

**PUNEET KUMAR PANDEY
COMPANY SECRETARY**

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

Scrutinizer's Report on postal ballot Carried out for OK PLAY INDIA LIMITED

[Pursuant to Section 110 of the Companies Act, 2013, and Rule 22 of the Companies (Management and Administration) Rules 2014]

To
Mr. Rajan Handa
Managing Director
OK Play India Limited
Plot No. 17 & 18, Roz - Ka - Meo Industrial Estate,
Tehsil - Nuh, District - Mewat, Haryana - 122103

Re: Scrutinizer's Report on voting through Postal Ballot in term of section 110 of the Companies Act, 2013, read with rule 22 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 as the Scrutinizer by the Board of Directors of M/s **OK PLAY INDIA LIMITED** on 15th February, 2016, to receive, process and scrutinize the postal ballot process in respect of the Special Resolutions set out in the postal ballot Notice dated Monday 15th February, 2016.

We submit our report as under:

1. The Company has completed the dispatch of Postal Ballot Forms along with self-addressed envelopes to its Shareholders, whose name appeared on the Register of Shareholders as on 19th February, 2016
2. Particulars of all the Postal Ballot Forms received from the Shareholders have been entered in a register separately maintained for the purpose.
3. The Postal ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
4. The ballot box was opened on 28th March 2016 AT 10:30 A.M. in the presence of two witnesses, namely, Mr. Amit Kumar residing at D-259, Flat No. 10, 2nd Floor, Gali No.10, Laxmi Nagar, New Delhi-110034 and Ms. Surbhi Basantani 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
(Amit Kumar)

Surbhi Basantani
(Surbhi Basantani)

5. All Postal Ballot Forms received up to the close of working hours (5:00 P.M) on 26th March 2016 the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.

6. No Postal Ballot Forms were received after 26th March 2016 being the last date for receipt thereof and till my signing of the report.

7. I did not find any defaced or mutilated ballot paper.

8. The result of the postal ballot is as under:

RESOLUTION 1:

AMENDMENT TO OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

Special Resolution pursuant to the provisions of Section 13 and 61, and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the provisions of Memorandum and Articles of Association of the Company consent of the members of the Company be and is hereby accorded to amend object Clause of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution

Number of Members voted through postal ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
29	11606	100

(ii) Voted against the Resolution

Number of Members voted through postal ballot	Number of Votes cast in against of resolution	% of total number of valid votes cast
2	300	100

(iii) Invalid Votes

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



8	1006
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RESOLUTION 2

AMENDMENT TO CLAUSE IV OF THE MEMORANDUM OF ASSOCIATION

Special Resolution pursuant to the provisions of Section 4, 13 and all other applicable provisions, and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the provisions of Memorandum and Articles of Association of the Company consent of the members of the Company be and is hereby accorded to amend Clause IV of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution

Number of Members voted through postal ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
28	11506	100

(ii) Voted against the Resolution

Number of Members voted through postal ballot	Number of Votes cast in against of resolution	% of total number of valid votes cast
3	400	100

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	1006

RESOLUTION 3

TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES BEYOND THE PRESCRIBED LIMITS

Special Resolution pursuant to Section 186 and all other applicable provisions, and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the provisions of Memorandum and Articles of Association of the Company consent of the members of the Company be and is hereby accorded to increased the total limit of loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 500 Crores."



(i) Voted in favour of the resolution

Number of Members voted through postal ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
27	3706	100

(ii) Voted against the Resolution

Number of Members voted through postal ballot	Number of Votes cast in against of resolution	% of total number of valid votes cast
4	8200	100

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	1006

Thanking You
Yours Faithfully


Puneet Kumar Pandey
ACS.29848
COP NO. 10913



Place: New Delhi
Date: 29.03.2016

**PUNEET KUMAR PANDEY
COMPANY SECRETARY**

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

To
Mr. Rajan Handa
Managing Director
OK Play India Limited
Plot No. 17 & 18, Roz - Ka - Meo Industrial Estate,
Tehsil - Nuh, District - Mewat, Haryana - 122103

Re: Combined Scrutinizer's Report on Resolution Passed through Postal Ballot & electronic mean in term of section 108 & 110 of the Companies Act, 2013, read with rule 20(3)(xi) & 22 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 as the Scrutinizer by the Board of Directors of M/s **OK PLAY INDIA LIMITED** on 15th February, 2016, for the purpose of scrutinizing the Postal Ballot and E-voting process in a fair and transparent manner as per the provision of section 108 & 110 the Companies Act, 2013, read with rule 20(xi) and rule 22 of the companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. I report that, the Postal Ballot Notice dated 15th February, 2016 Under Section 110 of the Companies Act, 2013, read with Rule 22 of the companies (Management and Administration) Rules, 2014 were dispatched to the shareholders along with self-addressed envelopes.
2. The E-voting and Postal Ballot period remain open from 09.00 A.M on Thursday, the 25th of February 2016 up to 05.00 P.M. on Saturday, the 26th of March 2016.
3. All the Postal Ballot forms together with all votes casted by E-voting through NSDL received upto 26th of March 2016 being the last date fixed by the Company for receipt of the postal ballot forms/ e-voting were considered for my scrutiny.
4. The votes and ballot box was are unblocked on Monday, the 28th of March, 2016 around 10:30 A.M. in the presence of two witnesses namely, Mr. Amit Kumar residing at B-259, Flat No. 10, 2nd Floor, Gali No.10, Laxmi Nagar, New Delhi-110034 and Ms. Surbhi Basantani



