



NOTICE

Notice is hereby given that the 9th Annual General Meeting of the company **PLAY GAMES 24X7 PRIVATE LIMITED** will be held on 30th September, 2015, Wednesday at 11:30 A.M at registered office of the Company situated at 401, 4th Floor, Building No. 16, Wing-B, Interface Complex, Off Link Road, Malad (West), Mumbai - 400 067 to transact the following business:

ORDINARY BUSINESS:

1) ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March 2015 including the audited balance Sheet as at 31st March 2015 and statement of Profit and Loss Account for the Financial Year ending as on that date along with the Report of the Auditor and the Board of Directors.

2) APPOINTMENT OF AUDITORS

To appoint M/s G.P. Kapadia & Co, Chartered Accountants as the Statutory Auditors of the Company for a period of five years (F.Y. 2015-16 to F.Y. 2019-20) starting from the conclusion of this 9th Annual General Meeting, until the conclusion of the 14th Annual General Meeting to be held for F.Y. 2019-20 subject to ratification of their appointment every year in AGM of the Company by Shareholders of the Company.

SPECIAL BUSINESS:

3) TO MODIFY EXERCISE TERMS OF EMPLOYEE STOCK OPTION SCHEME (ESOS) -2011:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution:

"RESOLVED THAT the existing clause 3 (b) of ESOS-2011 shall be replaced by below clause and followed by addition of clause 3 (c):

3 (b) An option holder has the right to exercise all the vested options at any time as per the terms and conditions of the scheme.

3 (c) An option holder may even exercise a part of the vested options once in every financial year subject to the conditions that at least 10 options or 10% of the vested options whichever is higher are exercised. If such option holder wants to exercise further options in the same financial year, then all remaining vested options in the scheme have to be exercised.

RESOLVED FURTHER THAT Mr. Bhavin Pandya and Mr. Trivikraman Thampy, Directors of the Company be and hereby severally authorizes to take all necessary steps, as may be required to effect this Resolution"



4) TO MODIFY EXERCISE TERMS OF SCHEDULE-II –PLAN –B (EMPLOYEES) OF EMPLOYEE STOCK OPTION SCHEME (ESOS) -2014

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution:

“RESOLVED THAT the existing clause b(ii) of Schedule-II –Plan –B (Employees) of ESOS-2014 shall be replaced by below clause and followed by addition of clause b(iii):

b(ii) An option holder has the right to exercise all the vested options at any time as per the terms and conditions of the scheme.

b(iii) An option holder may even exercise a part of the vested options once in every financial year subject to the conditions that at least 10 options or 10% of the vested options whichever is higher are exercised. If such option holder wants to exercise further options in the same financial year, then all remaining vested options in the scheme have to be exercised.

RESOLVED FURTHER THAT Mr. Bhavin Pandya and Mr. Trivikraman Thampy, Directors of the Company be and hereby severally authorizes to take all necessary steps, as may be required to effect this Resolution”

By Order of the Board,
For, Play Games 24X7 Private Limited

Bhavin Pandya
Director

DIN : 01564371

Place : Mumbai

Date : 8th September, 2015



NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 401, 4th FLOOR, BUILDING NO. 16, WING-B, INTERFACE COMPLEX, OFF LINK ROAD, MALAD (WEST), MUMBAI - 400 067, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THIS NOTICE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Corporate Members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall. Attendance at the Meeting will not be allowed without the production of the attendance slip duly signed.
5. All the documents referred in the Notice including Annual Accounts and Register of Directors' Shareholding are open for inspection, during the business hours, at the Registered Office of the Company up to and including the date of Annual General Meeting.
6. Members holding shares in physical form may write to the Company for any change in their address and bank account mandates, so as to enable the Company to make payment of dividend when declared.
7. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
8. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited financial statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. Members are requested to inform their e-mail ID to the Company.



EXPLANATORY STATEMENT AS PER SEC. 102 (1) OF THE COMPANIES ACT, 2013

ITEM No. 3: TO MODIFY EXERCISE TERMS OF EMPLOYEE STOCK OPTION SCHEME (ESOS) -2011:

It is proposed to provide flexibility to the Option holders in exercising the vested options by allowing option holders to exercise part of vested options. For this purpose it is proposed to alter the exercise terms of ESOS-2011 by replacing existing clause 3 (b) of ESOS-2011 by below clause and followed by addition of clause 3 (c) subject to approval by the Shareholders.

Shareholders to consider this proposal for approval.

3 (b) An option holder has the right to exercise all the vested options at any time as per the terms and conditions of the scheme.

3 (c) An option holder may even exercise a part of the vested options once in every financial year subject to the conditions that at least 10 options or 10% of the vested options whichever is higher are exercised. If such option holder wants to exercise further options in the same financial year, then all remaining vested options in the scheme have to be exercised.

ITEM No. 4: TO MODIFY EXERCISE TERMS OF SCHEDULE-II –PLAN –B (EMPLOYEES) OF EMPLOYEE STOCK OPTION SCHEME (ESOS) -2014:

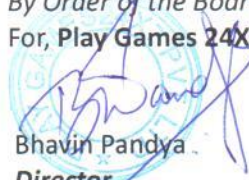
It is proposed to provide flexibility to the Option holders under Schedule-II –Plan –B (Employees) of Employee Stock Option Scheme (ESOS) -2014, in exercising the vested options by allowing option holders to exercise part of vested options. For this purpose it is proposed to alter the exercise terms of Schedule-II –Plan –B (Employees) of Employee Stock Option Scheme (ESOS) -2014 by replacing existing clause b(ii) be below clause and followed by addition of clause b(iii) subject to approval by the Shareholders.

Shareholders to consider this proposal for approval.

b(ii) An option holder has the right to exercise all the vested options at any time as per the terms and conditions of the scheme.

b(iii) An option holder may even exercise a part of the vested options once in every financial year subject to the conditions that at least 10 options or 10% of the vested options whichever is higher are exercised. If such option holder wants to exercise further options in the same financial year, then all remaining vested options in the scheme have to be exercised.

By Order of the Board,
For, Play Games 24x7 Private Limited


Bhavin Pandya
Director
DIN - 01564371

Place : Mumbai
Date : 8th September, 2015

PLAY GAMES24X7 PRIVATE LIMITED

Regd. Office: 401, 4th Floor, Building No. 16, Wing-B, Interface Complex, Off Link Road, Malad (West), Mumbai – 400067
CIN: U92490MH2006PTC162586

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :

Registered address :

E-mail Id:

Folio No :

I/We, being the holder(s) of shares of the above named company, hereby appoint:

1. Name:

Address:

E-mail Id :

Signature :, or failing him

2. Name:

Address:

E-mail Id :

Signature :, or failing him

3. Name:

Address:

E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual general meeting of the company, to be held on the 30th day of September, 2015 (Wednesday) at 11:30 A.M. at registered office of the Company situated at 401, 4th Floor, Building No. 16, Wing-B, Interface Complex, Off Link Road, Malad (West), Mumbai - 400067 or /and at any adjournment thereof in respect of such Resolutions as are indicated below :

Resolution No.

1. Adoption of financial statements for F.Y.2014-15 along with the Report of the Auditor and the Board of Directors.
2. Appointment of Auditors for a period of five years (F.Y. 2015-16 to F.Y. 2019-20) starting from the conclusion of this 9th Annual General Meeting.
3. To modify exercise terms of Employee stock option scheme (ESOS) -2011.
4. To modify exercise terms of schedule-II –Plan –B (Employees) of Employee stock option scheme (ESOS) -2014.

Signed this day of September, 2015

Signature of shareholder :

Signature of Proxy holder(s) :

Affix Rs.1/-
Revenue
Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.