



NOTICE

Notice is hereby given that the 10th Annual General Meeting of the Company will be held on 30th September, 2016, Friday at 11:30 A.M. at the 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 2016 including the audited balance Sheet as at 31st March 2016 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) RATIFICATION OF APPOINTMENT OF AUDITORS

To ratify the appointment of M/s G.P. Kapadia & Co, Chartered Accountants as the Statutory Auditors of the Company for the F.Y. 2016-17.

SPECIAL BUSINESS:

3) ALTERATION OF ARTICLE 29.4 (b) (i) OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT in accordance with the provisions of Sections 14, 15, related Rules and other applicable provisions, if any, of the Companies Act, 2013, the existing clause 29.4(b) (i) of the Articles of Association of the Company shall be replaced by the below clause:

29.4 (b) (i) "approval of material contracts, being contracts having an annual value exceeding \$ 10,00,000."

RESOLVED FURTHER THAT Mr. Bhavin Pandya, Trivikraman Thampy, Directors and Ms. Garima Tripathi, Company Secretary of the Company be and are hereby severally authorized to file form(s)/ return with the Registrar of Companies, Maharashtra, Mumbai and do all such acts, deeds or things as may be required to give effect to this Resolution."

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

Garima Tripathi
Company Secretary



Place: Mumbai
Date: 08th September, 2016



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 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: ALTERATION OF ARTICLE 29.4 (b) (i) OF ARTICLES OF ASSOCIATION OF THE COMPANY.

As per existing clause 29.4 (b) (i) of the Articles of Association, no resolution shall be passed or decision be taken by the Board at a meeting of the Board, or by circulation, in respect of any Contract having annual value exceeding \$2,50,000 unless approved by at least one Founder Director and one Angel Director.

Owing to scaling up of the business and consequent increase in spending on various business related activities, there is an urgent need to increase the pecuniary limit of contracts that require approval of at least one angel and one founder director. It is recommended that the minimum annual value of contracts that require approval of at least one angel and one founder director may be increased from \$2,50,000 to \$10,00,000

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


Garima Tripathi
Company Secretary



Place: Mumbai
Date: 08th September, 2016

PLAY GAMES24x7 PRIVATE LIMITED



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 member (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 10th Annual General Meeting of the Company, to be held on the 30th September, 2016, Friday at 11:30A.M. at the 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.2015-16 along with the Report of the Auditor and the Board of Directors.
2. Ratification of appointment of Auditors of the company.
3. Alteration of Article 29.4 (b) (i) of Articles of Association of the Company.

Signed this day of September, 2016

Chapter VII [Sections 88 to 122] The Companies (Management and Administration) Rules, 2014

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.



Play Games24x7 Private Limited

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

ADMISSION SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No.	
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No. of Shares	
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Name(s) in Full	Father/ Husband's Name	Address as Regd. with the Company
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

I/We hereby record my presence at Annual General Meeting of the company being held on 30th September, 2016, Friday at 11:30 a.m. at 401, 4th Floor, Building No. 16, Wing-B, Interface Complex, Off Link Road, Malad (West), Mumbai - 400 067

Please (✓) in the box

MEMBER PROXY

Member's Signature

Proxy's Signature

Play Games24x7 Private Limited

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

PROXY FORM

Regd. Folio No.	
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No. of Shares	
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I/We

Name(s) in Full	Father/ Husband's Name	Address as Regd. with the Company
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

Being a member of Play Games24x7 Private Limited, I hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my/our Proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company scheduled to be held on 30th September, 2016, Friday 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.

Signed by the said _____

