



Ref: OK/BSE/2025-26/024

Dated: 30<sup>th</sup> May, 2025

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001

**Scrip Code: 526415**

**Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2025**

Dear Sir/ Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended on March 31, 2025 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on your record.

This is for your information and record please.

Thanking you,

Yours faithfully,

**For OK PLAY INDIA LIMITED**

**Rajan Handa**  
**Managing Director**

**OK PLAY INDIA LIMITED**

**Corporate office :**124,New Manglapuri,Mehrauli,New Delhi-110030 **Tel :**+91 11 46190000 **Fax :** +91 11 46190090

**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](http://www.okplay.in) **Email :** info@okplay.in

# Puneet Kumar Pandey

Company Secretary in Practice

M. No-9999492771

Off- 3029, Sant Nagar, Rani Bagh, New Delhi-110034

## Secretarial Compliance Report of OK PLAY INDIA LIMITED for the financial year ended 31st March, 2025

I have conducted the review of the compliances 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 31<sup>st</sup> March 2025 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 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliances 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, guideline issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

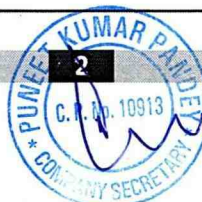
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares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

I had 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:

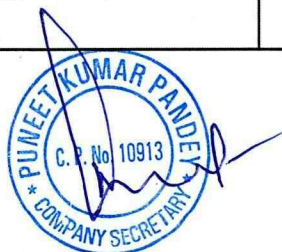
S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),</p> <p>We 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><b><u>Adoption and timely updation of the Policies:</u></b></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 &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	YES	
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></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.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	





5.	<b><u>Details related to Subsidiaries of listed entities have been examined:</u></b> (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 Limited.
----	---	-----	--

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
6.	<b><u>Preservation of Documents:</u></b> 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.	<b><u>Performance Evaluation:</u></b> 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.	<b><u>Related Party Transactions:</u></b> (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.	<b><u>Disclosure of events or information:</u></b> 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.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	



11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  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 for filing delay in application to the stock exchange/s within 7 working days from the date of grant of listing approval by the stock exchange/s
-----	---	-----	---

Sr. No.	Particulars	Compliance Status(Yes/No/N A)	Observations /Remarks by PCS
12.	<b><u>Resignation of Statutory Auditors from the Listed entity or its material subsidiaries:</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiaries have complied with para 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	YES	
13.	No Additional Non-compliances Observed :  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.except as reported above		

(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/ guidelinesincluding specific clause)	Regulation/CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	-	The Company paid fee for filing delay in application to the stock exchange/s within 7 working days from the date of grant of listing approval by the stock exchange/s	BSE	Penalty	The Company paid fee for filing delay in application to the stock exchange/s within 7 working days from	Rs.20,000/- (Excluding GST)	Prescribed fine for the violation has been paid.	Company has paid the prescribed fine for the Late filing..	





					the date of grant of listing approval by the stock exchange/s				
2.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015		Listing approval of 55650000 Equity shares issued to Promoter and Non Promoter		Listing approval of 55650000 Equity shares issued to Promoter and Non Promoter is awaited.			Application filed in process.	

(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/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015	23(9)	Non Compliance with disclosure of related party disclosure.	BSE	SOP Penalty	Non Compliance with disclosure of related party disclosure.	Rs. 5000/-	Prescribed Fine for the non compliance has been paid off.	Prescribed Fine for the non compliance has been paid off.	

(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

*Puneet*

Puneet Kumar Pandey  
Proprietor  
Certificate of Practice :10913  
Date: 30.05.2025  
Membership No :A29848  
Place: New Delhi  
UDIN :A029848G000511032

