

**PUNEET KUMAR PANDEY**  
**COMPANY SECRETARY**

**C-4/216, SECTOR-6**  
**ROHINI, NEW DELHI-85**

**SCRUTINIZER'S REPORT ON E-VOTING CARRIED OUT FOR**  
**OK PLAY INDIA LIMITED (CIN No: L28219HR1988PLC030347)**

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

1<sup>st</sup> October, 2015

To,  
The Chairman of 26<sup>TH</sup> Annual General Meeting of the Members  
of OK PLAY INDIA LIMITED held on the 30<sup>th</sup> day September, 2015 at 10.00 a.m.  
at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat (Haryana)

Dear Sir,

**Re: Scrutinizer's Report on voting through electronic mean 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, R/o-C-4/216, Sector-6, Rohini, New Delhi-110085 was appointed Scrutinizer for the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of "OK PLAY INDIA LIMITED" (hereinafter referred as "Company") held on Wednesday, the 30<sup>th</sup> September, 2015 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 and 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.

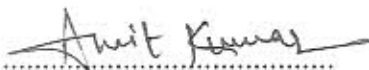
**We submit our report as under:**

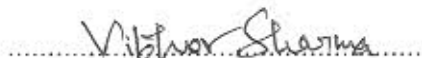
1. The E-voting period remained open from 09.00 A.M on Sunday, the 27<sup>th</sup> of September, 2015, up to 05.00 P.M. on Tuesday, the 29<sup>th</sup> of September, 2015.
2. The Shareholder holding shares as on "Cut off" date, i.e. 23<sup>rd</sup> September, 2015 were entitled to vote on the proposed 10 (Ten Resolutions) as mentioned in notice of the 26<sup>th</sup> Annual General Meeting of "COMPANY" (Item Number 1 to 10 of notice of 26<sup>th</sup> Annual General Meeting of COMPANY).
3. Accordingly, the electronic votes cast were taken into account and at the end of this voting period on 29<sup>th</sup> September, 2015 at 05.00 P.M., the NSDL portal was blocked for voting.



3. The votes are unblocked on Wednesday, the 30<sup>th</sup> of September, 2015 around 11.45 P.M. in the presence of two witnesses, namely, Mr. Amit Kumar residing at D-259, Flat No. 10, 2<sup>nd</sup> Floor, Gali No.10, Laxmi Nagar, New Delhi-110092 and Mr. Vibhor Sharma residing at 3029, Sant Nagar, Rani Bagh, 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)

  
.....  
(Vibhor Sharma)

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

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

**RESOLUTION 1:**

To receive, consider and adopt:

(a) the standalone financial statements of the Company for the financial year ended on 31st March, 2015, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors’ Report and Auditors’ report thereon.

(b) the consolidated financial statements of the Company for the financial year ended on 31st March, 2015, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors’ Report and Auditors’ report thereon.

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of resolution	% of total number of valid votes cast
35	9813447	100

(ii) Voted against the Resolution

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



(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**RESOLUTION 2**

To appoint a Director in place of Mrs. Mamta Handa (DIN 00238019), Whole-time Director of the Company, who retires by rotation and being eligible, offers herself 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 resolution	% of total number of valid votes cast
35	9815370	100

(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast in against of resolution	% of total number of valid votes cast
1	80	100

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**RESOLUTION 3.**

To appoint M/s D. S. Chadha & Associates, Chartered Accountants (Firm Registration No. 026723N), as statutory Auditor and fixing their remuneration.

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of resolution	% of total number of valid votes cast
35	9815350	100

(ii) Voted against the Resolution

Number of Members voted through Electronic voting	Number of Votes cast in against of resolution	% of total number of valid votes cast
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System		
1	100	100

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**RESOLUTION 4:**

To appoint Mr. Ajay Vohra (DIN: 03332920), as an Independent 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 resolution	% of total number of valid votes cast
36	9815450	100

(ii) Voted against the Resolution

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

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**RESOLUTION 5:**

To appoint Mr. Naresh Kumar (DIN: 00756806), as an Independent 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 resolution	% of total number of valid votes cast
36	9815450	100



(ii) Voted against the Resolution

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

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**RESOLUTION 6:**

To appoint & pay remuneration to Mr. Rishab Handa in the office/place of profit.

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of resolution	% of total number of valid votes cast
28	39405	100

(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast in against of resolution	% of total number of valid votes cast
1	80	100

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**RESOLUTION 7:**

To appoint & pay remuneration to Mr. Raghav Handa in the office/ place of profit.

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of resolution	% of total number of valid votes cast
28	39405	100



(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast in against of resolution	% of total number of valid votes cast
1	80	100

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**RESOLUTION 8:**

To increase the remuneration of Mr. Rajan Wadhera (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 resolution	% of total number of valid votes cast
35	9815370	100

(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast in against of resolution	% of total number of valid votes cast
1	80	100

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



**RESOLUTION 9:**

To re-appoint Mrs. Mamta Handa (DIN: 00238019) as a Whole-Time Director for a period of three years w.e.f. 20<sup>th</sup> June 2016.

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of resolution	% of total number of valid votes cast
36	9815450	100

(ii) Voted against the Resolution

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

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**RESOLUTION 10:**

To create charges on the movable and immovable Properties of the Company, both present and future

(i) Voted in favour of the resolution

Number of Members voted through Electronic voting System	Number of Votes cast in favour of resolution	% of total number of valid votes cast
35	9815350	100

(ii) Voted against the Resolution

Number of Members voted through Electronic voting System	Number of Votes cast in against of resolution	% of total number of valid votes cast
1	100	100



(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signed the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary/Compliance Officer for safe custody.

Thanking You

Place: New Delhi  
Date: 01.10.2015



Yours Faithfully

  
Puneet Kumar Pandey  
ACS.29848



**PPUNEET KUMAR PANDEY**  
**COMPANY SECRETARY**

**C-4/216, SECTOR-6**  
**ROHINI, NEW DELHI-85**

**REPORT OF SCRUTINIZER**

[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 26<sup>TH</sup> Annual General Meeting of the Members  
of OK PLAY INDIA LIMITED to held on the 30<sup>th</sup> day September, 2015 at 10.00 a.m.  
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 26<sup>th</sup> Annual general Meeting of shareholder of OK PLAY INDIA LIMITED, held on 30<sup>th</sup> September, 2015, at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat (Haryana), submit my report as under:

1. After the time fixed for closing of poll by the Chairman, ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The Locked ballot boxes was subsequently opened in my presence and poll paper were diligently Securitized. The poll papers were reconciled with records maintained by the Company / 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:

(a) the standalone financial statements of the Company for the financial year ended on 31st March, 2015, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors' Report and Auditors' report thereon.

(b) the consolidated financial statements of the Company for the financial year ended on 31st March, 2015, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors' Report and Auditors' report 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
16	1925950	100

(ii) Voted against the Resolution

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

(iii) Invalid Votes

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

### **RESOLUTION 2**

To appoint a Director in place of Mrs. Mamta Handa (DIN 00238019), Whole-time Director of the Company, who retires by rotation and being eligible, offers herself 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
16	1925950	100



(ii) Voted against the Resolution

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

(iii) Invalid Votes

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

**RESOLUTION 3:**

To appoint M/s D. S. Chadha & Associates, Chartered Accountants (Firm Registration No. 026723N), as statutory Auditor and fixing 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
16	1925950	100

(ii) Voted against the Resolution

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

(iii) Invalid Votes

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



