Manish Ghia & associates
COMPANY SECRETARIES

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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 electronic voting process and voting by poll papers at 20th Annual General Meeting ('AGM') of the Members of Nazara Technologies Limited ('the Company') held on Monday, 23th December, 2019.

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 through polling papers 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 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 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India;

   c) Scrutinizing the votes cast through polling paper (at the AGM) for those members, who have not casted their votes through e-voting Facility, in a fair and transparent manner, for passing of the Resolutions as mentioned under item 1 and 6 as set out in the Notice of 20th AGM of the members of the Company dated 29th November, 2019.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. Our responsibility as Scrutinizer for the e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports

Manish Ghia & Associates MUMBAI Company Secretaries

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generated from the e-voting system provided by Link Intime India Private Limited, the agency engaged by the Company to provide e-voting facility and poll conducted at the AGM in a fair and transparent manner.

3. As per the confirmation received from the Company:

   The Notice of the AGM dated 29th November, 2019 along with Statement setting out material facts under section 102 of the Act was dispatched to the shareholders by courier at their registered addresses and by e-mail to those shareholders, whose email id is registered with the Registrar and Share Transfer Agent/Company/Depositories by **Friday, 29th November, 2019.**

   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, 22nd November, 2019.**

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 e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Mumbai Lakshadweep"on Sunday, 1st December, 2019.

5. In terms of the aforesaid Notice, voting period through electronic means was kept open for 4 (Four) days from Thursday, 19Th December, 2019 (9.00 a.m. IST) till Sunday, 22Th December, 2019 (5.00 p.m. IST).

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, 16Th December, 2019.

7. As required under the said rules, after the conclusion of physical voting by polling papers at the AGM, the votes cast through polling paper were counted; thereafter the votes cast under the e-voting facility were unblocked in the presence of Mr. Manish Ghia and Mr. Harish Bora who are not in employment with the Company.

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Summary of the e-voting and poll at the AGM is as follows:

A. ORDINARY BUSINESS

Resolution No.1: Ordinary Resolution

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2019 together with Board's Report and Auditors' Report 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	6966828	6966828	100.00	6966828	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**6966828**	**100.00**	**6966828**	**0**	**100.00**	**0.00**	**0**
Public Institutions	E-Voting	6766851	6202150	91.65	6202150	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**6202150**	**91.65**	**6202150**	**0**	**100.00**	**0.00**	**0**
Public Non Institutions	E-Voting	14244989	10122695	71.06	10122695	0	100.00	0.00	10
	Poll		229514	1.61	229514	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**10352209**	**72.67**	**10352209**	**0**	**100.00**	**0.00**	**10**
Total		**27978668**	**23521187**	**84.06**	**23521187**	**0**	**100.00**	**0.00**	**10**

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Resolution No. 2: Ordinary Resolution

Resolution Required : (Ordinary)		2 - To appoint a Director in place of Mr. Kuldeep Jain (DIN: 02683041), Director of the Company, 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	6966828	6966828	100.00	6966828	0.00	100.00	0.00	0
	Poll		0	0.00	0	0.00	0.00	0.00	0
	Postal Ballot		0	0.00	0	0.00	0.00	0.00	0
	Total		**6966828**	**100.00**	**6966828**	0.00	**100.00**	0.00	**0**
Public Institutions	E-Voting	6766851	6202150	91.65	6202150	0.00	100.00	0.00	0
	Poll		0	0.00	0	0.00	0.00	0.00	0
	Postal Ballot		0	0.00	0	0.00	0.00	0.00	0
	Total		**6202150**	**91.65**	**6202150**	0.00	**100.00**	0.00	**0**
Public Non Institutions	E-Voting	14244989	10122695	71.06	10122695	0.00	100.00	0.00	10
	Poll		229514	1.61	229514	0.00	100.00	0.00	0
	Postal Ballot		0	0.00	0	0.00	0.00	0.00	0
	Total		**10352209**	**72.67**	**10352209**	0.00	**100.00**	0.00	**10**
Total		**27978668**	**23521187**	**84.06**	**23521187**	0.00	**100.00**	0.00	**10**

Resolution No. 3: Ordinary Resolution

Resolution Required : (Ordinary)		3 - Appointment of M/s. Walker Chandiok & Co LLP Chartered Accountants Registration No.001076N/NS00013) as Statutory Auditors 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	6966828	6966828	100.00	6966828	0.00	100.00	0.00	0
	Poll		0	0.00	0	0.00	0.00	0.00	0
	Postal Ballot		0	0.00	0	0.00	0.00	0.00	0
	Total		**6966828**	**100.00**	**6966828**	0.00	**100.00**	0.00	**0**
Public Institutions	E-Voting	6766851	6202150	91.65	6202150	0.00	100.00	0.00	0
	Poll		0	0.00	0	0.00	0.00	0.00	0
	Postal Ballot		0	0.00	0	0.00	0.00	0.00	0
	Total		**6202150**	**91.65**	**6202150**	0.00	**100.00**	0.00	**0**
Public Non Institutions	E-Voting	14244989	10122695	71.06	10122695	0.00	100.00	0.00	10
	Poll		229514	1.61	229514	0.00	100.00	0.00	0
	Postal Ballot		0	0.00	0	0.00	0.00	0.00	0
	Total		**10352209**	**72.67**	**10352209**	0.00	**100.00**	0.00	**10**
Total		**27978668**	**23521187**	**84.06**	**23521187**	0.00	**100.00**	0.00	**10**

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B. SPECIAL BUSINESS

Resolution No. 4: Special Resolution

Resolution Required : (Special)			4 - Increase in Loans and Investments Limits.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	6966828	6966828	100.00	6966828	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**6966828**	**100.00**	**6966828**	**0**	**100.00**	**0.00**	**0**
Public Institutions	E-Voting	6766851	6202150	91.65	6202150	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**6202150**	**91.65**	**6202150**	**0**	**100.00**	**0.00**	**0**
Public Non Institutions	E-Voting	14244989	10122695	71.06	10057830	64865	99.35	0.64	10
	Poll		229514	1.61	229514	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**10352209**	**72.67**	**10287344**	**64865**	**99.37**	**0.62**	**10**
Total		**27978668**	**23521187**	**84.0694**	**23456322**	**64865**	**99.72**	**0.27**	**10**

Resolution No. 5: Special Resolution

Resolution Required : (Special)			5 - Offer and Issue of Equity Shares for Consideration other than Cash on Private Placement Basis.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	6966828	6966828	100.00	6966828	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**6966828**	**100.00**	**6966828**	**0**	**100.00**	**0.00**	**0**
Public Institutions	E-Voting	6766851	6202150	91.65	6202150	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**6202150**	**91.65**	**6202150**	**0**	**100.00**	**0.00**	**0**
Public Non Institutions	E-Voting	14244989	10122695	71.06	10057840	64855	99.35	0.64	10
	Poll		229514	1.61	229514	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**10352209**	**72.67**	**10287354**	**64855**	**99.37**	**0.62**	**10**
Total		27978668	23521187	84.06	23456332	64855	99.72	0.27	10

Resolution No. 6: Special Resolution

Resolution Required : (Special)		6 - Offer and Issue of Equity Shares for Consideration other than Cash on Private Placement Basis.								
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	6966828	6966828	100.00	6966828	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**6966828**	**100.00**	**6966828**	**0**	**100.00**	**0.00**	**0**
Public Institutions	E-Voting	6766851	6202150	91.65	6202150	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**6202150**	**91.65**	**6202150**	**0**	**100.00**	**0.00**	**0**
Public Non Institutions	E-Voting	14244989	10122695	71.06	10057840	64855	99.35	0.64	10
	Poll		229514	1.61	229514	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**10352209**	**72.67**	**10287354**	**64855**	**99.37**	**0.62**	**10**
Total		**27978668**	**23521187**	**84.06**	**23456332**	**64855**	**99.72**	**0.27**	**10**

We further report that:

a. We have received all the documents as mentioned in Sections 105 and 113 of the Act and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Registers and also the Ballot Box used at the venue of the AGM, duly sealed; and

b. The Registers, all other papers and relevant records relating to E-Voting and voting through Poll papers at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM 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

CS Manish L. Ghia
Partner
M. No. FCS 6252; C. P. No. 3531
UDIN: F006252A000477063

Place: Mumbai
Date: 24.12.2019
Countersigned by

Chairman / Authorised Signatory
Nazara Technologies Limited
Place: Mumbai
Date: 24.12.2019