



Ref: OK/BSE/2024-25/ 102

Dated: 30th September, 2024

BSE Limited,
Phiroze Jeejeebhoy Tower, Dalal Street,
Mumbai – 400001.

Scrip Code: 526415

Sub: Outcome of Annual General Meeting

Dear Sir,

The 35th Annual General Meeting of the Members of the Company was convened and held today i.e. 30 September 2024 through Video Conferencing. Mr. Rajan Handa, Managing Director chaired the meeting and conducted the proceedings. The Facility of e- voting was provided to all those shareholders who attended the AGM and who did not participate in remote e-voting. The meeting commenced at 12:30 p.m. and concluded at 12:44 p.m. Please find enclosed herewith a copy of proceedings of the Annual General Meeting of the Company held on Monday, 30th September, 2024.

This is for your reference and record.

Yours faithfully,

For OK Play India Limited

MEENU

Digitally signed by
MEENU GOSWAMI

GOSWAMI

Date: 2024.09.30
16:58:09 +05'30'

Meenu Goswami

Company Secretary

OK PLAY INDIA LIMITED

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Registered Office & Works: Plot No 17 & 18, Roz Ka Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana-122103
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Website: www.okplay.in **Email:** info@okplay.in

Notice convening Annual General Meeting

All the Directors present at the AGM were introduced including the Auditors to the Shareholders.

The Chairman delivered the speech covering inter alia the business and financial performance of the company and future opportunities and potential of the company. He provided an insight on the performance of the company and initiatives taken during the year and his vision moving forward. The Chairman informed that the company has made remarkable progress in the financial year 2023-24.

The Chairman informed the members that the Company had taken all requisite steps under the current circumstances to enable the members to participate through video conferencing and vote electronically at the AGM. The Chairman further informed that the Company has availed the services of NSDL to provide the facility of Remote E-voting, to participate in this AGM through VC/OAVM facility and E-Voting during this AGM. The Reports of the Statutory Auditors was not required to be read as they did not contain any adverse comments or qualification which have any adverse effect on the functioning of the Company. The Chairman informed that the Company has provided e-voting facility to all its shareholders to cast their vote in respect of all resolutions mentioned in the notice, which had started on Friday, 27th September 2024 and ended on Sunday, 29th September, 2024. It was further informed that the facility to vote at the AGM was provided to those Members who have not cast their votes through Remote E-voting.

Mr. Rajan Handa said that the Notice convening the AGM and Annual Report of the Company for the Financial Year ended March 31,2024, were taken as read as the same were already circulated to the members. The Chairman explained the objective and implications of the Resolutions mentioned in the Annual General meeting notice before they were put to vote. Mr. Handa provided fair opportunity to Members who were entitled to vote to seek clarifications and offer comments related to any item of business. The Chairman further informed that Mr. Puneet Kumar Pandey, Company Secretary in Practice has been appointed as Scrutinizer for the purpose of Remote e-voting and E-voting to be conducted at the AGM. The Chairman further stated that those people who did not cast their Remote e-vote and are holding shares as on cut-off date will be allowed to cast their vote at the AGM through e-voting.

The Chairman then invited the shareholders with their queries who had registered themselves. The Chairman announced that combined result of Remote e-voting and the e- voting at AGM will be disseminated to the stock exchange and will also be placed on the website of the company within 48 hours from the date of the Annual General Meeting. The Chairman thanked all the shareholders for their presence and support and asked Company Secretary to conclude the Annual General Meeting.

The Company Secretary thanked the Directors, Auditors and Shareholders and declared the meeting as closed and informed that electronic voting would continue to remain open for another 15 minutes to enable the members to cast their votes.

The Resolutions for the Ordinary and Special businesses as set out in Item No. 1 to 6 in the Notice of the Annual General Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of the AGM of the Members held on 30th September,2024.

Ordinary Business(es)

Item No. 1

Ordinary Resolution :

“RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

Item No.2

Ordinary Resolution :

“RESOLVED THAT Dr. Rajan Wadhwa (DIN: 01412577) who retires by rotation at this meeting and being eligible, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No.3

Ratification of remuneration of the cost auditor for the financial year 2024-25

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Goyal, Goyal & Associates, Cost Accountants (Firm Registration No. 000100) appointed as the Cost Auditor by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2024-25 on a remuneration of Rs. 90,000/- per annum, be and is hereby ratified.”

Item No. 4

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

Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 188,197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and subject to approval of the Central Government, if necessary, the consent of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mrs. Mamta Handa (DIN 00238019) as Whole Time Director of the Company after the expiry of her current term for a period of three years from 20 June, 2025 to 19 June, 2028 with liberty to Board of Directors (hereinafter referred to as “ the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration be paid including perquisites subject to the same not exceeding the limits specified under Schedule V of the Companies Act 2013 as set out hereunder:

- I. Salary: Basic Salary: Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with effect from 20th June,2025.
- II. Allowances & Perquisites Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs. 4,50,000/- per month. Allowances and Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, PF & retirement benefits and Leave Travel Concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, use of Company's car with driver, Residential Telephones, Special Allowances etc. For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, ceilings under each of the above heads shall be fixed/re- fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 4,50,000/- or to allow any other perquisite.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profit in any financial year or during the tenure of Mrs. Mamta Handa (DIN- 00238019), as Whole Time Director, the remuneration (including perquisites) as set out aforesaid be paid to her as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, increase, modify or alter the remuneration and perquisites in such manner as may be agreed between the Board of Directors and Mrs. Mamta Handa within and in accordance with the provisions of the Companies Act, 2013 or any statutory modification thereto and as may be stipulated by the Central Government.

RESOLVED FURTHER THAT Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

Item No. 5

Re-appointment of Mr. Vikash Kumar Pathak (DIN: 08707272) as an Independent Director

Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other 4 applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vikash Kumar Pathak (DIN: 08707272), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 20 March 2025.”

Item No. 6

Re-appointment of Mr. Dhiraj Arora (DIN: 00233700) as an Independent Director

Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dhiraj Arora (DIN: 00233700), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 20 March 2025.”

The meeting was then concluded at 12:44 p.m. with a vote of thanks to the chair.

Note: Summary of Scrutinizer’s Report is provided hereunder:

S. No.	Resolution	% of votes in favour	% of votes against	Result
1.	To receive, consider and adopt the standalone and consolidated Ind AS financial statements of the Company for the financial year ended on 31 st March, 2024, 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.	99.99%	0.01%	Passed with requisite majority as an Ordinary Resolution
2.	Appointment of Director in place of Dr. Rajan Wadhwa, Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.	99.99%	0.01%	Passed with requisite majority as an Ordinary Resolution
3.	Ratification of remuneration of the cost auditor for the financial year	99.99%	0.01%	Passed with requisite majority as an Ordinary

	2024-25			Resolution
4.	Re-appointment & payment of remuneration to Mrs. Mamta Handa (DIN 00238019) as Whole-Time Director	99.76%	0.24%	Passed with requisite majority as a Special Resolution
5.	Re-appointment of Mr. Vikash Kumar Pathak (DIN: 08707272) as an Independent Director	99.99%	0.01%	Passed with requisite majority as a Special Resolution
6.	Re-appointment of Mr. Dhiraj Arora (DIN: 00233700) as an Independent Director	99.99%	0.01%	Passed with requisite majority as a Special Resolution

For OK Play India Limited

Managing Director

RAJAN HANDA
CHAIRMAN

Date: 30.09.2024
Place: New Delhi