

September 30, 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 26<sup>th</sup> Annual General Meeting of Nazara Technologies Limited (“the Company”) held on Monday, September 29, 2025 along with Consolidated Scrutinizer’s Report**

Dear Sir / Madam,

We wish to inform you that the 26<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held on Monday, September 29, 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 Sandhya Malhotra, 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 resolutions contained in the Notice of the AGM dated August 25, 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](http://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**

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Annexure A

**CONSOLIDATED SCRUTINIZER REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

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

Dear Sir,

**Sub: Consolidated Scrutinizer's Report for passing of the resolutions through remote e-voting & e-voting by the Members during the 26<sup>th</sup> Annual General Meeting ("AGM"), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 at the AGM of the Members of Nazara Technologies Limited ('the Company') held on Monday, September 29, 2025 at 11:30 A.M. through Video conferencing ('VC') / Other Audio Visual means ('OAVM').**

I, CS Sandhya Malhotra, 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the regulations') 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 August 25, 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 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023, 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 Regulation for convening the AGM of its Members through VC/OAVM on Monday, September 29, 2025 at 11:30 A.M. (IST).

1. The e-voting conducted in terms 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 resolutions 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 AGM.
  - 2.2 As per MCA Circulars, the Company has published advertisements in the English Newspaper "Financial Express" and Marathi Newspaper (Vernacular language) "Loksatta" on Friday,

September 05, 2025, regarding the compliance with the said circular in relation to the AGM of the Company.

- 2.3 The Company on Saturday, September 06, 2025, completed the dispatch of the Notice through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on Friday, August 29, 2025. Further, a letter providing the web-link to access the Annual Report along with the AGM Notice, was dispatched to those members who have not registered their email address with the Company/ Registrar and Share Transfer Agent/ Depository Participant(s).
  - 2.4 As per the applicable 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 Monday, September 08, 2025.
  - 2.5 The remote e-voting period commenced on Wednesday, September 24, 2025 at 9:00 A.M. (IST) and ended on Sunday, September 28, 2025 at 5:00 P.M. (IST).
  - 2.6 Votes casted through remote e-voting till 5:00 P.M. on Sunday, September 28, 2025 being the last date and time fixed by the Company for remote e-voting and e-voting during the AGM, are considered for my scrutiny.
  - 2.7 The remote e-voting module was disabled by CDSL on September 28, 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 AGM, 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 Agent/ Depositories as on the cut-off date for remote e-voting and voting at the AGM i.e., Monday, September 22, 2025.
  - 2.8 The data of remote e-voting and e-voting during the AGM was scrutinized for verification of votes cast "in favor" and "against" the resolutions.
  - 2.9 There were no invalid votes either in the remote e-voting or during the e-voting at the AGM.
3. The summary of the voting through remote e-voting and e-voting during the AGM is as follows:

**Ordinary Business:**

**Resolution No. 1: Ordinary Resolution**

**To receive, consider and adopt a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, 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
317	52593325	99.9999

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	59	0.0001

(iii) **Invalid votes:**

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

**Resolution No. 2: Ordinary Resolution**

**To appoint a Director in place of Mr. Nitish Mittersain (DIN: 02347434), 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
294	51073226	97.1005

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
34	1525077	2.8995

(iii) **Invalid votes:**

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

**Special Business:**

**Resolution No. 3: Ordinary Resolution**

**Appointment of M/s. BNP & Associates, Company Secretaries, as the Secretarial Auditors of the Company and to fix their remuneration:**

(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
308	52589306	99.9923

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
15	4058	0.0077

(iii) **Invalid votes:**

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

**Result:**

For Resolution Nos. 1, 2 and 3 (**Ordinary Resolutions**) -We report that the number of votes cast in favour are more than the number of votes cast against.

Accordingly, the Ordinary Resolutions 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 AGM.

**For Manish Ghia & Associates**  
**Company Secretaries**

SANDHYA  
ROHIT  
MALHOTRA

Digitally signed by  
SANDHYA ROHIT  
MALHOTRA  
Date: 2025.09.30  
18:59:07 +05'30'

**CS Sandhya R. Malhotra**  
**Partner**

**M. No. FCS 6715 C. P. No. 9928**  
**Peer Review No.: PR 6759/2025**  
**(FRN/ Unique ID: P2006MH007100)**

**Place: Mumbai**  
**Date: September 30, 2025**  
**UDIN: F006715G001410469**

**Countersigned by**

VIKASH  
PRATAPCHAN  
D MITTERSAIN

Digitally signed by  
VIKASH PRATAPCHAND  
MITTERSAIN  
Date: 2025.09.30  
19:20:19 +05'30'

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

**Place: Mumbai**  
**Date: September 30, 2025**

## Annexure B

### Voting Results of 26<sup>th</sup> Annual General Meeting

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

<b>Name of the Company</b>	Nazara Technologies Limited
<b>Date of Annual General Meeting</b>	Monday, September 29, 2025
<b>Total No. of Shareholders as on Cut-off date for voting purpose i.e., Monday, September 22, 2025</b>	109301
<b>No. of shareholders present in meeting either in person or through proxy:</b>	
<b>Promoter &amp; Promoter Group</b>	Not Applicable
<b>Public Shareholders</b>	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoter &amp; Promoter Group</b>	11
<b>Public Shareholders</b>	36

## 1. ORDINARY BUSINESS

### Resolution No. 1

Particulars			Ordinary Resolution: To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, 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	32839200	32035569	97.5528	32035569	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>32035569</b>	<b>97.5528</b>	<b>32035569</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	18189444	12750043	70.0958	12750043	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>12750043</b>	<b>70.0958</b>	<b>12750043</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	41587612	7807772	18.7743	7807713	59	99.9992	0.0008
	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>7807772</b>	<b>18.7743</b>	<b>7807713</b>	<b>59</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Total</b>		<b>92616256</b>	<b>52593384</b>	<b>56.7863</b>	<b>52593325</b>	<b>59</b>	<b>99.9999</b>	<b>0.0001</b>
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 AGM

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Invalid Votes: There were no invalid votes.

## 2. ORDINARY BUSINESS

### Resolution No. 2

Particulars			Ordinary Resolution: To appoint a Director in place of Mr. Nitish Mittersain (DIN: 02347434), 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 Poll*	32839200	32035569	97.5528	32035569	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32035569</b>	<b>97.5528</b>	<b>32035569</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting Poll*	18189444	12754982	70.1230	11230083	1524899	88.0447	11.9553
			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12754982</b>	<b>70.1230</b>	<b>11230083</b>	<b>1524899</b>	<b>88.0447</b>	<b>11.9553</b>
Public Non Institutions	E-Voting Poll*	41587612	7807752	18.7742	7807574	178	99.9977	0.0023
			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7807752</b>	<b>18.7742</b>	<b>7807574</b>	<b>178</b>	<b>99.9977</b>	<b>0.0023</b>
<b>Total</b>		<b>92616256</b>	<b>52598303</b>	<b>56.7917</b>	<b>51073226</b>	<b>1525077</b>	<b>97.1005</b>	<b>2.8995</b>
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 AGM**

Invalid Votes: There were no invalid votes.

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## 3. SPECIAL BUSINESS

### Resolution No. 3

Particulars			Ordinary Resolution: Appointment of M/s. BNP & Associates, Company Secretaries, as the Secretarial Auditors of the Company and to fix their remuneration					
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	32035569	97.5528	32035569	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>32035569</b>	<b>97.5528</b>	<b>32035569</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	18189444	12750043	70.0958	12746205	3838	99.9699	0.0301
	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>12750043</b>	<b>70.0958</b>	<b>12746205</b>	<b>3838</b>	<b>99.9699</b>	<b>0.0301</b>
Public Non Institutions	E-Voting	41587612	7807752	18.7742	7807532	220	99.9972	0.0028
	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>7807752</b>	<b>18.7742</b>	<b>7807532</b>	<b>220</b>	<b>99.9972</b>	<b>0.0028</b>
<b>Total</b>		<b>92616256</b>	<b>52593364</b>	<b>56.7863</b>	<b>52589306</b>	<b>4058</b>	<b>99.9923</b>	<b>0.0077</b>

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 AGM**

*Invalid Votes: There were no invalid votes.*

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