



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

Regd. Office: 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri- Kurla Road,
Andheri (East) Mumbai-400 059; Tel: +91-22- 4120 4837 / +91 22 4973 5078

Email: navigant@navigantcorp.com; Website: www.navigantcorp.com;

(CIN: L67190MH2012PLC231304)

Date: 07.12.2024

To,

The Board of Directors,

Scrabble Digital Limited

Valuable Techno Park, Plot No. 53/1, Road No. 7, MIDC,
Andheri (East), Mumbai City, Mumbai, Maharashtra, India, 400093

To,

The Board of Directors,

UFO Moviez India Limited

Valuable Techno Park, Plot No. 53/1, Road No. 7, MIDC,
Marol, Andheri (East), Mumbai – 400093.

SUBJECT: CERTIFICATE ON ACCURACY AND ADEQUACY OF DISCLOSURES OF INFORMATION PERTAINING TO THE SCRABBLE DIGITAL LIMITED IN THE ABRIDGED PROSPECTUS IN RELATION TO THE PROPOSED SCHEME OF ARRANGEMENT AMONGST SCRABBLE DIGITAL LIMITED (“TRANSFEROR COMPANY 1” OR “SDL”) AND UFO SOFTWARE TECHNOLOGIES PRIVATE LIMITED (“TRANSFEROR COMPANY 2” OR “USTPL”) AND UFO MOVIEZ INDIA LIMITED (“TRANSFEEEE COMPANY” OR “UFO”) AND THEIR RESPECTIVE SHAREHOLDERS UNDER SECTIONS 230 & 232 READ WITH SECTION 66 AND SECTION 52 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER.

Dear Sir / Madam,

We, Navigant Corporate Advisors Limited, SEBI Registered Category I Merchant Banker, having Registration No. INM000012243 have been appointed by Scrabble Digital Limited to provide a compliance report with respect to adequacy and accuracy of disclosures made in the Abridged Prospectus of Scrabble Digital Limited dated 6th December, 2024 (the “Abridged Prospectus”) under the Proposed Scheme of Arrangement amongst Scrabble Digital Limited (“Transferor Company 1” or “SDL”) And UFO Software Technologies Private Limited (“Transferor Company 2” or “USTPL”) and UFO Moviez India Limited (“Transferee Company” or “UFO”) and their respective shareholders under Sections 230 & 232 read with Section 66 and Section 52 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.





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Scope and Purpose of the certificate:

Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (SEBI Circulars), as amended from time to time, prescribed that the listed entity is required to include the applicable information pertaining to the unlisted entity involved in the scheme in the format specified for abridged prospectus as provided under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, in the explanatory statement or notice sent to the shareholders/creditors while seeking approval of the Scheme. The accuracy and adequacy of such disclosures are required to be certified by a SEBI Registered Merchant Banker after following the due diligence process.

Sources of the Information

We have received the following information from the Management of SDL and UMIL:

1. Scheme of Arrangement;
2. Disclosure in the format of Abridged Prospectus of SDL;
3. Information / documents / undertakings, etc. provided by the management of SDL and UMIL pertaining to the disclosures made in the respective Abridged Prospectus dated 6th December, 2024.

Certification. As required under the SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, we have examined the disclosures made in the Abridged Prospectus issued by SDL, which shall form part of the explanatory statement to the Notice to be issued by UFO. Accordingly, we confirm that the information disclosed in the Abridged Prospectus issued by SDL is accurate, adequate and contains all applicable information required in respect of unlisted entity involved in the Scheme, i.e. SDL, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.





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The above confirmation is based on the information furnished and explanations provided to us by the UMIL and SDL, assuming the same is complete and accurate in all material aspects on an “as is” basis. We have relied on the financials, information and representations furnished to us on an “as is” basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Disclosure Document. This certificate is a specific purpose certificate issued in terms of the SEBI Circulars and hence it should not be used by any person other than to whom it is addressed or for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

Thanking You,

For Navigant Corporate Advisors Limited



Sarthak Vijlani
Managing Director

Date: 07.12.2024

Place: Mumbai