

OK PLAY INDIA LIMITED

CIN-L28219HR1988PLC030347

Registered Office : Plot No 17 & 18, Roz Ka Meo, Industrial Estate,
Tehsil Nuh, District Mewat, Haryana-122103

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Website: www.okplay.in | **Email:** info@okplay.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary general meeting of the members of OK PLAY INDIA LIMITED will be held on Saturday, the 25th day of March, 2023 at 12:30 P.M. to transact through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1

ISSUANCE OF 1,35,30,000 FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER, PROMOTER GROUP AND NON PROMOTER CATEGORY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Section 23, 42, 62(1)(C) of the Companies Act, 2013(the “Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “SEBI ICDR Regulations” or “ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“LODR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), Foreign Exchange Management Act, 1999, as amended, and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the BSE Limited (“Stock Exchange”), where the equity shares of the company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Reserve Bank of India (“RBI”), Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the ICDR Regulations, up-to maximum of 1,35,30,000 (One Crore Thirty Five Lacs Thirty Thousand) nos. of Fully Convertible Equity Warrants (hereinafter referred to as “**Convertible Warrants**”) at an exercise price of Rs. 60/- (Rupees Sixty Only) per underlying equity share of the face value of Rs. 10/- (Rupees ten each)(including a premium of Rs.50/- (Rupees Fifty Only) per share)which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations (whichever is higher), each convertible into 1 (One) Equity Share of face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) aggregating up to Rs. 81,18,00,000 /- (Rupees Eighty One Crore Eighteen Lakhs Only), for cash, to the person(s) belonging to Promoter Group and Non-Promoter Group Category (including Foreign Portfolio Investors (FPIs))(hereinafter referred as “**Proposed Allottee(s)**”) as more particularly enlisted in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

| Sr. No. | Name of Allottee/Proposed Allottees | Category | Number of Warrants proposed to be issued (Up to) |
|---------|-------------------------------------|--------------|--|
| 1 | Rishab Handa | Promoter | 25,00,000 |
| 2 | Raghav Handa | Promoter | 25,00,000 |
| 3 | Anandana Handa | Promoter | 25,00,000 |
| 4 | Tano Investment Opportunities Fund | Non-Promoter | 30,00,000 |

| | | | |
|---|------------------------------|--------------|--------------------|
| 5 | Ecotek General Trading L.L.C | Non-Promoter | 22,00,000 |
| 6 | Ahanna Bhatia | Non-Promoter | 2,65,000 |
| 7 | Bhawna Bhatia | Non-Promoter | 2,65,000 |
| 8 | Deepak Gupta | Non-Promoter | 3,00,000 |
| | TOTAL | | 1,35,30,000 |

RESOLVED FURTHER THAT the “Relevant Date” for the Proposed Issue of Warrants in accordance with the SEBI ICDR Regulations shall be 22nd February, 2023, being the date which is 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares of the Company i.e. Saturday, 25th March, 2023.

RESOLVED FURTHER THAT aforesaid issue of warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

- i. the proposed allottee(s) of Warrants shall, on or before the date of allotment of warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant/Resulting equity share in terms of the SEBI (ICDR) Regulations, 2018. The balance 75% of the Issue Price shall be payable by the Proposed allottee(s) at the time of exercising the Conversion of Warrant.
- ii. The consideration for allotment of warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the Bank account of the respective proposed warrant allottee(s).
- iii. the Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- iv. the Warrants shall be convertible into Equity shares, in one or more tranches, within a period of 18 months from the date of allotment.
- v. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- vi. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vii. Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- viii. The resulting equity share shall rank pari-passu with the then existing fully paid-up Equity shares of the Company including as to Dividend and voting Rights etc.
- ix. The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Convertible Warrants shall not be listed.
- x. the entire pre-preferential allotment Equity shareholding of the Proposed allottee(s), if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.

- xi. the Warrants and/or equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock in for such period as provided under the provisions of Chapter V of ICDR Regulations.
- xii. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- xiii. The Warrants by itself until converted into Equity Shares, does not give to the Warrant Holder(s) any rights(including any dividend or voting rights) in the Company in respect of such Equity Warrants;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient to the issue and allotment of the Convertible Warrants/ Resulting Equity Shares including but not limited to making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Convertible Warrants/ Resulting Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2

TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s)and reenactment(s) thereof for the time being in force) and the rules framed thereunder and the provision of Memorandum and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchange(s) or any other authority under any other Law for the time being in force, the consent of the members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 30,00,00,000/- (Rupees Thirty Crore only) consisting of 3,00,00,000 (Three Crore only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 40,00,00,000/- (Rupees Forty Crore only) consisting of 4,00,00,000 (Four Crore) equity shares of Rs. 10/- (Rupee Ten) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. 40,00,00,000/-- (Rupees Forty Crore only) consisting of 4,00,00,000 (Four Crore) equity shares of Rs. 10/- (Rupee Ten) each”.

RESOLVED FURTHER THAT any director and/or company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

ITEM NO. 3

SALE AND TRANSFER OF TOY SEGMENT BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, SEBI(Listing Obligations and Disclosure Requirement)Regulations,2015 and Memorandum and Articles of Association of the Company and such other approvals, consents, permissions and sanctions as may be required from the concerned statutory / regulatory authorities and subject to such terms and conditions as may be imposed by them, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”, which expression shall include the committee thereof) to sell and transfer the Company’s toys segment business with all its assets and liabilities including the concerned licenses, permits, consents and approvals whatsoever to M/s. Isht Technologies Private Ltd., a wholly owned subsidiary of OK Play India Limited at book value.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if needed to be changed and finalizing and executing necessary documents, including contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard, and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is, hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s) /Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 4

SALE AND TRANSFER OF AUTOMOTIVE COMPONENT BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, SEBI(Listing Obligations and Disclosure Requirement)Regulations,2015 and Memorandum and Articles of Association of the Company and such other approvals, consents, permissions and sanctions as may be required from the concerned statutory / regulatory authorities and subject to such terms and conditions as may be imposed by them, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”, which expression shall include the committee thereof) to sell and transfer the Company’s automotive segment business with all its assets and liabilities including the concerned licenses, permits, consents and approvals whatsoever to M/s. OK Play Auto Private Ltd., a wholly owned subsidiary of OK Play India Limited at book value .

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if needed to be changed and finalizing and executing necessary documents, including contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard, and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any

further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is, hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s) /Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

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

Date: 28th February, 2023
Place: New Delhi

Meenu Goswami
Company Secretary (M. No. A33472)
Address :124 New Manglapuri, Sultanpur,
New Delhi-110030

Notes:

1. Pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 22/2020 dated June 15, 2020 read with General Circular No. 33/2020 dated September 28, 2020 read with General Circular No. 39/2020 dated December 31, 2020 read with General Circular no. 10/2021 dated June 23, 2021 read with General Circular no. 20/2021 dated December 08, 2021 read with General Circular no. 03/2022 dated May 05, 2022 read with General Circular no. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
2. Since, the EGM 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 EGM 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 Extraordinary 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 evoting@nsdl.co.in.
4. Members attending the EGM 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. The remote e-voting period commences on Wednesday, March 22, 2023 (09:00 a.m.) and ends on Friday, March 24, 2023 (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 March 18, 2023, may cast their vote by remote e-voting.
7. 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.
8. 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.

9. Any member requiring further information on the Resolutions to be passed at the meeting are requested to send the queries in writing at least one week before the meeting.
10. 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.
11. 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, up to the date of meeting.
12. 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.
13. 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.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the notice of EGM 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.
15. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to MAS Services Limited having their office at T – 34, Okhla Industrial Area, Phase - II, New Delhi – 110 020 or send an E-mail at: info@masserv.com. Members holding shares in dematerialized form need to contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.
16. **TRANSFER & TRANSMISSION OF SHARES**
 - (1) Mandatory processing of Transfer & Transmission request in Demat form: As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has with effect from 24th January, 2022 mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition, etc. In view of the above and to eliminate the risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact our RTA to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html> for further understanding the demat procedure.
 - (2) Simplified Procedure for transmission of securities and Issuance of Duplicate Share certificates: SEBI vide its Circular Nos. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/65 dated 18th May, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/70 dated 25th May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities and issuance of duplicate securities certificates. Members are requested to submit their requests, if any, along with documents as per the said circular.
17. Members can login and join the EGM 15 minutes prior to the scheduled time to start the EGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the EGM. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the EGM without restriction of first-

come-first served basis. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice.

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

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| Physical Holding | Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com 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. |
| Demat Holding | Please contact your Depository Participant (DP) and register your email address as per the process advised by DP. |

18. As per the Central Board of Direct Taxes (CBDT) it is mandatory to link PAN with Aadhaar number by March 31, 2022. Security holders who are yet to link the PAN with Aadhar number are requested to get the same done before March 31, 2022. Post March 31, 2022 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhar number. The folios in which PAN is / are not valid as on the notified cut-off date of March, 31, 2022 or any other date as may be specified by the CBDT, shall also be frozen,

Note: Security holders from Sikkim can provide self-attested copy of Aadhar Card/Voter's Card/Driving License/Passport or any other identity proof as issued by the Govt.

19. **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 EGM THROUGH VIDEO CONFERENCING

The remote e-voting period begins on Wednesday, March 22, 2023 at 09:00 A.M. and ends on Friday, March 24, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut -off date) i.e. March 18, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being March 18, 2023.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

| Type of Shareholders | Login Method |
|---|--|
| Individual Shareholders Holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. If you are already registered for NSDL Ide AS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://services.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), |

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|--|---|
| | <p>Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e- Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https:// web.cdslindia.com/myeasi/ Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. <p>Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e- Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 1 2 * * * * * then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e- Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/ Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mailmepkp@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in or to our RTA at info@masserv.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send a signed request letter with Folio No., Name of 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) by email to info@masserv.com or info@okplay.in.
2. In case shares are held in demat mode, please update your email ID with your depository and provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, updated client master to info@masserv.com or info@okplay.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e- Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e- VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e- Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@okplay.in. The same will be replied by the company suitably.

General Instructions

- (i) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
- (ii) Mr. Puneet Kumar Pandey, Practicing Company Secretary (Membership No. ACS-29848 & CP No. 10913), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process in a fair and transparent manner.
- (iii) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present through VC / OAVM at the EGM but have not cast their votes by availing the remote e-voting facility.
- (iv) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) within 48 hours from the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company (www.okplay.in) and the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited. It shall also be displayed on the Notice Board at the Registered Office and the Corporate office of the Company.

STATEMENT PURSUANT TO THE SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

In order to meet the needs of growing business of the Company, including long term capital requirements, working capital requirements and for other corporate general purposes which are permitted by applicable Laws,

the Board of Directors of the Company in its meeting held on 17 February, 2023 accorded its approval for raising funds through issuance of up to 1,35,30,000 (One Crore Thirty Five Lacs Thirty Thousand Only) nos. of Fully Convertible Equity Warrants (“Convertible Warrants”) convertible into equivalent nos. of Equity Shares (i.e. one fully paid up Equity share upon conversion of every one warrant held) of a face value of Rs. 10/- (Rupees Ten Only) each of the Company, at an exercise price of Rs. 60/- (Rupees Sixty Only) (including a premium of Rs.50/- per equity share) or at such price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations whichever is higher, to Promoter Group and Non-Promoter on a preferential basis by way of private placement, in one or more tranches, subject to Approval of the Members of the Company.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 23, 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “Companies Act”) further read with provisions of Chapter V — “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Convertible warrants to Promoters and Non-Promoters are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations.

A. The object/ purpose of the preferential issue:

The object of the preferential issue is to fund future capex requirements, augment the manufacturing capacity and for general corporate purpose. The Members are further informed that the object of the issue of the Convertible Warrants by way of the proposed preferential offer as mentioned above is to strengthen the financial position of the Company which may increase net worth of the Company. The Board of Directors of the Company has decided to issue Convertible Warrants which is in the best interest of the Company.

B. The total number of securities to be issued:

This Special Resolution authorizes the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with ICDR Regulations, up to an aggregate of 1,35,30,000 (One Crore Thirty Five Lacs Thirty Thousand) nos. of Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs. 10 (Rupees Ten only) each of the Company. Further, no assets of the Company are charged as Securities for the said Preferential Issue.

C. The price or price band at / within which the allotment is proposed:

The Convertible Warrants to Promoters and Non-Promoters are proposed to be issued at an issue price of Rs. 60/-(Rupees Sixty only) including premium of Rs.50/-(Rupees Fifty only) per equity share or at such price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations whichever is higher.

D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at and Valuation Report:

The Equity Shares of the Company are listed on Stock exchange viz. BSE Limited and are frequently traded in accordance with the ICDR Regulations. In terms of the applicable provisions of ICDR Regulations, the minimum issue price of the Convertible warrants shall not be less than higher of the following:

A) Average of the volume weighted average price (VWAP) of the equity shares of Company quoted on the BSE Limited during the 90 trading days preceding the relevant date (considering relevant date as 22 February 2023);

or

B) Average of the volume weighted average price (VWAP) of the equity shares of Company quoted on the BSE Limited during the 10 trading days preceding the relevant date (considering relevant date as 22 February 2023); **whichever is higher**

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Further as per regulation 164(4)(a) A preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Further, as per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Proposed Allottee(s), the pricing of the Convertible Warrants to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares): Or
- ii. Price determined as per provisions of the Regulation 164(4) of the SEBI ICDR Regulations (in case of frequently traded shares): Or
- iii. Price determined as per provisions of the Regulation 166 A(1) of the SEBI ICDR Regulations

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 22nd February, 2023 from CS Abhishek Chhajer, an Independent Registered Valuer [Registration Number: IBBI/RV/03/2020/13674] having Office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 and the copy of the same has been hosted on the website of the Company which can be accessed at <https://okplay.in/wp-content/uploads/2023/03/Valuation-Report.pdf>. As per the Valuation Report, the minimum price, in terms of Regulation 164(1), 64(4) and 166A(1) of the SEBI ICDR Regulations, 2018, at which Convertible Warrants can be issued is Rupees 59.54/- (Rupees Fifty Nine and Fifty Four Paise only).

It is proposed that the Convertible Warrants shall be issued at an exercise price of Rs. 60/- per underlying equity share of the face value of Rs. 10/- each (including a premium of Rs. 50/- per equity Share) which is higher than the issue price as determined as per the SEBI (ICDR) Regulations, 2018.

Accordingly, the proposed issue price is more than the price determined under Regulation 164(1), 164(4) and Regulation 166A of the SEBI (ICDR) Regulations, 2018. Since there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

E. Relevant date:

22nd February 2023, being 30 days prior to the date of this Extra- Ordinary General Meeting i.e. 25th March 2023.

F. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to Promoter & Promoter Group and Non-Promoter detailed in point I below.

G. The intention of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

Apart from the Proposed Allottee(s) categorized as Promoters for the Convertible Warrants, as mentioned in Table I below, no promoter or any director or key management person intend to subscribe to the present preferential issue.

H. Proposed time within which the allotment shall be completed:

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Convertible Warrants to proposed allottee(s) pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

Proposed allottee(s) of Convertible Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Convertible Warrants.

Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee(s) of such warrants.

I. The identity of the proposed allottees and maximum number of warrants proposed to be issued and the Percentage of post issue capital that may be held by the proposed allottee(s) along with current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

| | | | | | | PRE PREFERENTIAL ISSUE | | POST PREFERENTIAL ISSUE* | | |
|---------|---|------------|--------------|---------------------------|-------------------------------|------------------------|------------------|---|-------------------|--------------|
| SR. NO. | PROPOSED ALLOTTEE/ NAME OF THE INVESTOR | PAN | CATEGORY | ULTIMATE BENEFICIAL OWNER | NO OF WARRANTS TO BE ALLOTTED | PRE HOLDING SHARES | % OF PRE HOLDING | POST HOLDING SHARES (ASSUMING FULL CONVERSION OF WARRANTS INTO EQUITY SHARES) | % OF POST HOLDING | CATEGORY |
| 1 | Anandana Handa | AFSPH0365Q | Promoter | N.A | 25,00,000 | 2500 | 0.01 | 25,02,500 | 7.64 | Promoter |
| 2 | Raghav Handa | AKLPH1048N | Promoter | N.A | 25,00,000 | 2500 | 0.01 | 25,02,500 | 7.64 | Promoter |
| 3 | Rishab Handa | AKKPH2624R | Promoter | N.A | 25,00,000 | 2500 | 0.01 | 25,02,500 | 7.64 | Promoter |
| 4 | Tano Investment Opportunities Fund | AAGCN9069H | Non Promoter | NIL | 30,00,000 | - | - | 30,00,000 | 9.16 | Non-Promoter |
| 5 | Ecotek General Trading LLC | AAFCE8286Q | Non-Promoter | Mr. Madhu Sharma | 22,00,000 | - | - | 22,00,000 | 6.72 | Non-Promoter |
| 6 | Ahanna Bhatia | EUUPB2978A | Non-Promoter | N.A | 2,65,000 | - | - | 2,65,000 | 0.81 | Non-Promoter |
| 7 | Bhawna Bhatia | AFBPB6709D | Non-Promoter | N.A | 2,65,000 | 9407 | 0.05 | 2,74,407 | 0.84 | Non-Promoter |
| 8 | Deepak Gupta | AAGCN9069H | Non-Promoter | N.A | 3,00,000 | - | - | | 0.92 | Non-Promoter |

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice

J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue is provided as Annexure A to the Notice.

K. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

L. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from April 01, 2022 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2022-23 will not exceed the limit specified in the Act and Rules made thereunder.

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case, since the Company being a listed Company; the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

N. Lock-in Period:

The lock-in of the Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Convertible Warrants shall be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018.

The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis to the Promoter or Promoter Group, shall be locked-in for a period of eighteen months from the date of trading approval by the stock exchanges.

The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis to the Non Promoter Group, shall be locked-in for a period of six months from the date of trading approval by the stock exchanges.

The entire pre-preferential allotment shareholding of the respective Proposed Allottee(s), if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

O. Requirements as to re-computation of price:

Since the Company's Equity Shares are listed on a recognized Stock Exchange i.e. BSE Limited for more than 90 trading days prior to the Relevant Date, there is no need for the Company to re-compute the price of warrants convertible into equity shares to be issued and therefore, the company is not required to submit the undertakings specified under the relevant provisions of the ICDR Regulations.

P. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to at least 25% (twenty five percent) of the total consideration for the Convertible Warrants will be payable at the time of subscription to the Convertible Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Convertible Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottee(s) at the time of exercising the Convertible Warrant.

In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

Q. Certificate from Practicing Company Secretary:

The Company has obtained a certificate from Practicing Company Secretary, Mr. Puneet Kumar Pandey (Membership No. A29848) certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same has been placed at the website of the Company <https://okplay.in/wp-content/uploads/2023/03/Compliance-Certificate-under-Reg-1632-of-ICDR.pdf> to facilitate online inspection of relevant documents until the end of EGM.

R. Undertaking:

- Neither the Company nor any of its Promoters or Directors is a wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.
- None of the Company's Promoters or Directors is a fraudulent borrower as defined under the ICDR Regulations.
- As per the information available with the Company and confirmed by the Directors/promoters/KMPs; none of the Directors or Promoters or KMPs who are proposed to be allotted warrants in terms of this Notice, are fugitive economic offenders as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Issue to its Promoter (including promoter group) under Chapter V of the SEBI ICDR Regulations.
- In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Convertible Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee(s).
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

S. Other Disclosures:

- a. The Equity Shares arising out of conversion of Warrants being issued pursuant to this preferential issue shall rank pari- passu with the existing Equity Shares of the Company.
- b. The Proposed Allottees have not sold or transferred Equity Shares of the Company during the 90 trading days preceding the Relevant Date. All the existing holdings of the Proposed Allottees, if any, are already held by them in dematerialized form.
- c. The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.
- d. There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories.
- e. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for your approval.
- f. None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Mr. Raghav Handa, Mr. Rishab Handa and their relatives Mr. Rajan Handa and Mrs. Mamta Handa who intend to subscribe to the preferential issue of Convertible Warrants are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolutions, save except to the extent of their respective interest as shareholders of the Company.

ITEM NO. 2

The Current Authorized Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) and the paid up share capital of the Company is Rs. 19,20,81,150/- (Rupees Nineteen Crore Twenty Lacs Eighty One Thousand One Hundred Fifty Only). The Company proposes to increase its authorized share capital to Rs 40,00,00,000/- (Rupees Forty Crore only) to facilitate fund raising in future via issuance of equity shares and other convertible securities. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13, 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 2 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

ITEM NO. 3 & 4

The members are informed that the Board of Directors (the “Board”) of OK Play India Limited (“Company”) at its meeting held on 28 February, 2023, subject to approval of members agreed and approved the sale and transfer of its toys segment business to M/s Isht Technologies Private Limited, wholly-owned subsidiary and automotive component business to M/s OK Play Auto Private Limited, wholly-owned subsidiary along with all its assets and liabilities including all concerned licenses, permits, consents and approvals whatsoever at book value; subject to the adjustments specified in the Business Transfer Agreement(‘BTA’) on the terms and conditions specified in the BTA and other agreements executed or to be executed by the Company and the Wholly owned subsidiaries.

With this transfer of businesses, the automotive components vertical will be housed in OK Play Auto Private Limited and the toys vertical will be housed in Isht Technologies Private Limited. This will thus offer a true and fair picture of both businesses and is considered necessary in today’s scenario keeping in mind growth and diversification opportunities.

The Proposed Transaction is a sale of company’s operating undertaking and also a related party transaction under Section 188 of the Act as the same is being sold to its wholly owned subsidiary(ies).

| | | | |
|------|--|--|--|
| i. | Name of the related party | Isht Technologies Private Limited (‘Related Party’) | OK Play Auto Private Limited (‘Related Party’) |
| ii. | Nature of relationship | Wholly Owned subsidiary of Company | Wholly Owned subsidiary of Company |
| iii. | Nature, Material terms, monetary value and particulars of the contract or arrangement; | The proposed transaction involves sale and transfer of toy segment business to Isht Technologies Private Limited at book value with effect from the date as may be decided by the Board including the Committee. | The proposed transaction involves sale and transfer of auto segment business to OK Play Auto Private Limited at book value with effect from the date as may be decided by the Board including the Committee. |
| iv. | Any Advance Paid Or Received For The Contract Or Arrangement, If Any | Nil | Nil |
| v. | The pricing and other commercial terms, both included as part of contract and not considered as part of the contract | Toy segment business is being transferred along with all its assets and liabilities including all concerned licenses, permits, consents and approvals whatsoever. | Auto segment business is being transferred along with all its assets and liabilities including all concerned licenses, permits, consents and approvals whatsoever |
| vi. | whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; | Yes | Yes |
| vii. | Any other information relevant or important for the members to take a decision on the proposed resolution | All important information pursuant to Section 102(1) of the Companies Act, 2013 has been mentioned in the foregoing paragraphs. | All important information pursuant to Section 102(1) of the Companies Act, 2013 has been mentioned in the foregoing paragraphs |

The members consent is sought to authorize the Company to enter the aforementioned transactions with the Related Party. In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (The Act), any sale, lease or otherwise disposal of the whole or substantially all of the undertaking of the Company required the approval of the members of the Company accorded by way of the special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since

both the Business segment i.e. Toys and Auto business exceeds the threshold specified herein, the transfer of the both the Business Undertaking requires approval of the members by a special resolution under Section 180(1)(a) of the Act.

The Board is of the opinion that the aforesaid special resolution set out in item No. 3 and 4 is in the best interest of the Company and hence, recommend the special resolution for approval of the members of the Company.

None of the Directors, Key managerial personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

ANNEXURE-A

| SR.NO. | CATEGORY OF SHAREHOLDER | PRE PREFERENTIAL SHAREHOLDING PATTERN | | PREFERENTIAL ISSUE | POST PREFERENTIAL SHAREHOLDING PATTERN (PROPOSED) | |
|-----------|---|---------------------------------------|----------------|--------------------|--|---------------|
| | | NO. OF EQUITY SHARES | % OF HOLDING | NO. OF WARRANTS | NO. OF EQUITY SHARES | % OF HOLDING |
| A. | PROMOTER & PROMOTER GROUP | | | | | |
| 1. | INDIAN | | | | | |
| a. | Individuals/Hindu undivided Family | 1,15,09,462 | 59.92 % | 75,00,000 | 1,90,09,462 | 58.07% |
| | SUB TOTAL (A) | 1,15,09,462 | 59.92% | 75,00,000 | 1,90,09,462 | 58.07% |
| B. | PUBLIC | | | | | |
| 1. | Institutions (Domestic) | | | | | |
| a. | Mutual Funds | 5,600 | 0.03% | - | 5,600 | 0.02% |
| 2. | Institutions (Foreign) | | | | | |
| (i) | Foreign Portfolio Investors | 64,811 | 0.34% | 52,00,000 | 52,64,811 | 16.08% |
| 3. | Central Government / State Government(s) | - | - | - | - | - |
| 4. | NON-INSTITUTIONS | | | | | |
| a. | Individual share capital up to Rs.2 lacs | 40,18,120 | 20.92% | - | 40,18,120 | 12.27% |
| b. | Individual share capital in excess of RS.2 lacs | 21,65,520 | 11.27% | 8,30,000 | 29,95,520 | 9.15% |
| I. | Non-Resident Indian (NRI) | 6,52,422 | 3.40 % | - | 6,52,422 | 1.99% |
| II. | Bodies Corporate & LLP | 6,28,740 | 3.27 % | - | 6,28,740 | 1.92% |
| III. | Any Other (specify) Clearing Member | 1,63,440 | 0.85 % | - | 1,63,440 | 0.50% |
| | SUB TOTAL (B) | 76,98,653 | 40.08 % | 60,30,000 | 13728653 | 41.93% |
| | GRAND TOTAL (A+B) | 1,92,08,115 | 100 % | 13,530,000 | 3,27,38,115 | 100% |

Date: 28th February, 2023
Place: New Delhi

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

**Meenu Goswami
Company Secretary (M. No. A33472)
Address :124 New Manglapuri, Sultanpur,
New Delhi-110030**