

SCRUTINIZER'S REPORT ON E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014]

To,

The Chairman of 29th Annual General Meeting of Equity Shareholders of "**OK PLAY INDIA LIMITED**" held on 29th September, 2018 at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat, Haryana.

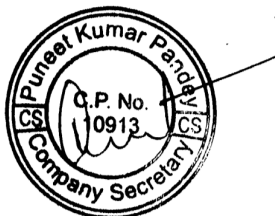
Re: Scrutinizer's Report on voting through electronic means in term of section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014

Dear Sir,

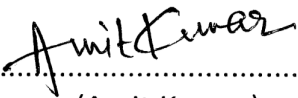
I, Puneet Kumar Pandey, Company Secretary in whole-time practice, was appointed as scrutinizer for Annual General Meeting of the Equity Shareholders of "**OK PLAY INDIA LIMITED**" held on Saturday, 29th of September, 2018 at 10:00 A.M. at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat (Haryana) for the purpose of scrutinizing the e-voting process in a fair and transparent manner ascertaining the requisite majority on e-voting carried out as per the provision of the Companies act, 2013 and Sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rules 2014 on the resolutions referred to in this report.


I submit my report as under:

1. The E-voting period remained open from Wednesday, 26th September, 2018 (9.00 A.M. IST) and ends on Friday, 28th September, 2018 (5:00 P.M. IST).
2. The Shareholder holding shares as on "**Cut off**" date, i.e. 22nd September, 2018 were entitled to vote on the proposed 7 (Seven) Resolution as mentioned in notice of the 29th Annual General Meeting of "**OK PLAY INDIA LIMITED**" (Item Number 1 to 7 of notice of 29th Annual General Meeting of **OK PLAY INDIA LIMITED**).
3. Accordingly, the electronic votes cast were taken in to account and at the end of this voting period, on 28th September, 2018 at 5.00 P.M., the NSDL portal was blocked for e-voting.
4. The votes were unblocked on Saturday, the 29th of September, 2018 at around 11:40 A.M. in the presence of two witnesses viz. Mr. Amit Kumar residing at 259 B, Flat No. 10, 2nd Floor, GaliNo. 10, Laxmi Nagar, New Delhi and Mr. Harish Chand residing at 3029, GF, Sant Nagar, RaniBagh, New Delhi-110034 who are not in employment of the Company.



They have signed below in confirmation of votes being unblocked in their presence.


.....
(Amit Kumar)


.....
(Harish Chand)

5. Thereafter the details containing, inter-alia, list of Equity Shareholder, who have voted “for” and “against” were downloaded from E-voting Website of NSDL (<https://www.evoting.nsdl.com/>).

6. The result of the E-voting is as under:

RESOLUTION 1:

To receive, Consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended as at 31st March, 2018 and the reports of Directors’ and Auditors’ thereon.

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of the resolution	% of total number of valid votes cast
17	10693282	100%

(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast against the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

RESOLUTION 2

To appoint a Director in place of Mrs. Mamta Handa (DIN 00238019), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of the resolution	% of total number of valid votes cast
16	10693088	99.99



(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast against the resolution	% of total number of valid votes cast
1	194	0.01

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

RESOLUTION 3

To ratify the appointment of Auditor and fix their remuneration.

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of the resolution	% of total number of valid votes cast
16	10693088	99.99

(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast against the resolution	% of total number of valid votes cast
1	194	0.01

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

RESOLUTION 4

Re-appointment & payment of remuneration to Mrs. Mamta Handa (DIN 00238019) Whole Time Director of the Company.

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of the resolution	% of total number of valid votes cast
15	10692624	99.99

(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast against the resolution	% of total number of valid votes cast
2	658	0.01



(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

RESOLUTION 5

Increase in the remuneration of Mr. Rajan Handa (DIN-00194590) Managing Director of the Company

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of the resolution	% of total number of valid votes cast
15	10692624	99.99

(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast against the resolution	% of total number of valid votes cast
2	658	0.01

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

RESOLUTION 6

Increase in the remuneration of Dr. Rajan Wadhwa (DIN 01412577) Whole-Time Director of the Company.

(i) Voted in favour of the resolution

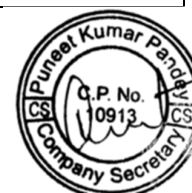
Number of Members voted through Electronic voting System	Number of Votes cast in favour of the resolution	% of total number of valid votes cast
14	10692623	99.99

(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast against the resolution	% of total number of valid votes cast
2	658	0.01

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



RESOLUTION 7

Alteration in Articles of Association of the Company.

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of the resolution	% of total number of valid votes cast
15	10692953	99.99

(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast against the resolution	% of total number of valid votes cast
1	194	0.01

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signed the Minutes of the aforesaid Extra Ordinary General Meeting and the same shall be handed over to the Company for safe custody.

Thanking You

Yours Faithfully



Place: Dist. Mewat (Haryana)

Date: 29th September, 2018

Puneet Kumar Pandey
Company Secretary in practice
ACS. 29848

SCRUTINIZER'S REPORT ON POLL

[Pursuant to rule of Section 109 of the Companies Act. 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules 2014]

To,

The Chairman of 29th Annual General Meeting of Equity Shareholders of "**OK PLAY INDIA LIMITED**" held on 29th September, 2018 at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat, Haryana.

Dear Sir,

I, Puneet Kumar Pandey, Company Secretary in whole-time Practice, was appointed as Scrutinizer for the purpose of poll taken on below mentioned resolution(s) at 29th Annual General Meeting of "**OK PLAY INDIA LIMITED**" held on Saturday, 29th September, 2018 at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat, Haryana, and I submit my report as under:

1. After the time fixed for closing of poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification mark placed by me.
2. The Locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with records maintained by the Registrar and Transfer Agents of the company and the authorized proxy lodged with Company.
3. The poll paper, which were incomplete and/or which were otherwise defective have been treated as invalid and kept separately.
4. The Result of poll is as under:

RESOLUTION 1:

To receive, Consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended as at 31st March, 2018 and the reports of Directors' and Auditors' thereon.



(i) Voted in favour of the resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast in favour of resolution	% of total number of valid votes cast
36	39439	100

(ii) Voted against the Resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast against the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes

Total number of members whose (in person and proxy) votes were declared invalid	Total number of votes cast by them
-	-

RESOLUTION 2:

To appoint a Director in place of Mrs. Mamta Handa (DIN 00238019), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast in favour of resolution	% of total number of valid votes cast
36	39439	100

(ii) Voted against the Resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast against the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes

Total number of members whose (in person and proxy) votes were declared invalid	Total number of votes cast by them
-	-



RESOLUTION 3:

To rectify the appointment of Auditor and fix their remuneration.

(i) Voted in favour of the resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast in favour of resolution	% of total number of valid votes cast
36	39439	100

(ii) Voted against the Resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast against the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes

Total number of members whose (in person and proxy) votes were declared invalid	Total number of votes cast by them
-	-

RESOLUTION 4:

Re-appointment & payment of remuneration to Mrs. Mamta Handa (DIN 00238019) Whole Time Director of the Company.

(i) Voted in favour of the resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast in favour of resolution	% of total number of valid votes cast
36	39439	100

(ii) Voted against the Resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast against the resolution	% of total number of valid votes cast
-	-	-



(iii) Invalid Votes

Total number of members whose (in person and proxy) votes were declared invalid	Total number of votes cast by them
-	-

RESOLUTION 5:

Increase in the remuneration of Mr. Rajan Handa (DIN-00194590) Managing Director of the Company.

(i) Voted in favour of the resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast in favour of resolution	% of total number of valid votes cast
36	39439	100

(ii) Voted against the Resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast against the resolution	% of total number of valid votes cast
-	-	

(iii) Invalid Votes

Total number of members whose (in person and proxy) votes were declared invalid	Total number of votes cast by them
-	-

RESOLUTION 6:

Increase in the remuneration of Dr. Rajan Wadhera (DIN 01412577) Whole-Time Director of the Company.

(i) Voted in favour of the resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast in favour of resolution	% of total number of valid votes cast
36	39439	100



(ii) Voted against the Resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast against the resolution	% of total number of valid votes cast
-	-	

(iii) Invalid Votes

Total number of members whose (in person and proxy) votes were declared invalid	Total number of votes cast by them
-	-

RESOLUTION 7:

Alteration in Articles of Association of the Company.

(i) Voted in favour of the resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast in favour of resolution	% of total number of valid votes cast
36	39439	100

(ii) Voted against the Resolution

Number of Members present and voting (in person and proxy)	Number of Votes cast against the resolution	% of total number of valid votes cast
-	-	

(iii) Invalid Votes

Total number of members whose (in person and proxy) votes were declared invalid	Total number of votes cast by them
-	-

Thanking You

Yours Faithfully



Place: Dist. Mewat (Haryana)
Date: 29th September, 2018

Puneet Kumar Pandey
Company Secretary in practice
ACS. 29848

COMBINED RESULT OF SCRUTINIZER ON E-VOTING AND POLL

To,

The Chairman of 29th Annual General Meeting of Equity Shareholders of “OK PLAY INDIA LIMITED” held on 29th September, 2018 at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat, Haryana.

Dear Sir,

I, Puneet Kumar Pandey, Company Secretary in Whole-time Practice was appointed as Scrutinizer to scrutinize the e-voting and poll process under the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 (3) (xi) and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 at the 29th Annual General Meeting (AGM) of “OK PLAY INDIA LIMITED” held on Saturday, 29th September, 2018 at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat, Haryana.

I, as scrutinizer have separately issued Scrutinizer’s Report dated 29th September, 2018 on electronic voting and Scrutinizer Report dated 29th September, 2018 on voting by shareholder of the company through poll at AGM held at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat, Haryana on 29th September, 2018.

I am requested by the management to submit a combined report on the voting by the shareholder through electronic voting (e-voting) and through the conducted at AGM. Accordingly, I am submitting herewith a combined report on result in respect of each resolution.

RESOLUTION 1: ORDINARY RESOLUTION

To receive, Consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended as at 31st March, 2018 and the reports of Directors’ and Auditors’ thereon.

Promoter / public	No. of share held (1)	No of votes polled (2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No of Votes-in favour (4)	No. votes of Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	11469012	10691862	93.22	10691862	--	100	--
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7739103	40859	0.52	40859	--	100	--
Total	19208115	10732721	55.87	10732721	--	100	--



RESOLUTION 2: ORDINARY RESOLUTION

To appoint a Director in place of Mrs. Mamta Handa (DIN 00238019), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

Promoter / public	No. of share held (1)	No of votes polled (2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No of Votes-in favour (4)	No. votes of Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	11469012	10691862	93.22	10691862	--	100	--
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7739103	40859	0.52	40665	194	99.52	0.47
Total	19208115	10732721	55.87	10732527	194	99.99	0.00

RESOLUTION 3: ORDINARY RESOLUTION

To ratify the appointment of Auditor and fix their remuneration.

Promoter / public	No. of share held (1)	No of votes polled (2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No of Votes-in favour (4)	No. votes of Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	11469012	10691862	93.22	10691862	--	100	--
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7739103	40859	0.52	40665	194	99.52	0.47
Total	19208115	10732721	55.87	10732527	194	99.99	0.00



RESOLUTION 4: SPECIAL RESOLUTION

Re-appointment & payment of remuneration to Mrs. Mamta Handa (DIN 00238019) Whole Time Director of the Company.

Promoter / public	No. of share held (1)	No of votes polled (2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No of Votes-in favour (4)	No. votes of Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	11469012	10691862	93.22	10691862	--	100	--
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7739103	40859	0.52	40201	658	98.38	1.61
Total	19208115	10732721	55.87	10732063	658	99.99	0.00

RESOLUTION 5: SPECIAL RESOLUTION

Increase in the remuneration of Mr. Rajan Handa (DIN-00194590) Managing Director of the Company.

Promoter / public	No. of share held (1)	No of votes polled (2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No of Votes-in favour (4)	No. votes of Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	11469012	10691862	93.22	10691862	--	100	--
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7739103	40859	0.52	40201	658	98.38	1.61
Total	19208115	10732721	55.87	10732063	658	99.99	0.00



RESOLUTION 6: SPECIAL RESOLUTION

Increase in the remuneration of Dr. Rajan Wadhera (DIN-01412577) Whole Time Director of the Company.

Promoter / public	No. of share held (1)	No of votes polled (2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No of Votes-in favour (4)	No. votes of Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	11469012	10691862	93.22	10691862	--	100	--
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7739103	40859	0.52	40201	658	98.38	1.61
Total	19208115	10732721	55.87	10732063	658	99.99	0.00

RESOLUTION 7: SPECIAL RESOLUTION

Alteration in Articles of Association

Promoter / public	No. of share held (1)	No of votes polled (2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No of Votes-in favour (4)	No. votes of Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	11469012	10691862	93.22	10691862	--	100	--
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7739103	40859	0.52	40665	194	99.52	0.47
Total	19208115	10732721	55.87	10732527	194	99.99	0.00

Thanking You

Yours Faithfully



Place: Dist. Mewat (Haryana)
Date: 29th September, 2018

Puneet Kumar Pandey
Company Secretary in practice
ACS. 29848