

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

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

**SCRUTINIZER'S REPORT ON E-VOTING OUTFOR OK PLAY INDIA LIMITED**

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

1<sup>st</sup> October, 2016

To,  
The Chairman of 27<sup>th</sup> Annual General Meeting of the Members of  
"OK Play India Limited" held on the 30<sup>th</sup> September, 2016 at 10.00 a.m.  
at Hakim Ji ki Choupal, Opposite Batra Hospital,  
Village-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**

I, Puneet Kumar Pandey, Company Secretary in whole-time practice, was appointed as scrutinizer for the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of "OK PLAY INDIA LIMITED" held on Friday, 30<sup>th</sup> September, 2016 at 10.00 a.m. at Hakim Ji ki Choupal, Opposite Batra Hospital, Village-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 9.00 A.M. on Tuesday, 27<sup>th</sup> September, 2016 up to 5.00 P.M. on Thursday, 29<sup>th</sup> September, 2016.
2. The Shareholder holding shares as on "Cut off" date, i.e. 23<sup>rd</sup> September, 2016 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in notice of the 27<sup>th</sup> Annual General Meeting of "OK PLAY INDIA LIMITED" (Item Number 1 to 6 of notice of 27<sup>th</sup> Annual General Meeting of OK PLAY INDIA LIMITED).
3. Accordingly, the electronic votes casted were taken in to account and at the end of this voting period, on 29<sup>th</sup> September, 2016 at 5.00 p.m., the NSDL portal was blocked for voting.
4. The votes were unblocked on Friday, 30<sup>th</sup> September, 2016 around 04.23 P.M. in the presence of two witnesses, namely, Mr. Amit Kumar residing at 259 B, Flat No. 10, 2<sup>nd</sup> Floor, Gali No. 10, Laxmi Nagar, New Delhi and Mr. Yakshay Dhuper residing at 3029, Sant Nagar, Rani Bagh, New Delhi who are not in employment of the Company.



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

*Amit Kumar*

(Amit Kumar)

*Yaksha*

(Yakshay Dhuper)

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 i.e. <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 31<sup>st</sup> March, 2016, 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 resolution	% of total number of valid votes cast
13	10810316	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 Mr. Rajan Wadhwa (DIN 01412577), who retire 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 resolution	% of total number of valid votes cast
14	10810391	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 3.**

To rectify 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 resolution	% of total number of valid votes cast
14	10810391	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 4.**

Re-appointment and Payment of Remuneration to Mr. Rajan Handa (DIN-00194590) as Managing Director

(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
13	9810391	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.**

Re-appointment and Payment of Remuneration to Justice Tilak Raj Handa (DIN-00194284) as Whole-Time Director

(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
11	123529	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 Issue Equity Shares on Preferential basis.

(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
14	10810391	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.

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 for safe custody.

Thanking You

Place: New Delhi  
Date: 1<sup>st</sup> October, 2016



Yours Faithfully

A handwritten signature in black ink, appearing to read 'Puneet'.

Puneet Kumar Pandey  
Company Secretary in practice  
ACS.29848