



## INSTRUCTIONS

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Company has appointed Mr. Puneet Kumar Pandey, Practicing Company Secretary, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 19<sup>th</sup> February, 2016.
4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional. Share holders have option to vote either through e-voting platform or through postal ballot.
6. Kindly note that the Members can opt for only one mode of voting i.e. either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to [info@masserv.com](mailto:info@masserv.com). The RTA shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
8. The Postal Ballot Notice is also being uploaded on the Company's website viz., [www.okplay.co.in](http://www.okplay.co.in) and of NSDL viz., <https://www.evoting.nsdl.com>.
9. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to date of closure of e-Voting facility.
10. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on record date. The special resolutions mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the special resolution.
11. Instruction for E Voting are as under:

**(a) In case of Shareholders receiving e-mail from NSDL :**

- (i) Open e-mail and open the PDF file viz, "OK PLAY INDIA . pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
- (iii) Click on Shareholder - Login;
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (vi) Home Page of e-Voting opens. Click on e-Voting: Active Evoting Cycles;
- (vii) Select "EVEN" of OK PLAY INDIALTD.;
- (viii) Now you are ready for e-Voting as Cast Vote page opens;
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (x) Upon confirmation, the message "Vote cast successfully " will be displayed;
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
- (xii) For the votes to be considered valid, the Institutional shareholders ( 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 signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [mailmekp@gmail.com](mailto:mailmekp@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**(b) In case of Shareholders' receiving Postal Ballot Form by Post:**

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

# OK Play India Limited

CIN: L28219HR1988PLC030347

**Regd. Office:** Plot No. 17 & 18, Roz - ka - Meo Industrial Estate, Tehsil - Nuh, District - Mewat, Haryana - 122103, India.

Phone : +91-124-2362335-36/2363471, Fax : +91-124-2362335

Email : investor.relations@okplay.in, info@okplay.in

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## Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as special resolutions by way of postal ballot & e-voting. The explanatory statement pertaining to the said resolutions setting out the facts concerning each item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors, at its meeting held on 15th February, 2016, has appointed Mr. Puneet Kumar Pandey, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 16th March, 2016.

In compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman & Managing Director.

The result of the voting conducted through postal ballot would be announced by a Director or the Company Secretary of the Company on 17th March, 2016 at 05.00 p.m. at the Registered Office of the Company.

The result would be displayed at the Registered Office of the Company, intimated to the BSE Limited where the Company's shares are listed, published in the newspapers and displayed on the Company's website viz. [www.okplay.co.in](http://www.okplay.co.in) and the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com>, along with the Scrutinizer's report.

### Special Business

#### Item No. 1: Amendment to Object Clause of the Memorandum of Association

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration(s), approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company and matters considered necessary in furtherance thereof, be and is hereby amended and replaced to read as under:

"III. a) The objects to be pursued by the Company on its incorporation are:-

1. To carry on anywhere in India or abroad the business as manufacturers, makers, producers, processors, job-workers, smelters, foundrymen, carriers, packers, freight and forwarding agents, converters, finishers, repairers, dealers (wholesale & retail), stockiest, agents, distributors, importers and exporters, supplier, trader of all or any types of industrial, domestic or commercial containers, utensils, pans, boxes, toys, fun station, store tanks or any spare parts, accessories, used in any industrial, mechanical, domestic, commercial, defense, railway or any other strategic or other establishments including any chemical works, space research programs, shipping vessels, etc.
2. To carry on the business as importer, exporter, job worker, manufacturer, distributor, stockiest, contractor, supplier, dealer or in any other manner, of all types of Plastic products, Metal products, Wood products or any combination of them including but not limited to school furniture, outdoor playground equipment, toys, mannequins, point-of-purchase products, automotive products, electric vehicles, electric rickshaw and other variants, manholes, chambers, pipes, gully traps, oil & grease separators, septic tanks, containers, communication chambers etc.
3. To set up plants, shops, showrooms, store, online marketplace for the manufacture and trading (wholesale, retail) display counter, play zone/ fun zone for its products.
4. To act as financiers, lessors, lessees, real estate agents, civil contractors and also to act as an export house.

b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:—

1. In connection with any of the main objects of the company to invent, design, manufacture, utilize, import, distribute and deal in any machinery, moulds, dies, jigs, fixtures and other gadgets and aids, and for these purposes to enter into any foreign or local technical or other collaborations or into any buying or selling arrangements and to offer any consultancy services in general and to those intending to establish or set up any business or install any machinery of the type being dealt in by the company.

2. To apply for, obtain, purchase or otherwise acquire and protect, prolong and renew any patent rights brevets, invention, processes, trade secrets, scientific technical or other assistance, manufacturing process know how and other information, designs patterns, copy-rights, trade marks, licenses, concessions and like rights, or the benefits or the right of use thereof, which may seem capable of being used for, or in connection with any of the purpose of the business of the company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licenses in respect thereof or shall or otherwise deal with same.
3. To receive royalty or other compensation in connection with Patents, Trade Marks, Copy Rights, Licenses, Designs and the like Intellectual Property Rights, acquired or developed, for granting exclusive or non-exclusive or limited right to their use or for granting licenses in respect thereof or any such arrangement which may be deemed to be beneficial directly or indirectly.
4. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and to encourage, promote and reward studies, researches, investigation, equipment tests and invention of any kind that may be considered likely to assist in the business which the company is authorized to carry on and to expend money in experiments and tests and in improving or seeking to improve and giving publicity to placing upon the market any products of the company or distribute any patents, inventions, processed information or right which the company may acquire lease or purpose to acquire.
5. To enter into partnership or any arrangement or agreement with any government or authorities, supreme, municipal, local or otherwise, or any person or company or any of them for sharing profits, union of interests, exchange of shares, joint venture, reciprocal concession or co-operative and engage in any business which the company is authorized to carry on and to obtain from such government, authority, person or company, and rights, privileges, charters, contracts, licenses and concessions which the company may think it desirable to obtain and to carry out exercise and company therewith.
6. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
7. To subscribe for takeover or otherwise acquire and hold shares, stocks, debentures or other interests in or securities of any other firm, company or companies having objects altogether or in part similar to those of the company.
8. To invest in otherwise then investment in Company's own shares and deal with the moneys of the company not immediately required in such manner as may from time to time be expedient or be determined.
9. To invest money with or without security and generally make advance of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores, or any other property, articles and things required for the purpose of the company with or without security and upon such terms and subject to such conditions as the company may deem expedient.
10. Subject to the provisions of Companies Act, 2013 and Rules made thereunder, to receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit and in particular by the issue of Shares, debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage or charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be, provided that the company shall not do any banking business within the meaning of Banking Regulation Act, 1949.
11. To mortgage, hypothecate, pledge all or any of the property, whether movable or immovable of any description whatsoever and other valuable securities of the company.
12. To draw, make, accept, endorse, discount, execute, negotiate, assign, cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
13. To open an account or accounts with any individual, firm or company or with any Bank or Bankers or shroffs and to do withdraw money from such account or accounts.
14. To payout of the funds or the company all costs charges and expenses of and incidental to the formation and registration of the company, and any company promoted by the company and also to pay all costs, charges, impositions and expenses of and incidental to the acquisition by the company of the property or assets of and incidental to the accomplishment of all or any formalities which the company may think necessary or proper in connection with any of the aforesaid.
15. To pay for any property or rights acquired by or any services rendered to the company either in case of fully or partly paid up shares, with or without preferred rights in respect of dividend or payment of capital or otherwise or by any securities and debentures which company has power to issue or by the grant of any rights or options, or partly in one mode and partly in another and generally on such terms as the company may determine.
16. To promote from and register and aid in the promotion and registration of any company or companies, subsidiary or otherwise for purpose of acquiring all or any of the property, rights, and liabilities of the company and to transfer to any such company and property of the company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures and other securities in or of any of such company or any other company for all or any of the objects mentioned in this Memorandum and to subsidize or otherwise assist any such company and to undertake the management and secretarial or other works, duties and business of any company on such terms as may be arranged.
17. To apply for, aid in promoting and obtain any charter, privilege concession license, authority for enabling the company to carry any of its objects into effect or extending any of the powers of the company for effecting any modification of the constitution of the company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the company.
18. To grant pensions, allowance, gratuities and bonus of existing or former employees and officers (including directors of the company or their dependents) or connections, and to make payments towards insurance for any such purpose and to establish, join and support

trust, fund or schemes (whether contributory or non-contributory) with a view to provide persons; or any other associations, institutions, trusts, fund schemes, clubs and conveniences calculated to benefits any such person.

19. To make donations to such persons either of cash or any other assets as may be thought, directly, conducive to any of the company's objects or otherwise expedient and to subscribe or contribute or otherwise assist or guarantee money for charitable, scientific, religious benevolent, national, public or other institutions or objects or any exhibition or for any public, general or other subjects and to establish and support or aid in the establishment and support of associations, institution funds, trusts and conveniences for the benefit of the employees or of person having dealings with the company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pension, allowances, gratuities, bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.
20. To provide for the welfare of employees or ex-employees of the company and the wives and families or the dependents or connections or such persons by building of houses and contributing to pensions, allowances, bonus or other payments, or by creating and from time to time, subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit.
21. To compensate for loss of office any Managing Director or Directors or other Officers of the company within the limitation prescribed under the Companies Act, 2013 or other statute or rule having the force of law and to make payments to any person whose office, employment or duties may be determined by virtue of any transaction in which the company is engaged.
22. To create any reserve funds, sinking fund, insurance fund and other special funds, subject to section of the Companies Act, whether for depreciation, for repairing, improving, extending or maintaining any of the property of the company or for any other purpose conducive to the interest of the company or for any purpose whatsoever.
23. Subject to the provisions contained in the Companies Act, 2013, To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the company may from time to time think fit, any moneys received by way of premium on shares or debentures, issued at a premium by the company and any money received in respect of dividends accrued on forfeited shares or from unclaimed dividends.
24. To amalgamate with any other company in any manner.
25. To establish any purchasing selling or distributing organization or agency for the purpose of the business of the company.
26. To distribute among the members in specie or in kind any property of company or any proceeds of sale disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction if any for the time being required by law.
27. To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
28. To invest in any real or personal property rights or interest acquired by or belonging to the company in any person on behalf of or for the benefit of the company and with or without any declared trusts in favour of the company. To do all or any of the above things and all such other things as incidental or may be though conducive to the attainment of the above objects or any of them in any part of the world and as principles agents, contractors, trustees or otherwise and by or through trustees, agents, or otherwise, and either alone or in conjunction with otherwise, and either alone or in conjunction with others.

**“RESOLVED FURTHER THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**Item No. 2: Amendment to Clause IV of the Memorandum of Association**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause IV of the Memorandum of Association, be and is hereby amended and replaced to read as under:

“The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

**“FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**Item No. 3: To make investments, give loans, guarantees and provide securities beyond the prescribed limits**

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

**“RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any of its duly authorized committees or one or more Directors) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 500 Crores.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such actions and to give all such directions as may be

necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

Date: 15<sup>th</sup> February, 2016  
Place: Haryana

By order of the Board  
**For OK Play India Limited**

**Registered Office:**  
17-18, Roz Ka Meo Industrial Estate, Tehsil Nuh, District Sohna,  
Haryana, 122103

S/d  
Triloki Nath Verma  
Company Secretary

**Note:**

Kindly see overleaf of Postal Ballot Form for Important Notes to this Notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE**

**Item No. 1 & 2: Amendment to Object Clause of the Memorandum of Association**

The Company is presently engaged in the business of manufacturers, makers, producers importers and exporters, supplier, trader of all or any types of Toys industrial, domestic or commercial containers, utensils, pans, boxes, toys, fun station, store tanks etc.

The Board of Directors of Company has decided to venture in to new business opportunities available in the electric vehicle segment including variants thereof.

The Board of Directors at its meeting held on 15<sup>th</sup> February, 2016 has decided to alter main object clause in the Memorandum of Association in order to elaborate the present and proposed business and to enable the Company to carry out the above new line of business in addition to its existing business.

As per Section 4 of Companies Act, 2013, Object clause of memorandum of association shall have main objects and matters considered necessary in furtherance thereof.

As per Table “A” in the Companies Act, the Clause IV of Memorandum of Association needs to be reworded to avoid interpretational ambiguity.

By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard issued by Institute of Company Secretaries of India, approval of members by way of special resolution under postal ballot is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

The Memorandum of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company’s website for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 1 of the Notice.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval by the shareholders.

**Item No. 3: To make investments, give loans, guarantees and provide securities beyond the prescribed limits**

As per the provisions of Section 186 (b) of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

In order to enable the Board of Directors to explore various opportunities for growth and as a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s), providing loan(s) or giving guarantee(s) or providing securities in connection with loans to anybody corporate(s) or person upto an amount not exceeding ` 500 Crores.

The aforesaid limit of 500 Crores shall exclude the loans/guarantees / securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be) whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad.

Accordingly, the consent of the Members by way of Special Resolution is being sought under the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investments, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding the limit of Rs. 500 Crores.

None of the Key Managerial Personnel, Directors, and their relatives is in any way, deemed to be concerned or interested financially or otherwise in the resolution proposed to be passed.

The Board recommends the resolution as set out at Sr. No. 5 of the Notice for approval by the shareholders

Date: 15<sup>th</sup> February, 2016  
Place: Haryana

By order of the Board  
**For OK Play India Limited**

**Registered Office:**  
17-18, Roz Ka Meo Industrial Estate, Tehsil Nuh, District Sohna,  
Haryana, 122103

S/d  
Triloki Nath Verma  
Company Secretary