



Ref: OK/BSE/2014-15/0777

Dated: October 01, 2014

The DCS-CRD,
Department of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Tower,
25th Floor, Dalal Street,
Mumbai – 400001.

Sub: Result of e-voting & poll w. r. t. AGM in terms of Clause 35A and Proceedings of the 25th Annual General Meeting held on 30/9/2014 in terms of Clause31.

Dear Sir,

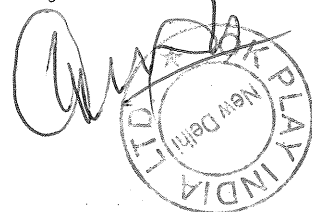
The 25th Annual General Meeting of the Members of the Company was held on September 30, 2014 at 10:00 a.m. at Hakim Ji ki Choupal, opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, District Mewat, (Haryana).

Mr. Rajan Handa chaired the proceedings of the Meeting.

Total 67 Members (including proxies) attend the Meeting as per the records of attendance. The Chairman after declaring the meeting to be in order gave an overview of the financial performance of the Company for the year ended March 31, 2014 and its future outlook.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company has extended the e-voting facility to the Members of the Company in respect of business to be transacted at the Annual General Meeting. The e-voting commenced 9:00 A.M. on Wednesday, 24th September, 2014 and was end at 5.00 P.M. on Friday, 26th September, 2014. Mr. Mukesh Aggarwal, Company Secretary in Whole-time Practice, was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 12 resolutions to be passed at the Meeting. On the invitation of the Chairman, several members addressed the Meeting, give their suggestions and raised queries on the Company's account and businesses, which were replied by the chairman.



OK PLAY INDIA LIMITED

Corporate Office : 124, New Manglapuri, Mehrauli, New Delhi - 110030 Tel. : +91 11 46190000 Fax : +91 11 46190090
Registered Office & Works : Plot No. 17 & 18, Roz-Ka-Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana-122 103
Tel. : +91 124 2362335 Fax : +91 124 2362326 CIN L28219HR1988PLC030347
Website : www.okplay.in E-mail : info@okplayindia.com

Thereafter, the Chairman ordered for a poll to be taken at the meeting and appointed Mr. Mukesh Kumar Aggarwal, Company Secretary in Whole-time Practice, as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting. The Chairman announced that the combined result of e-voting and the poll will be put on the Company's website.

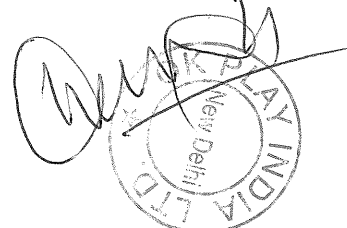
The resolutions passed by the Members, briefly, related to:

ORDINARY BUSINESS:

1. Consideration and adoption of the Balance Sheet as at March 31, 2014 and the statement of Profit and Loss Account for the year ended March 31, 2014 and the report of the Board of Directors' and Auditors' thereon.(Ordinary Resolution)
2. Re- appointment of Shri Rajan Handa (DIN: 00194590), retiring by rotation. (Ordinary Resolution)
3. Appoint and authorize to fix remuneration of the Statutory Auditors of the Company. (Ordinary Resolution)

SPECIAL BUSINESS:

4. Approval of Borrowing Limits for the Company(Special Resolution)
5. Approval of payment of remuneration to Mr. Rajan Handa as Managing Director of the Company(Special Resolution)
6. Approval of payment of remuneration to Justice T. R. Handa(retd.) as Whole Time Director of the Company(Special Resolution)
7. Appointment of Shri Rajan Wadhwa (DIN: 01412577), as a Whole Time Director of the Company hold office for a term upto 3 (Three) consecutive years commencing from October 1, 2014. (Special Resolution)
8. To Appoint Shri Shalabh Jasoria (DIN: 00194871), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (five) consecutive years commencing from October 1, 2014. (Ordinary Resolution)
9. To Appoint Shri Rakesh Kumar Bhatnagar (DIN: 01303863), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (five) consecutive years commencing from October 1, 2014. (Ordinary Resolution)

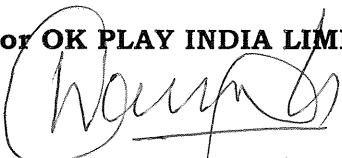


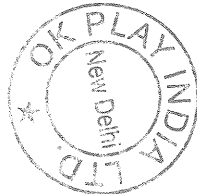
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10. To Appoint Shri Vijayendra Kumar Jain (DIN: 00689457), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (Five) consecutive years commencing from October 1, 2014. (Ordinary Resolution)
11. To amend Article of Association of the Company. (Special Resolution)
12. To approve related party transaction with wholly owned subsidiary OK Play Auto Private Limited on cost to cost basis. (Special Resolution)

The Poll results attached herewith in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results also uploaded on the Company's website.

For OK PLAY INDIA LIMITED


(DHIR SINGH BHATI)
COMPANY SECRETARY
FCS 6760





DETAILS OF VOTING RESULT AS PER CLAUSE 35A

S.NO.	PARTICULARS	DETAILS
1.	Date of AGM	30 TH SEPTEMBER 2014
2.	Total no share holders on record date	8120
3.	No. of shareholders present in the meeting either in person or through proxy:	67
	Promoters and Promoters Group	1
	Public	66
4.	No. of shareholders attended the meeting through video conferencing	NOT ARRANGED
	Promoters and promoter group	
	Public	

AGENDA WISE IN CASE OF POLL/ E-VOTING

The mode of voting for all resolution was e-voting and poll conducted at the meeting.

RESOLUTION 1: ORDINARY RESOLUTION

Consideration and adoption of (a) Audited Profit & Loss Account for the financial year ended 31st March, 2014 and Balance Sheet of the Company as at that date along with Directors' Report and Auditors' report thereon and the Cash Flow Statement.

(b) the Audited Consolidated Profit & Loss Account for the financial year ended 31st March, 2014 and Consolidated Balance Sheet of the Company as at that date along with Directors' Report and Auditors' report thereon and the Consolidated Cash Flow Statement.

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	10869002	10809952	99.45671	10809952	-	100	-
Public Institutional Holder	-						
Public-other	7113098	1489029	20.93	1489029	-	100	
Total	17982100	12298981	68.39	12298981	-	100	

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Website : www.okplay.in E-mail : info@okplayindia.com

RESOLUTION 2: ORDINARY RESOLUTION

Re- appointment of Mr. Rajan Handa (DIN 00194590), Director of the Company, retiring by rotation

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	10869002	-	-	-	-	-	-
Public Institutional Holder							
Public-other	7113098	1489029	20.93	1488928	101	99.993	0.007
Total	17982100	1489029	8.28	1488928	101	99.99	0.01

RESOLUTION 3: ORDINARY RESOLUTION

To appoint M/s S. P. Marwaha & Co., Chartered Accountants as statutory Auditor and fixing 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	10869002	10809952	99.45671	10809952	-	100	-
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7113098	1489029	20.93	1489028	1	100	0.000
Total	17982100	12298981	68.39	12298980	1	100	0.000

The image shows a handwritten signature in black ink over a circular stamp. The stamp contains the text 'S. P. MARWAHA & CO. CHARTERED ACCOUNTANTS' around the perimeter, with 'New Delhi, INDIA' in the center.

RESOLUTION 4.SPECIAL RESOLUTION

Approval of borrowing limit under the provision of Section 180(1) (c) of the Companies Act, 2013

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	10869002	10809952	99.45671	10809952	-	100	-
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7113098	1489029	20.93	1489028	1	100	0.000
Total	17982100	12298981	68.39	12298980	1	100	0.000

RESOLUTION 5: SPECIAL RESOLUTION

Payment of remuneration to Mr. Rajan Handa (DIN 00194590) as 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	10869002	-	-	-	-	-	-
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7113098	1489029	20.93	1489029	-	100	-
Total	17982100	1489029	8.32	1489029	-	100	-

The image shows a handwritten signature in black ink over a circular blue stamp. The stamp contains the text 'NEW DELHI' and 'INDIA' around the perimeter, with 'PLAY' visible at the top.

RESOLUTION 6: SPECIAL RESOLUTION

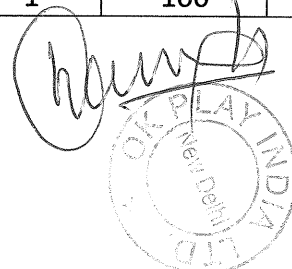
Payment of remuneration to Justice Tilak Raj Handa(DIN 00194284) as whole Time Director of the Company.

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	10869002	-	-	-	-	-	-
Public Institutional Holder							
Public-other	7113098	1489029	20.93	1489029	-	100	-
Total	17982100	1489029	8.32	1489029	-	100	-

RESOLUTION 7: SPECIAL RESOLUTION

Appointment of Dr. Rajan Wadhwa (DIN 01412577) as 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	10869002	10809952	99.45671	10809952	-	100	-
Public Institutional Holder							
Public-other	7113098	1489029	20.93	1489028	1	100	0.00
Total	17982100	12298981	68.39	12298980	1	100	0.00



RESOLUTION 8: ORDINARY RESOLUTION

Appointment of Mr. Shalabh Jasoria (DIN00194871) as an Independent 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	10869002	10809952	99.45671	10809952	-	100	-
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7113098	1489029	20.93	1488929	100	99.993	0.007
Total	17982100	12298981	68.39	12298881	100	99.9991	.0008

RESOLUTION 9: ORDINARY RESOLUTION

Appointment of Mr. Rakesh Kumar Bhatnagar (DIN01303863) as an Independent 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	10869002	10809952	99.45671	10809952	-	100	-
Public Institutional Holder	-	-	-	-	-	-	-
Public-other	7113098	1489029	20.93	1488928	101	99.993	0.007
Total	17982100	12298981	68.39	12298880	101	99.9991	0.008

Handwritten signature and circular stamp of the company, likely representing the Chairman or a Director, with the text 'INDIA' visible in the stamp.

RESOLUTION 10: ORDINARY RESOLUTION

Appointment of Mr Vijayendra Kumar Jain (DIN00689457) as an Independent 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	10869002	10809952	99.45671	10809952	-	100	-
Public Institutional Holder							
Public-other	7113098	1489029	20.93	1489028	1	100	0.000
Total	17982100	12298981	68.39	12298980	1	100	0.000

RESOLUTION 11; SPECIAL RESOLUTION

Adoption of new Articles of Association 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	10869002	10809952	99.45671	10809952	-	100	-
Public Institutional Holder							
Public-other	7113098	1489029	20.93	1489029	-	100	-
Total	17982100	12298981	68.39	12298981	-	100	-

A handwritten signature in blue ink is written over a circular stamp. The stamp contains the text 'INDIA' at the bottom and some illegible text at the top.

RESOLUTION 12; SPECIAL RESOLUTION

To render/sale, purchase all inputs, components and services as may be required to the OK Play Auto Private Limited on cost to cost basis.

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	10869002	10809952	99.45671	10809952	-	100	-
Public Institutional Holder							
Public-other	7113098	1489029	20.93	1489028	1	100	0.000
Total	17982100	12298981	68.39	12298980	1	100	0.000

Date: - 1/10/2014

Place: - New Delhi

