

NOTICE

Notice is hereby given that the Fourteenth (14th) Annual General Meeting (AGM) of the Members of Play Games24x7 Private Limited will be held on Wednesday, 30th September 2020 at 17:30Hrs (IST) / 08:00 Hrs (EDT) / 16:00 Hrs (Mauritius) through video conferencing ('VC') to transact the following businesses:

ORDINARY BUSINESS:

1) **ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Annual Financial Statements of the Company for the Financial Year ended 31st March 2020 including the Audited Balance Sheet as on 31st March 2020, the Statement of Profit and Loss Account and Cash Flow Statement for the Financial Year ended on that date along with the Report of the Auditor and the Board of Directors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2020 including audited Balance Sheet as at 31st March 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

2) **DIVIDEND:**

To confirm the Interim Dividend declared @ Rs. 5577 per equity share for the financial year ended 31st March 2020 and, in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Interim Dividend of Rs. 5577 per equity share of Rs. 10 each fully paid up declared by the Board of Directors and already paid, be and is hereby confirmed for the Financial Year 2019-2020."

3) **APPOINTMENT OF STATUTORY AUDITORS:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the consent required as per Article 3.7 read with Article 16.4.2 of Part B of the Articles of Association of the Company, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s. G.P. Kapadia & Co., Chartered Accountants, to hold office for a term of five years (F.Y. 2020-21 to F.Y. 2024-25) from the conclusion of the 14th Annual General Meeting (AGM) until the conclusion of the 19th AGM of the Company to be held for F.Y. 2024-25, on such remuneration as may be mutually agreed upon between any of the Executive Director and the Auditors.

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

4) **TO ALTER ARTICLE 2.4.1 OF PART-B OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), subject to the consent required as per Article 3.7 read with Article 16.2.2 and 16.4.2 of Part B of the Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded to alter the Articles of Association of the Company in the manner more expressly described below:

The existing Article No. 2.4.1 of Part B of the Articles of Association to be replaced with the new Article as following:

Existing Article	New Article
<p>2.4.1 The Board shall have the power to constitute, from time to time, any committees or sub-committees (“Board Committees”) and delegate such of its powers to such Board Committees as it may deem appropriate, including nominating the Directors who will form part of such Board Committees. Subject to Article 3.9, the Raine Nominee Director (if so elected by Raine) and the Founder Nominee Directors shall be appointed to each of the Board Committees. The Tiger Director shall have the right to observe any meeting of any Board Committee, and shall have the right to receive notices of any such meeting and to receive any and all actions and/or other materials given to any members of the Board Committee, in each case at the same time and in the same manner as provided to such members.</p>	<p>2.4.1 The Board shall have the power to constitute, from time to time, any committees or sub-committees (“Board Committees”) and delegate such of its powers to such Board Committees as it may deem appropriate, including nominating the Directors who will form part of such Board Committees. Subject to Article 3.9, the Raine Nominee Director (if so elected by Raine) and the Founder Nominee Directors shall be appointed to each of the Board Committees. The Tiger Director shall have the right to observe any meeting of any Board Committee, and shall have the right to receive notices of any such meeting and to receive any and all actions and/or other materials given to any members of the Board Committee, in each case at the same time and in the same manner as provided to such members. <i>A Founder Nominee Director who is not a member of any Board Committees shall be entitled to attend (whether in person, by way of telephone or video conferencing or otherwise) all meetings of such Board Committees as a non-voting observer.</i></p>

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company, be and are hereby severally authorised to sign and file such forms or documents as may be required with the Ministry of Corporate Affairs or Registrar of Companies, Maharashtra or such other authority as may be required and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto.”

By Order of the Board,

For, Play Games24x7 Private Limited

Sd/-

Bhavin Pandya

Director

DIN: 01564371

Place: Mumbai

Date: 7th September 2020



NOTES:

1. Notice of 14th Annual General Meeting through Video Conferencing is in compliance with applicable provisions of Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 20/2020 dated 5th May 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” read with General Circular No. 14/ 2020 dated 8th April 2020 and the General Circular No. 17/ 2020 dated 13th April 2020 respectively in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19 (collectively referred to as ‘MCA Circulars’). The registered office of the Company shall be recorded as the venue of this Annual General Meeting (AGM).
2. A statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) relating to the special business to be transacted at the AGM is annexed hereto.
3. Notice is also posted on the website of the company at www.games24x7.com.
4. Auditors or their authorized representative are requested to attend this AGM.
5. In compliance with the Ministry of Corporate Affairs Circular No. 14/2020 dated 08th April 2020, there is no requirement of appointment of proxy for this AGM. Since, the AGM under this framework will be held through video conferencing means, where physical attendance of members in any case has been dispensed with. Hence, instructions related to proxy and proxy form is not provided in this Notice.
6. Corporate Members intending their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Act are advised to email on secretarial@games24x7.com a certified copy of the Board Resolution/ Authority Letter/ Power of Attorney, authorizing their representative to attend through video conferencing means and vote on their behalf at the Meeting.
7. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
8. The Members may write to the Company through email on secretarial@games24x7.com for any change in their address and bank account mandates, so as to enable the Company to make payment of dividend when declared.
9. Non-Resident Indian members are requested to inform the Company, immediately of:
 - a) Change in their residential status on return to India.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
10. In compliance with the afore-mentioned MCA Circulars and pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, Notice of Annual General Meeting along with the Annual Report and other documents are being sent 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.

11. All the members and participants to the AGM are requested to pose their questions pertaining to matter to be placed in the AGM up to 28th September 2020 through email on secretarial@games24x7.com
12. Due to security reason, the helpline number for the shareholders for technical assistance and Zoom meeting link and password will be shared separately via e-mail to the shareholders of the Company.

In compliance with the framework provided as per MCA "General Circular No.14/2020" dated 08th April 2020. The procedure and instructions on how to access and participate in the AGM are as follows:

- i. You will receive an email from the meeting host with Zoom meeting link and password to join the meeting.
 - ii. Click on the join link in your email or calendar invitation (join via PC, Mac, iOS or Android).
 - iii. Depending on your default web browser, you may be prompted to open Zoom or you can download the Zoom from the weblink - <https://zoom.us/download>
 - iv. Enter the password as shared in the email.
 - v. You will be taken to the meeting and the Host will admit you as participant to the meeting.
 - vi. Members will be required to allow Camera, since the meeting will be held via video conferencing. Members are also encouraged to join the Meeting through Laptops for better experience.
13. Voting in AGM will be held by show of hands and to record the same the host will launch the Poll feature available in Zoom, where the shareholders are requested to cast their vote.
 - i. Once the Host launches the Poll feature for voting, on the video screen, you will see "Resolution Description" and against the same the option "Consent/Dissent" for voting.
 - ii. Cast your vote by selecting appropriate option i.e. Consent/Dissent as desired.
 - iii. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
 - iv. At the end of the voting, the host will share the voting result with you.
 14. Members are requested to write on secretarial@games24x7.com for inspection of all related documents referred to in the Notice, Statutory Registers and Articles of Association of the Company and the same shall be provided to members on their email id registered with the Company.
 15. Facility of joining the meeting shall be opened 15 minutes before the time scheduled for the meeting and shall be closed 15 minutes after such scheduled time.
 16. During the meeting through video conferencing, where a poll in accordance with Section 109 of the Companies Act, 2013 and rules made thereunder is required, the members are requested to cast their vote on the resolutions only by sending email on secretarial@games24x7.com through their email addresses which are registered with the company.
 17. Attendance of members through video conferring shall be counted for the purpose of quorum. Hence, attendance slip is not provided here.
 18. AGM will be held through video conferencing means. Hence, Route Map and Landmark for place of meeting is not provided in this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4: To alter Article 2.4.1 of Part-B of the Articles of Association of the Company:

The Board of Directors intend to give a right to both the Founder Directors (Trivikraman Thampy and Bhavin Pandya) to observe meetings of the Committees constituted by the Board in which they are not a member. For this purpose, it is required to alter the Articles of Association of the Company to enable this right. Board of Directors have already approved the necessary alteration to Article 2.4.1 of Part-B of the Articles of Association for this purpose in its meeting held on 4th September 2020 by adding following lines at the end of the existing Article 2.4.1:

“A Founder Nominee Director who is not a member of any Board Committees shall be entitled to attend (whether in person, by way of telephone or video conferencing or otherwise) all meetings of such Board Committees as a non-voting observer.”

The existing Article No. 2.4.1 of Part B is required to be replaced with the new Article. Revised Article is already placed in the resolution.

As per the provisions of Section 14 of the Companies Act, 2013, the approval of the members by way of special resolution is required to be obtained with respect to alteration in the Articles of Association of the Company. Accordingly, the Board recommends the proposed resolution set out at item No. 4 for the approval of members by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship and employment in the Company.

By Order of the Board,
For, Play Games24x7 Private Limited

Sd/-
Bhavin Pandya
Director
DIN: 01564371

Place: Mumbai
Date: 7th September 2020