

ANNUAL REPORT 2014 >>

OK PLAY INDIA LTD.



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CERTIFICATE

Quality Austria Training, Certification and Evaluation Ltd. awards the Quality Austria Certificate to the following organisation(s):

The Quality Austria Certificate confirms the application and further development of an effective



OK PLAY INDIA LIMITED
17 - 18, Rozita Meo Industrial Estate,
District - Meerut, Haryana - 122 101, India

QUALITY MANAGEMENT SYSTEM
complying with the requirements of standard
ISO/TS 16949:2009,
without product design

Manufacturer of Plastic Moulded Products

Registration No.: 124650
ATF-Registration No.: 0121187
Date of initial issue: 11 May 2011
Valid until: 10 May 2014

The organisation have been audited in accordance with the "rules for the registration scheme for ISO/TS 16949 certification bodies, 3rd edition 1. October 2008"

Vienna, 11 May 2011

Quality Austria Training,
Certification and Evaluation Ltd.


Klaus Scheiber
General Manager


Gerald Puschner
Spokesman Representative



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Letter by Chairman

September 3, 2014

It gives me great pleasure in communicating with you for the Annual General Meeting and forwarding the Annual Report of your company for the year ended 31st March, 2014.

During the year under review, the Company's gross sales have increased by a substantial 76.94% over the last year. A big contributor to the increase in sales is the Rate Contract from the Government of Haryana for the supply of Dual Desks. In the current year too, the supplies for the Dual Desks are continuing and would put the company on a strong footing. Besides this Rate Contract, as you be aware, the Company has signed an agreement with Ashok Leyland Limited, for supply of roto moulded Plastic Fuel Tanks for LCV, ICV and HCV automotive segments plastic components requirement of Ashok Leyland Ltd and its joint venture companies. Apart from this, the Company has tied up with several other OEM's which would result in further increase in sales of the Company.

A big component of the loss during the year is due to the provisions of notional loss on exchange fluctuation on FCCB and ECB, as required by the Accounting Standards.

I acknowledge and appreciate the efforts of all employees in realising the goals of the company.

I would like to express my gratitude to the Board, Customers, Suppliers, Bankers, Employees and our Shareholders for their confidence and support.

With best wishes,

Sincerely

Justice (Retd.) T.R. Handa
Chairman & Whole time Director



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the members of OK PLAY INDIA LIMITED will be held on Tuesday, the 30th day of September, 2014 at 10.00 A.M. at Hakim Ji ki Choupal, opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat (Haryana) to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Profit & Loss Account for the financial year ended 31st March, 2014 and Balance Sheet of the Company as at that date along with Directors' Report and Auditors' report thereon and the Cash Flow Statement.
 - (b) the Audited Consolidated Profit & Loss Account for the financial year ended 31st March, 2014 and Consolidated Balance Sheet of the Company as at that date along with Directors' Report and Auditors' report thereon and the Consolidated Cash Flow Statement.
2. To appoint a Director in place of Mr. Rajan Handa (DIN 00194590), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s S. P. Marwaha & Co., Chartered Accountants, the retiring auditors are eligible for re-appointment.

SPECIAL BUSINESS:

4. INCREASE IN BORROWING LIMITS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180(1)(c) of the Companies Act, 2013 and the rules made there under, in suppression of all the earlier Resolutions passed in this regard under the Companies Act, 1956(earlier in force) (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money (including non fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed up to a sum of Rs. 200 crore (Rupees two hundred crore) over and above the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to Interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

PAYMENT OF REMUNERATION TO MANAGING DIRECTOR

“RESOLVED THAT pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, and subject to approval of the Central government, if necessary, the consent of the company be and is hereby accorded for the payment of remuneration to Mr. Rajan Handa(DIN 00194590) as Managing Director of the Company for a period of two years from 1st March, 2015 to 28th February, 2017 with liberty to Board of Directors (hereinafter

OK PLAY INDIA LIMITED

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.3,50,000/- (Rupees Three Lac Fifty Thousand only) per month with effect from 1st March, 2015.

II. Allowances & Perquisites

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs.3,50,000/- per month. Allowances and Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, Medical Reimbursement 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.3,50,000/- 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 Mr. Rajan Handa as Managing Director, the remuneration (including perquisites) as set out aforesaid be paid to him 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 to between the Board of Directors and Mr. Rajan Handa within and in accordance with provisions of the Companies Act, 2013 or any statutory modification thereto and as may be stipulated by the Central government”.

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

6. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

PAYMENT OF REMUNERATION TO WHOLE TIME DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, and subject to approval of the Central government, if necessary, the consent of the company be and is hereby accorded for the payment of remuneration to Justice Tilak Raj Handa(DIN 00194284) as whole Time Director of the Company for a period of two years from 1st March, 2015 to 28th February, 2017 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 Lac Fifty Thousand only) per month with effect from 1st March, 2015.

II. Allowances & Perquisites

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs.1,50,000/- per month. Allowances and Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, Medical Reimbursement 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.1,50,000/- or to allow any other perquisite.

“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 to between the Board of Directors and Justice T. R. Handa within and in accordance with provisions of the Companies Act, 2013 or any statutory modification thereto and as may be stipulated by the Central government”.

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profit in any financial year or during the tenure of Justice Tilak Raj Handa as Whole Time Director, the remuneration (including perquisites) as set out aforesaid be paid to him as minimum remuneration.”

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

7. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

RE-APPOINTMENT OF WHOLE TIME DIRECTOR

“RESOLVED THAT pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, and subject to approval of the Central government, if necessary, the consent of the company be and is hereby accorded for the appointment and payment of remuneration to Dr. Rajan Wadhwa(DIN 01412577) as Whole Time Director of the Company for a period of three years from 1st October, 2014, to 30th September, 2017 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.50,000/- (Rupees Fifty Thousand only) per month with effect from 1st October, 2011.

II. Allowances & Perquisites

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs.50,000/- per month. Allowances and Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, Medical Reimbursement 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.50,000/- or to allow any other perquisite.

“RESOLVED FURTHER THAT consent be and is hereby also accorded for payment of salaries, allowances etc as detailed above to Dr. Rajan Wadhwa as minimum remuneration in the absence or inadequacy of profits in any year.”

“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 to between the Board of Directors and Dr. Rajan Wadhwa subject to the maximum annual remuneration not exceeding the limits prescribed under Part II of Schedule V of the Companies Act, 2013.”

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

8. To consider and thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the said Act and clause 49 of the listing agreement, Mr Shalabh Jasoria (DIN00194871), Director of the Company who retires by rotation at the Annual general Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st October, 2014.”

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9. To consider and thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the said Act and clause 49 of the listing agreement, Mr Rakesh Kumar Bhatnagar (DIN01303863), Director of the Company who retires by rotation at the Annual general Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st October, 2014.”

10. To consider and thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the said Act and clause 49 of the listing agreement, Mr Vijayendra Kumar Jain (DIN00689457), Director of the Company who retires by rotation at the Annual general Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st October, 2014.”

11. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

12. To render/sale, purchase all inputs, components and services as may be required to the OK Play Auto Private Limited on cost to cost basis.

To consider and thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provision of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (The Companies Act”) read with applicable provisions of Companies(Meetings of Board and its powers) Rules,2014 and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the company be and is hereby accorded to the Board of Directors of the Company(hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to render all Inputs, components and services as may be required to the OK Play Auto Private Limited on cost to cost basis.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decision and steps necessary or expedient or proper in respect of the inputs, components and services as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution.”

Dated: 3rd September, 2014
Regd. Office: -
17, Roz-Ka-Meo Industrial Estate
Tehsil Nuh, Distt. Mewat,
Haryana

By order of the Board of Directors
for **OK PLAY INDIA LTD.**
-Sd-
(DHIR SINGH BHATI)
Company Secretary

NOTES FOR MEMBERS ATTENTION

1. **A member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on a poll on his/ her behalf and the proxy need not be a member of the Company.**
A Person can act as a proxy on behalf of members not exceeding fifty and holding in the Aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. **THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED.**
3. **Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at this Annual General Meeting is attached.**
4. The Register of members and share transfer books of the Company shall remain closed from 24.09.2014 to 30.09.2014 (both days inclusive).
5. Relevant details, in terms of clause 49 of the Listing Agreement, in respect of the Directors proposed to be appointed/ re-appointed are given in the Report on Corporate Governance.
6. Members attending the meeting are requested to bring their copy of the Annual Report as extra copies will not be supplied.
7. Members / proxies should bring the attendance slip duly filled in for attending the meeting.
8. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
9. All members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their electronic share accounts and forward all other correspondence including physical share certificates for transfer to Company's Share Transfer Agents MAS SERVICES LIMITED, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi- 110 020.
10. Members seeking further information on the Accounts or any other matter contained in the Notice, are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
11. To avail the facility of nomination, members may write to the Company for obtaining the Nomination Form (Form 2B).
12. **Entry to the venue of the meeting will be strictly on Entry Slip available at the counters at the entrance and to be exchanged with Attendance Slip.**
13. No Brief case or Bag will be allowed to be taken inside the venue of the meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company/ MAS Services Limited.
15. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars etc. from the Company electronically.**
16. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 23rd September, 2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9:00 A.M. on Wednesday, 24th September, 2014 and will end at 5.00 P.M. on Friday, 26th September, 2014. The Company has appointed Mr. Mukesh Aggarwal Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the back side of attendance slip attached with Annual report for detailed procedure on e-voting.

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PROCEDURE FOR E-VOTING : Log on to the e-voting website www.evotingindia.com

Procedure and instruction for e-voting is given on the back side of **Attendance Slip attached with this Annual Report**

ANNEXURE TO THE NOTICE

Statement pursuant to the Section 102(1) of the Companies Act, 2013

The Following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4 OF THE NOTICE

INCREASE IN BORROWING LIMITS

In terms of the provisions of Sections 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company, cannot, except with the consent of the members by a Special Resolution in general meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves, that is to say, reserves not set apart for any specific purpose. As the members are aware, the existing borrowing power of the board is Rs.100 crores. Keeping in view the Company's business requirements and its growth plans, it is considered desirable to increase the said borrowing limits.

Accordingly, it is proposed to pass the enabling Special Resolution authorizing the board to borrow money for an aggregate amount up to Rs.200 Crores.

Further, the provisions of the Companies Act, 1956 required consent of the members by way of an Ordinary Resolution for Borrowings, however, the provisions of the Companies Act, 2013 stipulate consent of the members by way of a Special Resolution. Hence, in order to remain compliant with the relevant provisions on borrowings under the Companies Act, 2013 beyond 12th September, 2014, the consent of the members is hereby requested by way of proposed Special Resolution.

The Board of Directors, accordingly, recommends the resolution set out at Item No.4 of the accompanying Notice for the approval of the Members as **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the said resolution.

ITEM NO. 5, 6 & 7 OF THE NOTICE

Mr. Rajan Handa as Managing Director, Justice T. R. Handa (Retd.) as Chairmen & Whole-Time Director, was appointed for a period of 5 years from 1st March, 2012 to 28th February, 2017 and re-appointed Dr. Rajan Wadhwa as Whole-Time Director for a period of three years from 1st October, 2011 to 30th September, 2014 and remuneration also was approved by the Shareholders at their Annual General Meeting held on September 30, 2011.

Central government accord their approval for the re- appointment of Mr. Rajan Handa as Managing Director and Mr. Tilak Raj Handa as Whole Time Director for 5 (five) years from 1.3.2012 to 28.2.2017 and payment of remuneration Rs.42,00,000 per annum & Rs. 36,00,000 per annum respectively for a period of three years w.e.f. 1.3.2012 to 28.02.2015 vide their letter SRN No. B36792844/2/2012/-CL-VII dated September 17, 2012.

In view of the aforesaid approval of remuneration expiring on February 28, 2015, it is proposed to consider payment of remuneration to Mr. Rajan Handa as Managing Director and Justice Tilak Raj Handa (Retd.) as Whole time Director for a period of two years with effective from March 01, 2015. The remuneration of Mr. Rajan Handa as Managing Director and Justice Tilak Raj Handa (Retd.) as Whole time Director has been approved by the Board and the Nomination and Remuneration Committe at their meeting held on August 14, 2014.

The Nomination and Remuneration Committee at their meeting held on 14th August 2014, having regard to the various requirements stipulated in Schedule V, have fixed the remuneration payable to Mr. Rajan Handa, Justice T. R. Handa (Retd.) and Dr. Rajan Wadhwa as detailed in the Resolution Nos. 5, 6 & 7, subject to approval of the shareholders.

The Notice read with the Explanatory Statement and contents therein may be treated as an abstract of the terms of re-appointment and remuneration payable to Mr. Rajan Handa, Justice T. R. Handa (Retd.) and appointment & remuneration payable to Dr. Rajan Wadhwa under section190 of the Companies Act, 2013.

Hence, the proposed special resolutions seeking approval of shareholders.

In this regard, as required under Part II, Section II (iv), of Schedule V to the Companies Act, 2013 the following information is furnished:

I. GENERAL INFORMATION

(1) Nature of Industry:

The Company is in the business of plastic moulded products such as POP products, Industrial products, Automobile products and Children products.

(2) Date of commencement of commercial Production:

The Company commenced its commercial production in the year 1990.

(3) Financial Performance based on given indicators:

	<u>2011-12</u>	<u>2012-13</u>	<u>2013-14</u>
Sales	4158.59	6127.15	10605.96
Profit Before tax	-1010.94	-229.99	-101.72
Profit after tax	-736.37	-212.85	-417.36

(Rs. In Lacs)

(4) Export performance, net foreign exchange earnings

	<u>2011-12</u>	<u>2012-13</u>	<u>2013-14</u>
Foreign Exchange Earnings	37.32	33.47	24.01

(5) Collaborations:

The Company has ongoing **Marketing, Technical & Manufacturing** collaboration with **Hofit Kibbutz Kinneret Ltd** of Israel engage in manufacturing of inspection chamber for sewage, water and communication system for domestic, public and industrial infrastructure.

II. INFORMATION ABOUT THE APPOINTEES:

(1) Background details, recognition/awards:

Mr. Rajan Handa is 54 years old. He is B. Tech and has over 32 years of industrial experience.

Held various positions handling process, production, technical services, project development, market development and implementation. He is the main driving force behind Company's growth right from the time of its incorporation.

Justice T. R. Handa (Retd.) is 89 years old and has vast experience in the areas of Legal, Administration, Arbitration and Industrial Relations.

Dr. Rajan Wadhwa is 55 years old. He is PHD (Human Resources) and has good experience in human resources and other management related functions.

(2) Past remuneration:

Mr. Rajan Handa

Period	Salary (In Rs.)	Perquisites (In Rs.)	Retirement Benefits (In Rs.)	Total (In Rs.)
1.4.2012-31.03.2013	21,00,000	21,00,000	2,52,000	44,52,000
1.4.2013-31.03.2014	21,00,000	21,00,000	2,52,000	44,52,000

Justice T. R. Handa (Retd.)

Period	Salary (In Rs.)	Perquisites (In Rs.)	Retirement Benefits (In Rs.)	Total (In Rs.)
1.4.2012-31.03.2013	18,00,000	18,00,000	-	36,00,000
1.4.2013-31.03.2014	18,00,000	18,00,000	-	36,00,000

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Dr. Rajan Wadhera

Period	Salary (In Rs.)	Perquisites (In Rs.)	Retirement Benefits (In Rs.)	Total (In Rs.)
1.4.2012-31.03.2013	6,00,000	6,00,000	72,000	12,72,000
1.4.2013-31.03.2014	6,00,000	6,00,000	72,000	12,72,000

(3) Job profile and suitability:

Mr. Rajan Handa as Managing Director is responsible for the overall management of the affairs of the Company subject to superintendence and guidance of the Board of Directors. With the requisite knowledge and experience as detailed in the background and considering the talents and skills acquired in the course of his career development, it is considered that the appointee is suitable for the assignment.

Justice T. R. Handa (Retd.) as Chairmen and Whole Time Director is responsible for Legal related areas. With the requisite knowledge and experience as detailed in the background and considering the talents and skills acquired in the course of his career development in handling legal and industrial relation, it is considered that the appointee is suitable for the assignment.

Dr. Rajan Wadhera as Whole Time Director is responsible for overall management related to human resources and other related areas. With the requisite knowledge and experience as detailed in the background and considering the talents and skills acquired in the course of his career development, it is considered that the appointee is suitable for the assignment.

(4) Remuneration proposed:

Details of remuneration payable to Mr. Rajan Handa, Managing Director, Justice T. R. Handa (Retd), Chairmen and Whole Time Director and Dr.Rajan Wadhera, Whole- Time Director are furnished in the resolutions under Item Nos. 5, 6 and 7 respectively of the Notice.

The Remuneration in the form of salaries, allowances, etc. has been fixed by the Nomination and Remuneration Committee of the Board, subject to maximum annual remuneration not exceeding the limits prescribed under Schedule V of the Companies Act,2013.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

Taking into consideration (a) the size of the organization (b) The level of operation of the unit (c) the invaluable experience by the incumbents (d) adverse business scenario faced by the Company in view of ever increasing oil prices and tight market situation (e) efforts required to be put in by the incumbents to bring back the Company to be profit making from sick Company and (f) industrial norms on remuneration package to Whole-time Directors in Plastic Molding Industries, it is considered that the remuneration package is very reasonable.

(6) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any

Mr. Rajan Handa, Justice T. R. Handa (Retd.) and Dr. Rajan Wadhera have no pecuniary relationship with the Company, directly or indirectly (except to the extent of the remuneration received / receivable by them from the Company, advancing of unsecured loans to company and their respective holding in the Company's equity share capital).

III. OTHER INFORMATION

1. Reason of loss or inadequate profits:

The Company's performance for the year 2013-14 was affected due to change in product mix. This year considerable sale of dual desk, a low value added product with high material costs affected the profitability adversely.

2. Steps taken or proposed to be taken for improvement

The Company continues to have a strong brand image in the market and the ongoing quality improvement efforts including improvement in process capabilities, reduction of scrap will enable the Company to meet new challenges in cost, quality and productivity.

The Company is also emphasizing on development of new business in plastic molding including development of new products especially the toys, outdoor play ground equipment and delivery boxes which are almost complete now. The Company continues to devote increasing efforts to build export markets and expect to achieve significant improvement in the current year.

3. Expected increase in productivity and profits in measurable terms

The Company is continuously taking efforts to maintain the plant efficiency at the highest level, reduce expenditures, carry out market development activities to improve the sales, to disinvest non-core assets/investments and utilize the funds to reduce the interest burden. Action as proposed is expected to fetch good results in the years to come.

IV DISCLOSURES

The Shareholders of the Company have been informed about the remuneration of Mr. Rajan Handa and Justice T.R. Handa (Retd.) Through the disclosures made in the Corporate Governance Report attached to the Directors report.

ITEM NO. 8, 9 & 10 OF THE NOTICE

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Shalabh Jasoria, Mr. Rakesh Kumar Bhatnagar and Vijayendra Kumar Jain, Independent Directors were appointed /re-appointed by the Members of the Company in the Annual General Meeting. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In the transition to the Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed 5 years. With the above changes, the Company would not have any upper age limit of retirement of independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

Mr. Shalabh Jasoria, Mr. Rakesh Kumar Bhatnagar and Mr Vijayendra Kumar Jain will retire by rotation at the ensuing AGM as per the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Shalabh Jasoria, Mr. Rakesh Kumar Bhatnagar and Mr. Vijayendra Kumar Jain, being eligible, offer themselves for appointment as independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Shalabh Jasoria, Mr. Rakesh Kumar Bhatnagar and Mr. Vijayendra Kumar Jain, as independent Directors on the board of the Company for a term upto five consecutive years, commencing from 1st October 2014. A brief profile of proposed independent Directors including nature of their expertise is provided in the Corporate Governance report.

Notices have been received from Members proposing candidature of the above Directors for the office of the independent Director of the Company. In the opinion of the Board, Mr. Shalabh Jasoria, Mr. Rakesh Kumar Bhatnagar and Mr. Vijayendra Kumar Jain, fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment as Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during the business hours on any working day and is also available on the website of the Company www.okplay.in.

None of the Directors or Key Managerial personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at item No 8 to 10 for approval of the members.

ITEM NO. 11 OF THE NOTICE

The Articles of Association ("AoA") of the Company as presently in force were when the Company was incorporated in 1988. The existing AoA are based on the Companies Act, 1956 and several Regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

OK PLAY INDIA LIMITED

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”) such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagements (XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares. Shareholder’s attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company’s lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- (b) the nominee(s) of a deceased sole member are recognized as having title to the deceased’s interest in the shares;
- (c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (d) new provisions relating to appointment of chief executive officer and the chief financial officer, in addition to manager and company secretary;
- (e) existing articles have been streamlined and aligned with the Act;
- (f) the statutory provisions of the Act which permit a company to do some acts “If so authorized by its articles” or provisions which require a company to do acts in a prescribed manner “unless the articles otherwise provide” have been specifically included; and
- (g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AOA is being uploaded on the Company’s website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item no. 11 of the Notice.

The Board commends the Special Resolution set out at item no. 11 of the Notice for approval by the shareholders.

ITEM NO. 12 OF THE NOTICE

OK Play India Ltd is implementing its automotive projects through its 100% wholly owned subsidiary namely OK Play Auto Private Limited. To ensure successful development of automotive component production in OK Play Auto Private Limited, it is proposed to render all inputs, components and services as may be required on cost to cost basis.

None of the Directors are concerned or interested in the resolution except, to the extent common directors such as Mr. Rajan Handa and Ms. Mamta Handa, he or she is a Director of the Company.

OK Play India Ltd Board of Directors, in its Meeting held on 14.08.2014, after approval in the Audit Committee held on same date, approved the proposal under item no. 12 above pertaining to Related Party Transactions of OK Play India limited with the OK Play Auto Private Limited (100% wholly owned subsidiary of OK Play India Limited) and also seek approval of shareholders by way of special resolution pursuant to Section 188 of the of the Companies Act, 2013 read with applicable provisions of the Companies(Meeting of Board and its Powers) rules 2014.

Dated: 3rd September, 2014

Regd. Office: -

17, Roz-Ka-Meo Industrial Estate

Tehsil Nuh, Distt. Mewat,

Haryana

By order of the Board of Directors
for **OK PLAY INDIA LTD.**

-Sd-

(DHIR SINGH BHATI)
Company Secretary

DIRECTORS' REPORT

To

The Members,

The Directors have great pleasure in presenting the 25th Annual Report on the operations of the Company together with the Audited Financial Results of the Company for the financial year ended 31st March, 2014.

FINANCIAL RESULTS

Rs. In Lacs

	Current Year Ended 31st March, 2014	Previous Year Ended 31st March, 2013
Sales (Gross)	11705.80	6615.65
Other Receipt	27.99	34.52
Profit/(Loss) before exceptional and extraordinary items and Tax	462.69	(34.14)
Exceptional item: (Net gain/(Loss) on Exchange Fluctuation on FCCB/ECB	(347.65)	(195.85)
Profit/(Loss) before extraordinary items and Tax	115.04	(229.99)
Provision for tax for earlier years	13.32	-
Profit/(Loss) before Tax	101.72	(229.99)
Current Tax	(54.00)	-
Provision for Tax for earlier years written back	(465.09)	17.14
Profit/(Loss) for the year	(417.36)	(212.85)

OPERATIONS

The sales in the year under review have increased by Rs.5090.15 Lacs from Rs. 6615.65 Lacs to Rs. 11705.80 Lacs. This is an increase of 76.94 % (Approx) in current year compared to the last year. During the year the Rupee weakened against the dollar and consequently there was an Exchanges Fluctuation Loss of Rs. 347.65 Lacs in the current year.

The Company, as in the previous years and with a long term view, put lot of its efforts on Research and Development for introducing new products to its existing range to cater to its customers in the automobile sectors, children products sector where new products are being added to the existing diversified product range.

A detailed review of the company's performance and future prospects is included in the Management Discussion and analysis section of this Annual Report.

DIVIDEND

To conserve the funds for the business of the Company including the funding for the expansion plans, your Directors regret their inability to recommend any dividend.

FIXED DEPOSITS

During the financial year under review, your Company had neither accepted nor renewed any deposit from the public within the meaning of Section 58A of the Companies Act, 1956.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the company's Articles of Association, Mr. Rajan Handa and independent Directors Sh. Rakesh Kumar Bhatnagar, Sh. Shalabh Jasoria and sh. Vijayendra Kumar Jain retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment as Directors. The Notice convening the Annual General Meeting includes the proposals for re-appointment of Directors.

OK PLAY INDIA LIMITED

The Company has received declaration from all the Independent directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub section(6) of section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchange.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of sub-section (2AA) of Section 217 of the Companies Act, 1956, your Directors confirm:

- (i) That in the preparation of the Annual Accounts, the applicable standards have been followed along with proper explanation relating to material departures, if any;
- (ii) That the Company had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2014 and of the profit & loss account of the Company for that period;
- (iii) That your Company had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) That the accounts of your Company have been prepared on a going concern basis.

HUMAN RELATIONS

Your Company continues to enjoy cordial relations amongst all its employees. In this pursuit of creating its own management cadre, your company has recruited executives and staff at various levels, including senior management positions during the year.

INDUSTRIAL RELATIONS

During the year, your Company maintained harmonious and cordial industrial relations.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Statutory disclosures as required by the Companies (Disclosure of particulars in the report of Board of Directors) Rules 1988, particulars relating to Conservation of Energy, technology absorption, foreign exchange earnings and outgo are given in the enclosed "Annexure-A" which forms part of the report.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provision of section 205A (5) and 205C of the companies Act, 1956 there is no/ nil amount which remain unpaid or unclaimed for a period of 7 years.

Pursuant to the provision of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the nil return on the website of the Ministry of Corporate affairs website.

CORPORATE GOVERNANCE

It has been the endeavor of your company to follow and put into practice the code of Corporate Governance, in letter and spirit. A detailed Corporate Governance Report is attached and forms part of this report.

A certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance report, as stipulated under clause 49 of the Listing Agreement, forms part of this report.

SUBSIDIARY COMPANY

Details of subsidiary that is OK Play Auto Private Limited and their business operation during the year under review are covered in the annual report . The Subsidiary Company is having a plastic manufacturing unit for auto sector. In accordance with general circular no. 2/2011 dated February 8, 2011 issued by the Ministry of Corporate Affairs, Government of India has granted general exemption under section 218(8) of the Companies Act 1956, As required under the circular, The Board of director has, at its meeting held on 14th day of August, 2014 passed a resolution giving consent for not attaching the Balance Sheet, Profit and Loss Account and other documents of the subsidiary company. The Company will make available the Annual Accounts of the subsidiary company and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary company will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary company. The Consolidated Financial statements presented by the Company include the financial results of its subsidiary company.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Clause 32 of the Listing Agreement entered into with the Stock Exchanges and prepared in accordance with the Accounting Standards (AS)-17 read with 23 prescribed by the Institute of Chartered Accountants of India, in this regard.

MANAGEMENT DISCUSSION AND ANALYSIS

A Management Discussion and Analysis Report, highlighting the performance and prospects of the Company's plastic manufacture businesses is attached and forms part of this report.

PARTICULARS OF EMPLOYEES

During the year under review, there was no employee who falls under the terms of section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

DEMATERIALISATION OF SHARES

As on 31st March, 2014, 94.06% (approx) of equity shares out of the total subscribed capital have been dematerialized.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's Equity Shares is INE870B01016.

AUDITORS

M/s S. P. Marwaha & Co., Chartered Accountants, the present auditors of the company will retire as auditors at the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letters the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified for re-appointment within the meaning of the said Act.

NOTES ON ACCOUNTS

The notes to the accounts referred to by the Auditors in their report are self-explanatory and may be treated as information/explanation submitted by the Board as contemplated under section 217(3) of the Companies Act, 1956.

COST AUDITORS

The Company has appointed, M/s. Goyal & Goyal Associates, Cost Accountants for conducting Cost Audit for the financial year 2013-14.

LISTING OF SECURITIES

Presently, the Securities of the Company are listed at the Bombay Stock Exchange Ltd., The Ahmedabad Stock Exchange Ltd., and the Jaipur Stock Exchange Ltd. Hon'ble BIFR has directed Ahmedabad Stock Exchange Ltd. and Jaipur Stock Exchange Limited to waive off the arrears and allow the delisting of the company's shares from these stock exchanges.

ACKNOWLEDGEMENT

The Board of Directors wishes to place their appreciation of the company's clients, vendors, bankers, and investors for their continued support during the year.

Your Directors also wish to place on record their deep appreciation of the dedication and contribution made by employees at all levels, who through their competence, hard work and support have enabled the company to work efficiently and look forward to their continued support in future as well.

By order of the Board of Directors
for **OK PLAY INDIA LTD.**

-Sd-

Justice T.R.Handa (Retd.)

Chairman-cum-Whole-time Director

Place: New Delhi

Dated: 14th August, 2014

OK PLAY INDIA LIMITED

ANNEXURE 'A' TO DIRECTORS' REPORT

Information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and forming part of the Director's report for the year ended 31st March, 2014 :-

A. CONSERVATION OF ENERGY

a) Energy conservation measures taken:

Energy conservation efforts are ongoing activities. During the year under review further efforts were made to ensure optimum utilization of fuel and electricity.

b) Relevant data in respect of energy consumption is as below:

POWER CONSUMPTION:

(Rs. in Lacs)

		Current Year Ending 31.03.2014	Previous Year Ending 31.03.2013
a.	Electricity Purchased		
	1. Units	1864352	1278570*
	2. Total Amount	162.53	85.71
	3. Rate / unit	8.71	6.70
b.	HSD Fuel Consumption		
	1. Quantity (K.ltrs) (for production purpose)	533.95	512.416*
	2. Total Amount	270.97	217.01

* Allocated Figures

B. TECHNOLOGY ABSORPTION

The Company does not depend on foreign technology for manufacturing of its engineering range of products. In fact, the Company is self-reliant in the design as well as in the manufacturing process of moulds. For the new generation range of automotive parts your company having a technology transfer arrangement with M/s Solar Plastic Inc a USA based company.

Research and Development: -

a. **Specified Areas in which the Company carries out R&D: -**

The focus on Research and Development activity during the current year continued on development of new products & variants thereof apart from improving the existing products and value engineering of products.

b. **Benefit derived as a result of above R&D: -**

During the year, various types of Furniture such as Dual Desks besides other items have been developed and production of the same commenced successfully.

c. **Future plan of Action.**

Further development of moulds and products based on market requirement.

d. **Expenditure on Research and Development:-**

The following Expenditure was incurred on conducting R&D.

	Rs. in Lakhs
a. Capital (Development & Manufacturing of Moulds)	289.24
b. Recurring	NIL
c. Total	289.24
d. Total R&D expenditure as a percentage of total turnovers	2.73%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

a. **Earnings**

Foreign exchange earnings during the year were Rs. 24,01,012.00/-
(Previous year Rs. 33,47,961.42/-)

b. **Outgo**

Foreign exchange outgo during the year was Rs. 11,93,66,797.84/-
(Previous year Rs. 6,76,07,267.81/-)

for OK PLAY INDIA LTD.

-Sd-

Justice T. R. Handa (Retd.)

Chairman cum Whole Time Director

Place: New Delhi

Date: 14th August, 2014

REPORT OF THE DIRECTORS ON THE CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is of the belief that sound Corporate Governance is vital to enhance and retain stakeholders trust. Good Governance underpins the success and integrity of the organization, institution and market. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the higher level of management and your Company believes that good Corporate Governance contemplates that corporate actions balance the interest of all stakeholders and satisfy the tests of accountability, transparency, empowerment and integrity for the efficient and ethical conduct of businesses.

In the Line of above philosophy, your company continuously strives for excellence through adoption of best governance and disclosure practices. OK Play's code of Corporate Governance has been drafted in compliance with the code of corporate governance as promulgated by the SEBI.

2. BOARD OF DIRECTORS

The Board of Directors consists of seven Directors including one woman director out of which three are Non-executive Directors. All the directors are eminent professionals with experience in Business, Industry, Finance and Law out of which three are independent. The company has an executive chairman. The Board is responsible for the management of the business and meets regularly for discharging its role and functions.

The Company has an optimum combination of Executive and Independent Directors who are eminent person with professional expertise and valuable experience. None of the Director on the Board is a member on more than 10 committees, and Chairman of More than 5 Committees across the companies in which he is a Director. The necessary disclosures regarding committee positions have been made by the Directors.

BOARD MEETINGS

During the year under review 09 Board meetings were held i.e. on 30/04/13, 30/05/13, 10/06/13, 14/08/13, 14/11/13, 12/02/14 & 27/03/14. The Company had its last Annual General Meeting of Shareholders on 30/9/2013.

The particulars of composition of the Board of Directors and attendance of Directors at Board Meetings, Annual General Meeting and also number of other directorships and committee membership/chairmanship are as follows:

Name of Director	Category of Directorship	Attendance Board		No. of other Directorships	No. of Board Committees	
		Board Meeting	Last AGM		As Chairman	As Member
Justice T. R. Handa (Retd.)	Chairman & Whole-Time Director	07	Yes	0	1	1
Mr. Rajan Handa	Managing Director	07	Yes	4	0	2
Mrs. Mamta Handa	Whole-Time Director	07	No	4	0	1
Dr. Rajan Wadhwa	Whole-Time Director	07	Yes	1	0	2
Mr. S.M. Handa*	Non Executive Director	04	No	0	0	2
Mr. Shalabh Jasoria	Non Executive Director	07	Yes	7	3	0
Mr. Rakesh Kumar Bhatnagar	Non Executive Director	06	No	0	0	1
Mr. Vijayendra Kumar Jain	Non Executive Director	06	No	0	0	1
Mr. Krishna Murthy Vijayan**	Non Executive Director	02	No	8	0	0

* Sh. S.M. Handa ceased from directorship of the company due to his sad demise (death) on 16.08.2013.

** Mr. Krishan Murthy Vijayan was appointed on Board w.e.f. 12.02.2014 and resigned from the Independent Director of the Company w.e.f. 30.06.2014.

3. COMMITTEE OF BOARD OF DIRECTORS

The Board Committees play a crucial role in the governance structure of the company and are constituted to deal with specific areas/ activities which concern the company and are considered to be performed by members of the Board. The Board of Directors had constituted three Committees of the Board, which are:

1. Audit Committee,
2. Nomination and Remuneration Committee,
3. Stakeholders Relationship Committee.

4. AUDIT COMMITTEE

The Company has a qualified and independent audit Committee comprising of two Independent and one Executive Director of the Company. The Chairman is an independent Director. The terms of reference of the Audit Committee are in consonance with provisions of the Companies Act, 2013 and the guidelines set out in the clause 49 of the Listing Agreements with the Stock exchanges.

Minutes of meetings of the audit committee are circulated to members of the committee and the Board is kept apprised.

COMPOSITION

The Audit Committee comprises of the following Directors: -

Sl.No.	Name Of Director	Designation	No. of Meeting Attended
1	Sh. Shalabh Jasoria	Independent & Non-executive	5
2	Dr. Rajan Wadhera	Whole-Time-Director	5
3	Sh. S. M. Handa*	Independent & Non-executive	3
4.	Mr. Krishan Murthy Vijayan**	Independent & Non-executive	1
5	Mr. Vijayendra Kumar Jain	Independent & Non-executive	0

*Sh. S.M. Handa ceased from membership of the Audit committee due to his sad demise (death) on 16.08.2013.

** Mr. Krishan Murthy Vijayan was appointed on Board w.e.f. 12.02.2014 and resigned from the Independent Director of the Company w.e.f. 30.06.2014.

The Chairman of the Audit Committee is always an independent & Non-executive director and is appointed by the members in the meeting.

Members of Audit Committee have requisite financial and management expertise. The Company Secretary acts as the Secretary to the committee.

During the year under review the Committee met on 30/05/2013, 10/06/2012, 14/08/2013, 14/11/2013 & 12/02/2014

5. NOMINATION AND REMUNERATION COMMITTEE

During the year, the nomenclature of the Remuneration Committee of Directors was changed to Nomination and Remuneration Committee and reconstituted on 14/08/2014. The nomination and remuneration committee, a constitution of which is a mandatory requirement, was constituted to meet the requirements of Clause 49 of the Listing Agreement read with the relevant Provision of the Companies Act, 2013 by the Board of Directors to recommend/review the remuneration package of Whole-Time-Directors. The Remuneration of the Managing Director and the Whole-Time-Directors were approved by the Remuneration Committee, Board of Directors and the shareholders of the Company on his re-appointment.

COMPOSITION

The Remuneration Committee comprises of the following Directors: -

1. Sh. Shalabh Jasoria Independent & Non-executive
2. Sh. Vijayendra Kumar Jain Independent & Non-executive
3. Sh. Rakesh Kumar Bhatnagar Independent & Non-Executive

Sh. Shalabh Jasoria is the chairman of the Remuneration Committee. Non Executive Directors were not paid anything during the financial year 2014-2015 The details of amount provided towards Director's remuneration are as follows:

(In Rs.)

Name	Salary	Sitting Fees	Total
Justice T. R. Handa (Retd.)	3600000	--	3600000
Rajan Handa	4200000	--	4200000
Mamta Handa	3600000	--	3600000
Rajan Wadhera	1200000	--	1200000

The Company has not provided for any performance linked incentive or Stock Option or Convertible instruments to the Director of the Company.

The Directors of the Company are appointed by the Shareholders upon recommendation of the Board of The Directors within the framework of the Companies Act, 2013 as well as the Articles of the Association of the Company. The resolution passed by these two governing bodies together with the service rules of the company covers the terms, conditions and remuneration of such appointment. There is no service contract separately entered into by the Company with the Directors. Further, the resolutions appointing these Directors, do not prescribe for the payment of any separate Severance Fees to them. However, the requirement of notice period is as per the service rules of the Company.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Shareholders/Investors Grievances Committee was constituted on 22nd March, 2003 in terms of Listing Agreement. The Nomenclature of the Shareholders/Investors Grievances Committee has been changed to Stakeholders Relationship Committee. The Committee looks into the, transfer, transmission and redressal of shareholders/investors complaints. The Company Secretary attends the Shareholders Grievances Committee.

COMPOSITION

The Stakeholders and Remuneration Committee comprises of the following:-

1. Mr. Rajan Handa Executive Director
2. Dr. Rajan Wadhera Executive Director
3. Mr. Shalabh Jasoria Independent Director (Chairman of the Committee)

No grievance of any investor was pending as on 31st March, 2014.

SHARE TRANSFER COMMITTEE

The Company's shares are compulsorily required to be traded in dematerialized form. Hence, the committee met at regular intervals considering the volume of transfers received in the physical segment. During the year the committee met 18 times.

During the year the Company received 2 complaints from shareholders. All the complaints were attended promptly and resolved to the satisfaction of the shareholders.

None of the Directors of the Company were members in more than 5 Committees nor acted as a Chairman of more than 5 Committees including all companies in which they were Directors.

6. ANNUAL/ EXTRA-ORDINARY GENERAL MEETINGS

Year	AGM/ EGM	Location	Date	Time
2013	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat Haryana	30/09/2013	10.00 A.M.
2012	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat Haryana	29/09/2012	10.00 A.M.
2011	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat Haryana	30/09/2011	10.00 A.M.

No special resolution was put through postal ballot at any of the 'General Body Meeting' during the last year.

OK PLAY INDIA LIMITED

7. Notes on Directors seeking appointment/reappointment as required under Clause 49VI (G) of the Listing agreement entered into with the Stock Exchanges.

Information Pursuant to Clause 49 IV (G) of the Listing Agreement A brief resume of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting is given below:		
Name of the Director	Mr. Shalabh Jasoria	Mr. Vijayendra Kumar Jain
Date of Birth	27.06.1963	20.10.1948
Date of appointment/re-appointment	26.07.2005	27.01.2010
Expertise in specific functional areas	He is Practicing Chartered Accountant and has vast experience in finance, taxations, audit and related matters.	He has wide experience of more than 30 years in business and corporate interaction
Qualifications	C.A. (From Institute of Chartered Accountants of India)	B.A
Name of the other Indian public limited companies in which directorship held	Leisure Finance & Investment (p) Ltd Headlines Financial Services (p) Ltd Bigur Finance Limited Sri Vinayak Construction (p) Ltd N.A. Cold Storages (p) Ltd OK Play Infrastructure Limited	NIL
Chairman/Member of Board Committees in other Indian public limited companies	NIL	NIL
Shareholding in the company	2375	NIL
Name of the Director	Rajan Handa	Mr. Rakesh Kumar Bhatnagar
Date of Birth	09.12.1959	24.08.1957
Date of appointment/re-appointment	19.08.1988	25.08.2008
Expertise in specific functional areas	He has wide experience in Production and overall management related functions.	He is having wide experience of more than 30 years in business and corporate interactions.
Qualifications	B.E.	B.COM
Name of the other Indian public limited companies in which directorship held	1. OK Play Auto Private Limited, 2. Cautious Exim Pvt. Ltd. 3. OK Play Schooling Pvt. Ltd.	NIL
Chairman/Member of Board Committees in other Indian public limited companies	NIL	NIL
Shareholding in the company	9686852	NIL

8. DISCLOSURES

- No transaction of material nature has been entered into by the Company with related parties i.e. Directors or Management, their relatives, conflicting with Company's interest.
- The Company has fulfilled all statutory compliances except the payment of listing fees to The Stock Exchange, Ahmadabad and Jaipur Stock Exchange Ltd.' Where the securities of the Company are listed. Hon'ble BIFR has directed Ahmadabad Stock Exchange Ltd. and Jaipur Stock Exchange Limited to waive off the arrears and allow the delisting of the company's shares from these stock exchanges.

9. MEANS OF COMMUNICATION

The Company published its Quarterly, Half Yearly Un-audited Financial Results and Audited Financial Results in the prescribed form. The results were forthwith sent to Stock Exchanges where the securities of the Company are listed and also published in the Newspapers namely Pioneer (English) & Pioneer (Hindi). The Management discussion and analysis report form part of this annual report.

10. SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL

A qualified practicing Company Secretary carried out quarterly Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirmed that the total issued /paid up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

11. CEO/CFO CERTIFICATION

In terms of requirements of clause 49 (V) of the Listing Agreement the CEO and CFO have submitted necessary certificate to the Board stating the particulars specified under the said clause. This certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors at their respective meetings on 30th May, 2014.

12. GENERAL SHAREHOLDERS INFORMATION

General shareholders information has been given under shareholders diary, which is attached to this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As expected, the importance given by the Company to products made of metal and wood, besides plastic moulded products, has yielded good results for the company as can be seen from the substantial jump in the sales over the previous year. The Company has achieved its goal of product diversification & reach by segregating the operations into various separate production centres to enhance production numbers and to bring in production efficiency.

The production of plastic moulded products is also increasing with the signing of the exclusivity agreement with Ashok Leyland Limited whereby that company and its joint ventures' entire plastic moulded components are being produced by our company.

SEGMENT WISE PERFORMANCE

All the operations of the company are considered as a single business segment.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has an adequate and effective system of internal checks and controls to ensure proper accounting and utilization of all assets.

The Audit Committee of the Board of Directors regularly reviews the effectiveness of the internal control systems to ensure due compliances with various applicable laws, accounting standards and regulatory guidelines.

HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

Human resources in OK play is the name of the function within an organization charged with the overall responsibility for implementing strategies and policies relating to the management of individuals In OK Play, an organization's human resource management strategy maximize return on investment in the organization's human capital and minimize financial risk. HR Department achieve this by aligning the supply of skilled and qualified individuals and the capabilities of the current workforce, with the organization's ongoing and future business plans and requirements to maximize return on investment and secure future survival and success.

Key functions

Human Resources may set strategies and develop policies, standards, systems, and processes that implement these strategies in a whole range of areas. The following are typical of a wide range of organizations:

Recruitment, selection, and on-boarding (resourcing)

Organizational design and development

Business transformation and change management

Performance, conduct and behaviour management

Industrial and employee relations

Safety and health management

Human resources (workforce) analysis and workforce personnel data management

Compensation, rewards, and benefits management

OK PLAY INDIA LIMITED

Training and development (learning management) Implementation of such policies, processes or standards may be directly managed by the HR function itself, or the function may indirectly supervise the implementation of such activities by managers, other business functions or via third-party external partner organizations.

HRM Strategy

An HRM strategy pertains to the means as to how to implement the specific functions of HRM. An organization's HR function may possess recruitment and selection policies, disciplinary procedures, reward/recognition policies, an HR plan, or learning and development policies; however all of these functional areas of HRM need to be aligned and correlated, in order to correspond with the overall business strategy. An HRM strategy thus is an overall plan, concerning the implementation of specific HRM functional areas. An HRM strategy typically consists of the following factors:

"Best fit" and "best practice" - meaning that there is correlation between the HRM strategy and the overall corporate strategy. As HRM in OK Play as a field seeks to manage human resources in order to achieve properly organizational goals, an organization's HRM strategy seeks to accomplish such management by applying a firm's personnel needs with the goals/objectives of the organization. As an example, a firm selling toys and plastic components could have a corporate strategy of increasing the sales by 10% over a one year period. Accordingly, the HRM strategy would seek to facilitate how exactly to manage personnel in order to achieve the 10% figure. Specific HRM functions, such as recruitment and selection, reward/recognition, an HR plan, or learning and development policies, would be tailored to achieve the corporate objectives.

Close co-operation is always there between HR and the top/senior management, in the development of the corporate strategy. Theoretically, a senior HR representative always present when an organization's corporate objectives are devised. The personnel's proper management is vital in the firm being successful, or even existing as a going concern. Thus, HR can be seen as one of the critical departments within the functional area of OK play.

Continual monitoring of the strategy, via employee feedback, surveys, etc. The implementation of an HR strategy is not always required, and may depend on a number of factors, namely the size of the firm, the organizational culture within the firm or the industry that the firm operates in and also the people in the firm. An HRM strategy is divided, in general, into two facets - the people strategy and the HR functional strategy. The people strategy pertains to the point listed in the first paragraph, namely the careful correlation of HRM policies/actions to attain the goals laid down in the corporate strategy. The HR functional strategy relates to the policies employed within the HR functional area itself, regarding the management of persons internal to it, to ensure its own departmental goals are met.

Human resource management in OK Play involves in several processes. These processes can be performed in an HR department, but some tasks can also be outsourced or performed by line-managers or other departments. When effectively integrated they provide significant economic benefit to the company.

The Employee Strength of the company is 135.

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis Report containing the Company's objectives, expectations, projections, estimates about the Company's strategy for growth, product development, market share, controls may be "forward looking statement" within the meaning of applicable securities laws and regulations.

Forward Looking Statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied, depending upon economic conditions, demand, supply, change in government policies, price conditions, political conditions, economic scenario and various other incidental factors within or outside the country.

Dated: 14th August, 2014

Regd. Office :-

17, Roz-Ka-Meo Industrial Estate,

Tis. Nuh, Distt. Mewat,

Haryana

**By order of the Board of Directors
for OK PLAY INDIA LTD.**

Justice T.R.Handa (Retd.)
Chairman-cum-Wholetime Director

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of OK PLAY INDIA LIMITED,

We have reviewed the compliance of conditions of corporate governance by OK PLAY INDIA LIMITED for the year ended 31st March, 2014, as stipulated in the Clause 49 of the Listing Agreement of the said Company with Stock Exchanges, with the relevant records and documents maintained by the Company and furnished to us.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the abovementioned Listing Agreement.

We further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

We have been explained that no investor grievances are pending as on 31st March, 2014 for a period exceeding one month against the Company as per the records maintained by the Company.

For S. P. MARWAHA & Co.
Chartered Accountants
A. S. BAJAJ
 Partner
 M. No. 086120

Place : New Delhi

Date : 14th August, 2014

SHAREHOLDER'S DIARY

1. DATE, TIME & VENUE OF THE ANNUAL GENERAL MEETING

30th September, 2014 at 10.00 A.M. at Hakim Ji Ki Choupal, Opposite Batra Hospital, Village – Ujina, P.S. Nuh, District – Mewat (Haryana).

2. PARTICULARS OF FINANCIAL CALENDAR

Financial Year	1 st April to 31 st March
First Quarter	1 st April to 30 th June
Second Quarter	1 st July to 30 th September
Third Quarter	1 st October to 31 st December
Fourth Quarter	1 st January to 31 st March

3. LISTING INFORMATION

Shares of your Company are listed on following Stock Exchanges:

Bombay Stock Exchange Limited
 Ahmedabad Stock exchange Limited
 Jaipur Stock Exchange Ltd.

The Hon'ble BIFR vide its order dt. 6/12/2005 has directed the Ahmedabad Stock Exchange and the Jaipur Stock Exchange to waive off arrears of Listing fees payable and allow delisting of shares from these stock exchanges.

4. STOCK CODE

BSE	JAIPUR	AHMEDABAD
526415	-	41770

5. SHARES OF OK PLAY INDIA LTD. ARE TRADED IN DEMAT FORM :

National Securities Depository Ltd.
 ISIN Code No. of Shares INE 870B01016
 Central Depository Services (I) Ltd.

OK PLAY INDIA LIMITED

6. BOOK CLOSURE

From: 23rd September, 2014 To: 30th September, 2014 (Both days inclusive)

7. INVESTOR SERVICE CELL

The Company's Investor's Service Cell is functioning at
17-18 Roz-Ka-Meo Industrial Estate,
Mewat (Haryana)
E-mail : dhir.singh@okplay.in

8. COMPLIANCE OFFICER:

Mr. Dhir Singh Bhati, Company Secretary

9. ADDRESS FOR CORRESPONDENCE

OK PLAY INDIA LIMITED
17-18 Roz-Ka-Meo Industrial Estate
Tehsil Nuh, Distt. Mewat
Haryana - 122103

10. REGISTRAR AND SHARE TRANSFER AGENTS

MAS SERVICES LTD.
T-34, IInd Floor, Okhla Industrial Area,
Phase-II, New Delhi- 110 020
Ph. 011-26387281/82/83.

11. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2014

CATEGORY	No. of Shares	% to Total
A. PROMOTER'S HOLDING		
(Including Directors, Relatives & associates)	10720002	62.752
B. NON-PROMOTER'S HOLDING		
Banks, FIs, Mutual Funds, Insurance Companies, (Central/State Govt. Institutions/ Non-Govt. Institutions)	5600	0.033
a. Private Corporate Bodies	1789859	10.477
b. Indian Public	4205267	24.617
c. NRIs / OCBs	344442	2.016
d. Others	17930	0.105
GRAND TOTAL	17083100	100.00

12. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2014

Share holding of nominal value Rs. -- Rs. (1)	Shareholders		Share Amount	
	Number (2)	% ToTotal (3)	Rs. (4)	% to total (5)
Upto -- 5000	7711	90.964	12433670	7.278
5001 to 10000	380	4.483	3146000	1.842
10001 to 20000	164	1.935	2508460	1.468
20001 to 30000	55	0.649	1437260	0.841
30001 to 40000	33	0.389	1150510	0.673
40001 to 50000	28	0.330	1324000	0.775
50001 to 100000	43	0.507	3268920	1.914
100001 and above	63	0.743	145562180	85.208
Total	8477	100	170831000	100

INDEPENDENT AUDITORS' REPORT

To the Members of OK PLAY INDIA LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of OK PLAY INDIA LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - (b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003, as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

OK PLAY INDIA LIMITED

(d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;

(e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For S.P. MARWAHA & CO.
Chartered Accountants
(FRN 000229-N)

(A.S. BAJAJ)
Partner
M. No. 086120

Place: New Delhi

Date: 30th May, 2014

Annexure referred to in paragraph 7 of the Auditors' Report of even date to the members of OK Play India Limited for the year ended 31st March, 2014

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- c) In our opinion and according to the information and explanations given to us, the Company has not disposed off any substantial part of fixed assets during the year.
- ii) a) As explained to us, the inventories held by the Company were physically verified during the year by the management at reasonable intervals.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii) a) According to the information and explanations given to us, the Company has not granted during the year secured or unsecured loans to Companies, firms or other parties covered in the register maintained under section 301 of Companies Act, 1956. Accordingly, para (iii) (b), (c) and (d) of the order are not applicable.
- e) According to the information and explanations given to us, the company has taken unsecured loan during the year from directors. The maximum amount involved during the year was Rs. 99,21,699/25.
- f) According to the information and explanations given to us, in our opinion, the terms and conditions of unsecured loans taken by the company, are not, prima-facie, prejudicial to the interest of the Company.
- g) The Company has been regular in payment of principal amount as stipulated.
- iv) a) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventories, fixed assets and for the sale of goods and services.
- b) In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control.
- v) a) On the basis of the audit procedures performed by us, and according to the information and explanations and representations given to us, we are of the opinion that particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register maintained under that section.
- b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act have been made at prices which are reasonable having regard to the prevailing market prices at that relevant time.

- vi) The Company has not accepted any deposits from the public during the year to which the directives issued by the Reserve Bank of India and the provisions of sections 58 A and 58 AA of the Companies Act, 1956 and the rules framed thereunder are applicable.
- vii) In our opinion, the company has an internal audit system commensurate with its size and the nature of its business.
- viii) The Central Government has prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 in respect of certain manufacturing activities of the company. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same.
- ix) (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, sales tax, wealth tax, custom duty, service tax, excise duty, cess and any other material statutory dues applicable to it except income tax amounting to Rs 65,14,036/- which is outstanding for more than six months.
 (b) According to the information and explanations given to us, there are no dues of income tax, wealth tax, service tax, custom duty and cess which have not been deposited with the appropriate authorities on account of any dispute except:
 - (i) disputed Sales Tax of Rs. 11,200/- pending before the Sales Tax Officer;
 - (ii) disputed Sales Tax of Rs. 23,624/- pending before the Assistant Commissioner, Sales Tax;
 - (iii) disputed penalty of Rs. 29,37,276/- under the Central Excise Act pending before the Central Excise & Service Tax Appellate Tribunal.
- x) The Company has accumulated losses at the end of the financial year March 31, 2014 which are less than 50% of the networth. The Company has not incurred any cash losses during the financial year ended March 31, 2014 and in the immediately preceding financial year ended March 31, 2013.
- xi) In our opinion and according to information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions & banks.
- xii) As per records maintained by the Company, no loans or advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefits fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to this Company.
- xiv) As per the records maintained, the Company does not deal or trade in shares, securities, debentures and other investments.
- xv) In our opinion and according to the information and explanations given to us, having regard to the fact that the subsidiary is wholly owned, the terms and conditions of the guarantee given by the Company for loan taken by the subsidiary from a bank are not prima facie prejudicial to the interest of the company.
- xvi) The term loans have been applied for the purpose for which the loans were obtained.
- xvii) According to the information and explanations given to us and on overall examination of the balance sheet of the company, we are of the opinion that funds raised on short term basis have not been used for long term investment.
- xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix) The Company has not issued any debenture during the year.
- xx) The Company has not raised any money by public issues during the year.
- xxi) On the basis of the audit procedures carried out by us and information and explanation given by the management, we state that no fraud on or by the Company has been noticed or reported during the course of our audit.

For S. P. MARWAHA & CO.
Chartered Accountants
(FRN 000229-N)

(A. S. BAJAJ)
Partner
M.No. 086120

Place: New Delhi
 Date: 30th May, 2014

OK PLAY INDIA LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	AS AT 31.03.2014 (Rs.)	AS AT 31.03.2013 (Rs.)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	170,701,000.00	169,691,000.00
Reserves and Surplus	3	159,292,751.82	199,514,647.33
Money received against share warrants		5,618,750.00	6,250,000.00
Non-Current Liabilities			
Long-Term Borrowings	4	282,973,588.29	337,888,270.47
Deferred Tax Liabilities (net)	11	710,000.00	-
Long Term Provisions	5	5,697,296.00	5,619,313.00
Current Liabilities			
Short-Term Borrowings	6	272,300,603.61	208,206,789.85
Trade Payables		103,094,101.56	105,056,198.03
Other Current Liabilities	7	302,442,276.94	242,942,826.88
Short-Term Provisions	8	11,914,036.00	6,514,036.00
Total		<u>1,314,744,404.22</u>	<u>1,281,683,081.56</u>
ASSETS			
Non-Current Assets			
Fixed Assets	9		
Tangible assets		284,571,793.69	307,473,018.37
Intangible assets		7,418,923.46	9,028,206.52
Intangible assets under development		33,459,372.12	-
Non-current investments	10	80,000,000.00	78,900,000.00
Deferred Tax Assets (net)	11	-	45,799,000.00
Long term loans and advances	12	2,024,601.00	1,825,369.00
Other non-current assets	13	-	67,159,846.02
Current Assets			
Inventories	14	236,704,961.96	177,485,373.80
Trade receivables	15	323,283,085.08	347,641,632.90
Cash and cash equivalents	16	74,604,242.99	114,490,211.62
Short-term loans and advances	17	272,677,423.92	131,880,423.33
Total		<u>1,314,744,404.22</u>	<u>1,281,683,081.56</u>
Significant Accounting Policies	1	-	-
Notes on Financial Statements	2 to 27		

As per our report of even date attached.

For and on behalf of the Board

For S.P.Marwaha & Co.

Chartered Accountants
(FRN 000229-N)

(A.S.BAJAJ)

Partner
M.No. 086120

Place : New Delhi

Date : 30th May, 2014

(Justice T.R.Handa) (Retd.)
Chairman Cum Wholetime Director

(Rajan Handa)
Managing Director

(Dhir Singh Bhati)
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	FOR THE YEAR ENDED	FOR THE YEAR ENDED
		31.03.2014 (Rs.)	31.03.2013 (Rs.)
Revenue from operations	18	1,060,596,969.14	612,731,153.99
Other Income	19	2,799,525.00	3,452,565.00
Total Revenue		1,063,396,494.14	616,183,718.99
Expenses:			
Cost of materials consumed	20	664,246,162.18	349,404,226.58
Purchase of Stock-in-Trade		76,860,405.06	8,762,791.83
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	(89,569,279.00)	(4,348,645.97)
Employee benefits expense	22	78,820,470.40	65,170,391.95
Financial costs	23	78,507,505.68	68,313,053.72
Depreciation and amortization expense	24	59,148,498.10	54,860,767.07
Other expenses	25	149,112,818.23	77,435,136.28
Total Expenses		1,017,126,580.65	619,597,721.46
Profit/(Loss) before exceptional and extraordinary items and tax		46,269,913.49	(3,414,002.47)
Exceptional items (Net (gain)/loss on Exchange Fluctuation on FCCB/ECB)		34,765,649.00	19,585,742.00
Profit/(Loss) before extraordinary items and tax		11,504,264.49	(22,999,744.47)
Provision of Tax for earlier years		1,332,160.00	-
Profit/(Loss) before tax		10,172,104.49	(22,999,744.47)
Tax expense:			
(1) Current tax		5,400,000.00	-
(2) Deferred tax charge/(credit)		46,509,000.00	(1,714,000.00)
Profit/(Loss) for the year		(41,736,895.51)	(21,285,744.47)
Earnings per equity share of face value of Rs 10 each:	26		
Basic and Diluted (in Rupees)		(2.44)	(1.25)
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 27		

As per our report of even date attached.

For and on behalf of the Board

For S.P.Marwaha & Co.
Chartered Accountants
(FRN 000229-N)

(A.S.BAJAJ)
Partner
M.No. 086120

(Justice T.R.Handa) (Retd.)
Chairman Cum Wholetime Director

(Rajan Handa)
Managing Director

(Dhir Singh Bhati)
Company Secretary

Place : New Delhi
Date : 30th May, 2014

OK PLAY INDIA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	YEAR ENDED 31ST MARCH, 2014 (Rs.)	YEAR ENDED 31ST MARCH, 2013 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before Tax and extraordinary items	11,504,264.49	(22,999,744.47)
Adjustments for :		
Depreciation	59,148,498.10	54,860,767.07
Loss/(Profit) on sale of Assets	658,154.87	20,249,095.97
Interest Received	(2,791,193.00)	(3,452,005.00)
Interest Payments	78,507,505.68	68,313,053.72
Deferred Revenue Expenditure written off	39,213,964.00	-
Exchange Fluctuation Loss/(Gain)	34,765,649.00	19,585,742.00
Operating Profit before Working Capital changes	221,006,843.14	136,556,909.29
Adjustments for :		
Trade and Other Receivables	24,358,547.82	(156,468,625.02)
Inventories	(59,219,588.16)	(40,702,132.53)
Trade and Other Payables	55,743,348.59	174,229,765.88
Cash generated from operations	241,889,151.39	113,615,917.62
Interest paid	(78,507,505.68)	(68,313,053.72)
Cash flow before extraordinary items	163,381,645.71	45,302,863.90
Direct taxes paid	(1,332,160.00)	-
Net Cash from Operating Activities	162,049,485.71	45,302,863.90
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(42,175,287.33)	(59,560,246.93)
Sale of Fixed Assets	1,365,652.00	31,634,912.53
Interest Received	2,791,193.00	3,452,005.00
Net Cash used in Investing Activities	(38,018,442.33)	(24,473,329.40)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Allotment/Share Warrants money received	-	6,250,000.00
Proceeds from Issue of Equity Share Capital	1,893,750.00	25,000,000.00
Investments made	(1,100,000.00)	(36,300,000.00)
Loans & Advances paid	(140,996,232.59)	134,686,341.71
Deferred Revenue Expenses	-	(5,571,042.87)
Proceeds from Long Term Borrowings	(87,808,343.18)	(98,709,651.06)
Proceeds from Short Term Borrowings	64,093,813.76	(11,088,652.26)
Net Cash used in Financing Activities	(163,917,012.01)	14,266,995.52
Net increase in Cash and Cash Equivalents	(39,885,968.63)	35,096,530.02
Cash and Cash Equivalents as at 1st April,2013	114,490,211.62	79,393,681.60
Cash and Cash Equivalents as at 31st March,2014	74,604,242.99	114,490,211.62

As per our report of even date attached.

For and on behalf of the Board

For S.P.Marwaha & Co.
Chartered Accountants
(FRN 000229-N)

(A.S.BAJAJ)
Partner
M.No. 086120

(Justice T.R.Handa) (Retd.)
Chairman Cum Wholetime Director

(Rajan Handa)
Managing Director

(Dhir Singh Bhati)
Company Secretary

Place : New Delhi
Date : 30th May, 2014

NOTE : 1 SIGNIFICANT ACCOUNTING POLICIES

i. Corporate Information

The company was incorporated on 19th August, 1988 and is a public limited company listed on the Bombay Stock Exchange (BSE). The Company's registered office is at 17, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana-122103. The company manufactures Plastic Moulded Toys, School Furniture, Playground Equipment, Infrastructure & Automotive Products and Point-Of-Purchase Products.

ii. General

These financial statements have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention on accrual basis and comply in all material aspects with the accounting standards notified under the Companies Act, 1956 (the "Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

iii. Fixed Assets including Intangible assets and Depreciation

Fixed Assets are stated on cost basis including the cost of installation where incurred. Depreciation on fixed assets (other than intangible assets) including computer software has been provided according to Straight Line Method on prorata basis at rates specified in schedule XIV of the Companies Act, 1956.

Intangible assets comprising of product designs, technical know-how etc. are amortized over a period of ten years, the estimated minimum useful life of the related products.

iv. Investments

Long Term Investments are stated at cost. Provision for diminution in the value is made only if such a decline is other than temporary.

v. Inventories

The closing stock of Raw Materials, Packing Material & Accessories, Stores & Spares and Work in Process have been valued at cost while the Finished Goods have been taken at lower of cost or net realisable value. These goods have been taken as per inventory taken, valued and certified by the management.

vi. Provision for Current and Deferred Tax.

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in future.

vii. Provisions and Contingent Liabilities/Assets

Provision in respect of present obligations arising out of past events are made in the accounts when reliable estimate can be made of the amount of the obligations. Contingent Liabilities, if material, are disclosed by way of notes to accounts. Contingent assets are not recognised or disclosed in the financial statements.

viii. Employee benefits

Company's contribution to Government Administered Provident Fund and Employees' State Insurance Corporation are charged to Profit & Loss Account.

Defined benefit contributions in respect of gratuity are provided on the basis of actuarial valuation made at the end of the financial year. Actuarial gains or loss arising from such valuation are charged to revenue in the year in which they arise.

ix. Research & Development

Expenditure on research & development which results in creation of capital assets is treated in the same way as expenditure on fixed assets. Other research & development expenditure is treated as deferred revenue expenditure for writing it off over the years when the benefit would be received.

x. Revenue Recognition

Sales (net of returns) are recognised at the point of dispatch of goods to customers and include excise duty but exclude sales taxes.

xi. Foreign Currency transactions

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transactions. Monetary items (assets and liabilities) denominated in foreign currency are translated into rupee at the exchange rates prevailing on the balance sheet date.

OK PLAY INDIA LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	AS AT 31.03.2014 (Rs.)	AS AT 31.03.2013 (Rs.)
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The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

NOTE : 2 SHARE CAPITAL

AUTHORIZED CAPITAL

3,00,00,000 (Previous year 3,00,00,000) Equity Shares of Rs. 10/- each	300,000,000.00	300,000,000.00
	<u>300,000,000.00</u>	<u>300,000,000.00</u>

ISSUED CAPITAL

1,71,39,000 (Previous year 1,70,38,000) Equity Shares of Rs. 10/- each	171,390,000.00	170,380,000.00
	<u>171,390,000.00</u>	<u>170,380,000.00</u>

SUBSCRIBED AND PAID UP CAPITAL

1,70,83,100 (Previous year 1,69,82,100) Equity Shares of Rs. 10/- each	170,831,000.00	169,821,000.00
Less: Allotment Money unpaid 26,000 (Previous year 26,000) Equity Shares	130,000.00	130,000.00
Total	<u>170,701,000.00</u>	<u>169,691,000.00</u>

The reconciliation of the number of shares outstanding is set out below:

	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	16,982,100	15,982,100
Add: Shares issued during the year	101,000	1,000,000
Equity Shares at the end of the year	<u>17,083,100</u>	<u>16,982,100</u>

Details of Shareholders holding more than 5% shares:

Number of Equity Shares held by Mr Rajan Handa	9,017,600	9,017,600
Percentage of Shares held	52.79%	53.10%

NOTE : 3 RESERVES & SURPLUS

	(Rs.)	(Rs.)
Capital Reserve	97,815,165.00	97,815,165.00
Share Premium Account	70,163,014.00	68,648,014.00
General Reserve	1,524,000.00	1,524,000.00
Surplus (Profit & Loss Account)	(10,209,427.18)	31,527,468.33
Balance brought forward from previous year	31,527,468.33	52,813,212.80
Less: Tax on Regular Assessment Paid		
Add/(less): Profit/(Loss) for the year	(41,736,895.51)	(21,285,744.47)
Total	<u>159,292,751.82</u>	<u>199,514,647.33</u>

Share Premium Account as on 31.3.2013	68,648,014.00	59,845,000.00
Add: Share Premium on 1,01,000 Equity Shares issued during the year at Rs 15/- per share	1,515,000.00	15,000,000.00
	<u>70,163,014.00</u>	<u>74,845,000.00</u>
Less: Provision of Premium payable on redemption of Foreign Currency Convertible Bonds	-	6,196,986.00
Share Premium Account as on 31.3.2014	<u>70,163,014.00</u>	<u>68,648,014.00</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	AS AT 31.03.2014 (Rs.)	AS AT 31.03.2013 (Rs.)
NOTE : 4 LONG TERM BORROWINGS		
Term Loans, Secured		
- From Bank	11,453,342.00	18,384,029.00
- Against Vehicles	6,240,472.29	4,663,490.47
- External Commercial Borrowing from Bank	254,260,646.00	302,930,803.00
Term Loans, Unsecured		
- From Other Parties	11,019,128.00	11,909,948.00
Total	<u>282,973,588.29</u>	<u>337,888,270.47</u>

4.1 Secured Term Loans are secured as below:

From Banks : Secured against hypothecation of assets created from Term Loan.

Against Vehicles : Secured against hypothecation of respective vehicles.

4.2 Term Loans from banks are collaterally secured by:

- a) Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- b) Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- c) Hypothecation of all the Current Assets of the company.
- d) First charge on other net block assets of the company.
- e) Personal guarantees of two of the directors of the company.
- f) Pledge of Equity Shares of the company of the value of Rs. 10 crores by one of the directors.
- g) Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.
- h) Equitable Mortgage of third party property.

4.3 Term Loans, Unsecured from other parties have been secured by third party property.

4.4 Term Loans are repayable as follows:

From Bank: Payable in monthly instalments upto year 2016-17

Against Vehicles: Payable in monthly instalments extending to year 2020-21

External Commercial Borrowing: Payable in half-yearly instalments upto year 2018-19

Unsecured From Other Parties: Payable in monthly instalments extending to year 2022-23

NOTE : 5 LONG TERM PROVISIONS

Provision for Gratuity/Leave Encashment	5,697,296.00	5,619,313.00
Total	<u>5,697,296.00</u>	<u>5,619,313.00</u>

NOTE : 6 SHORT TERM BORROWINGS

Loan Repayable on Demand, Secured		
- Working Capital Loan from Bank	272,300,603.61	158,285,090.60
Unsecured Loans From Directors	-	9,921,699.25
Unsecured Loans From Other Parties	-	40,000,000.00
Total	<u>272,300,603.61</u>	<u>208,206,789.85</u>

OK PLAY INDIA LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

6.1 Working Capital Loan from Bank is secured by:

Secured against hypothecation of stocks of Raw Material, Work-in-process, Finished Goods & Other Stocks and book debts.

6.2 Working Capital Loan from bank is collaterally secured by:

- a) Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- b) Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- c) Hypothecation of all the Current Assets of the company.
- d) First charge on other net block assets of the company.
- e) Personal guarantees of two of the directors of the company.
- f) Pledge of Equity Shares of the company of the value of Rs. 10 crores by one of the directors.
- g) Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.
- h) Equitable Mortgage of third party property.

NOTE : 7 OTHER CURRENT LIABILITIES

	AS AT 31.03.2014 (Rs.)	AS AT 31.03.2013 (Rs.)
Current maturities of long term debt		
- Foreign Currency Convertible Bonds	21,055,893.00	19,183,905.00
- Others	128,361,129.87	115,589,938.01
Interest accrued but not due on borrowings	2,035,920.00	2,287,230.00
Sundry Creditors (Others)	46,553,129.11	56,690,582.59
Due to Directors	3,552,915.98	7,034,202.70
Customer Advances & Deposits	69,282,759.72	17,615,060.11
Direct/Indirect Taxes payable	16,070,822.25	16,179,554.27
Other Liabilities	15,529,707.01	8,362,354.20
Total	302,442,276.94	242,942,826.88

7.1 The Board of Directors of the Company at its meeting held on 23rd July, 2007 issued zero coupon unsecured Foreign Currency Convertible Bonds ('FCCB') aggregating to USD 10 million, at par. During the financial year 2010-11, the 'FCCB' of the face value of USD 9,760,000 had been bought back by the company at a discount of 24% to the face value of the 'FCCB' and subsequently a notice was given to the Clearing Houses, through the Trustees, requesting communication with the bondholders of the balance 24 bonds of the face value of USD 240,000. However, no response has been received and no claimant has come forth on the redemption date of 24th July, 2012 and till date. The premium payable on the redemption of the FCCB has been provided for.

NOTE : 8 SHORT TERM PROVISIONS

Provision for Taxation	11,914,036.00	6,514,036.00
Total	11,914,036.00	6,514,036.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE : 9 FIXED ASSETS

Particulars	Gross Block (Rs)				Depreciation (Rs)				Net Block (Rs)	
	As on 01.04.2013	Additions during the year	Deductions during the year	As on 31.03.2014	As on 01.04.2013	Additions during the year	Deductions during the year	As on 31.03.2014	As on 31.03.2014	As on 31.03.2013
Tangible Assets										
Land (Freehold)	12,877,328.60	-	-	12,877,328.60	-	-	-	-	12,877,328.60	12,877,328.60
Buildings	55,111,589.69	-	-	55,111,589.69	16,579,920.84	1,540,633.71	-	18,120,554.55	36,991,035.14	38,531,668.85
Plant and Equipment	588,780,759.79	30,744,649.85	763,976.01	618,761,433.63	372,155,953.64	50,476,773.37	227,542.00	422,405,185.01	196,356,248.62	216,624,806.15
Furnitures & Fixtures	17,798,921.00	424,936.50	-	18,223,857.50	5,692,189.03	996,322.47	-	6,688,511.50	11,535,346.00	12,106,731.97
Vehicles	35,656,461.00	4,691,466.00	2,868,676.00	37,479,251.00	11,453,778.22	3,511,812.88	1,381,303.14	13,584,287.96	23,894,963.04	24,202,682.78
Office Equipment	12,839,376.72	800,744.88	-	13,640,121.60	9,709,576.70	1,013,672.61	-	10,723,249.31	2,916,872.29	3,129,800.02
SUB TOTAL (A)	723,064,436.80	36,661,797.23	3,632,652.01	756,093,582.02	415,591,418.43	57,539,215.04	1,608,845.14	471,521,788.33	284,571,793.69	307,473,018.37
Intangible Assets										
Other Intangible Assets	13,945,814.93	-	-	13,945,814.93	5,718,524.38	1,394,581.49	-	7,113,105.87	6,832,709.06	8,227,290.55
Computer software	5,392,527.64	-	-	5,392,527.64	4,591,611.67	214,701.57	-	4,806,313.24	586,214.40	800,915.97
SUB TOTAL (B)	19,338,342.57	-	-	19,338,342.57	10,310,136.05	1,609,283.06	-	11,919,419.11	7,418,923.46	9,028,206.52
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-
Intangible Assets Under Development	-	33,459,372.12	-	33,459,372.12	-	-	-	-	33,459,372.12	-
SUB TOTAL (D)	-	33,459,372.12	-	33,459,372.12	-	-	-	-	33,459,372.12	-
Total [A + B + C + D] (Current Year)	742,402,779.37	70,121,169.35	3,632,652.01	808,891,296.71	425,901,554.48	59,148,498.10	1,608,845.14	483,441,207.44	325,450,089.27	316,501,224.89
(Previous Year)	809,583,285.69	59,560,246.93	126,740,753.25	742,402,779.37	372,289,898.16	54,860,767.07	1,249,110.75	425,901,554.48	316,501,224.89	-

AS AT	AS AT
31.03.2014	31.03.2013
(Rs.)	(Rs.)

NOTE : 10 NON CURRENT INVESTMENTS

Trade -Unquoted, at cost

Investment in Equity of Subsidiary

80,000,000.00

78,900,000.00

80,00,000 (Previous year 78,90,000) Equity Shares of Rs 10/- each

fully paid of subsidiary company OK Play Auto Private Limited

Total

80,000,000.00

78,900,000.00

NOTE : 11 DEFERRED TAX (ASSETS) / LIABILITY (NET)

Deferred Tax Liabilities

(i) Related to Fixed Assets

32,266,000.00

33,399,000.00

(ii) Deferred Revenue Expenditure allowed under the Income Tax Act, 1961

-

-

32,266,000.00

33,399,000.00

Deferred Tax Assets

(i) Disallowance under the Income Tax Act, 1961

31,556,000.00

23,038,000.00

(ii) Unabsorbed depreciation/carried forward of losses under the Income Tax Act, 1961

-

56,160,000.00

31,556,000.00

79,198,000.00

Deferred Tax (Assets) / Liability

710,000.00

(45,799,000.00)

NOTE : 12 LONG TERM LOANS AND ADVANCES

Unsecured, Considered Good :

Earnest Money Deposit

714,740.00

514,740.00

Other Deposit

1,309,861.00

1,310,629.00

Total

2,024,601.00

1,825,369.00

OK PLAY INDIA LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	AS AT 31.03.2014 (Rs.)	AS AT 31.03.2013 (Rs.)
NOTE : 13 OTHER NON CURRENT ASSETS		
Deferred Revenue Expenditure		
- Advertisement Expenses	-	39,213,964.00
- Research & Development	-	27,945,882.02
Total	-	67,159,846.02
NOTE : 14 INVENTORIES		
At cost		
Raw Materials	20,377,993.64	51,136,993.45
Work-in-Progress	63,149,853.00	43,185,375.00
Finished Goods	18,545,748.00	13,752,948.00
Stock-in-Trade	72,504,284.00	7,692,283.00
Stores & Spares	7,592,235.02	11,243,785.76
Packing Materials & Accessories	37,764,775.76	39,390,039.59
Others With Job Workers	8,458,590.00	10,805,453.00
Goods-in-transit	8,311,482.54	278,496.00
Total	236,704,961.96	177,485,373.80
NOTE : 15 TRADE RECEIVABLES		
Due for more than six months		
Unsecured, Considered Good	112,353,949.97	97,990,891.43
Others		
Unsecured, Considered Good	210,929,135.11	249,650,741.47
Total	323,283,085.08	347,641,632.90
NOTE : 16 CASH & CASH EQUIVALENTS		
Cash-in-Hand including imprest	2,282,736.75	2,294,700.00
Sub Total (A)	2,282,736.75	2,294,700.00
Balances with banks		
- in current accounts	349,847.24	180,462.62
- in Fixed Deposits as margin money (maturity exceeding 12 months)	27,412,159.00	29,874,122.00
Sub Total (B)	27,762,006.24	30,054,584.62
Cheques in Hand (C)	44,559,500.00	82,140,927.00
Total (A + B + C)	74,604,242.99	114,490,211.62
NOTE : 17 SHORT TERMS LOANS AND ADVANCES		
Other Loans & Advances		
Unsecured, Considered good		
Advances to Creditors	261,062,525.14	123,367,181.53
Staff Advances	1,283,393.89	1,071,661.41
Advance Income Tax/TDS/Direct Taxes	2,541,058.00	2,622,196.00
Balance With Revenue Authorities (Indirect Taxes)	5,562,640.17	2,371,212.12
Prepaid Expenses	2,227,806.72	2,448,172.27
Total	272,677,423.92	131,880,423.33

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	FOR THE YEAR ENDED 31.03. 2014 (Rs.)	FOR THE YEAR ENDED 31.03. 2013 (Rs.)
NOTE : 18 REVENUE FROM OPERATIONS		
Sale of products	1,170,580,239.27	661,565,280.58
Less: Excise duty	<u>109,983,270.13</u>	<u>48,834,126.59</u>
Total	<u>1,060,596,969.14</u>	<u>612,731,153.99</u>
NOTE : 19 OTHER INCOME		
Interest income	2,791,193.00	3,452,005.00
Miscellaneous Receipts	<u>8,332.00</u>	<u>560.00</u>
Total	<u>2,799,525.00</u>	<u>3,452,565.00</u>
NOTE : 20 COST OF MATERIALS CONSUMED		
PURCHASES OF RAW MATERIALS		
Purchases of Raw Material	446,505,280.15	265,585,811.93
Add: Opening Stock of Raw Material	51,136,993.45	29,169,774.24
	497,642,273.60	294,755,586.17
Less: Closing Stock of Raw Material	<u>20,377,993.64</u>	<u>51,136,993.45</u>
Sub-Total (A)	<u>477,264,279.96</u>	<u>243,618,592.72</u>
CONSUMPTION OF OTHER CONSUMABLES		
Accessories Consumption	44,185,011.12	31,998,333.15
Packing Material Consumption	11,720,412.86	9,560,123.57
Stores & Spares Consumption	24,657,592.99	5,560,174.33
Sub-Total (B)	<u>80,563,016.97</u>	<u>47,118,631.05</u>
DIRECT/PRODUCTION EXPENSES		
Power & Fuel	43,349,866.33	31,336,792.48
Repair & Maintenance		
- Plant & Machinery	4,011,569.80	1,898,190.66
- Buildings	967,004.72	1,922,748.93
Other Expenses	54,010,717.55	21,415,033.06
Excise Duty Pulverised Material	<u>4,079,706.85</u>	<u>2,094,237.68</u>
Sub-Total (C)	<u>106,418,865.25</u>	<u>58,667,002.81</u>
Total (A + B + C)	<u>664,246,162.18</u>	<u>349,404,226.58</u>
NOTE : 21 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Opening Stock		
- Work-in-Progress	43,185,375.00	36,729,062.29
- Finished Goods	<u>21,445,231.00</u>	<u>23,552,897.74</u>
Sub-Total (A)	<u>64,630,606.00</u>	<u>60,281,960.03</u>

OK PLAY INDIA LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	FOR THE YEAR ENDED 31.03. 2014 (Rs.)	FOR THE YEAR ENDED 31.03. 2013 (Rs.)
Closing Stock		
- Work-in-Progress	63,149,853.00	43,185,375.00
- Finished Goods	91,050,032.00	21,445,231.00
Sub-Total (B)	154,199,885.00	64,630,606.00
Total (A - B)	(89,569,279.00)	(4,348,645.97)
NOTE : 22 EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages & Bonus	73,663,618.45	60,530,931.25
Contribution to Provident & other funds	3,121,622.00	2,888,439.00
Staff welfare expenses	2,035,229.95	1,751,021.70
Total	78,820,470.40	65,170,391.95

22.1 Defined Benefit Plan

Reconciliation of opening and closing balances of Defined Benefit obligation

	GRATUITY (FUNDED) 2013 - 14 (Rs.)	GRATUITY (FUNDED) 2012 - 13 (Rs.)
Present value of obligation at beginning of the year	3,656,077.00	3,312,095.00
Interest Cost	292,486.00	264,968.00
Current Service cost	515,157.00	446,591.00
Benefits paid	(371,495.00)	(345,211.00)
Actuarial (gain) / loss on obligation	(57,291.00)	(22,366.00)
Present value of obligation at year end	4,034,934.00	3,656,077.00

Reconciliation of opening and closing balances of fair value of plan assets

Fair value of plan assets at beginning of year	2,944,445.00	2,552,364.00
Expected return on plan assets	252,092.00	222,135.00
Employer Contributions	528,343.00	515,157.00
Benefits paid	(371,495.00)	(345,211.00)
Actuarial gain / (loss) on plan assets	-	-
Fair value of plan assets at year end	3,353,385.00	2,944,445.00

Reconciliation of fair value of assets and obligations

Present value of obligation at year end	4,034,934.00	3,656,077.00
Fair value of plan assets at year end	(3,353,385.00)	(2,944,445.00)
Net liability recognized in balance sheet	681,549.00	711,632.00

Expense recognized during the year

Current Service cost	515,157.00	446,591.00
Interest Cost	292,486.00	264,968.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

	GRATUITY (FUNDED) 2013 - 14 (Rs.)	GRATUITY (FUNDED) 2012 - 13 (Rs.)
Expected return on plan assets	(252,092.00)	(222,135.00)
Net actuarial (gain)/ loss recognized in the year	(57,291.00)	(22,366.00)
Net cost recognized in the year	498,260.00	467,058.00
Reconciliation showing movements during the year in the Net Liability		
Net liability at beginning of year	711,632.00	759,731.00
Cost recognized in the year	498,260.00	467,058.00
Employer Contributions	(528,343.00)	(515,157.00)
Net liability at year end	681,549.00	711,632.00
Actual return on plan assets		
Expected return on plan assets	252,092.00	222,135.00
Actuarial gain/ (loss) on plan assets	-	-
Actual return on plan assets	252,092.00	222,135.00
Actuarial assumptions		
Mortality Rate (LIC)	1994-96 (Ultimate)	1994-96 (Ultimate)
Withdrawal Rate	1% to 3%	1% to 3%
	Depending on Age	Depending on Age
Discount rate (per annum)	8%	8%
Salary Escalation	6%	6%

NOTE : 23 FINANCIAL COSTS

Particulars	FOR THE YEAR ENDED 31.03. 2014 (Rs.)	FOR THE YEAR ENDED 31.03. 2013 (Rs.)
Bank Interest	58,630,674.00	52,962,380.00
Other Interest	5,111,316.23	8,097,970.61
Discounting Charges	808,369.00	3,036,965.09
Finance Charges	1,229,412.00	1,212,585.00
Bank Charges	2,895,552.56	2,941,015.57
Net loss on Foreign Currency Transactions	9,832,181.89	62,137.45
Total	78,507,505.68	68,313,053.72

NOTE : 24 DEPRECIATION & AMORTIZATION EXPENSE

Depreciation	59,148,498.10	54,860,767.07
Total	59,148,498.10	54,860,767.07

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	FOR THE YEAR ENDED 31.03. 2014 (Rs.)	FOR THE YEAR ENDED 31.03. 2013 (Rs.)
NOTE : 25 OTHER EXPENSES		
Fee & Registration	749,074.00	759,765.40
Balances written off/Bad Debts	10,895,466.29	8,334,008.70
Donation	66,800.00	20,550.00
Rent	1,363,430.00	600,000.00
Insurance	960,196.17	749,010.90
Travelling & Conveyance Expenses	9,735,220.11	10,179,787.46
Postage & Telephones	1,868,415.73	2,215,913.09
Printing & Stationery	889,929.79	770,698.12
Legal & Professional charges	3,450,693.76	2,178,380.60
Electricity & Water Expenses	1,429,628.48	914,960.84
Auditors' remuneration	225,000.00	175,000.00
Wealth Tax	107,465.00	93,840.00
Rates & Taxes	3,443,748.65	1,874,422.82
Inspection Charges	3,432,523.00	1,110,626.00
Miscellaneous expenses	3,030,102.49	1,772,851.70
Repair & Maintenance -Others	2,320,217.11	3,148,951.54
Loss on sale of Fixed Assets	658,154.87	20,249,095.97
Advertisement others	60,520.00	68,600.00
Prior period items	82,822.94	491,547.67
Royalty paid	4,057.00	55,883.34
Advertisement	40,024,680.00	199,263.00
Business Promotion Expenses	973,186.64	456,835.79
Freight & Octroi	13,117,693.93	13,675,021.53
Discounts	29,328,933.90	6,635,981.58
Commission paid	20,465,000.00	-
Damaged Goods	429,858.37	704,140.23
Total	149,112,818.23	77,435,136.28

25.1 Break up of the remuneration paid to the statutory auditors of the Company:

For Audit Fee	170,000.00	120,000.00
For Tax Audit	55,000.00	55,000.00
In Other Capacity	Nil	Nil

NOTE : 26 EARNINGS PER SHARE (EPS)

Net Profit available for equity share holders (Rs.)	(41,736,895.51)	(21,285,744.47)
Weighted average number of Equity Shares of Rs.10/- each outstanding during the year (No. of Shares)	17,083,100	16,982,100
Basic / Diluted Earnings per shares (Rs.)	(2.44)	(1.25)

NOTE : 27 NOTES ON FINANCIAL STATEMENTS

1. Contingent Liabilities and Commitments, not provided for :
 - (I) Contingent Liabilities
 - a) Claims against the company not acknowledged as debt:
 - (i) Demand of penalty of Rs. 29,37,276/- (Previous Year Rs. 29,37,276/-) under the Central Excise Act is in dispute and pending before the Central Excise & Service Tax Appellate Tribunal.
 - b) Guarantees:
 - (i) Guarantees given to banks as counter guarantees for performance of contracts Rs.706,60,000/- (Previous Year Rs. 106,60,000/-).
 - (ii) Letter of credit issued by banks- Nil (Previous year Rs. 272,86,102/-)
 - (iii) Corporate Guarantee, restricted to Rs. 19.48 crores, given as security for the credit limits sanctioned by a bank to the subsidiary company, OK Play Auto Private Limited.
 - c) Other money for which the company is contingently liable:
 - (i) Security, in the form of charge on the properties and Residual value of Block assets, present and future, after netting the prime security for term loans, provided to a bank for the credit limits sanctioned by it to the subsidiary company, OK Play Auto Private Limited.
 - (II) Commitments
 - a) Estimated amount of contracts remaining to be executed on capital account and not provided for amount to Rs. Nil (Previous Year Rs. Nil).
2. In the opinion of the Management, the Current Assets, Loans and Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business atleast equal to the amount stated therein. The provision for all known liabilities have been made and are adequate. However, the balances of parties are subject to confirmation.
3. Advertisement expenses of Rs 392,13,964/- standing as deferred revenue expenditure in the previous year have been written off during the year as the benefit of the same has been received.
4. The Company has not received any intimation from suppliers regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been furnished.
5. All the operations of the company are considered as a single business segment for the purpose of Accounting Standard 17, 'Segment Reporting'(AS17)), issued by the Institute of Chartered Accountants of India.
6. Related Party Disclosures:
 - (I) Relationships
 - (a) Key Management Personnel
 - Justice T.R. Handa (Retd.)
 - Mr. Rajan Handa
 - Mrs. Mamta Handa
 - Dr. Rajan Wadhwa
 - Relatives
 - Mrs. Usha Handa
 - (b) Subsidiary Company
 - OK Play Auto Private Limited
 - (c) Significant influence of key management personnel of the company
 - Sacred Exim Limited

Note: Related party relationship is as identified by the company and relied upon by the Auditors.

(II) (a) Transactions carried out with related parties referred in (I)(a) above, in ordinary course of business:

Nature of Transactions	Related Parties (Referred in (I))
Remuneration Paid	Rs. 132,88,081/-
Sale of Products	Rs. 69/-
Loan from directors	Max. Amount Rs. 99,21,699.25 Bal. on 31.03.2014 – Nil

OK PLAY INDIA LIMITED

(b) Transactions carried out with related parties referred in (l)(b) above, in ordinary course of business:

Sales	: Rs	168,83,674.05
Purchases	: Rs	245,69,550.00
Sale of Fixed Assets	: Rs	6,52,202.00

(c) Transactions carried out with related parties referred in (l)(c) above, in ordinary course of business:

Job work done by Sacred Exim Limited	: Rs	20,99,145.00
--------------------------------------	------	--------------

7. Consumption of imported and indigenous material and percentage thereof.

	31.03.2014		31.03.2013	
	Value (Rs.)	Percentage	Value (Rs.)	Percentage
RAW MATERIAL				
Imported	330,27,594.30	6.92	3,58,52,461.78	14.72
Indigenous	4442,36,685.66	93.08	20,77,66,130.94	85.28
	4772,64,279.96	100.00	24,36,18,592.72	100.00
ACCESSORIES & COMPONENTS				
Imported	11,43,049.84	2.59	15,76,472.62	4.93
Indigenous	430,41,961.28	97.41	3,04,21,860.53	95.07
	441,85,011.12	100.00	3,19,98,333.15	100.00

8. Expenditure incurred in Foreign Currency

	31.03.2014 (Rs.)	31.03.2013 (Rs.)
a) Travelling	9,40,067.06	11,65,998.55
b) Telephone	85,993.41	71,199.89
c) Fees	Nil	7,547.00
d) Interest	199,96,275.00	2,33,61,682.00
e) Royalty	Nil	55,883.34

9. Earning in Foreign Exchange

	31.03.2014 (Rs.)	31.03.2013 (Rs.)
	24,01,012.00	33,47,961.42
FOB Value of Exports (Rs.)		

10. CIF Value of Imports

	31.03.2014 (Rs.)	31.03.2013 (Rs.)
a) Raw Material	194,68,887.18	334,09,312.40
b) Accessories & Consumables	22,45,652.59	26,21,620.77
c) Finished Goods	11,172.60	69,14,023.86

As per our report of even date attached.

For and on behalf of the Board

For S.P.Marwaha & Co.
Chartered Accountants
(FRN 000229-N)

(A.S.BAJAJ)
Partner
M.No. 086120

(Justice T.R.Handa) (Retd.)
Chairman Cum Wholetime Director

(Rajan Handa)
Managing Director

(Dhir Singh Bhati)
Company Secretary

Place : New Delhi
Date : 30th May, 2014

CONSOLIDATED INDEPENDENT AUDITORS' REPORT

To the Board of Directors of OK PLAY INDIA LIMITED

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements (the "Consolidated Financial Statements") of OK PLAY INDIA LIMITED ("the Company") and its subsidiary (the Company and its subsidiary constitute "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2014, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Consolidated Financial Statements

2. The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements notified under Section 211(3C) of the Companies Act, 1956.
7. Based on our audit and to the best of our information and according to the explanations given to us, in our opinion, the accompanying consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
 - (b) in the case of the consolidated Statement of Profit and Loss, of the loss of the Group for the year ended on that date; and
 - (c) in the case of the consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For S.P. MARWAHA & CO.
Chartered Accountants
(FRN 000229-N)

(A.S. BAJAJ)
Partner
M. No. 086120

Place: New Delhi
Date: 30th May, 2014

OK PLAY INDIA LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	AS AT 31.03.2014 (Rs.)	AS AT 31.03.2013 (Rs.)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	170,701,000.00	169,691,000.00
Reserves and Surplus	3	111,349,053.13	198,543,550.92
Money received against share warrants		5,618,750.00	6,250,000.00
Minority Interest		-	1,086,355.00
Non-Current Liabilities			
Long-Term Borrowings	4	392,091,832.29	473,447,307.47
Long Term Provisions	5	5,697,296.00	5,619,313.00
Current Liabilities			
Short-Term Borrowings	6	312,962,423.05	246,568,108.48
Trade Payables		114,506,418.52	115,048,945.63
Other Current Liabilities	7	350,175,461.68	270,653,484.63
Short-Term Provisions	8	11,914,036.00	6,514,036.00
Total		<u>1,475,016,270.67</u>	<u>1,493,422,101.13</u>
ASSETS			
Non-Current Assets			
Fixed Assets	9		
Tangible assets		501,192,258.28	523,313,846.21
Intangible assets		9,515,550.59	11,017,193.13
Intangible assets under development		33,459,372.12	-
Deferred Tax Assets (net)	10	17,811,000.00	46,239,000.00
Long term loans and advances	11	2,362,321.00	2,154,089.00
Other non-current assets	12	-	67,159,846.02
Current Assets			
Inventories	13	247,330,188.84	200,113,055.57
Trade receivables	14	280,005,463.16	347,908,508.90
Cash and cash equivalents	15	77,256,872.55	126,268,595.62
Short-term loans and advances	16	306,083,244.13	169,247,966.68
Total		<u>1,475,016,270.67</u>	<u>1,493,422,101.13</u>
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 26		

As per our report of even date attached.

For and on behalf of the Board

For S.P.Marwaha & Co.

Chartered Accountants
(FRN 000229-N)

(A.S.BAJAJ)

Partner
M.No. 086120

Place : New Delhi

Date : 30th May, 2014

(Justice T.R.Handa) (Retd.)
Chairman Cum Wholetime Director

(Rajan Handa)
Managing Director

(Dhir Singh Bhati)
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	FOR THE YEAR ENDED	FOR THE YEAR ENDED
		31.03.2014 (Rs.)	31.03.2013 (Rs.)
Revenue from operations	17	1,097,153,110.17	612,673,665.53
Other Income	18	2,916,813.20	3,462,759.00
Total Revenue		1,100,069,923.37	616,136,424.53
Expenses:			
Cost of materials consumed	19	712,539,288.48	349,169,998.31
Purchase of Stock-in-Trade		76,860,405.06	8,762,791.83
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(92,874,601.71)	(4,971,165.23)
Employee benefits expense	21	90,902,361.77	65,687,611.95
Financial costs	22	106,169,722.26	69,177,690.92
Depreciation and amortization expense	23	70,088,796.58	55,425,615.73
Other expenses	24	155,579,779.72	77,722,518.90
Total Expenses		1,119,265,752.16	620,975,062.41
Profit/(Loss) before exceptional and extraordinary items and tax		(19,195,828.79)	(4,838,637.88)
Exceptional items (Net (gain)/loss on Exchange Fluctuation on FCCB/ECB)		34,765,649.00	19,585,742.00
Profit/(Loss) before extraordinary items and tax		(53,961,477.79)	(24,424,379.88)
Provision of Tax for earlier years		1,332,160.00	-
Profit/(Loss) before tax		(55,293,637.79)	(24,424,379.88)
Tax expense:			
(1) Current tax		5,400,000.00	-
(2) Deferred tax charge/(credit)		28,428,000.00	(2,154,000.00)
Profit/(Loss) for the year (before adjustment for Minority Interest)		(89,121,637.79)	(22,270,379.88)
Less: Share of Profit/(Loss) transferred to Minority Interest		-	(13,539.00)
Profit/(Loss) for the year (after adjustment for Minority Interest)		(89,121,637.79)	(22,256,840.88)
Earnings per equity share of face value of Rs 10 each:	25		
Basic and Diluted (in Rupees)		(5.22)	(1.31)
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 26		

As per our report of even date attached.

For and on behalf of the Board

For S.P.Marwaha & Co.
Chartered Accountants
(FRN 000229-N)

(A.S.BAJAJ)
Partner
M.No. 086120

(Justice T.R.Handa) (Retd.)
Chairman Cum Wholetime Director

(Rajan Handa)
Managing Director

(Dhir Singh Bhati)
Company Secretary

Place : New Delhi
Date : 30th May, 2014

OK PLAY INDIA LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	YEAR ENDED 31ST MARCH, 2014 (Rs.)	YEAR ENDED 31ST MARCH, 2013 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :			
Net Profit/(Loss) before Tax and extraordinary items		(53,961,477.79)	(24,424,379.88)
Adjustments for :			
Depreciation		70,088,796.58	55,425,615.73
Loss/(Profit) on sale of Assets		658,154.87	20,249,095.97
Interest Received		2,889,436.00	3,462,199.00
Interest Payments		106,169,722.26	69,177,690.92
Deferred Revenue Expenditure written off		39,213,964.00	-
Exchange Fluctuation Loss/(Gain)		34,765,649.00	19,585,742.00
Operating Profit before Working Capital changes		199,824,244.92	143,475,963.74
Adjustments for :			
Trade and Other Receivables		67,903,045.74	(156,735,501.02)
Inventories		(47,217,133.27)	(63,329,814.30)
Trade and Other Payables		77,185,444.94	195,482,526.20
Cash generated from operations		297,695,602.33	118,893,174.62
Interest paid		(106,169,722.26)	(69,177,690.92)
Cash flow before extraordinary items		191,525,880.07	49,715,483.70
Direct taxes paid		(1,332,160.00)	-
Net Cash from Operating Activities		190,193,720.07	49,715,483.70
B. CASH FLOW FROM INVESTING ACTIVITIES :			
Purchase of Fixed Assets		(53,577,078.08)	(237,622,690.88)
Sale of Fixed Assets		1,365,652.00	31,634,912.53
Interest Received		(2,889,436.00)	(3,462,199.00)
Net Cash used in Investing Activities		(55,100,862.08)	(209,449,977.35)
C. CASH FLOW FROM FINANCING ACTIVITIES :			
Proceeds from Issue of Share Capital		1,893,750.00	25,000,000.00
Allotment/Share Warrants money received		-	6,250,000.00
Loans & Advances paid		(137,043,509.45)	208,338,688.61
Deferred Revenue Expenses		-	(4,958,184.87)
Proceeds from Long Term Borrowings		(115,349,136.18)	(56,882,114.06)
Proceeds from Short Term Borrowings		66,394,314.57	27,272,666.37
Net Cash used in Financing Activities		(184,104,581.06)	205,021,056.05
Net increase in Cash and Cash Equivalents		(49,011,723.07)	45,286,562.40
Cash and Cash Equivalents as at 1st April,2013		126,268,595.62	80,982,033.22
Cash and Cash Equivalents as at 31st March,2014		77,256,872.55	126,268,595.62

As per our report of even date attached.

For and on behalf of the Board

For S.P.Marwaha & Co.
Chartered Accountants
(FRN 000229-N)

(A.S.BAJAJ)
Partner
M.No. 086120

(Justice T.R.Handa) (Retd.)
Chairman Cum Wholetime Director

(Rajan Handa)
Managing Director

(Dhir Singh Bhati)
Company Secretary

Place : New Delhi
Date : 30th May, 2014

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	AS AT	AS AT
	31.03. 2014 (Rs.)	31.03. 2013 (Rs.)

NOTE : 1 SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

(1) Principles of consolidation

The consolidated financial statements relate to OK Play India Limited ('the Company') and its subsidiary company. The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 – "Consolidated Financial Statements".
- The difference between the cost of investment in the subsidiary, over the net assets at the time of acquisition of shares in the subsidiary is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- Minority Interest's share of net profit of consolidated subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- Minority Interest's share of net assets of consolidated subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

(2) Other significant accounting policies

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

NOTE : 2 SHARE CAPITAL

AUTHORIZED CAPITAL

3,00,00,000 (Previous year 3,00,00,000) Equity Shares of Rs. 10/- each	300,000,000.00	300,000,000.00
	<u>300,000,000.00</u>	<u>300,000,000.00</u>

ISSUED CAPITAL

1,71,39,000 (Previous year 1,70,38,000) Equity Shares of Rs. 10/- each	171,390,000.00	170,380,000.00
	<u>171,390,000.00</u>	<u>170,380,000.00</u>

SUBSCRIBED AND PAID UP CAPITAL

1,70,83,100 (Previous year 1,69,82,100) Equity Shares of Rs. 10/- each	170,831,000.00	169,821,000.00
Less: Allotment Money unpaid	130,000.00	130,000.00
26,000 (Previous year 26,000) Equity Shares		
Total	<u>170,701,000.00</u>	<u>169,691,000.00</u>

The reconciliation of the number of shares outstanding is set out below:

Equity Shares at the beginning of the year	16,982,100	15,982,100
Add: Shares issued during the year	101,000	1,000,000
Equity Shares at the end of the year	<u>17,083,100</u>	<u>16,982,100</u>

OK PLAY INDIA LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	AS AT 31.03. 2014 (Rs.)	AS AT 31.03. 2013 (Rs.)
NOTE : 3 RESERVES & SURPLUS		
Capital Reserve	97,815,165.00	97,815,165.00
Share Premium Account	70,163,014.00	68,648,014.00
General Reserve	1,524,000.00	1,524,000.00
Surplus (Profit & Loss Account)	(58,153,125.87)	30,556,371.92
Balance brought forward from previous year	30,556,371.92	52,813,212.80
Add: Adjustment arising out of purchase of shares of subsidiary co.	412,140.00	-
Add/(less): Profit/(Loss) for the year	(89,121,637.79)	(22,256,840.88)
Total	111,349,053.13	198,543,550.92
Share Premium Account at the beginning of the year	68,648,014.00	59,845,000.00
Add: Share Premium on 1,01,000 (Previous year 10,00,000) Equity Shares issued during the year at Rs 15/- per share	1,515,000.00	15,000,000.00
	70,163,014.00	74,845,000.00
Less: Provision of Premium payable on redemption of Foreign Currency Convertible Bonds	-	6,196,986.00
Share Premium Account at the end of the year	70,163,014.00	68,648,014.00
NOTE : 4 LONG TERM BORROWINGS		
Term Loans, Secured		
- From Bank	115,465,586.00	148,837,066.00
- Against Vehicles	6,240,472.29	4,663,490.47
- External Commercial Borrowing from Bank	254,260,646.00	302,930,803.00
Term Loans, Unsecured		
- From Other Parties	11,019,128.00	11,909,948.00
Loans From Directors	5,106,000.00	5,106,000.00
Total	392,091,832.29	473,447,307.47

4.1 Secured Term Loans are secured as below:

From Banks : Secured against hypothecation of assets created from Term Loan.

Against Vehicles : Secured against hypothecation of respective vehicles.

4.2 Term Loans from banks are collaterally secured by:

- a) Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- b) Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- c) Hypothecation of all the Current Assets of the company.
- d) First charge on other net block assets of the company.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

- e) Personal guarantees of two of the directors of the company.
- f) Pledge of Equity Shares of the company of the value of Rs. 10 crores by one of the directors.
- g) Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.
- h) Equitable Mortgage of third party property.

4.3 Term Loans, Unsecured from other parties have been secured by third party property.

4.4 Term Loans are repayable as follows:

From Bank: Payable in monthly instalments upto year 2016-17

Against Vehicles: Payable in monthly instalments extending to year 2020-21

External Commercial Borrowing: Payable in half-yearly instalments upto year 2018-19

Unsecured From Other Parties: Payable in monthly instalments extending to year 2022-23

Particulars	AS AT 31.03. 2014 (Rs.)	AS AT 31.03. 2013 (Rs.)
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NOTE : 5 LONG TERM PROVISIONS

Provision for Gratuity/Leave Encashment	5,697,296.00	5,619,313.00
Total	5,697,296.00	5,619,313.00

NOTE : 6 SHORT TERM BORROWINGS

Loan Repayable on Demand, Secured		
- Working Capital Loan from Bank	312,962,423.05	196,646,409.23
Unsecured Loans From Directors	-	9,921,699.25
Unsecured Loans From Other Parties	-	40,000,000.00
Total	312,962,423.05	246,568,108.48

6.1 Working Capital Loan from Bank is secured by:

Secured against hypothecation of stocks of Raw Material, Work-in-process, Finished Goods & Other Stocks and book debts.

6.2 Working Capital Loan from bank is collaterally secured by:

- a) Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- b) Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- c) Hypothecation of all the Current Assets of the company.
- d) First charge on other net block assets of the company.
- e) Personal guarantees of two of the directors of the company.
- f) Pledge of Equity Shares of the company of the value of Rs. 10 crores by one of the directors.
- g) Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.
- h) Equitable Mortgage of third party property.

OK PLAY INDIA LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	AS AT	AS AT
	31.03. 2014 (Rs.)	31.03. 2013 (Rs.)
NOTE : 7 OTHER CURRENT LIABILITIES		
Current maturities of long term debt		
- Foreign Currency Convertible Bonds	21,055,893.00	19,183,905.00
- Others	164,914,576.87	136,589,938.01
Interest accrued but not due on borrowings	3,841,226.00	3,927,027.00
Sundry Creditors (Others)	54,240,105.56	61,129,903.06
Due to Directors	3,552,915.98	7,034,202.70
Customer Advances & Deposits	69,282,759.72	17,615,060.11
Direct/Indirect Taxes payable	17,067,799.83	16,283,612.55
Other Liabilities	16,220,184.72	8,889,836.20
Total	350,175,461.68	270,653,484.63

7.1 The Board of Directors of the Company at its meeting held on 23rd July, 2007 issued zero coupon unsecured Foreign Currency Convertible Bonds ('FCCB') aggregating to USD 10 million, at par. During the financial year 2010-11, the 'FCCB' of the face value of USD 9,760,000 had been bought back by the company at a discount of 24% to the face value of the 'FCCB' and subsequently a notice was given to the Clearing Houses, through the Trustees, requesting communication with the bondholders of the balance 24 bonds of the face value of USD 240,000. However, no response has been received and no claimant has come forth on the redemption date of 24th July, 2012 and till date. The premium payable on the redemption of the FCCB has been provided for.

NOTE : 8 SHORT TERM PROVISIONS

Provision for Taxation	11,914,036.00	6,514,036.00
Total	11,914,036.00	6,514,036.00

NOTE : 9 FIXED ASSETS

Particulars	Gross Block (Rs)				Depreciation (Rs)				Net Block (Rs)	
	As on 01.04.2013	Additions during the year	Deductions during the year	As on 31.03.2014	As on 01.04.2013	Additions during the year	Deductions during the year	As on 31.03.2014	As on 31.03.2014	As on 31.03.2013
Tangible Assets										
Land (Freehold)	12,877,328.60	-	-	12,877,328.60	-	-	-	-	12,877,328.60	12,877,328.60
Land (Leasehold)	24,382,724.00	-	-	24,382,724.00	-	-	-	-	24,382,724.00	24,382,724.00
Buildings	146,591,513.71	1,427,908.45	-	148,019,422.16	16,722,228.51	4,639,835.41	-	21,362,063.92	126,657,358.24	129,869,285.20
Plant and Equipment	683,370,393.37	40,311,201.30	763,976.01	722,917,618.66	372,471,652.19	57,549,606.38	227,542.00	429,793,716.57	293,123,902.09	310,898,741.18
Furnitures & Fixtures	22,777,657.71	693,394.35	-	23,471,052.06	5,706,867.43	1,322,509.05	-	7,029,376.48	16,441,675.58	17,070,790.28
Vehicles	36,400,423.00	4,743,336.00	2,868,676.00	38,275,083.00	11,593,779.27	3,579,726.72	1,381,303.14	13,792,202.85	24,482,880.15	24,806,643.73
Office Equipment	13,130,668.62	887,747.88	-	14,018,416.50	9,722,335.40	1,069,691.48	-	10,792,026.88	3,226,389.62	3,408,333.22
SUB TOTAL (A)	939,530,709.01	48,063,587.98	3,632,652.01	983,961,644.98	416,216,862.80	68,161,369.04	1,608,845.14	482,769,386.70	501,192,258.28	523,313,846.21
Intangible Assets										
Other Intangible Assets	13,945,814.93	-	-	13,945,814.93	5,718,524.38	1,394,581.49	-	7,113,105.87	6,832,709.06	8,227,290.55
Goodwill	41,161.00	425,785.00	-	466,946.00	-	-	-	-	466,946.00	41,161.00
Computer software	7,355,170.94	-	-	7,355,170.94	4,606,429.36	532,846.05	-	5,139,275.41	2,215,895.53	2,748,741.58
SUB TOTAL (B)	21,342,146.87	425,785.00	-	21,767,931.87	10,324,953.74	1,927,427.54	-	12,252,381.28	9,515,550.59	11,017,193.13
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-
Intangible Assets Under Development	-	33,459,372.12	-	33,459,372.12	-	-	-	-	33,459,372.12	-
SUB TOTAL (D)	-	33,459,372.12	-	33,459,372.12	-	-	-	-	33,459,372.12	-
Total [A + B + C + D] (Current Year)	960,872,855.88	81,948,745.10	3,632,652.01	1,039,188,948.97	426,541,816.54	70,088,796.58	1,608,845.14	495,021,767.98	544,167,180.99	534,331,039.34
(Previous Year)	849,990,918.25	252,832,476.44	141,950,538.81	960,872,855.88	372,365,311.56	55,425,615.73	1,249,110.75	426,541,816.54	534,331,039.34	-

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	AS AT 31.03. 2014 (Rs.)	AS AT 31.03. 2013 (Rs.)
NOTE : 10 DEFERRED TAX (ASSETS) / LIABILITY (NET)		
Deferred Tax Liabilities		
(i) Related to Fixed Assets	42,688,000.00	40,393,000.00
(ii) Deferred Revenue Expenditure allowed under the Income Tax Act, 1961	-	-
	<u>42,688,000.00</u>	<u>40,393,000.00</u>
Deferred Tax Assets		
(i) Disallowance under the Income Tax Act, 1961	31,556,000.00	23,038,000.00
(ii) Unabsorbed depreciation/carried forward of losses under the Income Tax Act, 1961	28,943,000.00	63,594,000.00
	<u>60,499,000.00</u>	<u>86,632,000.00</u>
Deferred Tax (Assets) / Liability	<u>(17,811,000.00)</u>	<u>(46,239,000.00)</u>
NOTE : 11 LONG TERM LOANS AND ADVANCES		
Unsecured, Considered Good :		
Earnest Money Deposit	714,740.00	514,740.00
Other Deposit	1,647,581.00	1,639,349.00
Total	<u>2,362,321.00</u>	<u>2,154,089.00</u>
NOTE : 12 OTHER NON CURRENT ASSETS		
Deferred Revenue Expenditure		
- Advertisement Expenses	-	39,213,964.00
- Research & Development	-	27,945,882.02
Total	<u>-</u>	<u>67,159,846.02</u>
NOTE : 13 INVENTORIES		
At cost		
Raw Materials	30,226,107.85	72,221,813.70
Work-in-Progress	65,138,290.81	43,594,586.26
Finished Goods	20,485,152.16	13,966,256.00
Stock-in-Trade	72,504,284.00	7,692,283.00
Stores & Spares	8,563,891.80	11,513,114.02
Packing Materials & Accessories	39,716,832.68	39,390,039.59
Others With Job Workers	8,458,590.00	10,805,453.00
Goods-in-transit	2,237,039.54	929,510.00
Total	<u>247,330,188.84</u>	<u>200,113,055.57</u>

OK PLAY INDIA LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	AS AT 31.03. 2014 (Rs.)	AS AT 31.03. 2013 (Rs.)
NOTE : 14 TRADE RECEIVABLES		
Due for more than six months		
Unsecured, Considered Good	96,825,564.61	98,091,891.43
Others		
Unsecured, Considered Good	183,179,898.55	249,816,617.47
Total	280,005,463.16	347,908,508.90
NOTE : 15 CASH & CASH EQUIVALENTS		
Cash-in-Hand including imprest	3,870,866.75	3,854,716.00
Sub Total (A)	3,870,866.75	3,854,716.00
Balances with banks		
- in current accounts	617,476.80	282,642.62
- in Fixed Deposits as margin money (maturity exceeding 12 months)	28,209,029.00	29,990,310.00
Sub Total (B)	28,826,505.80	30,272,952.62
Cheques in Hand (C)	44,559,500.00	92,140,927.00
Total [A + B + C]	77,256,872.55	126,268,595.62
NOTE : 16 SHORT TERMS LOANS AND ADVANCES		
Other Loans & Advances		
Unsecured, Considered good		
Advances to Creditors	284,858,131.01	151,509,704.57
Staff Advances	1,455,615.92	1,412,370.77
Other Advances	-	5,000.00
Advance Income Tax/TDS/Direct Taxes	2,551,838.00	2,623,215.00
Balance With Revenue Authorities (Indirect Taxes)	14,712,272.48	11,116,972.07
Prepaid Expenses	2,505,386.72	2,580,704.27
Total	306,083,244.13	169,247,966.68
	FOR THE YEAR ENDED 31.03. 2014 (Rs.)	FOR THE YEAR ENDED 31.03. 2013 (Rs.)
NOTE : 17 REVENUE FROM OPERATIONS		
Sale of products	1,216,274,017.14	661,786,529.90
Less: Excise duty	119,120,906.97	49,112,864.37
Total	1,097,153,110.17	612,673,665.53
NOTE : 18 OTHER INCOME		
Interest income	2,889,436.00	3,462,199.00
Miscellaneous Receipts	8,332.00	560.00
Net gain on Foreign Currency Transactions	19,045.20	-
Total	2,916,813.20	3,462,759.00

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	FOR THE YEAR ENDED 31.03. 2014 (Rs.)	FOR THE YEAR ENDED 31.03. 2013 (Rs.)
NOTE : 19 COST OF MATERIALS CONSUMED		
PURCHASES OF RAW MATERIALS		
Purchases of Raw Material	464,192,561.40	286,119,008.17
Add: Opening Stock of Raw Material	<u>72,221,813.70</u>	<u>29,169,774.24</u>
	536,414,375.10	315,288,782.41
Less: Closing Stock of Raw Material	<u>30,226,107.85</u>	<u>72,221,813.70</u>
Sub-Total (A)	<u>506,188,267.25</u>	<u>243,066,968.71</u>
CONSUMPTION OF OTHER CONSUMABLES		
Accessories Consumption	44,598,240.77	31,998,333.15
Packing Material Consumption	12,997,186.20	9,560,123.57
Stores & Spares Consumption	<u>26,567,132.20</u>	<u>5,725,282.73</u>
Sub-Total (B)	<u>84,162,559.17</u>	<u>47,283,739.45</u>
DIRECT/PRODUCTION EXPENSES		
Power & Fuel	58,287,078.67	31,443,705.82
Repair & Maintenance		
- Plant & Machinery	4,770,684.27	1,939,564.66
- Buildings	1,012,344.72	1,922,748.93
Other Expenses	54,038,647.55	21,419,033.06
Excise Duty Pulverised Material	<u>4,079,706.85</u>	<u>2,094,237.68</u>
Sub-Total (C)	<u>122,188,462.06</u>	<u>58,819,290.15</u>
Total (A + B + C)	<u>712,539,288.48</u>	<u>349,169,998.31</u>
NOTE : 20 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Opening Stock		
- Work-in-Progress	43,594,586.26	36,729,062.29
- Finished Goods	<u>21,658,539.00</u>	<u>23,552,897.74</u>
Sub-Total (A)	<u>65,253,125.26</u>	<u>60,281,960.03</u>
Closing Stock		
- Work-in-Progress	65,138,290.81	43,594,586.26
- Finished Goods	<u>92,989,436.16</u>	<u>21,658,539.00</u>
Sub-Total (B)	<u>158,127,726.97</u>	<u>65,253,125.26</u>
Total (A - B)	<u>(92,874,601.71)</u>	<u>(4,971,165.23)</u>
NOTE : 21 EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages & Bonus	85,158,112.32	61,015,927.25
Contribution to Provident & other funds	3,121,622.00	2,888,439.00
Staff welfare expenses	<u>2,622,627.45</u>	<u>1,783,245.70</u>
Total	<u>90,902,361.77</u>	<u>65,687,611.95</u>

OK PLAY INDIA LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	FOR THE YEAR ENDED 31.03. 2014 (Rs.)	FOR THE YEAR ENDED 31.03. 2013 (Rs.)
NOTE : 22 FINANCIAL COSTS		
Bank Interest	85,292,563.00	53,826,717.00
Other Interest	5,155,685.23	8,097,970.61
Discounting Charges	808,369.00	3,036,965.09
Finance Charges	1,259,648.00	1,212,585.00
Bank Charges	3,821,275.14	2,941,315.77
Net loss on Foreign Currency Transactions	9,832,181.89	62,137.45
Total	106,169,722.26	69,177,690.92
NOTE : 23 DEPRECIATION & AMORTIZATION EXPENSE		
Depreciation	70,088,796.58	55,425,615.73
Total	70,088,796.58	55,425,615.73
NOTE : 24 OTHER EXPENSES		
Fee & Registration	918,694.00	759,765.40
Balances written off/Bad Debts	10,898,086.54	8,337,809.89
Donation	66,800.00	20,550.00
Rent	1,510,930.00	600,000.00
Insurance	1,206,280.17	814,289.90
Travelling & Conveyance Expenses	10,613,947.55	10,195,082.46
Postage & Telephones	1,990,240.73	2,216,113.09
Printing & Stationery	1,062,506.54	781,739.12
Legal & Professional charges	3,850,853.76	2,184,880.60
Electricity & Water Expenses	1,711,940.48	940,571.84
Auditors' remuneration	260,000.00	185,000.00
Wealth Tax	107,465.00	93,840.00
Rates & Taxes	3,516,051.98	1,902,335.25
Inspection Charges	3,432,523.00	1,110,626.00
Miscellaneous expenses	3,622,742.30	1,805,408.70
Repair & Maintenance -Others	3,545,535.21	3,201,062.54
Loss on sale of Fixed Assets	658,154.87	20,249,095.97
Advertisement others	60,520.00	68,600.00
Prior period items	109,453.94	491,547.67
Royalty paid	4,057.00	55,883.34
Advertisement	40,024,680.00	199,263.00
Business Promotion Expenses	973,186.64	456,835.79
Freight & Octroi	15,211,337.74	13,712,096.53
Discounts	29,328,933.90	6,635,981.58
Commission paid	20,465,000.00	-
Damaged Goods	429,858.37	704,140.23
Total	155,579,779.72	77,722,518.90

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31.03. 2014	31.03. 2013
	(Rs.)	(Rs.)

NOTE : 25 EARNINGS PER SHARE (EPS)

Net Profit available for equity share holders (Rs.)	(89,121,637.79)	(22,256,840.88)
Weighted average number of Equity Shares of Rs.10/- each outstanding during the year (No. of Shares)	17,083,100	16,982,100
Basic / Diluted Earnings per shares (Rs.)	(5.22)	(1.31)

NOTE : 26 NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

1. The subsidiary company considered in the consolidated financial statements is:

Name of the subsidiary	Country of Incorporation	Proportion of ownership interest
OK Play Auto Private Limited	India	100%

2. Financial Information of Subsidiary Company

(Rs. in Lacs)

Name of Subsidiary Company	Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover/ Total	Profit Before Income	Provision for Taxation	Profit After Taxation	Proposed Dividend Taxation
OK Play Auto Private Limited	800.00	(411.11)	2998.99	2998.99	Nil	705.99	(581.66)	(180.81)	(400.85)	Nil

3. Contingent Liabilities and Commitments, not provided for :

(I) Contingent Liabilities

a) Claims against the company not acknowledged as debt:

(i) Demand of penalty of Rs. 29,37,276/- (Previous Year Rs. 29,37,276/-) under the Central Excise Act is in dispute and pending before the Central Excise & Service Tax Appellate Tribunal.

b) Guarantees:

(i) Guarantees given to banks as counter guarantees for performance of contracts Rs. 706,60,000/- (Previous Year Rs. 106,60,000/-).

(ii) Letter of credit issued by banks Rs. 22,61,929/- (Previous year Rs. 272,86,102/-)

(iii) Corporate Guarantee, restricted to Rs. 19.48 crores, given as security for the credit limits sanctioned by a bank to the subsidiary company, OK Play Auto Private Limited.

c) Other money for which the company is contingently liable:

(i) Security, in the form of charge on the properties and Residual value of Block assets, present and future, after netting the prime security for term loans, provided to a bank for the credit limits sanctioned by it to the subsidiary company, OK Play Auto Private Limited.

(II) Commitments

a) Estimated amount of contracts remaining to be executed on capital account and not provided for amount to Rs. Nil (Previous Year Rs. Nil).

OK PLAY INDIA LIMITED

4. In the opinion of the Management, the Current Assets, Loans and Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business atleast equal to the amount stated therein. The provision for all known liabilities have been made and are adequate. However, the balances of parties are subject to confirmation.
5. Advertisement expenses of Rs 392,13,964/- standing as deferred revenue expenditure in the previous year have been written off during the year as the benefit of the same has been received.

6. Related Party Disclosures:

(I) Relationships

(a) Key Management Personnel

Justice T.R. Handa (Retd.)

Mr. Rajan Handa

Mrs. Mamta Handa

Dr. Rajan Wadhwa

Relatives

Mrs. Usha Handa

(b) Significant influence of key management personnel of the company

Sacred Exim Limited

Note: Related party relationship is as identified by the company and relied upon by the Auditors.

(II) (a) Transactions carried out with related parties referred in (I)(a) above, in ordinary course of business:

Nature of Transactions	Related Parties (Referred in (I))
Remuneration Paid	Rs. 132,88,081/-
Sale of Products	Rs. 69/-
Loan from directors	Max. Amount Rs. 150,27,699.25 Bal. on 31.03.2014 - Rs. 51,06,000/-

(b) Transactions carried out with related parties referred in (I)(b) above, in ordinary course of business:

Job work done by Sacred Exim Limited : Rs 20,99,145/-

7. All the operations of the company are considered as a single business segment for the purpose of Accounting Standard 17, 'Segment Reporting'(AS17)), issued by the Institute of Chartered Accountants of India.

As per our report of even date attached.

For and on behalf of the Board

For S.P.Marwaha & Co.

Chartered Accountants
(FRN 000229-N)

(A.S.BAJAJ)

Partner
M.No. 086120

Place : New Delhi

Date : 30th May, 2014

(Justice T.R.Handa) (Retd.)
Chairman Cum Wholetime Director

(Rajan Handa)
Managing Director

(Dhir Singh Bhati)
Company Secretary

OK PLAY INDIA LTD.

(CIN L28219HR1988PLC030347)

Registered Office: 17, Roz-Ka-Meo, Indl. Estate, Tehsil Nuh, District Mewat, (Haryana)

Email: investor.relations@okplay.in website: www.okplay.in

Phone: 0124 2362335 Fax: 0124 2362326

(Please complete this Attendance Slip and hand it over at the registration counter)

DP ID *	
CLIENT ID	
FOLIO NO. *	

I hereby record my presence at the 25th ANNUAL GENERAL MEETING of the Company being held on Tuesday, September 30, 2014 at 10.00 A.M. at Hakim Ji ki Choupal, opposite Batra Hospital, VIII-Ujina, P.S. - Nuh, Dist. Mewat (Haryana).

NAME OF THE SHAREHOLDER

NAME OF PROXY #

#To be filled in case proxy attends instead of Shareholder

SIGNATURE OF THE SHAREHOLDER/PROXY*

*Strike out whichever is not applicable

NOTE: NO GIFTS OR COUPONS WOULD BE GIVEN TO THE SHAREHOLDERS FOR ATTENDING THE ANNUAL GENERAL MEETING

OK PLAY INDIA LTD.

(CIN L28219HR1988PLC030347)

Registered Office: 17, Roz-Ka-Meo, Indl. Estate, Tehsil Nuh, District Mewat, (Haryana)

Email: investor.relations@okplay.in website: www.okplay.in

Phone: 0124 2362335 Fax: 0124 2362326

NAME OF THE MEMBER(S):
REGISTERED ADDRESS:
E-MAIL ID:
FOLIO NO./CLIENT ID:
DP ID:

I/We, being the member(s) holding shares of the above named company, hereby appoint:

(1) Name: Address:

E-mail Id: Signature:, or falling him/her

(2) Name: Address:

E-mail Id: Signature:, or falling him/her

(3) Name: Address:

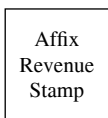
E-mail Id: Signature:, or falling him/her

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the Twenty Fifth Annual General Meeting of the Company, to be held on Tuesday, September 30, 2014 at 10.00 A.M. at Hakim Ji ki Choupal, opposite Batra Hospital, VIII-Ujina, P.S. - Nuh, Dist. Mewat (Haryana). and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions Matter	For	Against
1	To consider and adopt the audited financial statements of the Company including the Balance Sheet as at March 31, 2014 and the statement of Profit and Loss Account for the year ended March 31, 2014 and the report of the Board of Directors' and Auditors' thereon.		
2	To appoint a Director in place of Shri Rajan Handa (DIN: 00194590), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment		
3	To appoint and authorize to fix remuneration of the Statutory Auditors of the Company.		
4	To approve Borrowing Limits for the Company		
5	To approve payment of remuneration to Mr. Rajan Handa as Managing Director of the Company		
6	To approve payment of remuneration to Justice T. R. Handa(retd.) as Whole Time Director of the Company		
7	To Appoint Shri Rajan Wadhwa (DIN: 01412577), as a Whole Time Director of the Company hold office for a term upto 3 (Three) consecutive years commencing from October 1, 2014.		
8	To Appoint Shri Shalabh Jasoria (DIN: 00194871), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (five) consecutive years commencing from October 1, 2014.		
9	To Appoint Shri Rakesh Kumar Bhatnagar (DIN: 01303863), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (five) consecutive years commencing from October 1, 2014.		
10	To Appoint Shri Vijayendra Kumar Jain (DIN: 00689457), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (Five) consecutive years commencing from October 1, 2014.		
11	To amend Article of Association of the Company.		
12	To approve related party transaction with wholly owned subsidiary OK Play Auto Private Limited on cost to cost basis.		

Signed thisday of 2014

Signature of Shareholder(s)



Signature of proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.**
- For the resolutions, Explanatory Statements and Notes, please refer to the notice of the 25th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in the box before submission.

