

OK PLAY INDIA LIMITED

CIN-L28219HR1988PLC030347

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

Tel: 011- 4619000 | **Fax:** 011-46190090

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting ('EGM') of the Members of OK Play India Limited will be held on Wednesday, December 20, 2023 at 10.30 A.M (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following special businesses:

1. To approve issuance of Equity Shares on a Preferential Basis to Specified Investors

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

"RESOLVED THAT pursuant to Sections 23, 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Government of India ("GOI"), Foreign Exchange Management Act, 1999 ("FEMA") and / or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and / or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange, MCA, SEBI, RBI, FEMA, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and / or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, upto 25,75,000 (Twenty Five Lakhs Seventy Five Thousand) Equity Shares of face value of Rs. 10/- each (hereinafter referred to as "Equity Shares"), to the following Specified Investors, by way of a Preferential Allotment, at a price of Rs. 125/- (Rupees One Hundred Twenty Five only) per Equity Share (including a Premium of Rs. 115/- (Rupees One Hundred Fifteen only) per Equity Share), for a consideration not exceeding an aggregate amount of Rs. 32,18,75,000/- (Rupees Thirty Two Crores Eighteen Lakhs Seventy Five Thousand only) and on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members:

Name of the Proposed Allottee(s)	Category of the Proposed Allottee	Maximum no. of Share Equity Shares proposed to be allotted (Upto)	Maximum Consideration (Rupees)
Saint Capital Fund	Foreign Portfolio Investor (Non-Promoter)	5,00,000	6,25,00,000
Leisure Enterprises LLP	Limited Liability Partnership (Non-Promoter)	4,80,000	6,00,00,000
Shubh Garg	Individual (Non-Promoter)	3,50,000	4,37,50,000
Sanjay Garg	Individual (Non-Promoter)	2,00,000	2,50,00,000
Madhu Vadera Jayakumar	Individual	2,00,000	2,50,00,000

	(Non-Promoter)		
Santosh Desai	Individual (Non-Promoter)	1,25,000	1,56,25,000
Earthbound Ventures LLP	Limited Liability Partnership (Non-Promoter)	1,20,000	1,50,00,000
Ashika Global Finance Pvt Ltd	Body Corporate (Non- Promoter)	1,00,000	1,25,00,000
Pavan Bagai	Individual (Non-Promoter)	1,00,000	1,25,00,000
Kaushik Surendra Shah	Individual (Non-Promoter)	2,00,000	2,50,00,000
Vinod Kumar Bansal	Individual (Non-Promoter)	1,00,000	1,25,00,000
Shradha Manish Mehta	Individual (Non-Promoter)	1,00,000	1,25,00,000
Total		25,75,000	32,18,75,000

RESOLVED FURTHER THAT the Equity Shares shall be issued by the Company on the following terms and conditions:

- Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof.
- Equity Shares proposed to be issued shall be subject to a lock-in as determined in accordance with Chapter V of the SEBI ICDR Regulations.
- Each Proposed Allottee shall be required to bring in their entire consideration towards the subscription of Equity Shares offered to them on or before the date of allotment thereof and such consideration shall be paid to the Company by the Proposed Allottees from their respective bank account only.
- Equity Shares so allotted shall be listed on stock exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- Proposed issue of Equity Shares shall be governed by Memorandum & Articles of Association of the Company and the respective provisions of the Companies Act, 2013 read with the rules made thereunder, SEBI ICDR Regulations, SEBI Listing Regulations as well as the circulars, guidelines issued by SEBI or any other regulatory authority as the case may be, or any modifications thereof.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of pricing of the Equity Shares, in terms of the provisions of the Regulation 161 of SEBI ICDR Regulations, shall be Monday, November 20, 2023, which is the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting, being Wednesday, December 20, 2023.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of this special resolution provided that where the allotment of Equity Shares is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the subscription money that shall be received by the Company from the Proposed Allottees towards application of Equity Shares pursuant to this preferential allotment shall be kept by the Company in a separate Bank Account.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the Equity Shares, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Equity Shares (including in relation to the issue of such Equity Shares, in one or more tranches, from time to time) and the utilization of the issue proceeds in such manner as may be determined by the

Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the in-principle approval from the Stock Exchanges i.e., BSE Limited, the consent of the Members of the Company be and is hereby accorded to the Board to record the name and address of the Proposed Allottee and issue the Private Placement Offer cum Application Letter in Form PAS-4, to the Proposed Allottees, inviting it to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of Private Placement Offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board, Company Secretary and the Chief Financial officer of the Company be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter for issue of the Equity Shares, term sheet, subscription agreement, purchase agreement, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any (“Transaction Documents”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (“Ancillary Documents”) as may be necessary or required for the aforesaid purpose including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Equity Shares, in one or more tranches, from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of Equity Shares and settle any questions or difficulties that may arise in connection with the aforesaid resolutions.”

2. To approve issuance of Equity Shares Warrants on a Preferential Basis to Specified Investors

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

“RESOLVED THAT pursuant to Sections 23, 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Government of India (“GOI”) , Foreign Exchange Management Act, 1999 (“FEMA”) and / or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and / or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange, MCA, SEBI, RBI, FEMA, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and / or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer,

issue and allot on a preferential basis, from time to time, in one or more tranches, upto 10,00,000 (Ten Lakhs) Equity Share Warrants, carrying an entitlement to subscribe to an equivalent number of Equity Shares of face value of Rs. 10/- each (hereinafter referred to as “Warrants”), to the following Specified Investors, by way of a Preferential Allotment, at a price of Rs. 135/- (Rupees One Hundred Thirty Five only) per Warrant (including a Premium of Rs. 125/- (Rupees One Hundred Twenty Five only) per Warrant), for a consideration not exceeding an aggregate amount of Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only) and on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members:

Name of the Proposed Allottee(s)	Category of the Proposed Allottee	Maximum no. of Share Warrants proposed to be allotted (Upto)	Maximum Consideration (Rupees)
Badjate Stock Broking Private Limited	Body Corporate (Non-Promoter)	5,00,000	6,75,00,000
Leisure Enterprises LLP	Limited Liability Partnership (Non-Promoter)	3,20,000	4,32,00,000
Earthbound Ventures LLP	Limited Liability Partnership (Non-Promoter)	80,000	1,08,00,000
Nisha Mantri	Individual (Non-Promoter)	1,00,000	1,35,00,000
Total		10,00,000	13,50,00,000

RESOLVED FURTHER THAT the Warrants shall be issued by the Company on the following terms and conditions:

- An amount equivalent to 25% of the Exercise Price of the Equity Shares, arising out of the Warrants, shall be payable at the time of making the application for the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holders at the time of exercising the option. A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- The option to acquire the Equity Shares can be exercised by the Warrant holders in one or more tranches on or before the expiry of 18 months from the date of allotment of the Warrants, by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion.
- In the event the Warrant holders do not exercise the option under the Warrants within the time limit prescribed under point no. ii) above, the Warrants shall lapse and the deposit of 25% as indicated in point i) above shall stand forfeited by the Company.
- The Warrants / Equity Shares, arising upon exercise of options under the Warrants, proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of Regulation 167 of the SEBI ICDR Regulations.
- In case in future, the Company declares any issue of Bonus Shares, Rights Shares or other similar benefits except dividend to the existing shareholders, then provision shall be made by the Company to provide similar benefits to the Warrant holders by reserving such benefit for the Warrant holders and the same shall accrue to the Warrant holders only upon exercise of option by them for acquiring the Equity Shares.
- The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Guidelines issued by SEBI or any other authority as the case may be, or any modifications thereof.
- The Equity Shares to be issued and allotted to the Proposed Allottees as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

- viii) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company.
- ix) Until the Warrants are transferred, the Company shall treat Warrant holders as the absolute owner for all purposes without being affected by any notice to the contrary.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of pricing of the Equity Shares, arising upon exercise of options under the Warrants, in terms of the provisions of the Regulation 161 of SEBI ICDR Regulations, shall be Monday, November 20, 2023, which is the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting, being Wednesday, December 20, 2023.

RESOLVED FURTHER THAT the Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of this special resolution provided that where the allotment of Warrants is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the subscription money that shall be received by the Company from the Proposed Allottees towards application of Warrants pursuant to this Preferential allotment shall be kept by the Company in a separate Bank Account to be opened for the purpose.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Warrants is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the Warrants, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Warrants (including in relation to the issue of such Warrants, in one or more tranches, from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the in-principle approval from the Stock Exchanges i.e., BSE Limited, the consent of the Members of the Company be and is hereby accorded to the Board to record the name and address of the Proposed Allottee and issue the Private Placement Offer cum Application Letter in Form PAS-4, to the Proposed Allottees, inviting it to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of Private Placement Offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board, Company Secretary and the Chief Financial officer of the Company be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter for issue of the Warrants, term sheet, subscription agreement, purchase agreement, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any (“Transaction Documents”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (“Ancillary Documents”) as may be necessary or required for the aforesaid purpose including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Equity Shares, in one or more tranches, from time to time and matters connected therewith

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and

things as they may deem fit and proper for the purpose of the issue and allotment of Warrants and settle any questions or difficulties that may arise in connection with the aforesaid resolutions.”

By Order of the Board of Directors
For **OK Play India Limited**

Sd/-
[Meenu Goswami]
[Company Secretary]
[ACS No - 33472]

Registered Office:

Plot No 17 & 18, Roz Ka Meo Industrial Estate,
Teh Nuh, Dist Mewat,
Gurugram, Haryana, 122103
Tel. No.: 0124-3226114 / 2362335 / 2362336 / 2363471;
e-mail: investor.relations@okplay.in;
Website: www.okplay.in
CIN: L28219HR1988PLC030347

Place: Haryana

Date: November 27, 2023

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 read with General Circular no. 09/2023 dated September 25, 2023 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 read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 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 Sunday, December 17, 2023 (09:00 a.m.) and ends on Tuesday, December 19, 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 December 13, 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.cdsindia.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.

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. **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 Sunday, December 17, 2023 at 09:00 A.M. and ends on Tuesday, December 19, 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. December 13, 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 December 13, 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:

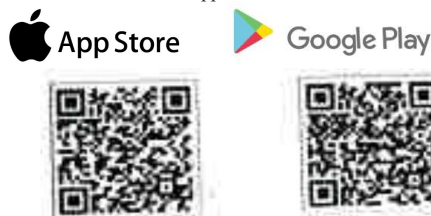
Step 1: Access to NSDL e-Voting system

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), 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account
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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.

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.

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.
- 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, 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.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

- 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*****.
- 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*****.
- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your ‘initial password’?
 - 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’.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- 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.

EXPLANATORY STATEMENT

The following explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in Item Nos. 1 to 2 in the accompanying Notice of the Extraordinary General Meeting.

Item No. 1 and 2

Keeping in view the future outlook, growth targets and prospects, the Company requires additional funding on long term basis, inter-alia, to support the expansion of business, working capital, repay short term and long term borrowings and general corporate purpose. In view of the same, it is proposed to raise funds by way of issue of Equity Shares and equity warrants of the Company under preferential allotment route. The Board at its meeting held on Monday, November 27, 2023, subject to the approval of the Members of the Company and such other approval(s) as may be required, has reviewed and discussed the fund requirement and accordingly, approved issuance of (i) up to 25,75,000 (Twenty Five Lakhs Seventy Five Thousand) fully paid-up Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each, at an exercise price of Rs. 125/- (Rupees One Hundred Twenty Five only) per Equity Share (including a Premium of Rs. 115/- (Rupees One Hundred Fifteen only) per Equity Share, for a consideration not exceeding an aggregate amount of Rs. 32,18,75,000/- (Rupees Thirty Two Crores Eighteen Lakhs Seventy Five Thousand only) and (ii) up to 10,00,000 (Ten Lakhs) Warrants, carrying an entitlement to apply equivalent number of fully paid-up Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each, at an exercise price of Rs. 135/- (Rupees One Hundred Thirty Five only) per Warrant (including a Premium of Rs. 125/- (Rupees One Hundred Twenty Five only) per Equity Share, for a consideration not exceeding an aggregate amount of Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only), by way of preferential allotment, to the Proposed Non-Promoter Investors as mentioned in Resolution no. 1 and 2.

Section 62 of the Companies Act, 2013 ("the Act") provides inter alia, that when it is proposed to increase the issued capital of the Company by way of allotment of further shares, etc., such further shares shall be offered to the existing Members of the Company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a special resolution.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the Chapter V of SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its securities under the Act only after the approval of its Member by way of a special resolution has been obtained and in terms of Regulation 160 of SEBI ICDR Regulations, a special resolution needs to be passed by Members of a listed company prior to issue of specified securities on preferential basis.

Therefore, consent of the Members by way of a special resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Act and in terms of the provisions of the SEBI ICDR Regulations and the SEBI LODR Regulations.

As the date of EGM of the Members is on Wednesday, December 20, 2023, the Relevant Date (for determining the minimum price) is Monday, November 20, 2023. The Warrants and the Equity Shares proposed to be allotted shall be subject to the Memorandum and Articles of Association of the Company and the terms of issue as decided by the Board and shall rank pari passu in all respects with the existing Equity Shares of the Company.

The information as required under Regulation 163(1) of SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is given below:

A) Objects of the Preferential issue

The Company proposes to raise upto Rs. 45,68,75,000/- (Rupees Forty Five Crores Sixty Eight Lakhs Seventy Five Thousand only) through preferential issue of (i) upto 25,75,000 (Twenty Five Lakhs Seventy Five Thousand) Equity Shares to the proposed non-promoter investors as mentioned in Resolution no. 1 and (ii) upto 10,00,000 (Ten Lakhs) Warrants to the proposed non-promoter investors as mentioned in Resolution no. 2, to support the expansion of business, working capital, repay short term and long term borrowings and for general corporate purposes.

B) Maximum number of specified securities to be issued and Pricing of the Preferential Issue

The Company proposes to issue, on a preferential basis, (i) upto 25,75,000 (Twenty Five Lakhs Seventy Five Thousand) fully paid-up Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each, at an Issue Price of Rs. 125/- (Rupees One Hundred Twenty Five only) per Equity Share (including a Premium of Rs. 115/- (Rupees One Hundred Fifteen only) per Equity Share), for a consideration not exceeding an aggregate amount of Rs. 32,18,75,000/- (Rupees Thirty Two Crores Eighteen Lakhs Seventy Five Thousand only) to the Proposed Non-Promoter Investors, as mentioned in Resolution no. 1 and (ii) upto 10,00,000 (Ten Lakhs) Warrants, carrying an entitlement to apply of equivalent number of fully paid-up Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each, at an Issue Price of Rs. 135/- (Rupees One Hundred Thirty Five only) per Warrant (including a Premium of Rs. 125/- (Rupees One Hundred Twenty Five only) per Warrant), for a consideration not exceeding an aggregate amount of Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only) to the Proposed Non-Promoter Investors, as mentioned in Resolution no. 2.

C) Intention of Promoters / Directors / Key Managerial Personnel to subscribe to the offer:

None of the Promoters / Directors / Key Managerial Personnel intend to subscribe to the Equity Shares / Warrants proposed to be issued on a preferential basis as mentioned in Resolution nos. 1 and 2.

D) Basis on which the price has been arrived at along with the Valuation Report of the Registered Valuer

The Equity Shares of the Company are listed on BSE Limited ("BSE") and are frequently traded in terms of the SEBI ICDR Regulations, the price at which each Equity Shares / Warrants are proposed to be issued is in accordance with the provisions of Regulation 164(1) and 164(4) of SEBI ICDR Regulations, being the price calculated as the higher of the 90 trading days' volume weighted average price and the 10 trading days' volume weighted average price of Equity Shares of the Company, preceding the Relevant Date, on the BSE is Rs. 124.55 (Rupees One Hundred Twenty Four and Fifty Five Paise only).

In accordance with the above, the floor price of the Equity Shares / Equity Shares arising on exercise of Warrants to be allotted works out to be Rs. 124.55 (Rupees One Hundred Twenty Four and Fifty Five Paise only) per Equity Share of face value of Rs. 10/- each.

However, the Issue Price of the Equity Shares proposed to be allotted is fixed at Rs.125/- (Rupees One Hundred Twenty Five only) and the Issue Price of the Equity Shares arising upon exercise of Warrants proposed to be allotted is fixed at Rs.135/- (Rupees One Hundred Thirty Five only).

Notes:

1. BSE being the only Stock Exchange where the Equity Shares of the Company is listed and traded, the volume and price on the said exchange has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

E) Amount which the Company intends to raise by way of such securities

The aggregate amount intended to be raised pursuant to the Proposed Allotment is Rs. 45,68,75,000/- (Rupees Forty Five Crores Sixty Eight Lakhs Seventy Five Thousand only) in the following manner:

- i) Equity Shares: the consideration payable for the Equity Shares proposed to be issued to the Proposed allottees as mentioned in Resolution No. 1 is Rs. 32,18,75,000/- (Rupees Thirty Two Crores Eighteen Lakhs Seventy Five Thousand only); and
- ii) Warrants: the consideration payable for the Warrants proposed to be issued to the Proposed allottees as mentioned in Resolution No. 2 is Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only).

F) Relevant Date

The "Relevant Date" for the offer, issue and allotment of Equity Shares / Equity Shares arising upon exercise of Warrants, by way of a preferential issue, as per the SEBI ICDR Regulations for determination of minimum price for the issue of Equity Shares is Monday, November 20, 2023, being the date (30) thirty days prior to the date on which the EGM of Members i.e. December 20, 2023, is convened to approve the special resolution.

G) Shareholding Pattern before and after the proposed preferential issue.

CATEGORY	Pre-issue (#)		Proposed Allotment (\$)	Post-issue (#) (@)	
	Shares Held	% of Shareholding		Shares Held	% of Shareholding
A Promoters' Shareholding					
1 Indian:					
Individual/HUFs	1,90,09,462	58.07%	-	1,90,09,462	52.35%
Body Corporate	-	-	-	-	-
2 Foreign:	-	-	-	-	-
Total (A)	1,90,09,462	58.07%	-	1,90,09,462	52.35%
B Non-Promoters' Shareholding					
1 Institutions:					
a) Mutual Funds	5,600	0.02%	-	5,600	0.02%
b) Foreign Portfolio Investors	52,00,000	15.88%	5,00,000	57,00,000	15.70%
c) Alternative Investment Funds	-	-	-	-	-
d) Insurance Companies	-	-	-	-	-
c) Financial Institutions/Bank	-	-	-	-	-
d) Foreign Banks	-	-	-	-	-
Sub-Total (B1)	52,05,600	15.90%	5,00,000	57,05,600	15.71%
2 Central Government / State Government(s) / President of India	-	-	-	-	-
Sub-Total (B2)	-	-	-	-	-
3 Non-Institutions:					
a) Individuals holding nominal share capital upto Rs. 2 lakhs	37,20,115	11.36%	-	37,20,115	10.24%
b) Individuals holding nominal share capital in excess of Rs. 2 lakhs	31,24,897	9.55%	14,75,000	45,99,897	12.67%
c) Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-
d) Key Managerial Personnel	-	-	-	-	-
e) Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-
f) Foreign Nationals	-	-	-	-	-

g)	Bodies Corporates/LLP	7,84,816	2.40%	16,00,000	23,84,816	6.57%
h)	Trusts	-	-	-	-	-
i)	Clearing Member	1,00,805	0.31%	-	1,00,805	0.28%
j)	HUFs	-	-	-	-	-
k)	Non-Resident Indians (NRIs)	7,92,420	2.42%	-	7,92,420	2.18%
l)	Unclaimed Shares	-	-	-	-	-
m)	Other Directors / Relatives	-	-	-	-	-
Sub-Total (B3)		85,23,053	26.03%	30,75,000	1,15,98,053	31.94%
Total (B)=(B1+B2+B3)		1,37,28,653	41.93%	35,75,000	1,73,03,653	47.65%
Custodian (C)		-	-	-	-	-
Grand Total (A)+(B)+(C)		3,27,38,115	100.00%	35,75,000	3,63,13,115	100.00%

The aforesaid percentages are based on capital as on 27th November, 2023

(#) Assuming full exercise of 62,65,000 outstanding Warrants issued to Specified Promoter / Non-Promoter Investor(s)

(\$ Includes 25,75,000 Equity Shares and 10,00,000 Warrants proposed to be issued to Specified Non-Promoter Investor(s)

(@) Assuming full exercise of 10,00,000 Warrants proposed to be issued to Specified Non-Promoter Investor(s)

H) Proposed time frame within which the allotment shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares / Warrants on or before the expiry of 15 (Fifteen) days from the date of passing of special resolution by the Members granting consent for issue and allotment of the Equity Shares / Warrants, and in the event the allotment of the Equity Shares / Warrants requires any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

I) Proposed allottees, identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees

Sr. No.	Name and PAN of the Proposed Allottee	Category of the Proposed Allottee	Ultimate Beneficial Owners	Pre-allotment equity holding	Number of Equity Shares / Warrants proposed to be allotted (Upto)	Post-allotment equity holding and % of post allotment Shareholding (#) (@)
1	Saint Capital Fund (PAN: ABBCS0999P)	Foreign Portfolio Investor (Non-Promoter)	Mayank Agrawal	Nil	Equity Shares: 5,00,000	5,00,000 (1.38%)
2	Leisure Enterprises LLP (PAN: AAFFL4765Q)	Limited Liability Partnership (Non-Promoter)	Neha Bagaria Anand Jain	Nil	Equity Shares: 4,80,000 Warrants: 3,20,000	8,00,000 (2.21%)
3	Shubh Garg (PAN: CRVPG3892A)	Individual (Non-Promoter)	Self	2,000	Equity shares: 3,50,000	3,52,000 (0.97%)
4	Sanjay Garg (PAN: ADCPG3217E)	Individual (Non-Promoter)	Self	Nil	Equity Shares: 2,00,000	2,00,000 (0.55%)
5	Madhu Vadera Jayakumar (PAN: AADPV7699B)	Individual (Non-Promoter)	Self	Nil	Equity Shares: 2,00,000	2,00,000 (0.55%)
6.	Santosh Desai (PAN: AAFFD6722M)	Individual (Non-Promoter)	Self	Nil	Equity Shares: 1,25,000	1,25,000 (0.34%)

7.	Earthbound Ventures LLP (PAN: AAIFE6542M)	Limited Liability Partnership (Non-Promoter)	Jasmina Parekh Pratik Parekh Umang Parekh	Nil	Equity Shares: 1,20,000 Warrants: 80,000	2,00,000 (0.55%)
8.	Ashika Global Finance Pvt Ltd (PAN: AACCA7157R)	Body Corporate (Non-Promoter)	Pawan Jain Daulat Jain Kanchan Devi Jain Puranmal Jain Shashi Jain	Nil	Equity Shares: 1,00,000	1,00,000 (0.28%)
9.	Pavan Bagai (PAN: AAKPB4375M)	Individual (Non-Promoter)	Self	Nil	Equity Shares: 1,00,000	1,00,000 (0.28%)
10.	Kaushik Surendra Shah (PAN: AAUPS9982M)	Individual (Non-Promoter)	Self	Nil	Equity Shares: 2,00,000	2,00,000 (0.55%)
11.	Vinod Kumar Bansal (PAN: ALLPB3015G)	Individual (Non-Promoter)	Self	Nil	Equity Shares: 1,00,000	1,00,000 (0.28%)
12.	Shradha Manish Mehta (PAN: AIGPM0759A)	Individual (Non-Promoter)	Self	Nil	Equity Shares: 1,00,000	1,00,000 (0.28%)
13.	Nisha Mantri (PAN: ANCPM0848F)	Individual (Non-Promoter)	Self	Nil	Warrants: 1,00,000	1,00,000 (0.28%)
14.	Badjate Stock Broking Private Limited (PAN: AABCB8497Q)	Body Corporate (Non-Promoter)	Anuj Shantilal Badjate Priti Anuj Badjate	Nil	Warrants: 5,00,000	5,00,000 (1.38%)

The aforesaid percentages are based on capital as on 27th November, 2023

(#) Assuming full exercise of 62,65,000 outstanding Warrants issued to Specified Promoter / Non-Promote Investor(s)

(@) Assuming full exercise of 10,00,000 Warrants proposed to be issued to Specified Non-Promoter Investor(s)

J) Class or Classes of Persons to whom the allotment is proposed to be made

Equity Shares as mentioned in Resolution No. 1 are proposed to be allotted to the following:

Sr. No.	Name of the Proposed Allottees	Category of the Proposed Allottees	Current and Proposed Status of the Proposed Allottees
1	Saint Capital Fund	Foreign Portfolio Investor (Non-Promoter)	Non-Promoter
2	Leisure Enterprise LLP	Limited Liability Partnership (Non-Promoter)	Non-Promoter
3	Shubh Garg	Individual (Non-Promoter)	Non-Promoter
4	Sanjay Garg	Individual (Non-Promoter)	Non-Promoter
5	Madhu Vadera Jayakumar	Individual (Non-Promoter)	Non-Promoter
6	Santosh Desai	Individual (Non-Promoter)	Non-Promoter
7	Earthbound Ventures LLP	Limited Liability Partnership (Non-Promoter)	Non-Promoter
8	Ashika Global Finance Pvt Ltd	Body Corporate (Non-Promoter)	Non-Promoter
9	Pavan Bagai	Individual (Non-Promoter)	Non-Promoter
10	Kaushik Surendra Shah	Individual (Non-Promoter)	Non-Promoter
11	Vinod Kumar Bansal	Individual	Non-Promoter

		(Non-Promoter)	
12	Shradha Manish Mehta	Individual (Non-Promoter)	Non-Promoter

Warrants as mentioned in Resolution No. 2 are proposed to be allotted to the following:

Sr. No.	Name of the Proposed Allottees	Category of the Proposed Allottees	Current and Proposed Status of the Proposed Allottees
1	Badjate Stock Broking Private Limited	Body Corporate (Non-Promoter)	Non-Promoter
2	Leisure Enterprise LLP	Limited Liability Partnership (Non-Promoter)	Non-Promoter
3	Earthbound Ventures LLP	Limited Liability Partnership (Non-Promoter)	Non-Promoter
4.	Nisha Mantri	Individual (Non-Promoter)	Non-Promoter

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 be no change in the management or control of the Company as a result of the proposed Preferential Issue of Equity Shares / Equity Shares arising out of exercise of Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

L) Lock-in period

The proposed allotment of Equity Shares / Warrants / Equity Shares arising out of exercise of Warrants shall be subject to lock-in as per the provisions of Regulation 167 of the SEBI ICDR Regulations. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date upto a period of 90 trading days from the date of the trading approval received from the Stock Exchanges.

M) Re-computation of Issue Price

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per Equity Share / Warrants to be issued, pursuant to Regulations 164(2) and 164(3) of SEBI ICDR Regulations and therefore, the Company is not required to submit the undertaking / disclosures specified under Regulation 163(1)(g) and 163(1)(h) of SEBI ICDR Regulations.

N) Disclosure as specified in under Regulation 159(3) and 163(1)(i) of the SEBI ICDR Regulations:

- It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's knowledge any of its Promoters is a willful defaulter or fraudulent borrower.
- It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

O) Certificate from Practicing Company Secretaries

A certificate from Mr. Puneet Kumar Pandey, a Practicing Company Secretary (ACS No.29848 & CP No. 10913) certifying that the issue of Equity Shares / Warrants on a preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the Registered Office of the Company on all working days (excluding Saturdays, Sundays & Public Holidays) during 11:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and also will be available during the Extraordinary General Meeting. The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. www.okplay.in at the following link: <https://okplay.in/wp-content/uploads/2023/11/Compliance-Certificate-under-Reg.-1632-27.11.2023.pdf> before the Extra Ordinary General Meeting.

P) Valuation for consideration other than cash:

Not applicable.

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

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the proposed allotment of Shares is for a cash consideration.

R) Terms of Issue of the Equity Shares / Warrants, if any

Equity Shares / Equity Shares arising out of exercise of Warrants to be allotted in terms of this resolution shall rank pari-passu with existing Equity Shares of the Company in all respects including the payment of dividend, if any. The other terms and conditions for issue of Equity Shares / Warrants is mentioned in the Resolution Nos. 1 and 2.

S) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Sr. No.	Name of Allottee	Category	Number of Warrants issued	Issue Price (Rs.)
1	Rishab Handa	Individual (Promoter)	25,00,000	60.21
2	Raghav Handa	Individual (Promoter)	25,00,000	60.21
3	Anandana Handa	Individual (Promoter)	25,00,000	60.21
4	Tano Investment Opportunities Fund	Foreign Portfolio Investor (Non-Promoter)	30,00,000	60.21
5	Ecotek General Trading L.L.C	Foreign Portfolio Investor (Non-Promoter)	22,00,000	60.21
6	Ahanna Bhatia	Individual (Non-Promoter)	2,65,000	60.21
7	Bhawna Bhatia	Individual (Non-Promoter)	2,65,000	60.21
8	Deepak Gupta	Individual (Non-Promoter)	3,00,000	60.21
	TOTAL		1,35,30,000	

T) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

None of the Director, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the proposed Special Resolution Nos. 1 and 2.

U) Listing:

The Company will make an application to the stock exchange at which the existing shares are listed, for listing of Equity Shares / Equity Shares arising out of exercise of Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all respects, including dividend and voting rights.

V) Principle terms of assets charged as securities

Not applicable.

W) Material terms of raising securities

As stated above.

X) Other undertakings and disclosures

In accordance with SEBI ICDR Regulations,

- i. The Proposed allottees have not sold / transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- ii. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- iii. The Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of SEBI ICDR Regulations, where it is required to do so.
- iv. During the period from April 01, 2023, until the date of Notice of this EGM, the company had allotted 1,35,30,000 Warrants to 8 Allottees on a Preferential basis, of which the Company has converted 72,65,000 warrants into 72,65,000 Equity Shares. The Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-24, will not exceed the limit specified in the Act and Rules made thereunder.
- v. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI ICDR Regulations and shall be made in a dematerialized form only.
- vi. The pre-preferential allotment of the persons holding the shares are in dematerialized form.
- vii. The Company shall make an application to BSE seeking in-principle approval for the proposed allotment on or before the date of dispatch of Notice of EGM to shareholders.
- viii. Since the preferential issue to an allottee or to allottees in concert, is not more than 5% of the post issue fully diluted share capital of the issuer, hence, report of the registered valuer is not required under applicable provisions of SEBI ICDR Regulations.
- ix. No Promoter of the Company or member of the Promoter Group of the Company has failed to exercise the warrants allotted to them during the year.
- x. Pursuant to the Proposed Investment and in accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
- xi. The Company currently 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.
- xii. There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

The Resolution Nos. 1 and 2 as set out in the Notice of EGM and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines / regulations issued / to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory / statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory / statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to decide on the issue of the Equity Shares / Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board believes that the proposed issue is in the best interest of the Company and its Members and accordingly, it recommends passing of Special Resolutions set out at Item Nos. 1 and 2 of this Notice of EGM for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions set out at Item Nos. 1 and 2 of this Notice except to the extent of their shareholding in the Company.

By Order of the Board of Directors
For OK Play India Limited

Sd/-
[Meenu Goswami]

[Company Secretary]
[ACS No. - 33472]

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Tel. No.: 0124-3226114 / 2362335 / 2362336 / 2363471;
e-mail: investor.relations@okplay.in;
Website: www.okplay.in
CIN: L28219HR1988PLC030347

Place: Haryana

Date: November 27, 2023