

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To
The Chairman,
Nazara Technologies Limited
51-57, Maker Chambers 3, Nariman Point,
Mumbai, Maharashtra- 400021

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of resolutions through e-voting process at Adjourned Extra Ordinary General Meeting ("Adjourned EGM") of members of Nazara Technologies Limited ("the Company") held on Tuesday, April 28, 2020 through Video Conference

1. We, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
 - a) Conducting Poll under the provisions of Section 109 of the Companies Act, 2013 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time;
 - b) Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India;
 - c) Scrutinizing the votes casted through e-voting process provided at the meeting of Adjourned EGM held, for those members, who have not casted their votes through remote e-voting facility, in a fair and transparent manner for passing of the Resolutions as mentioned under item numbers 01, 02 and 03 as set out in the Original Notice of EGM of the members of the Company dated 02nd March, 2020
2. The management of the Company is responsible to ensure the compliances with the requirements of the Act, Rules and Circulars relating to e-voting and e-voting provided at the meeting of adjourned EGM on the resolutions contained in the Original Notice of EGM dated 02nd March, 2020 of the members of the Company. Our responsibility as Scrutinizer is to ensure that the voting process both remote e-voting and the e-voting

conducted at the Adjourned EGM are conducted in fair and transparent manner is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Link Intime India Private Limited, the agency engaged by the Company.

3. As per the confirmation received from the Company:
 - i. The Original Notice of the Extra- Ordinary General Meeting dated 02nd March, 2020 along with Statement setting out material facts under section 102 of the Act was dispatched to the shareholders by e-mail to those shareholders, whose email id is registered with the Registrar and Share Transfer Agent/Company/Depositories and by courier at their registered addresses, in case the email id is not available, by **Friday, 06th March, 2020**. The said notice was dispatched on the basis of Register of Members made available by Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company 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 closure of business hours on Friday, 28th February, 2020.
 - ii. The Notice of the Adjourned EGM dated 23rd April, 2020 was dispatched to the shareholders by e-mail to those shareholders, whose email id is registered with the Registrar and Share Transfer Agent/Company/Depositories by Friday, 24th April, 2020. The said notice was dispatched on the basis of Register of Members made available by Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company 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 closure of business hours on Monday, 23rd March, 2020.
4.
 - a. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2016, the Company has published advertisement about completion of dispatch of Notice of meeting and providing remote e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Mumbai Lakshadweep" on 08th March, 2020.
 - b. In accordance with Section 103, 108 and other applicable provisions of the Companies Act, 2013 (the Act) and rules thereafter as amended from time to time in the light of the General Circular issued by the Ministry of Corporate Affairs of India bearing no 14/2020 and 17/2020 dated 08th April, 2020 and 13th April, 2020 respectively (MCA Circular), the Company had published advertisement about the notice to the members of the Adjourned EGM, through video conference, in

the English newspaper "Business Standard" and Marathi newspaper "Global Times" on 24th April, 2020

5. In terms of the aforesaid Original Notice dated 2nd March, 2020, the remote voting period through electronic means was kept open for 5 (Five) days from Wednesday, 25th March, 2020 (09:00 am) and ends on Sunday, 29th March, 2020 (5.00 pm).
6. 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. Monday, 23rd March, 2020.
7. The Chairman announced the members may vote through the e-voting system available at the Adjourned EGM for the shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.
8. As required under the said rules, after the conclusion of e-voting at the EGM, the votes cast under the remote e-voting facility and e-voting at the adjourned EGM were unblocked in the presence of CS Nikita Chirania and CS Harish Bora who are not in employment with the Company.
9. The votes tendered therein in respect of the remote e-voting system and e-voting at the adjourned EGM is based on the data downloaded from the LI IPL's e-voting platform.
10. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the LI IPL's e-voting platform for the remote e-voting system and on the basis of the report furnished to us by them on the votes casted through e-voting system at the adjourned EGM.

I now submit my consolidated Report on the resolution(s) passed as the result of the remote e-voting and e-voting at adjourned EGM conducted through Video Conference:

Summary of the e-voting EGM is as follows:

A. SPECIAL BUSINESS

Resolution No.1: Ordinary Resolution

Resolution Required : (Ordinary)		1 - Approval for Reclassification of the Authorised Share Capital of the Company and Consequent Alteration of Memorandum of Association.						
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	Remote E-Voting	6966828	6966828	100.0000	6966828	0	100.0000	0.0000
	E-Voting at the EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6966828	100.0000	6966828	0	100.0000	0.0000
Public Institutions	Remote E-Voting	6766851	5166408	76.3488	5166408	0	100.0000	0.0000
	E-Voting at the EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5166408	76.3488	5166408	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	14262984	9934344	69.6512	9934344	0	100.0000	0.0000
	E-Voting at the EGM		64075	0.4492	64075	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9998419	70.1004	9998419	0	100.0000	0.0000
Total		27996663	22131655	79.0510	22131655	0	100.0000	0.0000
Result	We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed							

Resolution No. 2: Special Resolution

Resolution Required : (Special)		2 - Alteration of the capital clause in the Articles of Association 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	Remote E-Voting	6966828	6966828	100.0000	6966828	0	100.0000	0.0000
	E-Voting at the EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6966828	100.0000	6966828	0	100.0000	0.0000
Public Institutions	Remote E-Voting	6766851	5166408	76.3488	5166408	0	100.0000	0.0000
	E-Voting at the EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5166408	76.3488	5166408	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	14262984	9934344	69.6512	9934344	0	100.0000	0.0000
	E-Voting at the EGM		64075	0.4492	64075	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9998419	70.1004	9998419	0	100.0000	0.0000
Total		27996663	22131655	79.0510	22131655	0	100.0000	0.0000
Result	We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed							

Resolution No. 3: Special Resolution

Resolution Required : (Special)		3 - Offer and Issuance of equity shares to KAE Capital Fund II and Kalysta Capital Fund II for consideration other than cash on private placement basis in relation to acquisition of equity shares of Halaplay Technologies Private Limited by way of swap of shares.						
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	Remote E-Voting	6966828	6966828	100.0000	6966828	0	100.0000	0.0000
	E-Voting at the EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6966828	100.0000	6966828	0	100.0000	0.0000
Public Institutions	Remote E-Voting	6766851	5166408	76.3488	5166408	0	100.0000	0.0000
	E-Voting at the EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5166408	76.3488	5166408	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	14262984	9934344	69.6512	9934344	0	100.0000	0.0000
	E-Voting at the EGM		64075	0.4492	64075	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9998419	70.1004	9998419	0	100.0000	0.0000
Total		27996663	22131655	79.0510	22131655	0	100.0000	0.0000
Result	We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed							

We further report that:

- a. We have received all the documents as mentioned in Section 113 of the Act and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Registers at the venue of the Adjourned EGM,,; and
- b. The Registers, all other papers and relevant records relating to remote e-Voting and e-voting at the adjourned EGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid adjourned EGM and thereafter the same will be handed over to the Chairman/ Authorised Signatory of the Company for safe keeping.

Thanking You.

For **Manish Ghia & Associates**

Company Secretaries

Sd/-

CS Manish L. Ghia

Partner

M. No. FCS 6252; C. P. No. 3531

Place: Mumbai

Date: 30th April, 2020

UDIN: F006252B000188533

Countersigned by

Sd/-

Vikash Mittersain

Chairman & Managing Director

Nazara Technologies Limited

Place: Mumbai

Date: 30th April, 2020