

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 Remote E-voting & E-Voting conducted 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 Monday, 1st February, 2021 at 11.00 A.M. through Video Conference ('VC')/Other Audio Visual Means ('OAVM')

1. We, 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 in a fair and transparent manner, for passing of the resolution as mentioned under item number 1 as set out in the Notice dated January 8, 2021 ("Notice").
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 EGM on the resolution contained in the Notice of EGM dated January 8, 2021 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 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. In terms of the MCA Circulars, the Company has published a Public Notice regarding the convening of the EGM through VC/OAVM and containing the mandated particulars of the EGM in the English Newspaper "Business Standard" and Marathi (Vernacular language) Newspaper "Mumbai Lakshadweep" on Saturday, January 09, 2021 and on Monday, January 11, 2021.
 - ii. The Notice of EGM dated January 8, 2021 along with Statement setting out material facts under section 102 of the Act was dispatched to the shareholders by e-mail to



Mithy =



those shareholders, whose email id is registered with the Registrar and Share Transfer Agent/Company/Depositories by **Saturday, 9th January, 2021**. 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, 1st January, 2021.

4. 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 Monday, January 11, 2021.
5. In terms of the aforesaid Notice, the remote voting period through electronic means was kept open for 4 (Four) days from Thursday, 28th January, 2021 (09:00 am) and ended on Sunday, 31st January, 2021 (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, January 25th, 2021.
7. As required under the MCA Circulars, the Company had also provided e-voting facility during the EGM to the members attending the said meeting through VC / OAVM and who had not cast their vote earlier.
8. 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 Mr. Harish Bora and Ms. Nikita Chirania 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 EGM is based on the data downloaded from the Link Intime India Private Limited e-voting platform.
10. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Link Intime India Private Limited 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 EGM.

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

A. SPECIAL BUSINESS

Resolution No .1: Special Resolution

Offer and issuance of Equity Shares (cash consideration) on Private Placement basis



Manish Ghia



Manish Ghia & Associates

(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
22	21,600,772	100%

(ii) Voted against the resolution:

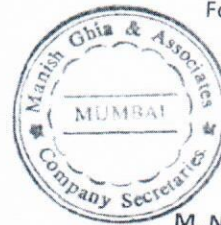
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

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

We further report that the Registers, all other papers and relevant records relating to remote e-Voting and e-voting at 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/Authorised Signatory of the Company for safe keeping.

Thanking You,



For Manish Ghia & Associates
Company Secretaries

Manish Ghia

CS Manish L. Ghia
Partner

M. No. FCS 6252; C. P. No. 3531
UDIN: F006252B002384751

Place: Mumbai
Date: 1st February, 2021

Countersigned by

M. Mitter

Mr. Nitish Mitter
Authorised Signatory
(Joint Managing Director)
Nazara Technologies Limited

Place: Mumbai
Date: 1st February, 2021

