voting facility during the remote e-voting period and e-voting during the EGM, were unblocked in the presence of Ms. Sneha Yadav and Ms. Amruta Zeple 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 for remote e-voting and voting EGM i.e., Wednesday, August 06, 2025.
 - 2.8. The data of remote e-voting and e-voting during the EGM was scrutinized for verification of votes cast "in favor" and "against" the resolution(s).
 - 2.9. There were no invalid votes either in the remote e-voting or during the e-voting at the EGM
3. The summary of the voting through remote e-voting and e-voting during the EGM is as follows:

Special Business:

Resolution No. 1: Special Resolution

To approve de-subsidiarisation of Nodwin Gaming Private Limited, a material subsidiary 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
268	54682251	99.74%

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	144648	0.26%

- (iii) Invalid votes:

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



Result: For Resolution No. 1 - We report that the number of votes cast in favour are more than three times the number of votes cast against.

Accordingly, the special resolution as contained in the Notice may be considered as passed with requisite majority.

You may accordingly declare the result of the remote e-voting and e-voting during the EGM.

For Manish Ghia & Associates
Company Secretaries



Mannish Ghia

CS Mannish L. Ghia
Partner

M. No. FCS 6252, C.P. No. 3531
Peer Review No.: - PR 6759/2025
(FRN/Unique ID: P2006MH007100)

Place: Mumbai
Date: August 14, 2025
UDIN: F006252G001012774

Countersigned by

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

Place: Mumbai
Date: August 14, 2025

Annexure B

Voting Results of Extraordinary 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	Wednesday, August 13, 2025
Total No. of Shareholders as on Cut-off date for voting purpose i.e. Wednesday, August 06, 2025.	117002
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	11
Public Shareholders	40

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SPECIAL BUSINESS

Resolution No. 1

Particulars			Special Resolution: Approval for de-subsidiarisation of Nodwin Gaming Private Limited, a material subsidiary 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	32839200	32037180	97.5577	32037180	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		32037180	97.5577	32037180	0	100.0000	0.0000
Public Institutions	E-Voting	20349401	18348277	90.1662	18203787	144490	99.2125	0.7875
	Poll*		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18348277	90.1662	18203787	144490	99.2125	0.7875
Public Non-Institutions	E-Voting	39427655	4441434	11.2648	4441276	158	99.9964	0.0036
	Poll*		8	0.0000	8	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4441442	11.2648	4441284	158	99.9964	0.0036
Total		92616256	54826899	59.1979	54682251	144648	99.7362	0.2638

Result: We report that the number of votes cast in favour of the aforesaid resolution is more than three times 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.

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