



January 16, 2026

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 Securities and Exchange Board of India (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 December 16, 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 the requisite majority on January 15, 2026, being the last date for remote e-voting:

1. To approve the Nazara Technologies Employee Stock Option Scheme 2025

In this regard, we hereby submit the details of voting results as “*Annexure A*” and the Scrutinizer’s Report dated January 16, 2026, 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**

**Nazara Technologies Limited**

CIN: L72900MH1999PLC122970  
11th Floor, Avighna House, Dr. A.B. Road,  
Worli, Mumbai – 400018.  
91-22-40330800 / 22810303 / 22813030  
info@nazara.com  
www.nazara.com



## 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**  
11th Floor, Avighna House,  
Dr. A.B. Road, Worli, Mumbai - 400018

Dear Sir(s),

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

I, CS Sandhya R. Malhotra, 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(s) as mentioned in the Notice of Postal Ballot dated November 12, 2025 ("Notice") issued by the Company in accordance with General Circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and applicable circulars issued by the Securities and Exchange Board of India ("SEBI") in this regard and all other applicable laws, rules and regulations.

1. The Postal Ballot conducted through remote e-voting in terms of MCA Circulars and applicable 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 favour' and 'against' the resolution(s) 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 Tuesday, December 16, 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, December 12, 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 Thursday, December 18, 2025.
  - 1.5 The remote e-voting period commenced on Wednesday, December 17, 2025, 9:00 a.m. (IST) onwards and ended on Thursday, January 15, 2026 at 5:00 p.m. (IST).
  - 1.6 Votes cast through remote e-voting till 5:00 p.m. (IST) on Thursday, January 15, 2026, 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, January 15, 2026 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. Sneha Yadav and Ms. Amruta Zeple 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, December 12, 2025.
  - 1.8 The remote e-voting data was scrutinized for verification of votes cast in favour and against the resolution(s).
2. The summary of the voting through remote e-voting is as follows:

**Special Business:**

**Resolution No.1: Special Resolution**

**To approve the Nazara Technologies Employee Stock Option Scheme 2025:**

- (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
303	171810829	91.88

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
92	15194020	8.12

(iii) **Invalid** votes:

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

**Result:** For Resolution No. 01 - 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(s) as contained in the Notice of Postal Ballot dated November 12, 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*



SANDHYA  
ROHIT  
MALHOTRA  
MALHOTRA  
Digitally signed by  
SANDHYA ROHIT  
MALHOTRA  
Date: 2026.01.16  
12:29:56 +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: January 16, 2026**

**UDIN: F006715G003316835**

**Countersigned by**

Vikash  
Pratapchand  
Mittersain  
d Mittersain  
Digitally signed by  
Vikash  
Pratapchand  
Mittersain  
Date: 2026.01.16  
13:13:50 +05'30'

**Vikash Mittersain**

**Chairman & Managing Director**

**DIN: 00156740**

**Nazara Technologies Limited**

**Place: Mumbai**

**Date: January 16, 2026**



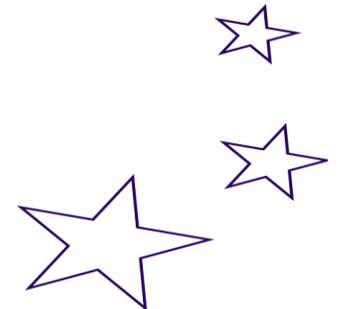
**Voting Results of Postal Ballot through remote e-voting**

**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>	Thursday, January 15, 2026
<b>Total No. of Shareholders as on Cut-off date for voting purpose i.e., Friday, December 12, 2025</b>	1,05,012
<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

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Nazara Technologies Limited								
Resolution Required: Special Resolution			1. To approve the Nazara Technologies Employee Stock Option Scheme 2025					
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	131356800	128142276	97.5528	128142276	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>128142276</b>	<b>97.5528</b>	<b>128142276</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	69456922	47692598	68.6650	32503416	15189182	68.1519	31.8481
	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>47692598</b>	<b>68.6650</b>	<b>32503416</b>	<b>15189182</b>	<b>68.1519</b>	<b>31.8481</b>
Public Non Institutions	E-Voting	169651302	11169975	6.5841	11165137	4838	99.9567	0.0433
	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>11169975</b>	<b>6.5841</b>	<b>11165137</b>	<b>4838</b>	<b>99.9567</b>	<b>0.0433</b>
<b>Total</b>		<b>370465024</b>	<b>187004849</b>	<b>50.4784</b>	<b>171810829</b>	<b>15194020</b>	<b>91.8751</b>	<b>8.1249</b>

Result: We report that the number of votes cast in favour of the aforesaid Resolution are 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.

### Nazara Technologies Limited

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