

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of OK PLAY INDIA LIMITED will be held on Wednesday, the 30<sup>th</sup> day of December, 2020 at 11.00 A.M. to transact through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:

(a) the standalone Ind AS financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2020, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors’ Report and Auditors’ report thereon.

(b) the consolidated Ind AS financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2020, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors’ Report and Auditors’ report thereon.

2. To appoint a Director in place of Mr. Rajan Handa (DIN 00194590), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

**3. RE-APPOINTMENT OF STATUTORY AUDITORS**

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

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and rules made thereunder M/s D.S. Chadha & Associates., Chartered Accountants (FRN: 026723-N) having offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of 31<sup>st</sup> Annual General Meeting until the conclusion of 36<sup>th</sup> Annual General Meeting at a remuneration to be fixed by the Board of Directors for the financial year ending 31<sup>st</sup> March 2021.”

### **SPECIAL BUSINESS:**

**4. RE-APPOINTMENT & PAYMENT OF REMUNERATION TO DR. RAJAN WADHERA (DIN 01412577) AS WHOLE-TIME DIRECTOR**

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and subject to approval of the Central Government, if necessary, the consent of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Dr. Rajan Wadhera (DIN 01412577) as Whole-Time Director of the Company for a further period of three years from 01 October, 2020 to 30 September, 2023 with liberty to Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration to be paid including perquisites subject to the same not exceeding the limits specified under Schedule V of the Companies Act 2013; as set out hereunder:

**I. Salary:**

Basic Salary: Rs. 1,00,000/- (Rupees One Lakh Only) per month with effect from 01<sup>st</sup> October, 2020.

**II. Allowances & Perquisites**

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs. 1,00,000/- per month. Allowances & Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, PF & retirement benefits and Leave Travel Concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, use of Company’s car with driver, Residential Telephones, Special Allowances etc.

For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, ceiling under each of the above heads shall be fixed/re-fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 1,00,000/- or to allow any other perquisite.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year or during the tenure of Dr. Rajan Wadhera (DIN- 01412577), as Whole-Time Director, the remuneration (including perquisites) as set out aforesaid be paid to him as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary, increase, modify or alter the remuneration and perquisite in such manner as may be agreed between the Board of Directors and Dr. Rajan Wadhera within and in accordance with the provisions of the Companies Act, 2013 or any statutory modification thereto and as may be stipulated by the Central Government.

**RESOLVED FURTHER THAT** Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

**5. RE-APPOINTMENT OF MR. AJAY VOHRA (DIN:03332920) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ajay Vohra (DIN : 03332920), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of three consecutive years with effect from 01 October 2020.”

**6. RATIFICATION OF REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2020-21**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Goyal, Goyal & Associates, Cost Accountants (Firm Registration No. 000100) appointed as the Cost Auditor by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2020-21 on a remuneration of Rs. 60,000/- per annum, be and is hereby ratified.”

**7. RE-CLASSIFICATION FROM PROMOTER GROUP CATEGORY TO NON-PROMOTER CATEGORY**

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

“**RESOLVED THAT,** in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and pursuant to the communication received by Outgoing Promoters, the approval of the Company be and is hereby accorded to re-classify the following persons from the Promoter Category to Public Category (hereinafter individually & jointly referred to as the 'Outgoing Promoters'):

Promoter and Promoter Group	Number of Equity Shares
Ms. Anandana Handa	2,500
Mr. Gaurav Chopra	56,350
Ms. Geetanjali Chopra	26,050
Mr. Rajesh Chopra	12,150
Rajesh Chopra HUF	7,700
Ms. Sangeeta Chopra	74,400

**RESOLVED FURTHER THAT** on approval of the Stock Exchange upon application for re-classification of the aforementioned applicants, the Company shall effect such re-classification and the aforesaid applicants shall cease to be in the Promoter and Promoter group of the Company.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

Date: 13<sup>th</sup> November, 2020

Place: New Delhi

**By order of the Board of Directors  
for OK PLAY INDIA LIMITED**

Sd/-  
**Meenu Goswami  
Company Secretary**

**Notes :**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available
3. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mailmepkp@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
6. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors being reappointed at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is appended hereto and forms part of this Notice.
7.
  - a) The Register of Members and Share Transfer Books of the Company will remain closed from 24 December, 2020 to 30 December, 2020 (both days inclusive).
  - b) The remote e-voting period commences on Sunday, December 27, 2020 (09:00 a.m.) and ends on Tuesday, December 29, 2020 (05:00 p.m.). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 23, 2020, may cast their vote by remote e-voting
8. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83

Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with PIN Code number.

In case shares are in demat form, members are requested to update their bank detail with their depository participant .

The equity share capital of the company is 19208115 equity shares of Rs 10 each , out of which 92.85 % of the capital are in dematerialised form and the balance holding 6.85% of the capital are in physical form. **The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.**

9. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
10. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, atleast one week before the meeting.
11. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
12. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
14. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 31<sup>st</sup> AGM is being sent only through electronic mode; to those Members who have not registered their e-mail address so far are requested to register their e-mail address for

receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

<b>Physical Holding</b>	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at <a href="mailto:info@masserv.com">info@masserv.com</a> providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN( Self attested scanned copy of PAN Card), AADHAR ( Self attested scanned copy of Aadhar Card) for registering email address.
<b>Demat Holding</b>	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

16. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking re-appointment is annexed to the notice.

17. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given below.

### **INSTRUCTION FOR REMOTE EVOTING , EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING**

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax

	<p>Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.</li> </ul>
<p>Dividend Bank Details</p> <p><b>OR</b></p> <p>Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the OK Play India Limited.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES :**

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to [info@masserv.com](mailto:info@masserv.com)
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to [info@masserv.com](mailto:info@masserv.com)

**INSTRUCTIONS FOR JOINING MEETING THROUGH VC:**

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the “Name” field - Put your USERID as informed in e-email..

In the “last name” field - Enter your Name

In the “Email ID” field - Put your email ID

In the “Event password” field - Put the password as “cdsl@1234”

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

### PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

### PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

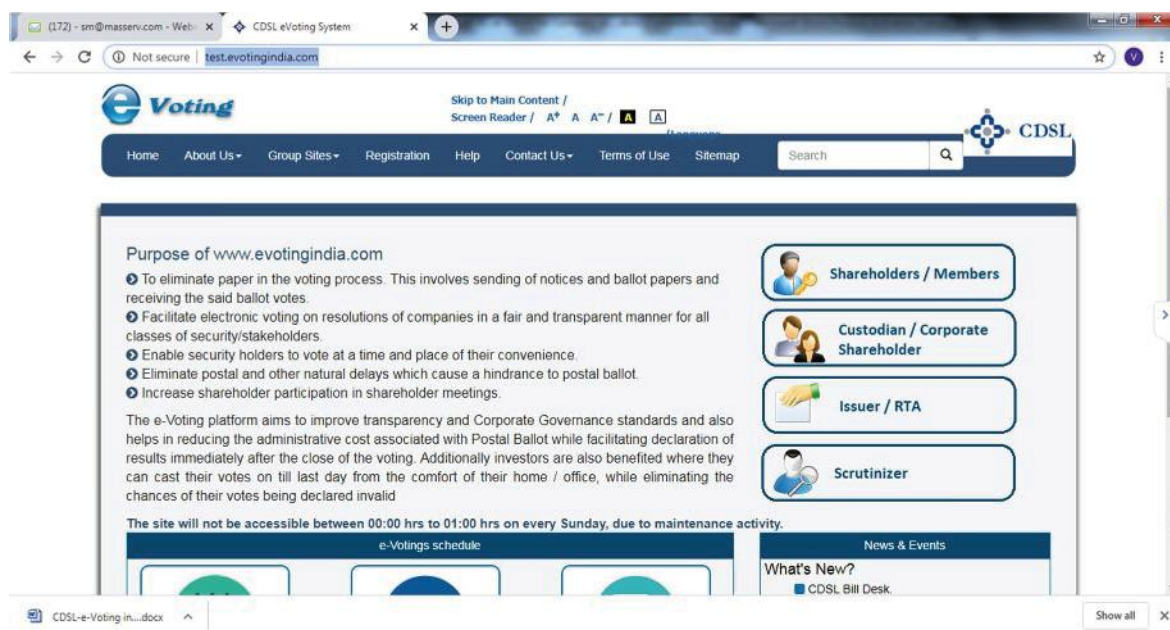
- ✓ Please download webex application from play store

**NOTE:** IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

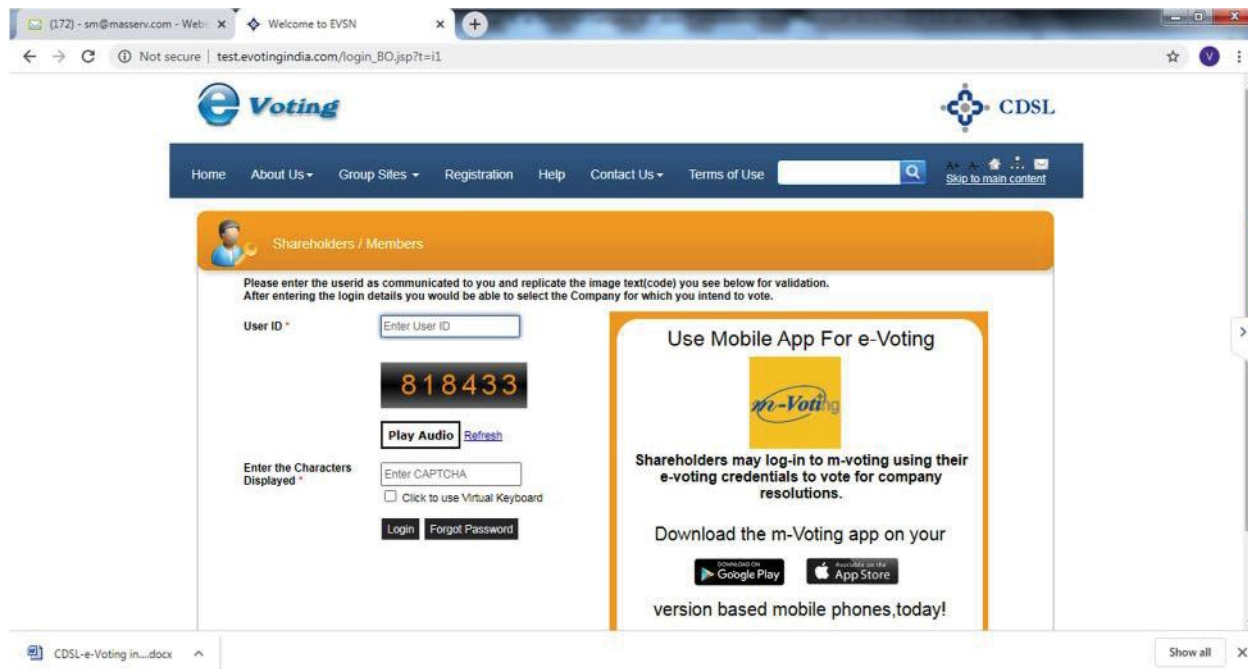
### PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC

(EXPLAINED USING SCREENSHOTS):

- i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>. Below screen will be appear.

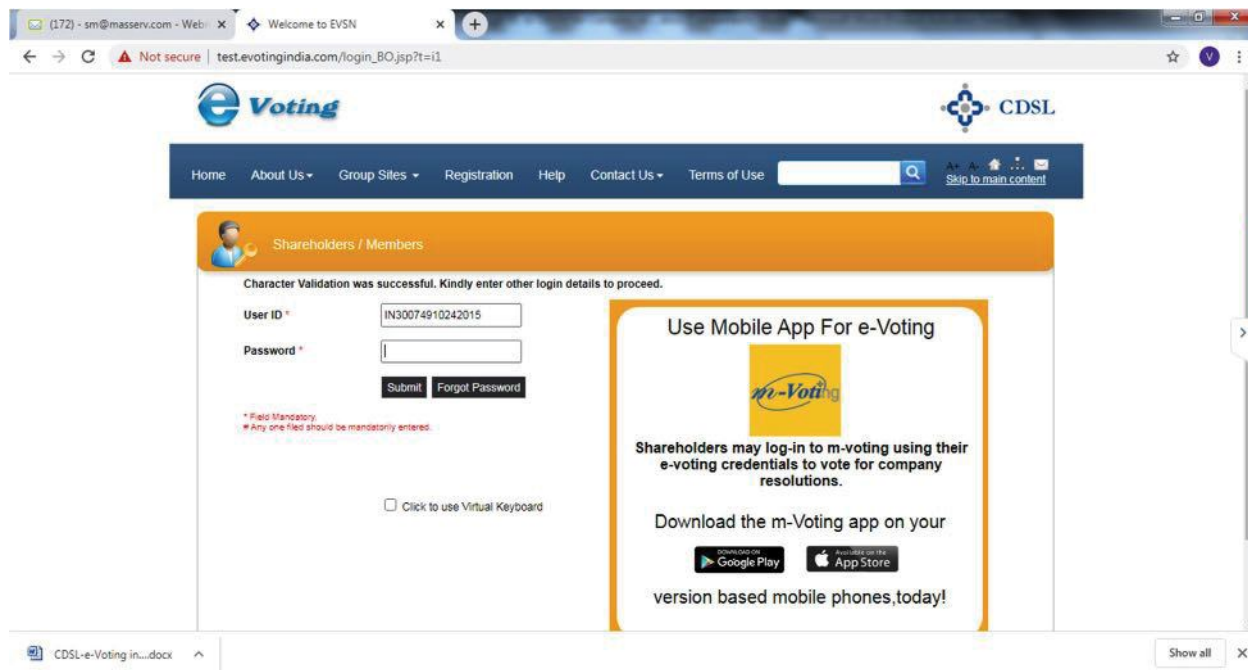


ii. Press Shareholders/Members tab, after which the below screen will be appear.

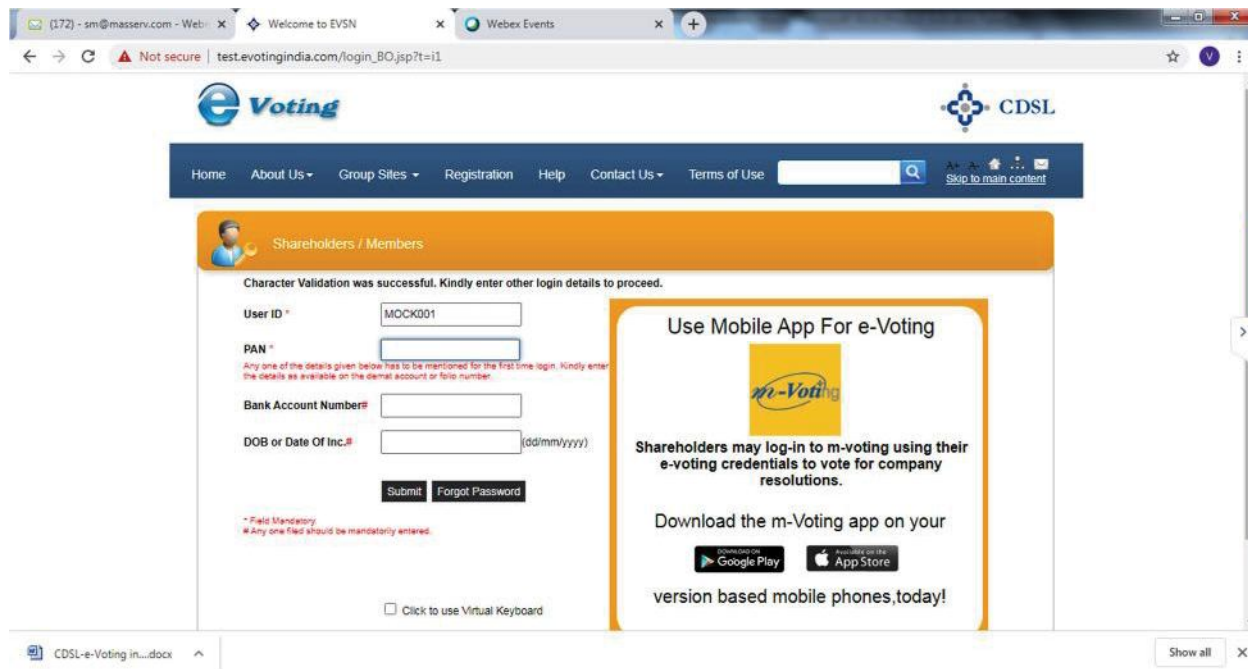


iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

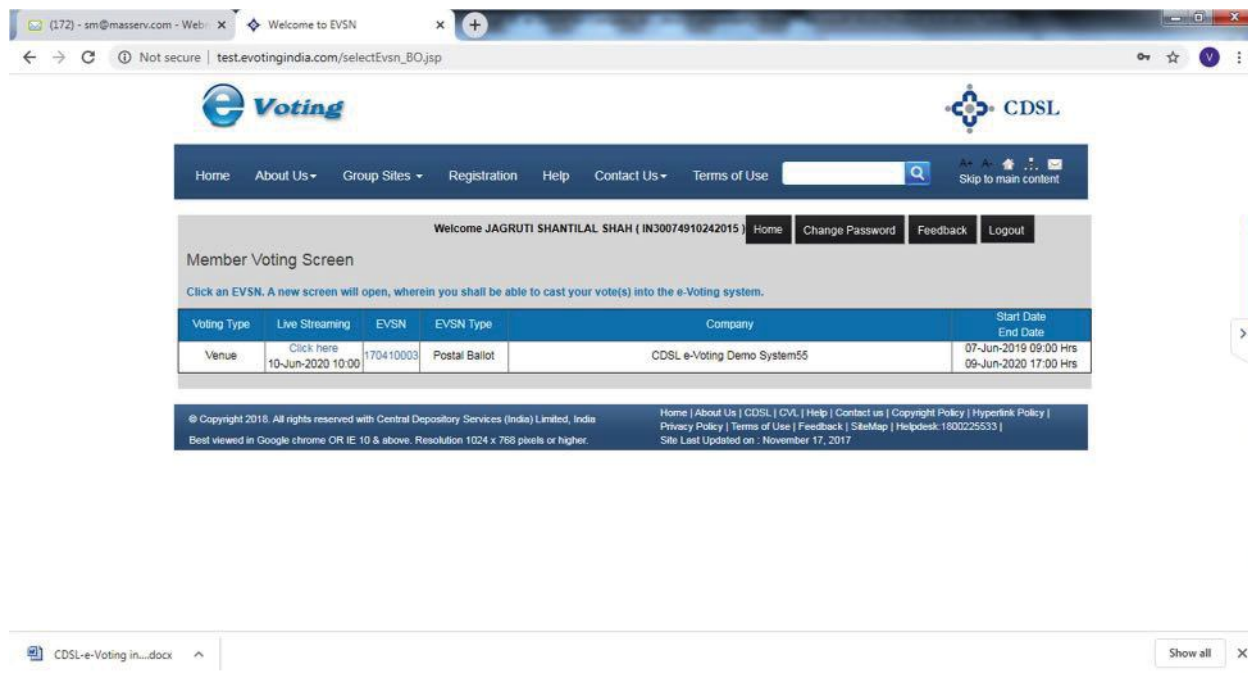
Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

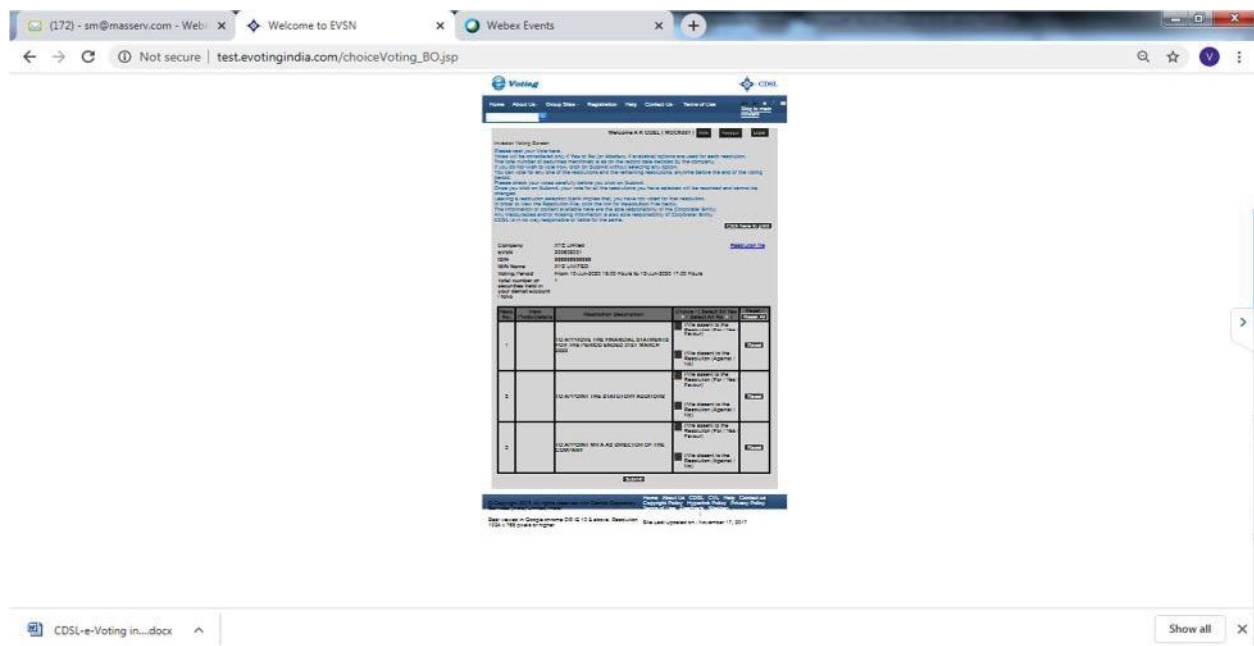


v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

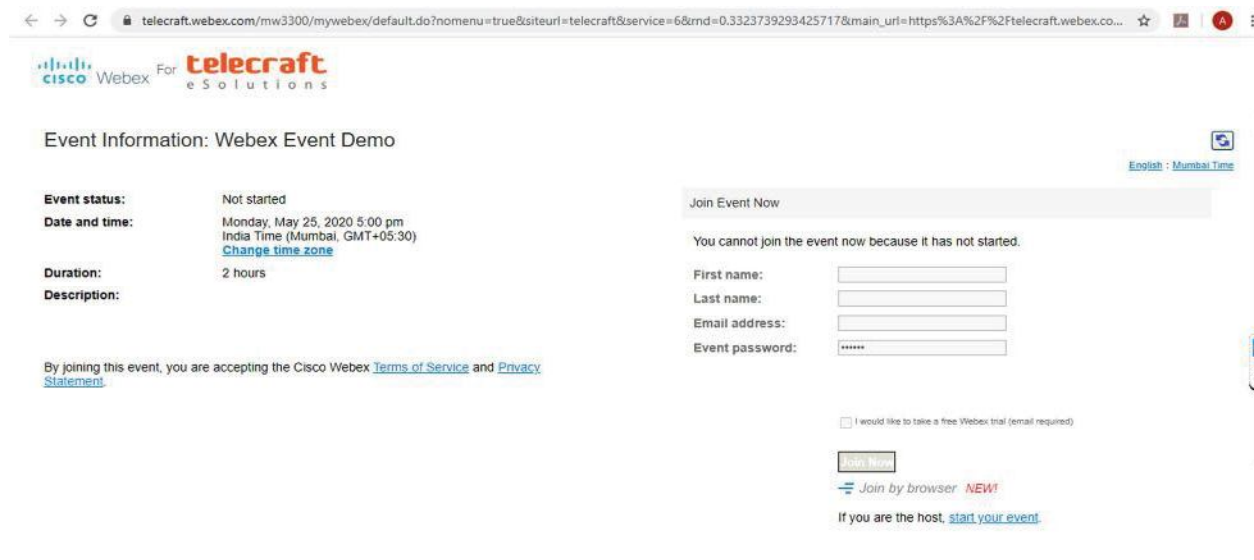


vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on “Click here” tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



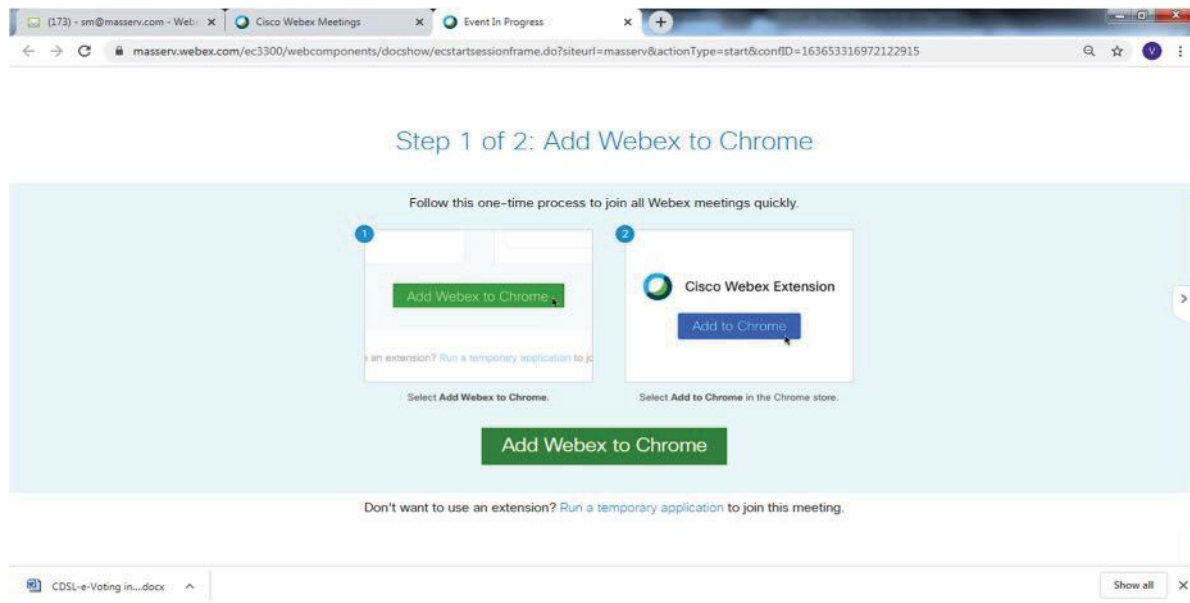
Fill the details as:

- In the “Name” field - Enter your USERID as given in email
- In the “last name” field - Enter your Name
- In the “Email ID” field - Put your email ID
- In the “Event password” field - Put the password as “cdsl@1234”

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii. Once you click on 'Join now' tab, the following screen will be appear :



viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

## **Statement pursuant to the Section 102(1) of the Companies Act, 2013**

**The Following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:**

### **Item No. 3**

The Board recommends the re-appointment of M/s D.S. Chadha & Associates.,Chartered Accountants (FRN:026723-N) as the Statutory Auditors of the Company for a term of five years from the conclusion of 31<sup>st</sup> AGM till the conclusion of 36<sup>th</sup> AGM. The company has received confirmation of M/s D.S. Chadha & Associates to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act,2013 and that they are not disqualified for appointment.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution. Your Directors recommend the above Ordinary Resolution for approval.

### **Item No 4**

Dr. Rajan Wadhwa was appointed as Whole-Time Director in the AGM held on 29th September, 2017 with effect from 01<sup>st</sup> October 2017 to 30<sup>th</sup> September, 2020. The Nomination and Remuneration Committee at their meeting held on 14<sup>th</sup> September 2020, having regard to the various requirements stipulated in Schedule V, have recommended re-appointment of Dr. Rajan Wadhwa for a term of 3 (Three) years commencing from 01<sup>st</sup> October 2020 to 30<sup>th</sup> September 2023 on the terms and conditions mentioned in the proposed resolution subject to approval of the shareholders. As per conditions stipulated in the Schedule V, special resolution for payment of remuneration shall be for a period not exceeding 3 years.

The Nomination & Remuneration Committee at their meeting held on 14<sup>th</sup> September,2020 having regard to various requirement stipulated in Schedule V, have fixed the remuneration payable to Dr. Rajan Wadhwa, Whole-Time Director of the Company.

The Notice read with the Explanatory Statement and contents therein may be treated as an abstract of the terms of remuneration payable to Dr. Rajan Wadhwa under Section 190 of the Companies Act, 2013.

Hence, the proposed special resolution seeks approval of shareholders.

In this regard, as required under Part II, Section II (iv), of Schedule V to the Companies Act, 2013 the following information is furnished:

## I. GENERAL INFORMATION

### 1) Nature of Industry:

The Company is in the manufacturing of plastic toys, outdoor play stations, school furniture, auto components and Electric Vehicles.

### 2) Date of commencement of commercial Production:

The Company commenced its commercial production in the year 1990.

### 3) Financial Performance based on given indicators:

(Rs. In Lakhs)

	2017-18	2018-19	2019-20
Sales	11104.68	11892.74	6440.10
Profit Before tax	65.51	778.85	(752.34)
Profit after tax	73.15	294.58	(274.18)

### 4) Export performance, net foreign exchange earnings

(Rs. in lakhs)

	2017-18	2018-19	2019-20
Foreign Exchange Earnings	80.04	93.91	208.69

## II. INFORMATION ABOUT THE APPOINTEE

### 1) Background details, recognition/awards

Dr. Rajan Wadhwa is 62 years old. He is Ph.D in Human Resources and has good experience in Human Resource management related functions.

#### Past remuneration

Period	Salary (In Rs.)	Perquisites & Allowance (In Rs.)	Retirement Benefits (In Rs.)	Total (In Rs.)
1.04.2018-31.03.2019	900,000	815,502	108,000	1,823,502
1.04.2019-31.03.2020	1,200,000	1,056,000	144,000	2,400,000

### 2) Job profile and suitability

Dr. Rajan Wadhwa as Whole-Time Director is responsible for Human Resource Management related affairs of the Company subject to superintendence and guidance of the Board of Directors. With the requisite knowledge and expertise as detailed in the background and considering the talent and skills acquired in the course of his career development, it is considered that the appointee is suitable for the assignment.

### 3) Remuneration proposed



Details of remuneration payable to Dr. Rajan Wadhera, Whole-Time Director are furnished in the resolution under item no. 4 of the Notice.

The Remuneration in the form of salaries, allowances, etc. has been fixed by the Nomination and Remuneration Committee of the Board, subject to maximum annual remuneration not exceeding the limits prescribed under Schedule V of the Companies Act, 2013.

**4) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

Taking into consideration (a) the size of the organization (b) the level of operation of the unit (c) the invaluable experience by the incumbents (d) adverse business scenario faced by the Company and tight market situation (e) efforts required to be put in by the incumbents to bring back the Company to be profit making and (f) industrial norms on remuneration package to Whole-time Directors in Plastic Molding Industries, it is considered that the remuneration package is very reasonable.

**5) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any**

Dr. Rajan Wadhera has no pecuniary relationship with the Company directly or indirectly except to the extent of the remuneration received / receivable by him from the Company and his respective holding in the Company's equity share capital.

**III. OTHER INFORMATION**

**Reason of loss or inadequate profits:**

The management continues to evaluate the current resource requirements and the future skill sets needed to drive the business towards more sustainable growth.

**Steps taken for improvement**

The Company has always endeavored to review the past challenges and plans to shape a promising future. The management of the company is confident and expecting to achieve substantial growth in the current financial year.

**Expected increase in productivity and profits in measurable terms:**

The Company is taking effective steps to improve operational efficiency to maintain the earnings. With continued focus on innovation and high technology and improving efficiency, Company is likely to achieve its production targets.

## DISCLOSURES

The Shareholders of the Company have been informed about the remuneration of Dr. Rajan Wadhera through the disclosures made in the Corporate Governance Report attached to the Directors report.

Except Dr. Rajan Wadhera, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in this resolution. Your Directors recommend the above Special Resolution for approval.

Please refer Table given in this Notice for disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II.

### **Item No. 5**

Mr. Ajay Vohra (DIN 03332920) is an Independent Non-Executive Director of the Company. Pursuant to the Act, Mr. Ajay Vohra was appointed as an Independent Non-executive Director to hold office for five consecutive years for a term upto 30 September 2020, by the members of the Company in the 26th AGM held on 30 September 2015. As per section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the company for another term of upto five consecutive years on the Board of the Company. He is a graduate and has vast experience in management, supply logistics and related matters; and member of the Board of Directors of OK PLAY INDIA LIMITED since 2015. Performance Evaluation of Mr. Vohra was carried out by the Nomination and Remuneration Committee covering the various aspects of SEBI Guidance Note and based on its recommendation, he is being proposed to be reappointed for a further period of three (3) years. In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and the Listing Regulations, Mr. Vohra being eligible, offers himself for reappointment as an Independent Director for three consecutive years for a term upto 30 September 2023. In the opinion of the Board, Mr. Vohra fulfils the conditions specified under the Act, the Companies (Appointment & Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Ajay Vohra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company on any working day excluding Saturday, upto the date of General Meeting between 11:00 a.m. and 1:00 p.m. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ajay Vohra as an Independent Director. Except Mr. Ajay Vohra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in this resolution. Your Directors recommend the above

Special Resolution for approval. Please refer Table given in this Notice for disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR 30 DECEMBER 2020**

Name of the Director	Dr. Rajan Wadhwa	Mr. Ajay Vohra
DIN	01412577	03332920
Date of Birth	16.10.1958	11.02.1966
Date of Appointment	21.04.2007	01.10.2015
Qualification	Ph.D in Human Resources	B.Com Hons.
Experience & Expertise in specific functional area	Good Experience in Human Resources and other management related functions	Business Logistics and supply management. Having more than 25 years of Experience
Terms & Conditions of appointment/ re-appointment	As mentioned in the Explanatory Statement attached to this Notice	As per Company's Policy on Appointment of Board Members
Remuneration last drawn	As mentioned in Corporate Governance Report(forming part of Annual Report 2019-20)	
Shareholding in the Company as on 31.03.2020	36,300	NIL
Relationship with other directors and KMPs of the Company	NIL	
No. of Meetings of Board attended during the year	10	7
List of Companies* in which outside directorship held	NIL	
Chairman/Member of the Committees* of Board of Directors of Indian Companies	NIL	

\* includes directorship/ committee positions in other Indian companies.

**Item No. 6**

The Board on the recommendation of the Audit Committee has appointed M/s Goyal, Goyal & Associates (FRN 000100) as the Cost Auditors of the Company for the financial year 2020-21 which was approved by the Board in its meeting held on 08<sup>th</sup> May,2020. As per Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to Cost Auditors is to be ratified by the shareholders. Hence, this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution. Your Directors recommend the above Ordinary Resolution for approval.

**Item No.7**

Ms. Anandana Handa, Mr. Gaurav Chopra, Ms. Geetanjali Chopra, Mr. Rajesh Chopra, Rajesh Chopra HUF and Ms. Sangeeta Chopra have requested the Company to re-classify all of them from Promoter category to Non-Promoter Category pursuant to the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015. Under these regulations, the persons being not desirous to be classified as the Promoter of the Company, must submit a request to the Company stating the same, which is to be accepted by the Company subject to the approval of the shareholders and concerned Stock Exchange, where the shares of the Company are listed.

In reference to the above and taking into consideration request of aforesaid applicants, the Board decided to accept their request to re-classify them as Non-Promoter as they are not actively involved in the management and business of the Company. Further, in terms of the provisions of Regulation 31A of the SEBI(LODR) Regulations, 2015, re-classification of Promoters requires the approval of the Members of the Company.

Subsequently, the company would make necessary applications to Stock Exchange and any other relevant authority, wherever required, to obtain their approval for re-classification of the aforesaid Promoters.

Except Mr. Rajan Handa, Mr. Raghav Handa, Mr. Rishab Handa, Mrs. Mamta Handa and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution. Your Directors recommend the above Ordinary Resolution for approval.

Date: 13<sup>th</sup> November, 2020

Place: New Delhi

**By order of the Board of Directors  
for OK PLAY INDIA LIMITED**

Sd/-

**Meenu Goswami  
Company Secretary**