



Ref: OK/BSE/2023-24/267

Dated: 23rd February, 2024

BSE Limited,
Phiroze Jeejeebhoy Tower, Dalal Street,
Mumbai – 400001

Scrip Code: 526415

Sub: Copy of Proceedings of Extra Ordinary General Meeting.

Dear Sir,

Please find enclosed herewith a copy of proceedings of the Extra Ordinary General Meeting of the Company held on Friday, 23rd February, 2024.

This is for your reference and record.

Yours faithfully,

For OK Play India Limited

MEENU
GOSWAMI
Company Secretary

Digitally signed by
MEENU GOSWAMI
Date: 2024.02.23
16:16:47 +05'30'

OK PLAY INDIA LIMITED

Corporate Office: 124, New Manglapuri, Mehrauli, New Delhi -110030 **Tel:** +91 11 4619000 **Fax:** +91 11 46190090
Registered Office & Works: Plot No 17 & 18, Roz Ka Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana-122103
Tel: +91 124 2362335-36 **Fax:** +91 124 2362326 **CIN-L28219HR1988PLC030347**
Website: www.okplay.in **Email:** info@okplay.in

Notice convening Extra Ordinary General Meeting

All the Directors present at the EGM were introduced including the Auditors to the Shareholders.

The Chairman explained the objective and implications of the Resolutions mentioned in the General meeting notice before they were put to vote. The Chairman provided a fair opportunity to Members who were entitled to vote to seek clarifications and offer comments related to any item of business.

The Chairman informed the members that the Company had taken all requisite steps under the current circumstances to enable the members to participate through video conferencing and vote electronically at the EGM. It was further informed that the Company has availed the services of NSDL to provide the facility of Remote E-voting, to participate in this EGM through VC/OAVM facility and E-Voting during this EGM. The Notice convening the EGM was taken as read as the same were already circulated to the members.

The Chairman informed that the Company has provided e-voting facility to all its shareholders to cast their vote in respect of all resolutions mentioned in the notice, which had started on Tuesday, 20th February 2024 and ended on Thursday, 22nd February, 2024. She further informed that the facility to vote at the EGM was provided to those Members who have not cast their votes through Remote E-voting.

It was further informed that Mr. Puneet Kumar Pandey, Company Secretary in Practice has been appointed as Scrutinizer for the purpose of Remote e-voting and E-voting to be conducted at the EGM. The Chairman further stated that those people who did not cast their Remote e-vote and are holding shares as on cut-off date will be allowed to cast their vote at the EGM through e-voting.

The Chairman apprised the members that the Board of Directors at its Meeting held on 30th January 2024 approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division/ split of equity shares of the Company, such that 1 equity share having face value of Rs. 10/- each, fully paid-up, be sub-divided into 10 equity shares having face value of Re. 1/- each, fully paid-up, ranking pari-passu in all respects with effect from Record date which may be fixed for this purpose by the Board. In the opinion of the Board of Directors, the proposed sub-division/ split will make the equity shares of the Company more affordable and is expected to encourage participation of investors at large and therefore it is in the best interest of the investors and the Company. He further informed that the Board of Directors, therefore, recommends Special Resolution as set out in the Notice of the EGM for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The sub-division/ split of equity shares of the Company as aforesaid will also require alteration to the existing Capital Clause of the Memorandum of Association of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division/ split of the equity shares. Further, such sub-division/ split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

The Chairman then invited the shareholders with their queries who had registered themselves. The Chairman announced that combined result of Remote e-voting and the e- voting at EGM will be disseminated to the stock exchange and will also be placed on the website of the company within 48 hours from the date of the Extra Ordinary General Meeting.

The Chairman thanked all the shareholders for their presence and support and declared the Extra Ordinary General Meeting closed.

The Company Secretary informed that electronic voting would continue to remain open for another 15 minutes to enable the members to cast their votes.

The Resolutions for the Special businesses as set out in Item No. 1 to 2 in the Notice of the Extra Ordinary General Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of the EGM of the Members held on 23rd February, 2024.

Special Business(es)

Item No. 1

SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 1/- PER SHARE

Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent of the Members be and is hereby accorded to Sub-divide each of the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company into Ten (10) Equity Shares having a face value of Rs. 1/- each fully paid, of the Company, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT pursuant to the Sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of nominal value of Rs. 10/- each of the Company existing on the Record Date to be fixed by the Company in consultation with the Stock Exchange where the shares of the Company are listed shall stand Sub-divided into Equity Shares of nominal value of Rs. 1/- each fully paid up.

RESOLVED FURTHER THAT upon Sub-division of the Equity Shares as aforesaid, Ten (10) Equity Shares of the face value of Rs. 1/- each to be allotted in lieu of existing One (1) Equity Share of Rs 10/- each subject to the terms of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of Rs. 10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon the Sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of Sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT upon sub-division of equity shares, as aforesaid, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014, the sub divided equity shares of nominal value of Rs. 1/- (Rupee One only) each shall be credited to the respective beneficiary account of the Members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorised Committee thereof) or Company Secretary be and is hereby authorised to execute all deeds, applications, documents and writings as may be required and

to do all such acts, deeds, matters and things, on behalf of the Company and to delegate all or any of the powers herein vested in the Board to any Officer(s) of the Company as may be required to give effect to this above resolution.”

Item No.2

ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION:

Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or reenactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing Rs. 40,00,00,000/- (Rupees Forty Crores only) consisting of 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- each to Rs. 40,00,00,000/- (Rupees Forty Crores only) consisting of 40,00,00,000 (Forty Crores) Equity Shares of Rs. 1/- each.

RESOLVED FURTHER THAT The Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be deleted and the same will be substituted with the following new clause as Clause V

V. The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores only) consisting of 40,00,00,000 (Forty Crores only) Equity Shares of Rs. 1/- (Rupees One) each.

RESOLVED FURTHER THAT for the purpose of the giving effect to this resolution, the Board (which expression shall also include a Committee thereof) , be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

The meeting was then concluded at 10:40 a.m. with a vote of thanks to the chair.

Note: Summary of Scrutinizer’s Report is provided hereunder:

S. No.	Resolution	% of votes in favour	% of votes against	Result
1.	Sub-division of equity shares from the face value of Rs. 10/- per share to Rs. 1/- per share	99.9916	0.084	Passed with requisite majority as a Special Resolution
2.	Alteration of the capital clause in the memorandum of association consequent upon sub-division	99.8583	0.1417	Passed with requisite majority as a Special Resolution

Date: 23-02-2024
Place: New Delhi

For OK Play India Limited


Managing Director
CHAIRMAN