

NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifth Annual General Meeting (“**AGM**”) of the members of Paytm First Games Private Limited (“**the Company**”) will be held at shorter notice on September 30, 2022, at the registered office of the Company at 136, 1st Floor, Devika Tower, Nehru Place, New Delhi – 110019 at 5:00 P.M. (IST) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited financial statements of the Company for the year ended March 31, 2022, the report of the Board of Director’s and Auditors’ thereon; and
 - b. the audited consolidated financial statements of the Company for the year ended March 31, 2022, and the Auditors’ report thereon.
2. To appoint a Director in place of Mr. Sudhanshu Gupta (DIN: 07252817) who retires by rotation and, being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Madhur Deora (DIN: 07720350) who retires by rotation and, being eligible offers himself for reappointment.

SPECIAL BUSINESS

4. CONFIRMATION OF MR. RAJENDRA NALAM AS A DIRECTOR (DIN: 09511316), WHO WAS APPOINTED AS AN ADDITIONAL DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rajendra Nalam (DIN: 09511316) was appointed as an Additional Director and whose term expires at this Annual General Meeting and as recommended by Nomination and Remuneration Committee in its meeting held on July 29, 2022 to act as director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. CONFIRMATION OF MS. MONICA MARIA NUNES AS A DIRECTOR (DIN: 09744885), WHO WAS APPOINTED AS AN ADDITIONAL DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Monica Maria Nunes (DIN: 09744885) was appointed as an Additional Director and whose term expires at this Annual General Meeting and as recommended by Nomination and Remuneration Committee by its resolution dated September 22, 2022 to act as director and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

6. CONFIRMATION OF MR. RAHUL GUPTA AS A DIRECTOR (DIN: 09746142), WHO WAS APPOINTED AS AN ADDITIONAL DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rahul Gupta (DIN: 09746142) was appointed as Additional Director and whose term expires at this Annual General Meeting and as recommended by Nomination and Remuneration Committee by its resolution dated September 27, 2022 to act as director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

**By Order of the Board of Directors
For Paytm First Games Private Limited**

**Place: Gurgaon, India
Date: September 28, 2022**

**Sd/-
Sudhanshu Gupta
Chairman & Whole Time Director
DIN: 07252817**

**Regd Off: 1st Floor, Devika Tower
Nehru Place, New Delhi - 110019
CIN- U74999DL2017PTC325912
Website- www.firstgames.in**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, SIGNED AND COMPLETED IN ALL RESPECTS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. 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 member.
3. No person shall be entitled to attend and vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her a duly authorized representative, certified to be true copy by the Chairman/Managing Director/Company Secretary, shall have been deposited at the registered office of the Company before the time fixed for the commencement of the meeting.
4. Route-map to the venue of the Meeting has been annexed to the notice.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
6. Members are requested to notify the changes of address if any, to the Company quoting their respective folio nos.
7. Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s. 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM
8. The Register of Contracts or arrangements in which the Directors are interested, maintained u/s.189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
9. All documents referred to in the notice and explanatory statement shall be open for inspection at the corporate office of the company at One Skymark, Tower D, Plot No. H-10B, Sector-98, Noida-201304 on all working days, between 11.00 a.m. and 5.00 p.m. upto the date of the Meeting. The company has intimated from the Registrar of Companies to keep books of account at a place other than the registered office of the company.
10. In view of the outbreak of the COVID-19 pandemic, the place of the meeting will be completely sanitized and members are requested to take the security measures and follow the social distancing norm.

EXPLANATORY STATEMENT

As required by Section 102(1) of the Companies Act 2013, the following statement sets out all material facts relating to the business mentioned under Items No. 4 to 6 of the accompanying notice dated September [•] 2022

Item No.4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Company had appointed Mr. Rajendra Nalam as an Additional Director with effect from July 29, 2022, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

Mr. Rajendra Nalam is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received necessary candidature notice under Section 160 of Act with respect to Mr. Rajendra Nalam, for appointment as Director of the company

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The Board considers that on account of standing experience of Mr. Rajendra Nalam, his appointment will be in the interest of the Company.

The Board recommends the passing of the Item no. 4 as an Ordinary Resolution for your approval.

The documents, if any, referred above, are made available for inspection in terms of Point 7 and 8 of the Notes to the accompanying notice.

None of the Directors of the Company and / or their relatives are concerned or interested, financially or otherwise; in the said resolutions except Mr. Rajendra Nalam.

Item No.5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Company had appointed Ms. Monica Maria Nunes as an Additional Director with effect from September 23, 2022, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

Ms. Monica Maria Nunes is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received necessary candidature notice under Section 160 of Act with respect to Ms. Monica Maria Nunes, for appointment as Director of the company

A brief profile covering the details of her age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The Board considers that on account of standing experience of Ms. Monica Maria Nunes, her appointment will be in the interest of the Company.

The Board recommends the passing of the Item no. 5 as an Ordinary Resolution for your approval.

The documents, if any, referred above, are made available for inspection in terms of Point 7 and 8 of the Notes to the accompanying notice.

None of the Directors of the Company and / or their relatives are concerned or interested, financially or otherwise; in the said resolutions expect Ms. Monica Maria Nunes.

Item No.6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Company had appointed Mr. Rahul Gupta as an Additional Director with effect from September 27, 2022 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

Mr. Rahul Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received necessary candidature notice under Section 160 of Act with respect to Mr. Rahul Gupta, for appointment as Director of the company

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The Board considers that on account of standing experience of Mr. Rahul Gupta, his appointment will be in the interest of the Company.

The Board recommends the passing of the Item no. 6 as an Ordinary Resolution for your approval.

The documents, if any, referred above, are made available for inspection in terms of Point 7 and 8 of the Notes to the accompanying notice.

None of the Directors of the Company and / or their relatives are concerned or interested, financially or otherwise; in the said resolutions expect Mr. Rahul Gupta.

Annexure I

Details of Director seeking appointment/ whose remuneration is proposed to be increased at the 5th Annual General Meeting scheduled to be held on September 30, 2022

Name of Director	Mr. Sudhanshu Gupta	Mr. Madhur Deora	Mr. Rajendra Nalam	Ms. Monica Maria Nunes	Mr. Rahul Gupta
DIN	07252817	07720350	09511316	09744885	09746142
Date of Birth (Age in years)	November 23, 1983 (39)	September 12, 1978 (44)	April 26, 1976 (46)	October 28, 1968 (54)	September 22, 1993 (29)
Original Date of Appointment	May 2, 2018	July 27, 2021	July 29, 2022	September 23, 2022	September 28, 2022
Qualifications	MBA from Management Development Institute, Gurgaon, Haryana India. B.Sc. from St. Stephen's college, University of Delhi	Bachelor's degree of science in economics from the Wharton School of the University of Pennsylvania	Chartered Accountant from the Institute of Chartered Accountants of India	<ul style="list-style-type: none"> University of Calgary, Bachelor of Commerce The University of Hong Kong, Master of Social Sciences Chartered Professional Accountant and Certified Management Accountant, Canada 	Masters in quantitative economics
Experience & Expertise in specific functional areas	Has working experience in the reputed organizations like Pepsi co., DIAGEO and Flipkart.	Economics, Finance, Investor Relation and rich managerial experience	Mr. Rajendra Nalam is a qualified Chartered Accountant having rich experience in finance, strategic affairs and treasury functions	<p>Gulf Canada Resources Limited, Calgary, Alberta, Canada International Exploration Team Accountant (May 1993 to May 1995)</p> <p>Finibanco, Macau Marketing Manager (August 1995 to May 1996)</p> <p>Banque Indosuez, Hong Kong Credit Analyst (June 1996 to May 1998)</p> <p>Bank Boston, Hong Kong Credit Analyst (May 1998 to May 1999)</p> <p>Vodatel Networks Holdings Limited, Macau Executive Director, Finance Director and Compliance Director (May 1999 to Present)</p> <p>Expertise of functional areas:</p> <ul style="list-style-type: none"> Participate in setting overall strategic 	Worked almost 4 years as Product Manager in Bytedance and Paytm First Games

				<p>directions of the Group, identify business opportunities and areas for improvement and manage integrations/collaborations between entities;</p> <ul style="list-style-type: none"> • Ensure the Group complies with listing regulations; • Set ESG targets along with other members of the executive team and ensure integration into business strategies; • Oversee all finance, HR and administrative functions, including policies setting, budgeting, financial reporting, results announcements, internal controls, banking facilities, treasury, tax planning, compliance, logistics, human resources and administration; • Review and negotiate contracts and agreements; • Provide support to sales and marketing team for cost analysis and pricing matters; and • Oversee key projects to ensure smooth implementation 	
Terms and Conditions of appointment/reappointment	As per Company Policy on appointment of Board Members	As per Company Policy on appointment of Board Members	Refer to item no. 4 of the Notice and the corresponding Explanatory Statement	Refer to item no. 5 of the Notice and the corresponding Explanatory Statement	Refer to item no. 6 of the Notice and the corresponding Explanatory Statement
Remuneration last drawn	INR 17,452,578/- P.A. (Cost to Company)	N.A.	N.A.	N.A.	N.A.
Shareholding in the Company as on 31st March, 2022	NIL	NIL	NIL	NIL	NIL
Relationship with other Directors and KMPs of the Company	None	None	None	None	None

Number of Board Meetings attended during the year.	5 of 6	1 of 3	N.A.	N.A.	N.A.
List of Companies in which outside Directorships held as on March 31, 2022	<ul style="list-style-type: none"> • Mobiquest Mobile Technologies Pvt. Ltd. • Paytm Entertainment Limited • Rooter Sports Technologies Private Limited 	<ul style="list-style-type: none"> • Mobiquest Mobile Technologies Private Limited • Wasteland Entertainment Private Limited • Paytm Money Limited • Paytm Financial Services Limited • Eatgood Technologies Private Limited • Orbgen Technologies Private Limited • Paytm Labs Inc • One97 Ivory Coast SA • One97 USA Inc • Paytm Payments Services Limited • Paytm Insuretech Private Limited • Paytm Payments Bank Limited 	<ul style="list-style-type: none"> • Orbgen Tech. Pvt. Limited • Wasteland Entertainment Pvt. Ltd. • Paytm General Insurance Ltd. • Little Internet Pvt. Ltd. • Nearbuy India Pvt. Ltd. 	<ul style="list-style-type: none"> • Vodatel Networks Holdings Limited Executive Director • Macau Pass S.A. Director 	None
Chairmanship/ Member in Committees of Board of Directors of Indian Companies as on March 31, 2022	NIL	Member of Audit Committee and Nominations & Remuneration Committee of Paytm Money Limited	Member of Audit Committee and Nominations & Remuneration Committee of Little Internet Private Limited	None	None

**By Order of the Board of Directors
For Paytm First Games Private Limited**

**Place: Gurgaon
Date: September 28, 2022**

**Sd/-
Sudhanshu Gupta
Chairman & Whole Time Director
DIN: 07252817**

**Regd Off: 1st Floor, Devika Tower
Nehru Place, New Delhi - 110019
CIN- U74999DL2017PTC325912
Website www.firstgames.in**

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]**

CIN: U74999DL2017PTC325912

Name of the company: Paytm First Games Private Limited

Registered office: 136, First Floor, Devika Tower, Nehru Place, New Delhi – 110019

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the company, to be held on September 30, 2022, at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. *To receive, consider and adopt*
 - a. *the audited financial statement of the Company for the year ended March 31, 2022, the report of the Board of Director's and Auditor's thereon; and*
 - b. *the audited consolidated financial statement of the Company for the year ended March 31, 2022, and the Auditor's report thereon*
2. *To appoint a director in place of Mr. Sudhanshu Gupta (DIN: 07252817) who retires by rotation and, being eligible offers herself for reappointment*
3. *To appoint a director in place of Mr. Madhur Deora (DIN: 07720350) who retires by rotation and, being eligible offers herself for reappointment*
4. *Confirmation of Mr. Rajendra Nalam as a director (DIN: 09511316), who was appointed as an additional director*

5. *Confirmation of Ms. Monica Maria Nunes as a director (DIN: 09744885), who was appointed as an additional director*

6. *Confirmation of Mr. Rahul Gupta as a director (DIN: 09746142), who was appointed as an additional director*

Signed this day of 2022
Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp



Paytm First Games Private Limited

Registered Office: 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019

ATTENDANCE SLIP

Please complete this attendance slips and hand it over at the entrance of the hall.

Full name of the Shareholder in Block Letters:

Folio No.:
No. of Shares held:

I hereby record my presence at the 5th Annual General Meeting of the Company, held at 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019 on September 30, 2022, at 5:00 P.M.(IST)

Signature of the Shareholder- _____

Note: Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.

-----CUT HERE-----



On the letter head of the Company

The Board of Directors
Paytm First Games Private Limited
136, First Floor, Devika Towers
Nehru Place, New Delhi - 110 019, India

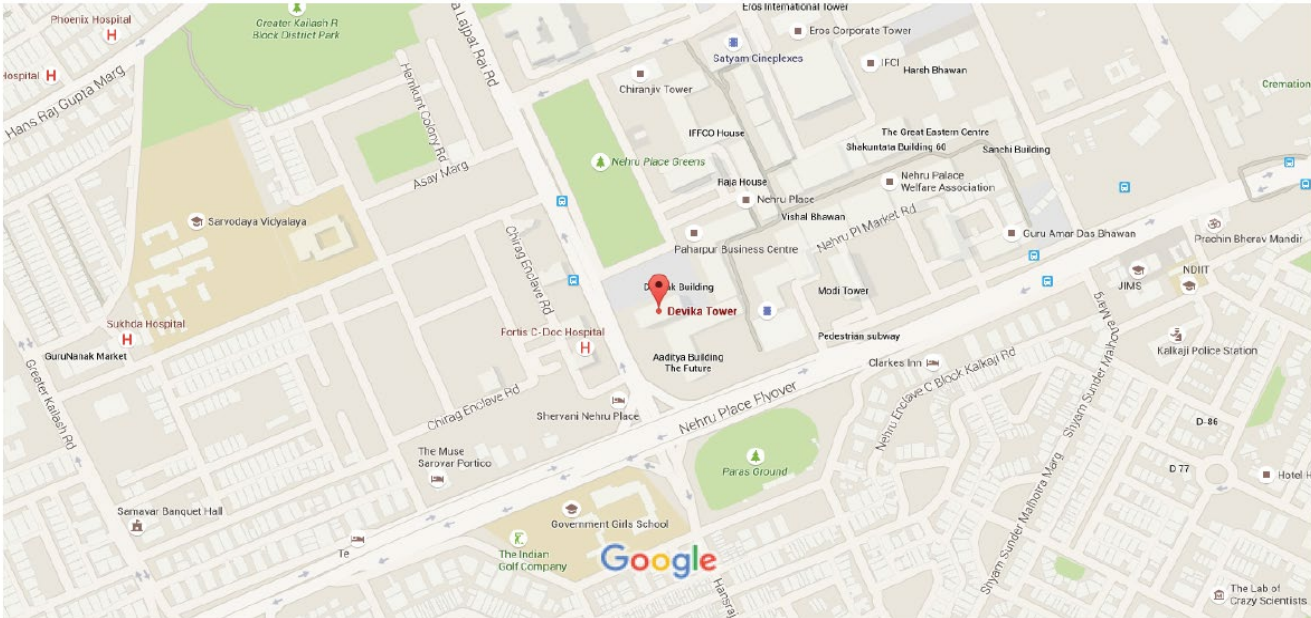
We,, holding equity shares of Paytm First Games Private Limited (“Company”) of the face value of INR 10 (ten rupees) each, hereby appointto act as our authorized representative to vote on our behalf at the AGM or any adjournment thereof, with respect to the proposed resolution set out in the notice for Annual general meeting dated September 28, 2022.

For and on behalf of

For.....

Director/Company Secretary/Authorised Signatory

Route Map of the Location of the Fifth Annual General Meeting of the Company:



**Address: Paytm First Games Private Limited
136, 1st Floor, Devika Tower, Nehru Place, New Delhi - 110019**

Landmark: Devika Tower, Nehru Place, New Delhi - 110019