

OK PLAY INDIA LIMITED

Registered office: Plot No. 17, Roz-ka Meo Industrial Estate, Sohna,
Mewat-122103, Haryana India
Email: info@okplay.in, investor.relations@okplay.in
website: www.okplay.co.in. www.okplay.in
CIN- L28219HR1988PLC030347

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of OK PLAY INDIA LIMITED will be held on 11th June, 2017 at 10.00 A.M. at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat (Haryana) to transact the following:

SPECIAL BUSINESS:

1. TO ISSUE WARRANTS ON PREFERENTIAL BASIS TO PROMOTERS:

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:

- a) the provisions of sections 42, 62 and other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014,
- b) the Listing Agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed and traded and in accordance with the Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”),
- c) the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),
- d) the relevant provisions of the Memorandum and Articles of Association of the Company,
- e) other applicable rules, regulations, statutes, notifications, clarifications and/or guidelines, if any, of SEBI, RBI, Government of India, Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance) and such other authorities as may be applicable;
and subject to
- f) the requisite approvals, consents, permissions or sanctions (if any), as may be required to be obtained from any banks or financial institutions or any regulatory authority, wherever necessary,
- g) the provisions of Foreign Exchange Management Act, 1999, as amended including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 as amended from time to time,
- h) further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the statutory or regulatory authorities including the BSE Limited which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to accept,
- i) subject to such conditions and modifications as may be considered appropriate by the Board;

consent and approval of the Company be and is hereby accorded to create, offer, issue and allot 10,00,000(Ten Lakh only) warrants ("Warrants") (1 Warrant convertible into 1 Equity Share of face value of Rs.10/-(Rupees Ten) each) at a price of Rs. 170/- (Rupees One Hundred Seventy Only) aggregating Rs. 17,00,00,000/- (Rupees Seventeen Crore Only) including premium of Rs. 160/- (Rupees One Hundred Sixty Only) per Warrant to Non-Promoters and 20,00,000 (Twenty Lakh Only) warrants ("Warrants") (1 Warrant convertible into 1 Equity Share of face value of Rs.10/-(Rupees Ten) each) at a price of Rs. 170/- (Rupees One Hundred Seventy Only) per Warrant aggregating Rs. 34,00,00,000 /- (Rupees Thirty Four Crore Only), including premium of Rs. 160/- (Rupees One Hundred Sixty Only) per Warrant to Promoters(collectively referred as "Allottees" and individually "Allottee") aggregating Rs. 51,00,00,000/- (Rupees Fifty One Crore Only)in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("**Preferential Issue**");

Sr. No.	Name of the proposed allottee	Category	No of Equity Shares / Warrants to be allotted	Consideration Payable (Rs.)
Warrants				
1.	Kanika Parwal	Non – Promoter	1,50,000	2,55,00,000
2	Amit Kumar Jakhotia	Non – Promoter	2,50,000	4,25,00,000
3	Mahaveer Prasad Mundhra	Non – Promoter	1,00,000	1,70,00,000
4	Parth Infracon Private Limited	Non – Promoter	5,00,000	8,50,00,000
5	Rajan Handa	Promoter	10,00,000	17,00,00,000/-
6	Rishab Handa	Promoter	4,00,000	6,80,00,000/-
7	Raghav Handa	Promoter	4,00,000	6,80,00,000/-
8	Anandana Handa	Promoter	2,00,000	3,40,00,000/-

"RESOLVED FURTHER THAT the price of the Warrants has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 as on Relevant Date i.e. 11th May, 2017, for the purpose of calculating the price of the Warrants is the date which is 30 (Thirty) days prior to the date of shareholders meeting for approving the Preferential Issue."

"RESOLVED FURTHER THAT the allotment of Warrants pursuant to this resolution shall be made within 15 (Fifteen) days from the date of receipt of approval of the shareholders, provided that where the allotment of the Warrants and / or Equity Shares resulting there from on conversion is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of grant of such approval."

"RESOLVED FURTHER THAT

- Warrants shall be convertible into equity shares of the Company not later than 18 (Eighteen) months from the date of their allotment in accordance with the SEBI (ICDR) Regulations at the option of the warrant holder without any further approval of the shareholders prior to or at the time of conversion.
- The Warrants by itself do not give to the Warrants holder any rights of the shareholders of the company.
- The warrant holder shall pay an amount equivalent to at least 25% (Twenty Five Percent) of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of Warrants. If the option to acquire equity shares pursuant to conversion of Warrants is not exercised

as per above clause a, the amount paid under this clause c shall be forfeited by the Company.

- d) The aforesaid allotment of the Warrants and / or the equity shares resulting therefrom on conversion of Warrants shall be subject to the requirement of Lock-in/Non-transferability as per the requirements of SEBI (ICDR) Regulations.
- e) The equity shares to be allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- (Ten) each of the Company and shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.
- f) The allotment of Warrants, allotment of equity shares pursuant to conversion of Warrants, conditions of payment of consideration and other terms and condition thereof shall be subject to any statutory amendment and modification, notification, rules, regulations under any applicable law as may be for the time being in force"

“RESOLVED FURTHER THAT:

- a) the allotment of share resulting from Equity Shares shall be made in dematerialized form.
- b) the warrants and resulting Shares allotted on exercise of conversions shall be locked in as per the provisions of Chapter VII of the SEBI ICDR Regulations.
- c) the resulting Shares allotted to warrant holders shall be listed on the stock exchanges, where the existing equity shares of the Company are listed.
- d) the resulting Shares allotted to warrant holders so issued by the Company to the Allottees on a preferential basis shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend."

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, solicitors, scrutinizers or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the Preferential allotment of said warrants and equity shares resulting upon conversion thereof and utilization of issue proceeds thereof.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, the any of the Director and Company Secretary of the Company be and are hereby severally authorised on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the Preferential Issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the resulting shares on the relevant stock exchange(s) as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the stock exchanges where the securities of the Company are listed, including sub-delegating the above powers any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Dated : 17th May, 2017
Place : New Delhi

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

-Sd-
Triloki Nath Verma
Company Secretary

NOTES FOR MEMBERS ATTENTION

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A Person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting The proxy form is enclosed herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable, authorizing their representative to attend and vote on their behalf at the meeting.
4. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at this Annual General Meeting is attached.
5. Record Date for the purpose of meeting is 4th June, 2017.
6. Members attending the meeting are requested to bring their copy of the Notice and Ballot Papers as extra copies will not be supplied.
7. Members / proxies should bring the attendance slip duly filled in for attending the meeting.
8. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
9. All members are requested to notify immediately any change of address to their Depository Participants (Dips) in respect of their electronic share accounts and forward all other correspondence including physical share certificates for transfer to Company's Share Transfer Agents i.e. MAS SERVICES LIMITED, T-34, 11nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020.
10. Members seeking further information on agenda item contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
11. To avail the facility of nomination, members may write to the Registrar and Share transfer agent for obtaining the Nomination Form.
12. Entry to the venue of the meeting will be strictly on Entry Slip available at the counters at the entrance and to be exchanged with Attendance Slip.
13. No Brief case or Bag will be allowed to be taken inside the venue of the meeting.
14. The Securities and Exchange Board of India (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 the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company/ MAS Services Limited.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars etc. from the Company electronically.
16. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Sunday, 4th June, 2017, "Record Date", are entitled to vote on the Resolutions set forth in this Notice. Members

who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9:00 A.M. on Thursday, 8th June, 2017 and will end at 5.00 P.M. on Saturday, 10th June, 2017. The Company has appointed Mr. Mukesh Kumar Agarwal, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the back side of attendance slip attached with Annual report for detailed procedure on e-voting.

PROCEDURE FOR E-VOTING

Procedure and instruction for e-voting is given on the back side of Attendance Slip attached with Notice.

ANNEXURE TO THE NOTICE

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

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

ITEM NO. 1

Your Company's business is growing and the funds are required by the Company for meeting its capital requirements and permissible business investments as allowed under applicable laws.

It is proposed to raise funds by issue of warrants through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The Board at its meeting held on 17th May, 2017 approved the proposed issue of up to 30,00,000 (Thirty Lakhs Only) warrants of Rs. 10/- (Rupees Ten only) each, on a preferential basis for cash at a price of Rs. 170/- (Rupees One Hundred Seventy Only) per warrant aggregating Rs. 51,00,00,000/- (Rupees Fifty One Crore Only), including premium of Rs. 160/- (Rupees One Hundred Sixty Only) per warrant, to the below mentioned proposed promoter & non-promoter investors ("Investors"). Each 1 (One) warrant shall be convertible into 1 (One) Equity Share of face value of Rs. 10/- each in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("Preferential Issue");

Details of proposed allottees and their share holding pattern:

Sr. No.	Name of the proposed allottee	Category	Pre-Preferential Issue Holding (Number of Shares)	Pre-Preferential Issue Holding (%)	No of Warrants to be allotted	Consideration Payable (Rs.)	Post Preferential Issue Holding (Number of Shares & Warrants)	Post-Preferential Issue Holding (%)
Warrants								
1.	Kanika Parwal	Non-Promoter	0	0	150000	2,55,00,000	150000	0.68
2.	Amit Kumar Jakhota	Non-Promoter	0	0	250000	4,25,00,000	250000	1.13
3.	Mahaveer Prasad Mundhra	Non-Promoter	0	0	100000	1,70,00,000	100000	0.45
4.	Parth Infracon Private Limited	Non-Promoter	0	0	500000	8,50,00,000	500000	2.25

5.	Rajan Handa	Promoter	9686862	52.06	1000000	17,00,00,000	11286862 #	50.82
6.	Rishab Handa	Promoter	2500	0.01	400000	6,80,00,000	402500	1.81
7.	Raghav Handa	Promoter	2500	0.01	400000	6,80,00,000	402500	1.81
8.	Anandana Handa	Promoter	500	0.00	200000	3,40,00,000	200500	0.90

Promoter holding assuming full conversion of 6,00,000 (Six Lakhs) outstanding Warrants which are pending for conversion.

The proposed Preferential allotment of Warrants and resulting share thereafter will *inter-alia* be governed by the Companies Act, 2013, read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company, the listing agreement entered into between the Company and BSE Limited where the equity shares of the Company are listed, the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("**SEBI ICDR Regulations**") as amended from time to time and the terms of the Investment Agreement.

The issuance of Warrants and / or the Equity Shares resulting therefrom on conversion of warrants to the allottees on a preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The satisfaction of these conditions is not necessarily within the control of the Company. The Issue Shares allotted to the Investors upon conversion shall rank *pari-passu* with all other equity shares of the Company in respect of all rights including dividend.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution set out in Item No. 1 of the Notice of the meeting by way of **Special Resolution**:

a	The objects of the above Preferential Issue	The Company's business is growing and the funds are required by the Company for meeting its capital requirements and permissible business investments as allowed under applicable laws.						
b	The proposal of the promoters, directors or key managerial personnel of the issue to subscribe to the offer	Promoters intend to subscribe to the Preferential Issue. Mr. Rajan Handa, Mr. Rishab Handa, Mr. Raghav Handa and Ms. Anandana Handa (all in promoter group) intends to subscribe the warrants of the Company pursuant to the proposed preferential allotment of warrants.						
c	The shareholding pattern of the issuer before and after the preferential issue		Pre Issue		Present Allotment	Pending Warrant (s)	Post Issue	
		Category	No. of Shares	%	Warrants		No. of Shares	%
		Promoters (A)	10869012	58.41	2000000	600000	13469012 ^{\$}	60.65
		Public (B)	7739103*	41.59	1000000	-	8739103	39.35
		Total (A+B)	18608115	100.00	3000000	600000	22208115	100.00
* Includes 25100 partly paid up shares \$ Promoter holding assuming full conversion of Warrants								
d	The time within which the preferential issue shall be completed	The issue and allotments under Preferential Issue process is to be completed within the statutory time limits prescribed by the regulatory authorities from the date of this meeting subject to all the necessary approvals being in place.						

e	The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue	Name of the Proposed Allottee	Post Preferential Issue Holdings	Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottee
		Kanika Parwal	1 50000	Kanika Parwal
		Amit Kumar Jakhotia	250000	Amit Kumar Jakhotia
		Mahaveer Prasad Mundhra	100000	Mahaveer Prasad Mundhra
		Parth Infracon Private Limited	500000	Sandeep Parwal (99%) & Honey Parwal (1%)
		Rajan Handa	1 1286862 #	Rajan Handa
		Rishab Handa	4,02,500	Rishab Handa
		Raghav Handa	4,02,500	Raghav Handa
		Anandana Handa	2,00,500	Anandana Handa
		# Promoter holding assuming full conversion of 6,00,000 (Six Lakhs) outstanding Warrants which are pending for conversion. The allotment would not result in any change in the control or management of the affairs of the Company		
f	An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so	As the shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.		
g	An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.	As the shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.		
h	Relevant Date	The Relevant Date shall be 11 th May, 2017 which is 30 days prior to the date of Shareholders Meeting for approval of the preferential allotment.		
i	Pricing of the issue	The equity shares shall be priced at Rs. 170/- (Rupees One Hundred Seventy Only) per equity share as per the provisions of Chapter VII of the SEBI ICDR Regulations.		
j	Payment and conversion terms	Warrants holder shall pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of Warrants and the remaining balance shall be paid on or before the allotment of Equity Shares upon conversion of Warrants. If the option to acquire equity shares pursuant to conversion of Warrants is not exercised within 18 months from the date of allotment of Warrants, the amount paid under this clause shall be forfeited by the Company.		

k	Auditor's Certificate	A copy of the Auditor's certificate certifying the compliance with SEBI (ICDR) Regulations, will be placed before the shareholders at the meeting and will also be open for inspection at the Registered Office of the Company from 11:00 a.m. to 5:00p.m. on any working day up to the date of the meeting.
l	Lock In	The Equity Shares to be allotted on preferential basis on conversion of Warrants shall be locked-in as prescribed under the provisions of Chapter VII of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 6 months from the date of trading approval as per Regulations 78(6) of the SEBI (ICDR) Regulations.
m	The total number of shares or other securities to be issued	3000000 (Thirty Lakh Only) Warrants convertible into equal number of Equity Shares upon conversion (1 warrants will be converted into 1 Equity Share).
n	The class or classes of persons to whom the allotment is proposed to be made	Non Promoter - Non QIBs and Promoter/ Promoter Group
o	The change in control, if any, in the company that would occur consequent to the preferential offer	The allotment of Issue Shares would not result in any change in the control or management of the affairs of the Company.
p	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	626105 (Six Lakh Twenty Six Thousand One Hundred Five Only) Equity Share of Rs. 10/- (Ten) were allotted to 12 (Twelve) persons (Non Promoter & Non QIB) and 600000 (Six Lakh Only) warrants were allotted to Mr. Rajan Handa at Rs. 140.47/- Rupees One Hundred Fourty Paise Fourty Seven Only <i>per Equity Shares/per warrants</i> aggregating Rs. 172218327.10/- (Rupees Seventeen Crore Twenty Two Lakh Eighteen Thousand Three Hundred Twenty Seven Paise Ten Only)
q	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter VII of the SEBI ICDR Regulations, and provisions of the listing agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed.

The Board of Directors of the Company believes that the aforesaid Preferential Issue is in the best interest of the Company and hence, recommends the special resolution for the approval of the shareholders.

Dated : 17th May, 2017
Place : New Delhi

By order of the Board of Directors
for OK PLAY INDIA LIMITED
-Sd-
Triloki Nath Verma
Company Secretary



OK PLAY INDIA LIMITED

CIN : L28219HR1988PLC030347

Plot No. 17-18, Roz-Ka-Meo Industrial Estate, Tehsil – Nuh,
District – Mewat, Haryana – 122103, Ph. : 0124 – 2363471/2362335
E-mail : investor.relations@okplay.in, Website : www.okplay.co.in, www.okplay.in

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	From 09.00 a.m. (IST) on June 8, 2017
End of remote e-voting	Upto 05.00 p.m. (IST) on June 10, 2017

- The cut-off date (i.e. the record date) for the purpose of remote e-voting is 4th June, 2017.

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OK PLAY INDIA LIMITED

CIN : L28219HR1988PLC030347

Plot No. 17-18, Roz-Ka-Meo Industrial Estate, Tehsil – Nuh,
District – Mewat, Haryana – 122103, Ph. : 0124 – 2363471/2362335
E-mail : investor.relations@okplay.in, Website : www.okplay.co.in, www.okplay.in

ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Sunday, the 11th day of June, 2017 at 10:00 A.M. at Hakim Ji Ki Choupal, Opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat (Haryana).

Signature of Member/Proxy

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

The procedure and instructions for e-voting is given hereunder for reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
- a. Open e-mail and open PDF file viz. "OPIL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdل.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (a) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "OK Play India Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mailmepkp@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of Extra Ordinary General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdل.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4th June, 2017.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 4th June, 2017, will be provided the notice through mail or by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@masserv.com RTA MAS Services Limited.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdل.com or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- G. 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 through ballot paper.
- H. Mr. Mukesh Kumar Agarwal, Company Secretary in Practice (Membership No. 5991 & COP No. 3851), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.okplay.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited, Mumbai.