



Ref: OK/BSE/2022-23/554

Dated: 25th May, 2023

The DCS-CRD,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Tower, Dalal Street,
Mumbai – 400001.

Sub: Secretarial Compliance Report
Scrip Code: 526415

Dear Sir,

Please find enclosed herewith the Annual Secretarial Compliance Report, as received from Mr. Puneet Kumar Pandey, Practicing Company Secretary for the year ended 31st March, 2023 in terms of Clause 3(b) (iii) of the SEBI circular no. CIR/CFD/CMD1/27/2019 dated 08 February, 2019.

Thanking you,

Yours faithfully,

For OK Play India Limited

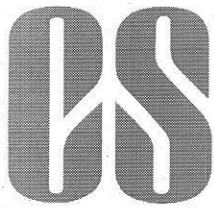
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Company Secretary

OK PLAY INDIA LIMITED

Corporate Office: 124, New Manglapuri, Mehrauli, New Delhi -110030 **Tel:** +91 11 4619000 **Fax:** +91 11 4619090
Registered Office & Works: Plot No 17 & 18, Roz Ka Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana-122103
Tel: +91 124 2362335-36 **Fax:** +91 124 2362326 **CIN-L28219HR1988PLC030347**
Website: www.okplay.in **Email:** info@okplay.in



Secretarial Compliance Report of OK PLAY INDIA LIMITED for the financial year ended 31st March , 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by OK PLAY INDIA LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at 17 Roz Ka Meo Industrial Estate Sohna Haryana, Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon. Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I Puneet Kumar Pandey, Company Secretary have examined:

- (a) All the documents and records made available to me and explanation provided by **OK PLAY INDIA LIMITED** ("the listed entity"),
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March , 2023("Review Period") in respect of compliance with the provisions of:
 - (a) The Securities and Exchange Board of India Act,1992("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act,1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

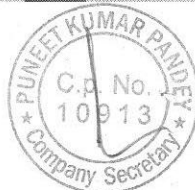
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India.(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;; **(Not Applicable to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;**(Not Applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India(Issue and Listing of Debt Securities) Regulations,2008;**(Not Applicable to the Company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;;**(Not Applicable to the Company during the Audit Period)**



- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the regulation and Bye-laws framed thereunder to the extent of regulation 76 of securities and exchange board of India (depositories and Participants) Regulation , 2018 to the extent applicable
- (j) The Securities and Exchange Board of India (Registrar to an issue and share transfer agents) Regulation , 1993 regarding the companies Act and dealing with client to the extent of securities issued.
- (k) Securities and Exchange Board of India (Debenture Trustee) Regulation ,1993 (Not applicable to the Company during the Audit period)

We have examined the compliance of above regulations, circulars , guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the company as and required and affirm that:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),</p> <p>We have examined the secretarial standards issued by Institute of Company Secretaries of India and as notified by Ministry of Corporate Affairs.</p>	YES	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	YES	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <p>The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</p>	YES	



4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	
5.	<u>Details related to Subsidiaries of listed entities have been examined:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	YES	The Company has one material subsidiary i.e. OK Play Auto Private Limited.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES N.A.	The listed entity has obtained prior approval of Audit Committee for all related party transactions
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	



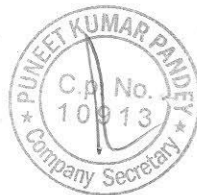
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	YES	The Company paid fee under SOP Penalty for delay in filing Financial Results for the quarter and year ended 31.03.2022.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	

Further , based on the above examination , we hereby report , during the review period that :

(a) The listed entity has complied with the provision of the above regulations and circulars/ guidelines issued thereunder , except in respect of matters specified below:-

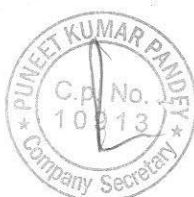
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		



	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Yes	<p>The Company informed BSE on 08.08.2022 alongwith its Unaudited Financial Results (Standalone and Consolidated) and respective Limited Review Reports from M/s D.S. Chadha & Associates, Statutory Auditors and filed their resignation from OK Play India Limited and its material subsidiary OK Play Auto Private Limited with BSE under Regulation 30 of SEBI(LODR)Regulations,2015.</p>
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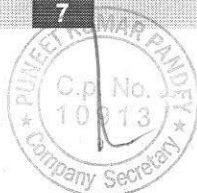
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	Yes	The Auditor resigned owing to health issues and difficulty in giving sufficient time to audit of Company and its material subsidiary.



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	YES	

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018	33	Delay in submission of Financial Results for the quarter/year ended 31.03.2022	BSE	SOP Penalty	The Company filed its Financial Statements for the quarter/year ended 31.03.2022 after due date of 30.05.2022.	Rs.23,600/- (inclusive of GST)	Prescribed fine for the Late Submission of the Financial Results for the year/quarter ended 31st March 2022 has been paid.	Company has paid the prescribed fine for the Late Submission of the Financial Results for the year/quarter ended 31st March 2022	



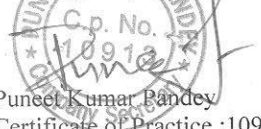
(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No.	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2018	33	Delay in submission of Financial Results for the quarter/year ended 31.03.2021	BSE	SOP Penalty	The Company filed its Financial Statements for the quarter/year ended 31.03.2021 after due date of 30.05.2021.	Rs.88,500/- (inclusive of GST)	Prescribed fine for the Late Submission of the Financial Results for the year/quarter ended 31st March.2022 has been paid.	Company has paid the prescribed fine for the Late Submission of the Financial Results for the year/quarter ended 31st March 2021	
2.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2018	-	Listing approval of 600000 Equity shares issued to Mr. Rajan Handa is awaited.	-	-	Listing approval of 600000 Equity shares issued to Mr. Rajan Handa is awaited.	-	The Company has filed revised application for approval.	The Company has got listing approval of 6,00,000 Equity Shares on 02.03.2023.	



(c) The listed entity has suitably included the condition as mentioned in para 6(a) and 6(b) of the sebi circular CIR/CFD/CMD1/114/2019 dated october 18, 2019 in terms of appointment of statutory auditor of the listed entity

For Puneet Kumar Pandey
Company Secretary in Practice


Puneet Kumar Pandey
Certificate of Practice :10913
Membership No : A29848

Date: 25.05.2023

Place: New Delhi

UDIN : A029848E 000376832