



DREAM • THINK • CREATE

OKPLAY INDIA LTD.



2017

ANNUAL

REPORT

A  
WHOLE NEW  
APPROACH TOWARDS  
CHILDREN & ENVIRONMENT.



# Letter by Chairman



Dear Shareholders,

It gives me immense pleasure in sharing the Annual Report of your company for the financial year ended 31<sup>st</sup> March 2017. I would like to take this opportunity to express my deepest appreciation to all our customers, employees, investors and partners who have believed in us and extended their support at all times.

As communicated in the last AGM, your company had launched its Electric E Rickshaw- the "E Raaja". This vehicle met with huge success and, I am pleased to announce that, your company has progressed in the field of Electric vehicles on the three wheeled platform and has in the year under consideration, designed, developed and launched a range of vehicles to address the needs of various sectors. All statutory and mandatory approvals have been obtained from the relevant Central and State authorities and necessary infrastructure has been created to manufacture these vehicles in several locations across India with the help of dedicated manufacturing partners. An extensive distribution and retail network, supported by a service network, is also being built to ensure availability of the vehicles across the country. Your company has also tied up with Capital First Limited, one of the largest NBFC's in the country, who would extend finance to our prospective customers. With the International and National focus on E mobility, I am sure that this diversification would result in quantum increase in the business of your company.

With the implementation of BS IV emission norms from April 2017, and the announcement of implementation of BS VI norms from April 2020, the demand for the automotive components manufactured by your company, especially plastic fuel tanks, has gone up considerably. I expect that this trend will continue and the years of research and development spent in this sector would now give value and result in higher sales.

In the toys sector, your company exported products to Vietnam, to cater to a Government sponsored project, on a trial basis. I am told that the products have been well appreciated and your company expects large orders from Vietnam in the current and subsequent years. Such opportunities are being explored in other countries also which may result in further growth in this sector.

I am pleased to inform you that the rebuilding of your companies factory which was destroyed In the huge fire is now almost complete. Along with this, the production capacities have also been enhanced, by adding on further machineries.

I would like to place on record my compliments for the grit and determination shown by all the stakeholders and the manner in which each one of them rose to meet the challenges of the huge accident and bring the plant back to normal working, thus ensuring that our customers were not put to any loss or hardship due to non supply of products.

I would also like to place on record my deep appreciation for the support and loyalty of your company's extended family of customers, dealers and supplier partners and look forward to their continued support for mutual benefits in the years ahead.

**With best wishes**

**Sincerely**

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

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

|                           |                                 |
|---------------------------|---------------------------------|
| JUSTICE (RETD.) T.R.HANDA | Chairman & Whole -Time Director |
| SH. RAJAN HANDA           | Managing Director               |
| SMT. MAMTA HANDA          | Whole -Time Director            |
| DR. RAJAN WADHERA         | Whole -Time Director            |
| SH. SHALABH JASORIA       | Independent Director            |
| SH. VIJAYENDRA KUMAR JAIN | Independent Director            |
| SH. AJAY VOHRA            | Independent Director            |

### CHIEF FINANCIAL OFFICER

SH. NARAYAN CHANDRA ROUT

### COMPANY SECRETARY

SH. TRILOKI NATH VERMA

### AUDITORS

M/S D. S. CHADHA & ASSOCIATES,  
22/44, WEST PATEL NAGAR, NEW DELHI-110008

### SECRETARIAL AUDITOR

MR. PUNEET PANDEY  
3029, SANT NAGAR, RANI BAGH  
OPP. M2K PITAM PURA,  
DELHI-110034.  
PH: 011-42458279/47060535

### BANKERS

INDIAN OVERSEAS BANK, VASANT VIHAR  
CITI BANK N.A., GURGAON  
CANARA BANK, S.D. AREA, NEW DELHI  
STATE BANK OF INDIA, SOHNA

### REGISTERED AND SHARE TRANSFER AGENT

MAS SERVICES LIMITED, T-34, IIIND FLOOR,  
OKHLA INDUSTRIAL AREA, PHASE-II,  
NEW DELHI - 110020  
TEL: 011 – 26387281  
Email: info@masserv.com

### REGISTERED OFFICE & WORKS

PLOT NO. 17-18, ROZ-KA-MEO  
INDUSTRIAL ESTATE, THESIL NUH, DIST.  
MEWAT HARYANA - 122103, INDIA  
PH: +91 124 2362335  
FAX: +91 124 2362326

### CORPORATE OFFICE

124, NEW MANGLAPURI, MEHRAULI,  
NEW DELHI – 110030, INDIA  
PH. : +91 11 46190000  
FAX: +91 11 46190090  
Investor.relations@okplay.in

### VISIT US

investor.relations@okplay.in  
info@okplay.in  
www.okplay.in  
www.okplay.co.in

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of OK PLAY INDIA LIMITED will be held on Friday, the 29<sup>th</sup> day of September, 2017 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 standalone financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors' Report and Auditors' report thereon.
  - (b) the consolidated financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors' Report and Auditors' report thereon.
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 herself for re-appointment.
3. To rectify appointment of Auditors and fix their remuneration

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), appointment of M/s D. S. Chadha & Associates, Chartered Accountants (FRN-026723-N) as Statutory Auditors, be and is hereby ratified and approved for continuation in the office of Auditors up to the conclusion of 31<sup>st</sup> (Thirty First) Annual General Meeting and that the Board of Directors be and is hereby authorized to fix remuneration, as may be determined by the Audit Committee in consultation with the Statutory Auditors."

### SPECIAL BUSINESS:

4. **RE-APPOINTMENT & PAYMENT OF REMUNERATION TO DR. RAJAN WADHERA (DIN 01412577) AS WHOLE-TIME DIRECTOR**

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

**"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 re-appointment and payment of remuneration to Dr. Rajan Wadhera (DIN 01412577) as whole Time Director of the Company after the expiry of his current term for a period of three years from 1<sup>st</sup> October, 2017 to 30<sup>th</sup> September, 2020 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. 1,00,000/- (Rupees One Lakh only) per month with effect from 1<sup>st</sup> October, 2017.

## 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** 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 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 Dr. Rajan Wadhwa, 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."

## 5. REGULARIZATION/ APPOINTMENT OF MR. ATUL NRIPRAJ BARAR (DIN-00805515) AS INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 & 161 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Atul Nripraj Barar (DIN - 00805515), who was appointed as an Additional director on 04<sup>th</sup> September, 2017 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for the appointment and in respect of whom Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company (not liable to retire by rotation) to hold office for five consecutive years for a term commencing from 1st October, 2017."

**"RESOLVED FURTHER THAT** Mr. Rajan Handa, Managing Director of the Company, be and is hereby authorized to file relevant forms with the Registrar of Companies, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment"

Dated: 4<sup>th</sup> September, 2017

Place: New Delhi

**By order of the Board of Directors  
for OK PLAY INDIA LIMITED**

-Sd-

**Triloki Nath Verma  
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 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 herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable, authorizing their representative to attend and vote on their behalf at the meeting.
- 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 23<sup>rd</sup> September, 2017 to 29<sup>th</sup> September, 2017 (both days inclusive).
- 5) Relevant details, in terms of Regulation 36 of the SEBI (LODR) Regulations, 2015, 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 (Dips) in respect of their electronic share accounts and forward all other correspondence including physical share certificates for transfer to Company's Share Transfer Agents i.e. MAS SERVICES LIMITED, T-34, II<sup>nd</sup> 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 Registrar and Share transfer agent for obtaining the Nomination Form.
- 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 Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and 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 Friday, 22<sup>nd</sup> September, 2017, 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 Tuesday, 26<sup>th</sup> September, 2017 and will end at 5.00 P.M. on Thursday, 28<sup>th</sup> September, 2017. The Company has appointed Mr. Puneet Kumar Pandey, 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.

## **PROCEDURE FOR E-VOTING**

Procedure and instruction for e-voting is given on the back side of Attendance Slip attached with 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: Appointment and payment of remuneration to Dr. Rajan Wadhera (DIN 01412577)**

Dr. Rajan Wadhera was appointed as Whole Time Director, respectively, in the meeting held on 30<sup>th</sup> September, 2014 with effect from 1<sup>st</sup> October, 2014 to 30<sup>th</sup> September, 2017 and the remuneration of Dr. Rajan Wadhera was revised in the meeting held on 30<sup>th</sup> September,

# OK PLAY INDIA LIMITED

2015. Their current term of appointment will expire on 30th September, 2017. The Nomination and Remuneration Committee at their meeting held on 14th August 2017, having regard to the various requirements stipulated in Schedule V, have recommended reappointment of Dr. Rajan Wadhera for a term of 3(Three) years commencing from 1st October, 2017 to 30<sup>th</sup> September, 2020 on the terms and conditions mentioned in the proposed resolution subject to approval of the shareholders. As per conditions stipulated in the Schedule V, special resolution for payment of remuneration shall be for a period not exceeding 3 years.

The Notice read with the Explanatory Statement and contents therein may be treated as an abstract of the terms of remuneration payable to Dr. Rajan Wadhera under Section 190 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 point of presence 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:

|                       | (Rs. In Lakhs) |         |         |
|-----------------------|----------------|---------|---------|
| Sales (Net of Excise) | 2014-15        | 2015-16 | 2016-17 |
| Profit Before tax     | 5664.71        | 9720.10 | 6941.0  |
| Profit after tax      | -231.17        | -438.69 | 8131.59 |
|                       | -163.85        | -199.41 | 63.11   |

### 4) Export performance, net foreign exchange earnings

|                           | (Rs. In Lakhs) |         |         |
|---------------------------|----------------|---------|---------|
| Foreign Exchange Earnings | 2014-15        | 2015-16 | 2016-17 |
|                           | Nil            | Nil     | 448.54  |

### 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

Dr. Rajan Wadhera is 58 years old. He is PHD (Human Resources) and has good experience in human resources and other management related functions.

Past remuneration

Dr. Rajan Wadhera

| Period              | Salary (In Rs.) | Perquisites & Allowance(In Rs.) | Retirement Benefits (In Rs.) | Total (In Rs.) |
|---------------------|-----------------|---------------------------------|------------------------------|----------------|
| 1.4.2014-31.03.2015 | 6,00,000        | 6,00,000                        | 72,000                       | 12,72,000      |
| 1.4.2015-31.03.2016 | 6,00,000        | 5,75,004                        | 1,00,846                     | 12,75,850      |
| 1.4.2016-31.03.2017 | 6,00,000        | 5,75,004                        | 1,00,846                     | 12,75,850      |



### 1) Job profile and suitability

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.

### 2) Remuneration proposed

Details of remuneration payable to Dr. Rajan Wadhera, Whole- Time Director are furnished in the resolutions under Item No 4 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.

### 3) 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.

### 4) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any

Dr. Rajan Wadhera has no pecuniary relationship with the Company directly or indirectly except to the extent of the remuneration received / receivable by them from the Company and their respective holding in the Company's equity share capital.

## I. OTHER INFORMATION

#### Reason of loss or inadequate profits:

There was a fire at the plant on the intervening night between 9th & 10th January, 2015 in which the Company lost its stocks and part of the Building and Plant & Machinery. Company incurred a loss of stock and other fixed assets. This has hampered the business of the Company. Company has operating profits during the year however extraordinary items has caused net loss to the Company during the period of 15-16.

#### Steps taken or proposed to be taken for improvement:

After the fire incident Company is in the process of procurement and installation of new Machines for improvement in the production process 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.

OK Play has developed the latest generation plastic body E-Rickshaw which it has already got patented. The Rickshaw has several advantages over its competition including an all plastic body, lower weight resulting in longer battery life, aesthetically design. In 2014, the Government of India had notified a new category of battery operated vehicle, i.e. E-rickshaw or E-cart. Company has entered manufacturing agreement for the production of E Rickshaw at 8 Locations all over the country. Looking at the huge requirements of E Rickshaw and other battery operated vehicles, Company is expected to recover all its loss and become a profitable Company in the years to come.

## **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. New Project of E-Rickshaw is also going to give substantial returns in the time to come.

## **DISCLOSURES**

The Shareholders of the Company have been informed about the remuneration of Dr. Rajan Wadhwa through the disclosures made in the Corporate Governance Report attached to the Directors report.

### **Item No 5: REGULARIZATION/RE-APPOINTMENT OF MR. ATUL NRIPRAJ BARAR (DIN-00805515) AS INDEPENDENT DIRECTOR**

As per Section 149 (4) of the Companies Act, 2013, every listed public company shall have at least one-third of the total number of directors as independent.

Moreover, as per SEBI( Listing Obligations and Disclosure Requirements), where the Chairman of the Board is a non-executive director, at least one-third of the Board should comprise independent directors and in case the company does not have a regular nonexecutive Chairman, at least half of the Board should comprise independent directors. Executive Director means Whole-time Director & Managing Director.

Presently Justice (Retd.) Tilak Raj Handa is Chairman & Whole-time Director in the Board of the Company. Further, Mr. Naresh Kumar (DIN- 00756806), erstwhile independent Director, has tendered his resignation due to his personal reasons on 22nd June, 2016. In view of such resignation, one independent director was required to be appointed in the Board. Board has appointed Mr. Atul Nripraj Barar as additional cum independent Director w.e.f. 4th September, 2017. Schedule IV requires approval of shareholders for such appointment/re-appointment.

Notice have been received from members proposing candidature of Mr. Atul Nripraj Barar for the office of the independent Director of the Company. Nomination and Remuneration Committee has recommended appointment of Mr. Atul Nripraj Barar. In the opinion of the Board, Mr. Atul Nripraj Barar fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. Proposed appointee has submitted to the Company a declaration of Independence. A brief profile of proposed independent Director including nature of their expertise is provided in the Corporate Governance report.

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.co.in](http://www.okplay.co.in).

Approval of Shareholders is sought by way of resolution no 5 for appointment of Mr. Atul Nripraj Barar (DIN - 00805515), as Independent Director of the Company for a term of 5 (Five) Years commencing from 1st October, 2017.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

Dated: 4<sup>th</sup> September, 2017  
Place: New Delhi

**By order of the Board of Directors**  
for **OK PLAY INDIA LIMITED**  
-Sd-  
**Triloki Nath Verma**  
**Company Secretary**

**DIRECTORS' REPORT**

To  
The Members,  
The Directors have great pleasure in presenting the 28th Annual Report on the operations of the Company together with the audited Financial Results of the Company for the financial year ended 31st March, 2017.

**FINANCIAL RESULTS OF COMPANY**

|  | Rs. In Lakhs                              |  |
|--|---|--|
|  | Current Year ended on 31st<br>March, 2017 | Previous Year ended on 31st<br>March, 2016 |
| Sales (Gross)(including excise)  | 7492.62                                   | 10233.26                                   |
| Other Receipt  | 93.55                                     | 27.41                                      |
| Profit/(Loss) before exceptional and<br>extraordinary items and Tax          | 92.79                                     | 497.48                                     |
| Exceptional item:<br>(Net gain/(Loss) on Exchange Fluctuation on<br>FCCB/ECB | 38.79                                     | (143.75)                                   |
| Exceptional item:<br>Loss on account of Fire                                 | -   | 792.43                                     |
| Profit/(Loss) before extraordinary items and Tax                             | 131.59                                    | (438.69)                                   |
| Provision for tax for earlier years  | -   | 54.00                                      |
| Profit/(Loss) before Tax   | 131.59                                    | (384.69)                                   |
| Current Tax  | -   | -  |
| Deferred tax charge/(credit)   | 68.48                                     | (185.28)                                   |
| Profit/(Loss ) for the year  | 63.11                                     | (199.41)                                   |

**FINANCIAL RESULTS OF SUBSIDIARY COMPANY**

|   | Rs. In Lakhs                              |  |
|---|---|--|
|   | Current Year ended on 31st<br>March, 2017 | Previous Year ended on 31st<br>March, 2016 |
| Sales (Gross) (including excise)                                    | 2036.96                                   | 1358.39                                    |
| Other Receipt   | 24.54                                     | 2.46                                       |
| Profit/(Loss) before exceptional and<br>extraordinary items and Tax | 28.52                                     | (218.39)                                   |
| Profit/(Loss) before extraordinary items<br>and Tax                 | 28.52                                     | (218.39)                                   |
| Provision for tax for earlier years                                 | -   | -  |
| Profit/(Loss) before Tax  | 28.52                                     | (218.39)                                   |
| Current Tax   | -   | -  |
| Deferred Tax Charge / Credit  | 27.72                                     | (66.79)                                    |
| Profit/(Loss ) for the year   | 0.80                                      | (151.59)                                   |

**OPERATIONS**

The sales in the year under review have decreased by Rs. 2,740.64 Lakhs from Rs. 10,233.26 Lakhs to Rs. 7,492.62 Lakhs in the current year. This is decrease of 26.78% (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. 38.79 Lakhs in the current year.

# OK PLAY INDIA LIMITED

There was a fire at the plant on the intervening night between 9th & 10th January, 2015 in which the company lost its stocks and part of the Building and Plant & Machinery. The company has incurred a loss due to the fire which has been reflected in extraordinary items during the financial year 2015-16.

After the fire incident, Company has constructed/ renovated its premise at Plot No 17 & 18, Roz Ka Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana-122103 which is nearing its completion in the current financial year 17-18.

Company has invested Rs. 619.29 Lakhs in new machines for improvement in the production process. Company has developed new range of Battery Operated Vending Cart and Garbage Loader keeping in mind the woman and underprivileged society empowerment and enabling them to reach the objective of self-employment. Company products are also a step towards Clean India mission promoted by Government of India. During the financial year, Company has made its presence felt at BV Tech Expo and India E-Vehicle Show in the month of March, 2017 held at Pragati Maidan, New Delhi. Company unveiled a wide-range of electric vehicles in India at the BV Tech Expo and India E-Vehicle Show in Delhi. With e-rickshaws, e-vending carts, e-mobile shops, e-loaders, e-garbage collectors, e-school buses and e-scooters, Company has become the first company to reveal such a large range of indigenous electric vehicles in India. Company has also set up its distribution networks in more than ten states of India for its new battery operated E-Rickshaw and E-Cart.

The Company shall continue to have new range of product line and shall invest more capital on ongoing quality improvement efforts including improvement in process capabilities etc.

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

There is no change in the nature of the Business of Company during the financial year.

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and on the date of report

## **DIVIDEND**

In absence of adequate distributable net profit during the year and to conserve the surplus reserves for the business and expansion plan of the Company, your Directors regret their inability to recommend any dividend.

## **COST AUDITORS**

Company is not required to appoint Cost Auditors during the year. Cost Accounting records are maintained by the Company.

## **RESERVES**

All the profit during the year has been used to setoff previous loss suffered by the Company during the last financial year. Securities Premium Account has been increased during the year by Rs. 816.76 Lakhs due to allotment of 6,26,015 Equity shares allotted at a premium of Rs. 130.47 per shares by private placement on preferential basis.

## **FIXED DEPOSITS**

During the financial year under review, your Company had neither accepted nor renewed any deposit from the public within the meaning of Chapter V of the Act. There were no outstanding deposits at the beginning and closing of the financial year. Hence, disclosure of information regarding unpaid and unclaimed deposits, defaults in the repayment of deposits, maximum deposits during the year etc. is not applicable on the Company.

## **NUMBER OF THE MEETING OF THE BOARD OF DIRECTORS**

The Board met 7 (Seven) times during the financial year the details of which are given in the Corporate Governance Report. The Intervening period between the two meetings was within the period prescribed by the Companies Act, 2013.

## **CHANGE IN DIRECTORS / KEY MANAGERIAL PERSON:**

There is no change in the Directorship of the Company during the financial year. After Balance sheet date, Mr. Naresh Kumar (DIN- 00452811), Independent Director has resigned from his office stating his personal reasons. Notice of 28th Annual General Meeting contains resolution for appointment of Mr. Atul Nripraj Barar (DIN- 00805515) as Independent Director of Company. Board Recommends appointment of Mr. Atul Nripraj Barar as Independent Director.

In accordance with the provisions of the Companies Act, 2013 and the company's Articles of Association, Mr. Rajan Handa (DIN- 00194590) is liable to 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 Director.

## **INDEPENDENT DIRECTORS**

There were 4 (Four) Independent Director on the Board of Directors of Company during the year and as on 31st March, 2017. 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 the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "SEBI (LODR) Regulations, 2015").

The Policy for selection of Independent Directors as approved by the Board may be accessed on the Company's website at the link <http://www.okplay.co.in/corprate-governanace1.html>

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors 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 and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **EXTRACT OF ANNUAL RETURN**

An extract of the annual return in Form MGT-9 is annexed as **Annexure -1** of this report

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

Your Directors draw attention of the members to Note 27(5) to the financial statement which sets out related party disclosures.

Board of Directors, in its Meeting held on 14th August, 2014, after approval in the Audit Committee held on same date, approved the transactions pertaining to Related Party OK Play Auto Private Limited (100% wholly owned subsidiary of OK Play India Limited) and also sought 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. Remuneration paid to the Directors and other related parties is approved by members of Company in the 25th, 26th and 27th Annual General Meetings respectively. Audit Committee in its meeting held on 27th May, 2016 has given omnibus approval for related party transactions during the year.

Transaction with other related parties are carried out in the ordinary course of business and at arm's length price. These transactions are exempted under Section 188 of the Companies Act, 2013.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link <http://okplay.co.in/Related-Party-Transaction-Policy.pdf>.

Details of material contracts or arrangement or transactions at arm's length basis are mentioned in the Form AOC-2 published in this report.

## **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 under Section 134, particulars relating to Conservation of Energy, technology absorption, foreign exchange earnings and outgo are given in the enclosed **Annexure- 2** which forms part of the report.

## **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

There is no/ nil amount which remain unpaid or unclaimed for a period of 7 years.

## **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 the SEBI (LODR) Regulations, 2015, forms part of this report.

## **SUBSIDIARY AND ASSOCIATES COMPANY**

There is no change in the subsidiary company during the year. Details of subsidiary i.e. OK Play Auto Private Limited and their business operation during the year under review are covered in the annual report. Report on the performance and financial position of subsidiary and associate company as per the Companies Act, 2013 is included in this report and hence not repeated here for the sake of brevity. Copy of Standalone Annual Report is available on <http://okplay.co.in/corporate-governance3.html>

The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link: [http://okplay.co.in/policy\\_for\\_determining\\_material\\_subsidaries.pdf](http://okplay.co.in/policy_for_determining_material_subsidaries.pdf)

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.

Copy of Annual Report of the Company and its subsidiary are uploaded on the website of the Company i.e. [www.okplay.co.in](http://www.okplay.co.in).

## **CONSOLIDATED FINANCIAL STATEMENTS**

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015 prepared in accordance with the Accounting Standards 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 (as stipulated under Regulation 34 of the SEBI (LODR) Regulations, 2015) is attached in a separate section and forms part of this report.

## **PARTICULARS OF EMPLOYEES**

The Table containing the names and other particulars of employees in accordance with the provisions of Section 197(12), of the Companies Act, 2013, read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure-3** to this Report.

There was no employee employed throughout the financial year and in receipt of the Rs. 1.02 Crores or more or employed for part of the year and in receipt of the Rs. 8.50 Lakh per month or more during the year. Disclosures under Rule 5 (2) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in **Annexure-3**.

## **DEMATERIALIZATION OF SHARES**

As on 31st March, 2017, 95.59 % (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 D. S. Chadha & Associates, Chartered Accountants (FRN-026723-N), were appointed as Statutory Auditors by the members in the 27th Annual General meeting for the block of 5 years.

# OK PLAY INDIA LIMITED

Notice of 28th Annual General Meeting contains the proposal/ resolution for the ratification/reappointment/ continuation of existing Auditors for the next financial year. Audit Committee has obtained a certificate and letter of consent from M/s D. S. Chadha & Associates, Chartered Accountants (FRN-026723-N) that his continuance in the office will be in accordance with the requirement of Companies Act, 2013, and they are not disqualified for re-appointment within the meaning of the said Act. Board of Director also recommends the ratification of appointment of M/s D. S. Chadha & Associates, Chartered Accountants (FRN-026723-N) as Auditor of the Company till the conclusion of 31st Annual General Meeting.

## **FRAUDS**

Auditors and Secretarial auditors have not observed / reported any fraud which is reportable.

## **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.

The auditor's report presented by Statutory Auditors on the accounts of the Company for the financial year ended 31st March, 2017 is self-explanatory and requires no comments.

## **INTERNAL AUDITOR**

The Board of Directors has appointed, M/s. Shashi Kant & Associates, Chartered Accountants (FRN-024848N) for conducting Internal Audit. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

## **SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT**

The Board of Directors has appointed Mr. Puneet Kumar Pandey, Company Secretary (COP- 10913), for conducting Secretarial Audit for the financial year 2016-17. Copy of Secretarial Audit Report is annexed as **Annexure-4** of this report.

Regarding observation made by Secretarial auditors, The Board of Directors submits that Company has appointed Mr. Narayan Chandra Rout, Cost Accountant, as Chief Financial Officer of the Company w. e. f. 1st July, 2017. Further, Company undertakes to make an application for condonation in delay for filing of form MGT- 14.

## **LISTING OF SECURITIES**

Presently, the Securities of the Company are listed at the BSE Ltd.

## **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has formulated a Whistle Blower Policy. The Policy comprehensively provides an opportunity for any employee/ Director of the Company to rise any issue concerning breaches of law, accounting policies or any act resulting in financial loss and misuse of Company's funds/ property or suspected or actual fraud. The Policy provides for a mechanism to report such concerns to the Audit Committee through specified channels. The Policy has been communicated to the employees and also posted on the Company's Website. The Whistle Blower Policy complies with the requirements of Vigil mechanism as stipulated under Section 177 of the Companies Act, 2013. The details of establishment of the Whistle Blower Policy/Vigil mechanism has been disclosed on the website of the Company at the link: <http://okplay.co.in/Whistle-Blower-Policy.pdf>



**CORPORATE SOCIAL RESPONSIBILITY**

Provisions of Section 135 were not applicable on the Company during the period.

**SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company.

**BOARD EVALUATION**

Pursuant to provision of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board has carried out an Annual Performance Evaluation of its own performance and the Directors individually.

The evaluation of Non-independent Directors, Chairman and the Board as a whole was done at a separate meeting held by Independent Directors.

The performance evaluation of Independent Directors was done by the entire Board, excluding Directors being evaluated.

**DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. There were no complaint received from any employee during the Financial Year 2016-2017 and hence no complaint is outstanding as on 31st March, 2017 for redressal.

**REMUNERATION POLICY**

The Board has framed a policy for selection and appointment of Directors, Senior Manager and their remuneration.

**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**

**-Sd-  
Rajan Handa  
Managing Director**

**Place: New Delhi  
Dated: 14th August, 2017**

## ANNEXURE-1: EXTRACT OF ANNUAL RETURN

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2017**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

| I. REGISTRATION & OTHER DETAILS: |  |   |
|----------------------------------|--|---|
| 1                                | CIN  | L28219HR1988PLC030347   |
| 2                                | Registration Date  | 19th August, 1988   |
| 3                                | Name of the Company  | OK PLAY INDIA LIMITED   |
| 4                                | Category/Sub-category of the Company                                       | Public Limited Company - Limited by Shares  |
|                                  |  | Non government Indian Company   |
| 5                                | Address of the Registered office & contact details                         | Plot No.17-18, Roz-Ka-Meo Industrial Estate, Tehsil Nuh, District Mewat-122103, Tel-0124-2362335 Fax-0124-2362326 |
| 6                                | Whether listed company   | Yes   |
| 7                                | Name, Address & contact details of the Registrar & Transfer Agent, if any. | MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020. Ph# 011 - 41320335/36 |

| II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY  |   |   |                                    |
|---|---|---|------------------------------------|
| (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)  |   |   |                                    |
| S. No.  | Name and Description of main products / services  | NIC Code of the Product/ service                | % to total turnover of the company |
| 1   | Manufacture of Plastic Moulded Toys, School Furniture, Playground Equipment, Infrastructuer and Automotive Products and Point of Purchase | 31004, 32402, 30921, 30922, 22207, 22208, 22209 | 100                                |
| # 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. |   |   |                                    |
| * Based on NIC Code 2008 issued by <a href="http://dipp.nic.in/English/acts_rules/Press_Notes/NIC-2008.pdf">dipp.nic.in/English/acts_rules/Press_Notes/NIC-2008.pdf</a>   |   |   |                                    |

| III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES |                                 |                       |                                |                  |                    |
|---|---------------------------------|-----------------------|--------------------------------|------------------|--------------------|
| SN  | Name and address of the Company | CIN/GLN               | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
| 1   | OK PLAY AUTO PRIVATE LIMITED    | U35990DL2009PTC195046 | Subsidiary Company             | 100              | 2(87)(2)           |

| IV. SHARE HOLDING PATTERN                                    |   |          |       |                   |   |          |       |                   |                          |
|--|---|----------|-------|-------------------|---|----------|-------|-------------------|--------------------------|
| (Equity share capital breakup as percentage of total equity) |   |          |       |                   |   |          |       |                   |                          |
| <b>(i) Category-wise Share Holding</b>                       |   |          |       |                   |   |          |       |                   |                          |
| Category of Shareholders                                     | No. of Shares held at the beginning of the year [As on 31-March-2016] |          |       |                   | No. of Shares held at the end of the year [As on 31-March-2017] |          |       |                   | % Change during the year |
|  | Demat   | Physical | Total | % of Total Shares | Demat   | Physical | Total | % of Total Shares |                          |

| <b>A. Promoters</b>                    |            |       |            |        |            |       |            |        |        |
|--|------------|-------|------------|--------|------------|-------|------------|--------|--------|
| 1) Indian                              |            |       |            |        |            |       |            |        |        |
| a) Individual/<br>HUF                  | 10,869,012 | -     | 10,869,012 | 60.44% | 10,869,012 | -     | 10,869,012 | 58.41% | -2.03% |
| b) Central Govt                        |            |       | -          | 0.00%  |            |       | -          | 0.00%  | 0.00%  |
| c) State<br>Govt(s)                    |            |       | -          | 0.00%  |            |       | -          | 0.00%  | 0.00%  |
| d) Bodies<br>Corp.                     |            |       | -          | 0.00%  |            |       | -          | 0.00%  | 0.00%  |
| e) Banks / FI                          |            |       | -          | 0.00%  |            |       | -          | 0.00%  | 0.00%  |
| f) Any other                           |            |       | -          | 0.00%  |            |       | -          | 0.00%  | 0.00%  |
| <b>Sub Total (A)<br/>(1)</b>           | 10,869,012 | -     | 10,869,012 | 60.44% | 10,869,012 | -     | 10,869,012 | 58.41% | -2.03% |
| <b>(2) Foreign</b>                     |            |       |            |        |            |       |            |        |        |
| a) NRI<br>Individuals                  |            |       | -          | 0.00%  |            |       | -          | 0.00%  | 0.00%  |
| b) Other<br>Individuals                |            |       | -          | 0.00%  |            |       | -          | 0.00%  | 0.00%  |
| c) Bodies<br>Corp.                     |            |       | -          | 0.00%  |            |       | -          | 0.00%  | 0.00%  |
| d) Any other                           |            |       | -          | 0.00%  |            |       | -          | 0.00%  | 0.00%  |
| <b>Sub Total (A)<br/>(2)</b>           |            |       | -          | 0.00%  |            |       | -          | 0.00%  | 0.00%  |
| <b>TOTAL (A)</b>                       | 10,869,012 | -     | 10,869,012 | 60.44% | 10,869,012 | -     | 10,869,012 | 58.41% | -2.03% |
| <b>B. Public Shareholding</b>          |            |       |            |        |            |       |            |        |        |
| 1. Institutions                        |            |       |            |        |            |       |            |        |        |
| a) Mutual Funds                        | -          | 5,600 | 5,600      | 0.03%  | -          | 5,600 | 5,600      | 0.03%  | 0.00%  |
| b) Banks / FI                          | -          | -     | -          | 0.00%  | -          | -     | -          | 0.00%  | 0.00%  |
| c) Central Govt                        | -          | -     | -          | 0.00%  | -          | -     | -          | 0.00%  | 0.00%  |
| d) State Govt(s)                       | -          | -     | -          | 0.00%  | -          | -     | -          | 0.00%  | 0.00%  |
| e) Venture Capital<br>Funds            | -          | -     | -          | 0.00%  | -          | -     | -          | 0.00%  | 0.00%  |
| f) Insurance<br>Companies              | -          | -     | -          | 0.00%  | -          | -     | -          | 0.00%  | 0.00%  |
| g) FIs                                 | -          | -     | -          | 0.00%  | -          | -     | -          | 0.00%  | 0.00%  |
| h) Foreign<br>Venture<br>Capital Funds | -          | -     | -          | 0.00%  | -          | -     | -          | 0.00%  | 0.00%  |
| i) Others<br>(specify)                 | -          | -     | -          | 0.00%  | -          | -     | -          | 0.00%  | 0.00%  |
| <b>Sub-total<br/>(B)(1):-</b>          | -          | 5,600 | 5,600      | 0.03%  | -          | 5,600 | 5,600      | 0.03%  | 0.00%  |
| <b>2. Non-Institutions</b>             |            |       |            |        |            |       |            |        |        |
| a) Bodies<br>Corp.                     |            |       |            |        |            |       |            |        |        |

# OK PLAY INDIA LIMITED

|  |                   |                |                   |                |                   |                |                   |                |              |
|--|-------------------|----------------|-------------------|----------------|-------------------|----------------|-------------------|----------------|--------------|
| i) Indian  | 1,809,845         | 16800          | 1,826,645         | 10.16%         | 1489320           | 16800          | 1,506,120         | 8.09%          | -2.06%       |
| ii) Overseas   | -                 | -              | -                 | 0.00%          | -                 | -              | -                 | 0.00%          | 0.00%        |
| <b>b) Individuals</b>  |                   |                |                   |                |                   |                |                   |                |              |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | 988091            | 742869         | 1,730,960         | 9.63%          | 1232604           | 714469         | 1,947,073         | 10.46%         | 0.84%        |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 2812771           | -              | 2,812,771         | 15.64%         | 3302414           | 0              | 3,302,414         | 17.75%         | 2.11%        |
| <b>c) Others (specify)</b>   |                   |                |                   |                |                   |                |                   |                |              |
| Non Resident Indians   | 405205            | 84400          | 489,605           | 2.72%          | 509207            | 82200          | 591,407           | 3.18%          | 0.46%        |
| Overseas Corporate Bodies  | -                 | -              | -                 | 0.00%          | -                 | -              | -                 | 0.00%          | 0.00%        |
| Foreign Nationals  | -                 | -              | -                 | 0.00%          | -                 | -              | -                 | 0.00%          | 0.00%        |
| Clearing Members   | 247207            | -              | 247,207           | 1.37%          | 386489            | -              | 386,489           | 2.08%          | 0.70%        |
| Trusts   | 300               | -              | 300               | 0.00%          | 0                 | -              | -                 | 0.00%          | 0.00%        |
| Foreign Bodies - D R   | -                 | -              | -                 | 0.00%          | -                 | -              | -                 | 0.00%          | 0.00%        |
| <b>Sub-total (B)(2):-</b>  | <b>6,263,419</b>  | <b>844,069</b> | <b>7,107,488</b>  | <b>39.53%</b>  | <b>6,920,034</b>  | <b>813,469</b> | <b>7,733,503</b>  | <b>41.56%</b>  | <b>2.03%</b> |
| <b>Total Public (B)</b>  | <b>6,263,419</b>  | <b>849,669</b> | <b>7,113,088</b>  | <b>39.56%</b>  | <b>6,920,034</b>  | <b>819,069</b> | <b>7,739,103</b>  | <b>41.59%</b>  | <b>2.03%</b> |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           |                   |                | -                 | 0.00%          |                   |                |                   | 0.00%          | 0.00%        |
| <b>Grand Total (A+B+C)</b>   | <b>17,132,431</b> | <b>849,669</b> | <b>17,982,100</b> | <b>100.00%</b> | <b>17,789,046</b> | <b>819,069</b> | <b>18,608,115</b> | <b>100.00%</b> | <b>0.00%</b> |

| <b>(ii) Shareholding of Promoter</b> |                     |   |                                  |   |                                     |                                  |  |  |
|--------------------------------------|---------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|--|--|
| SN                                   | Shareholder's Name  | Shareholding at the beginning of the year |                                  |   | Shareholding at the end of the year |                                  |  | % change in shareholding during the year |
|                                      |                     | No. of Shares                             | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares pledged / encumbered to total shares |  |
| 1                                    | Rajan Handa         | 9,686,862                                 | 53.87%                           | 41.25%  | 9,686,862                           | 52.06%                           | 39.87%   | -1.38%                                   |
| 2                                    | Mamta Handa         | 1,000,000                                 | 5.56%                            | 0   | 1,000,000                           | 5.37%                            | 0  | -0.19%                                   |
| 3                                    | Anandana Handa      | 500                                       | 0.00%                            | 0   | 500                                 | 0.00%                            | 0  | 0.00%                                    |
| 4                                    | Raghav Handa        | 2,500                                     | 0.01%                            | 0   | 2,500                               | 0.01%                            | 0  | 0.00%                                    |
| 5                                    | Rishab Handa        | 2,500                                     | 0.01%                            | 0   | 2,500                               | 0.01%                            | 0  | 0.00%                                    |
| 6                                    | Rajesh Chopra       | 12,150                                    | 0.07%                            | 0   | 12,150                              | 0.07%                            | 0  | 0.00%                                    |
| 7                                    | Sangeeta Chopra     | 74,400                                    | 0.41%                            | 0   | 74,400                              | 0.40%                            | 0  | -0.01%                                   |
| 8                                    | Geetanjali Chopra   | 26,050                                    | 0.14%                            | 0   | 26,050                              | 0.14%                            | 0  | 0.00%                                    |
| 9                                    | Gaurav Chopra       | 56,350                                    | 0.31%                            | 0   | 56,350                              | 0.30%                            | 0  | -0.01%                                   |
| 10                                   | Rajesh Chopra (HUF) | 7,700                                     | 0.04%                            | 0   | 7,700                               | 0.04%                            | 0  | 0.00%                                    |

| <b>(iii) Change in Promoters' Shareholding (please specify, if there is no change)</b> |                              |      |        |   |                   |   |                   |
|--|------------------------------|------|--------|---|-------------------|---|-------------------|
| SN   | Particulars                  | Date | Reason | Shareholding at the beginning of the year |                   | Cumulative Shareholding during the year |                   |
|  |                              |      |        | No. of shares                             | % of total shares | No. of shares                           | % of total shares |
|  | At the beginning of the year |      |        | 10,869,012                                | 60.44%            | 10,869,012                              | 58.41%            |
|  | Changes during the year      |      |        |   | 0.00%             |   | 0.00%             |
|  |                              |      |        |   | 0.00%             |   | 0.00%             |
|  |                              |      |        |   |                   | 0.00%                                   |                   |
|  | At the end of the year       |      |        | 10,869,012                                | 60.44%            | 10,869,012                              | 58.41%            |

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| <b>(iv) Shareholding Pattern of top ten Shareholders</b>               |  |                        |          |   |                   |   |                   |
|--|--|------------------------|----------|---|-------------------|---|-------------------|
| <b>(Other than Directors, Promoters and Holders of GDRs and ADRs):</b> |  |                        |          |   |                   |   |                   |
| SN   | For each of the Top 10 shareholders      | Date                   | Reason   | Shareholding at the beginning of the year |                   | Cumulative Shareholding during the year |                   |
|  |  |                        |          | No. of shares                             | % of total shares | No. of shares                           | % of total shares |
| <b>1</b>   | <b>Name: HARI CHAND AGGARWAL</b>         |                        |          |   |                   |   |                   |
|  | At the beginning of the year             | 01-04-16               |          | -   | 0.00%             | -                                       | 0.00              |
|  | Changes during in the year               | 24-06-16               | Transfer | 3,411                                     | 0.02%             | 3,411                                   | 0.02%             |
|  |  | 30-06-15               | Transfer | 1,206                                     | 0.01%             | 4,617                                   | 0.02%             |
|  |  | 08-07-16               | Transfer | 36,969                                    | 0.21%             | 41,586                                  | 0.22%             |
|  |  | 22-07-16               | Transfer | 224                                       | 0.00%             | 41,810                                  | 0.22%             |
|  |  | 07-10-16               | Transfer | 91,192                                    | 0.51%             | 133,002                                 | 0.71%             |
|  | At the end of the year                   | 31-03-17               |          | 133,002                                   | 0.74%             | 133,002                                 | 0.71%             |
| <b>2</b>   | <b>Name: RAJESH AGGARWAL</b>             |                        |          |   |                   |   |                   |
|  | At the beginning of the year             | 01-04-16               |          | -   | 0.00%             | -                                       | 0.00%             |
|  | Changes during in the year               | 06-05-16               | Transfer | 141,000                                   | 0.78%             | 141,000                                 | 0.76%             |
|  |  | 13-05-16               | Transfer | 60,127                                    | 0.33%             | 201,127                                 | 1.08%             |
|  |  | 20-05-16               | Transfer | 45,873                                    | 0.26%             | 247,000                                 | 1.33%             |
|  |  | 24-06-16               | Transfer | 5,000                                     | 0.03%             | 252,000                                 | 1.35%             |
|  |  | At the end of the year | 31-03-17 | Transfer                                  | 252,000           | 1.40%                                   | 252,000           |
| <b>3</b>   | <b>Name: ANSHU AGGARWAL</b>              |                        |          |   |                   |   |                   |
|  | At the beginning of the year             | 01-04-16               |          | 133,185                                   | 0.74%             | 133,185                                 | 0.72%             |
|  | Changes during in the year               | 30-06-16               | Transfer | (10,000)                                  | -0.01%            | 132,185                                 | 0.71%             |
|  |  | 14-10-16               | Transfer | (1,000)                                   | -0.06%            | 122,185                                 | 0.66%             |
|  |  | 16-12-16               | Transfer | 1,000                                     | 0.01%             | 123,185                                 | 0.66%             |
|  |  | 30-12-16               | Transfer | (20,000)                                  | -0.11%            | 103,185                                 | 0.55%             |
|  |  | At the end of the year | 31-03-17 | Transfer                                  | (103,185)         | -0.57%                                  | -                 |
| <b>4</b>   | <b>Name: GANESH STOCKINVEST PVT. LTD</b> |                        |          |   |                   |   |                   |
|  | At the beginning of the year             | 01-04-16               |          | 308,942                                   | 1.72%             | 308,942                                 | 1.66%             |
|  | Changes during in the year               | 22-04-16               | Transfer | (130,000)                                 | -0.72%            | 178,942                                 | 0.96%             |
|  |  | 29-04-16               | Transfer | (65,000)                                  | -0.36%            | 113,942                                 | 0.61%             |
|  |  | 20-05-16               | Transfer | (35,000)                                  | -0.19%            | 78,942                                  | 0.42%             |
|  |  | 17-06-16               | Transfer | (39,500)                                  | -0.22%            | 39,442                                  | 0.21%             |

|          |                                   |          |          |           |        |         |       |
|----------|-----------------------------------|----------|----------|-----------|--------|---------|-------|
|          |                                   | 24-06-16 | Transfer | 232,555   | 1.29%  | 271,997 | 1.46% |
|          |                                   | 30-06-16 | Transfer | (146,352) | -0.81% | 125,645 | 0.68% |
|          |                                   | 15-07-16 | Transfer | 10,000    | 0.06%  | 135,645 | 0.73% |
|          |                                   | 22-07-16 | Transfer | 3,700     | 0.02%  | 139,345 | 0.75% |
|          |                                   | 05-08-16 | Transfer | 39,000    | 0.22%  | 178,345 | 0.96% |
|          |                                   | 26-08-16 | Transfer | 3,000     | 0.02%  | 181,345 | 0.97% |
|          |                                   | 02-09-16 | Transfer | 39,000    | 0.22%  | 220,345 | 1.18% |
|          |                                   | 30-09-16 | Transfer | (10,000)  | -0.06% | 210,345 | 1.13% |
|          |                                   | 07-10-16 | Transfer | (35,000)  | -0.19% | 175,345 | 0.94% |
|          |                                   | 14-10-16 | Transfer | 40,000    | 0.22%  | 215,345 | 1.16% |
|          |                                   | 21-10-16 | Transfer | (25,000)  | -0.14% | 190,345 | 1.02% |
|          |                                   | 04-11-16 | Transfer | (7,000)   | -0.04% | 183,345 | 0.99% |
|          |                                   | 11-11-16 | Transfer | 10,000    | 0.06%  | 193,345 | 1.04% |
|          |                                   | 18-11-16 | Transfer | (60,000)  | -0.33% | 133,345 | 0.72% |
|          |                                   | 25-11-16 | Transfer | (38,000)  | -0.21% | 95,345  | 0.51% |
|          |                                   | 09-12-16 | Transfer | (20,000)  | -0.11% | 75,345  | 0.40% |
|          |                                   | 16-12-16 | Transfer | 11,000    | 0.06%  | 86,345  | 0.46% |
|          |                                   | 30-12-16 | Transfer | (20,348)  | -0.11% | 65,997  | 0.35% |
|          |                                   | 06-01-17 | Transfer | 5,000     | 0.03%  | 70,997  | 0.38% |
|          |                                   | 20-01-17 | Transfer | (15,000)  | -0.08% | 55,997  | 0.30% |
|          |                                   | 27-01-17 | Transfer | 91,000    | 0.51%  | 146,997 | 0.79% |
|          |                                   | 03-02-17 | Transfer | 10,000    | 0.06%  | 156,997 | 0.84% |
|          |                                   | 17-02-17 | Transfer | (20,555)  | -0.11% | 136,442 | 0.73% |
|          |                                   | 03-03-17 | Transfer | (8,000)   | -0.04% | 128,442 | 0.69% |
|          |                                   | 24-03-17 | Transfer | (110,000) | -0.61% | 18,442  | 0.10% |
|          | At the end of the year            | 31-03-17 |          | (18,442)  | -0.10% | -       | 0.00% |
| <b>5</b> | <b>Name: EMKAY FINCAP LIMITED</b> |          |          |           |        |         |       |
|          | At the beginning of the year      | 01-04-16 |          | 142,379   | 0.79%  | 142,379 | 0.77% |
|          | Changes during in the year        |          |          |           | 0.00%  |         | 0.00% |
|          | At the end of the year            | 31-03-17 |          | 142,379   | 0.79%  | 142,379 | 0.77% |
| <b>6</b> | <b>Name: SANDEEP PARWAL</b>       |          |          |           |        |         |       |
|          | At the beginning of the year      | 01-04-16 |          | 154,652   | 0.86%  | 154,652 | 0.83% |
|          | Changes during in the year        |          |          |           | 0.00%  |         | 0.00% |
|          | At the end of the year            | 31-03-17 |          | 154,652   | 0.86%  | 154,652 | 0.83% |

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| <b>7 Name: ZEALOUS FINANCIAL SERVICES PVT LTD</b>    |                              |          |          |          |        |         |       |
|--|------------------------------|----------|----------|----------|--------|---------|-------|
|  | At the beginning of the year | 01-04-16 |          | -        | 0.00%  | -       | 0.00% |
|  | Changes during in the year   | 08-04-16 | Transfer | 5        | 0.00%  | 5       | 0.00% |
|  |                              | 22-04-16 | Transfer | 150,000  | 0.83%  | 150,005 | 0.81% |
|  |                              | 29-04-16 | Transfer | 49,900   | 0.28%  | 199,905 | 1.07% |
|  |                              | 20-05-16 | Transfer | 22,892   | 0.13%  | 222,797 | 1.20% |
|  |                              | 08-07-16 | Transfer | (34,345) | -0.19% | 188,452 | 1.01% |
|  |                              | 23-09-16 | Transfer | 50,000   | 0.28%  | 238,452 | 1.28% |
|  |                              | 28-10-16 | Transfer | 7,000    | 0.04%  | 245,452 | 1.32% |
|  |                              | 04-11-16 | Transfer | (7,200)  | -0.04% | 238,252 | 1.28% |
|  |                              | 06-01-17 | Transfer | 4,766    | 0.03%  | 243,018 | 1.31% |
|  | At the end of the year       | 31-03-17 | Transfer | (636)    | 0.00%  | 242,382 | 1.30% |
| <b>8 Name: SUNIL PARWAL</b>                          |                              |          |          |          |        |         |       |
|  | At the beginning of the year | 01-04-16 |          | 469,322  | 2.61%  | 469,322 | 2.52% |
|  | Changes during in the year   | 20-05-16 | Transfer | 39,016   | 0.22%  | 508,338 | 2.73% |
|  |                              | 02-09-16 | Transfer | 6,000    | 0.03%  | 514,338 | 2.76% |
|  |                              | 30-09-16 | Transfer | (5,200)  | -0.03% | 509,138 | 2.74% |
|  |                              | 30-11-16 | Transfer | (6,000)  | -0.03% | 503,138 | 2.70% |
|  |                              | 16-12-16 | Transfer | (2,000)  | -0.01% | 501,138 | 2.69% |
|  |                              | 30-12-16 | Transfer | (8,100)  | -0.05% | 493,038 | 2.65% |
|  |                              | 27-01-17 | Transfer | (6,200)  | -0.03% | 486,838 | 2.62% |
|  |                              | 03-03-17 | Transfer | (6,800)  | -0.04% | 480,038 | 2.58% |
|  | At the end of the year       | 31-03-17 | Transfer | (6,600)  | -0.04% | 473,438 | 2.54% |
| <b>9 Name: ISE SECURITIES &amp; SERVICES LIMITED</b> |                              |          |          |          |        |         |       |
|  | At the beginning of the year | 01-04-16 |          | -        | 0.00%  | -       | 0.00% |
|  | Changes during in the year   |          |          |          | 0.00%  |         | 0.00% |
|  | At the end of the year       | 31-03-17 | Transfer | 150,000  | 0.83%  | 150,000 | 0.81% |
| <b>10 Name: SPA SECURITIES LTD</b>                   |                              |          |          |          |        |         |       |
|  | At the beginning of the year | 01-04-16 |          | 150,000  | 0.83%  | 150,000 | 0.81% |
|  | Changes during in the year   |          |          |          | 0.00%  |         | 0.00% |
|  | At the end of the year       | 31-03-17 |          | 150,000  | 0.83%  | 150,000 | 0.81% |



| <b>(v) Shareholding of Directors and Key Managerial Personnel:</b> |  |      |        |   |                   |   |                    |
|--|--|------|--------|---|-------------------|---|--------------------|
| SN   | Shareholding of each Directors and each key Managerial Personnel | Date | Reason | Shareholding at the beginning of the year |                   | Cumulative Shareholding during the year |                    |
|  |  |      |        | No. of shares                             | % of total shares | No. of shares                           | % of total shares  |
| <b>1</b>   | <b>Name : Rajan Handa, Managing Director</b>                     |      |        |   |                   |   |                    |
|  | At the beginning of the year                                     |      |        | 9,686,862                                 | 53.87%            | 9,686,862                               | 52.06%             |
|  | Changes during in the year                                       |      |        | -   | 0.00%             | -                                       | 0.00%              |
|  | At the end of the year   |      |        | 9,686,862                                 | 53.87%            | 9,686,862                               | 52.06%             |
| <b>2</b>   | <b>Name: Justice Tilak Raj Handa(Retd.), Whole Time Director</b> |      |        |   |                   |   |                    |
|  | At the beginning of the year                                     |      |        | -   | 0.00%             | -                                       | 0.00%              |
|  | Changes during in the year                                       |      |        | -   | 0.00%             | -                                       | 0.00%              |
|  | At the end of the year   |      |        | -   | 0.00%             | -                                       | 0.00%              |
| <b>3</b>   | <b>Name : Mrs. Mamta Handa, Whole Time Director</b>              |      |        |   |                   |   |                    |
|  | At the beginning of the year                                     |      |        | 1,000,000                                 | 5.56%             | 1,000,000                               | 5.37%              |
|  | Changes during in the year                                       |      |        | -   | 0.00%             | -                                       | 0.00%              |
|  | At the end of the year   |      |        | 1,000,000                                 | 5.56%             | 1,000,000                               | 5.37% <sup>3</sup> |
| <b>4</b>   | <b>Name: Dr. Rajan Wadhera, Whole Time Director</b>              |      |        |   |                   |   |                    |
|  | At the beginning of the year                                     |      |        | 36,300                                    | 0.20%             | 36,300                                  | 0.20%              |
|  | Changes during in the year                                       |      |        | -   | 0.00%             | -                                       | 0.00%              |
|  | At the end of the year   |      |        | 36,300                                    | 0.20%             | 36,300                                  | 0.20%              |
| <b>5</b>   | <b>Name: Mr. Shalabh Jasoria, Independent Director</b>           |      |        |   |                   |   |                    |
|  | At the beginning of the year                                     |      |        | -   | 0.00%             | -                                       | 0.00%              |
|  | Changes during in the year                                       |      |        | -   | 0.00%             | -                                       | 0.00%              |
|  | At the end of the year   |      |        | -   | 0.00%             | -                                       | 0.00%              |

| <b>6 Name: Mr. Vijendra Kumar Jain, Independent Director</b> |  |  |   |       |   |       |
|--|--|--|---|-------|---|-------|
| At the beginning of the year                                 |  |  | - | 0.00% | - | 0.00% |
| Changes during in the year                                   |  |  | - | 0.00% | - | 0.00% |
| At the end of the year                                       |  |  | - | 0.00% | - | 0.00% |
| <b>7 Name: Mr. Naresh Kumar, Independent Director</b>        |  |  |   |       |   |       |
| At the beginning of the year                                 |  |  | - | 0.00% | - | 0.00% |
| Changes during in the year                                   |  |  | - | 0.00% | - | 0.00% |
| At the end of the year                                       |  |  | - | 0.00% | - | 0.00% |
| <b>8 Name Mr. Ajay Vohra, Independent Director</b>           |  |  |   |       |   |       |
| At the beginning of the year                                 |  |  | - | 0.00% | - | 0.00% |
| Changes during in the year                                   |  |  | - | 0.00% | - | 0.00% |
| At the end of the year                                       |  |  | - | 0.00% | - | 0.00% |
| <b>9 Name: Mr. Triloki Nath Verma, Company Secretary</b>     |  |  |   |       |   |       |
| At the beginning of the year                                 |  |  | - | 0.00% | - | 0.00% |
| Changes during in the year                                   |  |  | - | 0.00% | - | 0.00% |
| At the end of the year                                       |  |  | - | 0.00% | - | 0.00% |

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

| Particulars  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount  | 7,300.83                         | 1,028.18        | -        | 8,329.01           |
| ii) Interest due but not paid                              | 31.71                            | 55.15           | -        | 86.86              |
| iii) Interest accrued but not due                          |                                  | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | <b>7,332.54</b>                  | <b>1,083.33</b> | <b>-</b> | <b>8,415.87</b>    |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |          |                    |
| * Addition   | -                                | 1,905.20        | -        | 1,905.20           |
| * Reduction  | (1,240.27)                       | -               | -        | (1,240.27)         |
| <b>Net Change</b>  | <b>(1,240.27)</b>                | <b>1,905.20</b> | <b>-</b> | <b>664.93</b>      |

| Indebtedness at the end of the financial year |                 |                 |          |                 |
|---|-----------------|-----------------|----------|-----------------|
| i) Principal Amount                           | 6,092.27        | 2,988.53        | -        | 9,080.80        |
| ii) Interest due but not paid                 | -               | -               | -        | -               |
| iii) Interest accrued but not due             | -               | -               | -        | -               |
| <b>Total (i+ii+iii)</b>                       | <b>6,092.27</b> | <b>2,988.53</b> | <b>-</b> | <b>9,080.80</b> |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

| A. Remuneration to Managing Director, Whole-time Directors and/or Manager: |   |                   |                                 |                     |                     |              |
|--|---|-------------------|---------------------------------|---------------------|---------------------|--------------|
| SN.  | Particulars of Remuneration   |                   | Name of MD/WTD/ Manager         |                     |                     | Total Amount |
|  | Name  | Rajan Handa       | Justice Tilak Raj Handa (Retd.) | Mrs. Mamta Handa    | Mr. Rajan Wadhera   | (Rs/Lac)     |
|  | Designation   | Managing Director | Chairman & Whole Time Director  | Whole Time Director | Whole Time Director |              |
| 1  | Gross salary  | 84                | 36                              | 36                  | 11.75               | 167.75       |
|  | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 |                   |                                 |                     |                     | -            |
|  | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             |                   |                                 |                     |                     | -            |
|  | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             |                   |                                 |                     |                     | -            |
| 2  | Stock Option  |                   |                                 |                     |                     | -            |
| 3  | Sweat Equity  |                   |                                 |                     |                     | -            |
| 4  | Commission  |                   |                                 |                     |                     | -            |
|  | - as % of profit  |                   |                                 |                     |                     | -            |
|  | - others, specify   |                   |                                 |                     |                     | -            |
| 5  | Others, please specify  |                   |                                 |                     |                     | -            |
|  | Total (A)   |                   |                                 |                     |                     | -            |
|  | Ceiling as per the Act  | 84                | 36                              | 36                  | 11.75               | 167.75       |

| <b>B. Remuneration to other Directors</b>                                  |  |                     |                         |                  |                |          |
|--|--|---------------------|-------------------------|------------------|----------------|----------|
| A. Remuneration to Managing Director, Whole-time Directors and/or Manager: |  |                     |                         |                  |                |          |
| SN.  | Particulars of Remuneration                | Name of Directors   |                         |                  | Total Amount   |          |
|  | Name                                       | Mr. Shalabh Jasoria | Mr. Vijendra Kumar Jain | Mr. Naresh Kumar | Mr, Ajay Vohra | (Rs/Lac) |
| 1  | Independent Directors                      | NIL                 | NIL                     | NIL              | NIL            | NIL      |
|  | Fee for attending board committee meetings |                     |                         |                  |                | -        |
|  | Commission                                 |                     |                         |                  |                | -        |
|  | Others, please specify                     |                     |                         |                  |                | -        |
|  | Total (1)                                  | -                   | -                       | -                | -              | -        |
| 2  | Other Non-Executive Directors              |                     |                         |                  |                | -        |
|  | Fee for attending board committee meetings |                     |                         |                  |                | -        |
|  | Commission                                 |                     |                         |                  |                | -        |
|  | Others, please specify                     |                     |                         |                  |                | -        |
|  | Total (2)                                  | -                   | -                       | -                | -              | -        |
|  | Total (B)=(1+2)                            | -                   | -                       | -                | -              | -        |
|  | Total Managerial Remuneration              |                     |                         |                  |                |          |
|  | Overall Ceiling as per the Act             |                     |                         |                  |                |          |

| <b>C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD</b> |   |                                  |     |                    |              |
|--|---|----------------------------------|-----|--------------------|--------------|
| A. Remuneration to Managing Director, Whole-time Directors and/or Manager:   |   |                                  |     |                    |              |
| SN.  | Particulars of Remuneration   | Name of Key Managerial Personnel |     |                    | Total Amount |
|  | Name  | -                                | -   | Triloki Nath Verma | (Rs/Lac)     |
|  | Designation   | CEO                              | CFO | CS                 |              |
| 1  | Gross salary  |                                  |     | 8.9                | 8.9          |
|  | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 |                                  |     |                    | -            |
|  | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             |                                  |     |                    | -            |
|  | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             |                                  |     |                    | -            |
| 2  | Stock Option  |                                  |     |                    | -            |

|   |                        |   |   |      |      |   |
|---|------------------------|---|---|------|------|---|
| 3 | Sweat Equity           |   |   |      |      | - |
| 4 | Commission             |   |   |      |      | - |
|   | as % of profit         |   |   |      |      | - |
|   | - others, specify      |   |   |      |      | - |
| 5 | Others, please specify |   |   | -    |      |   |
|   | Total                  | - | - | 8.90 | 8.90 |   |

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority [RD / NCLT/COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                             |                                    |
| Penalty                             | -                            | -                 | -  | -                           | -                                  |
| Punishment                          | -                            | -                 | -  | -                           | -                                  |
| Compounding                         | -                            | -                 | -  | -                           | -                                  |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                             |                                    |
| Penalty                             | -                            | -                 | -  | -                           | -                                  |
| Punishment                          | -                            | -                 | -  | -                           | -                                  |
| Compounding                         | -                            | -                 | -  | -                           | -                                  |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                             |                                    |
| Penalty                             | -                            | -                 | -  | -                           | -                                  |
| Punishment                          | -                            | -                 | -  | -                           | -                                  |
| Compounding                         | -                            | -                 | -  | -                           | -                                  |

# OK PLAY INDIA LIMITED

## FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

| SL. No. | Particulars   | Details        |
|---------|---|----------------|
| 1       | Name (s) of the related party & nature of relationship  | Not Applicable |
| 2       | Nature of contracts/arrangements/transaction  | Not Applicable |
| 3       | Duration of the contracts/arrangements/transaction  | Not Applicable |
| 4       | Salient terms of the contracts or arrangements or transaction including the value, if any                         | Not Applicable |
| 5       | Justification for entering into such contracts or arrangements or transactions'                                   | Not Applicable |
| 6       | Date of approval by the Board   | Not Applicable |
| 7       | Amount paid as advances, if any   | Not Applicable |
| 8       | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | Not Applicable |

2. Details of contracts or arrangements or transactions at Arm's length basis.

| SL. No. | Particulars   | Details              |
|---------|---|----------------------|
| 1       | Name (s) of the related party & nature of relationship                                    | As per details below |
| 2       | Nature of contracts/arrangements/transaction  | As per details below |
| 3       | Duration of the contracts/arrangements/transaction  | As per details below |
| 4       | Salient terms of the contracts or arrangements or transaction including the value, if any | As per details below |
| 5       | Date of approval by the Board   | As per details below |
| 6       | Amount paid as advances, if any   | As per details below |

**DETAILS OF CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARMS LENGTH BASIS**

| Name(s) of the related party and nature of relationship | Nature of the contracts/ arrangements/transactions                        | Duration of the contracts/ arrangements/transactions               | Salient terms of the contracts or arrangements or transactions including the value, if any | Date(s) of approval by the Board, if any | Amount paid as advances, if any |
|---|---|--|--|--|---------------------------------|
| Justice T. R. Handa (Retd.)                             | Payment of remuneration as per approval of Shareholders under Section 197 | 1 <sup>st</sup> March, 2017 to 28 <sup>th</sup> February, 2020     | As per resolution passed by shareholders in 27 <sup>th</sup> AGM                           | 12-08-2016                               | Nil                             |
| Mr. Rajan Handa   | Payment of remuneration as per approval of Shareholders under Section 197 | 1 <sup>st</sup> March, 2017 to 28 <sup>th</sup> February, 2020     | As per resolution passed by shareholders in 27 <sup>th</sup> AGM                           | 12-08-2016                               | Nil                             |
| Mrs. Mamta Handa  | Payment of remuneration as per approval of Shareholders under Section 197 | 20 <sup>th</sup> June, 2016 to 19 <sup>th</sup> June, 2019         | As per resolution passed by shareholders in 26 <sup>th</sup> Annual General Meeting        | 14-08-2015                               | Nil                             |
| Mr. Rajan Wadhwa  | Payment of remuneration as per approval of Shareholders under section 197 | 01 <sup>st</sup> October, 2014 to 30 <sup>th</sup> September, 2017 | As per resolution passed by shareholders in 26 <sup>th</sup> Annual General Meeting        | 12-08-2016                               | Nil                             |
| Mr. Rishab Handa  | Payment of remuneration as per approval of Shareholders under section 197 | Continuous Employment  | As per resolution passed by shareholders in 26 <sup>th</sup> Annual General Meeting        | 14-08-2015                               | Nil                             |
| Mr. Raghav Handa  | Payment of remuneration as per approval of Shareholders under section 197 | Continuous Employment  | As per resolution passed by shareholders in 26 <sup>th</sup> Annual General Meeting        | 14-08-2015                               | Nil                             |
| OK Play Auto Private Limited                            | Sale purchase of Goods  | 01-04-2016 to 31-03-2017   | As per resolution passed by shareholders in 25 <sup>th</sup> Annual General Meeting        | 27-05-2016                               | Nil                             |

## ANNEXURE-2: CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information required under section 134 of the Companies Act, 1956 read with the rules made therein

### A. CONSERVATION OF ENERGY

- a. Energy conservation measures taken: Company is replacing all lighting equipment with LED bulbs. Company is in the process of construction of new shed where day light can be optimally used to conserve electricity. Company is in the process of installation of new energy efficient machinery. Energy conservation efforts are ongoing activities. During the year under review further efforts were made to ensure optimum utilization of fuel and electricity.
- b. Steps taken by company using alternative source of energy: Company is in the process of construction of new shed where day light can be optimally used to conserve electricity  
Capital Investment on energy conservation equipment - NIL

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

#### POWER CONSUMPTION\*:

|  | Current Year Ending<br>31.03.2017 | Previous Year Ending<br>31.03.2016 |
|--|-----------------------------------|------------------------------------|
| a. Electricity Purchased                         |                                   |                                    |
| 1. Units   | 1458330                           | 1674758                            |
| 2. Total Amount<br>(Rs. in Lakhs)                | 133.74                            | 153.86                             |
| 3. Rate / unit                                   | 9.17                              | 9.19                               |
| b. HSD Fuel Consumption                          |                                   |                                    |
| 1. Quantity (K.ltrs)<br>(for production purpose) | 268.11                            | 232.34                             |
| 2. Total Amount<br>(Rs. in Lakhs)                | 127.09                            | 107.51                             |

\* 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.

#### **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 E-Rickshaw, E-Cart, Vending Cart, Loader etc. have been developed and production of the same commenced successfully.



**c. Future plan of Action.**

Further development of Battery E-Rickshaw, E-Cart, Vending Cart, Loader based on market requirement. Company is making efforts towards meeting the requirement of its customers in achieving BS-V norms altogether and adopt BS-VI norms by 2020.

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

The following Expenditure was incurred on conducting R&D.

| <b>Rs. in Lakhs</b>   |        |
|---|--------|
| <b>a</b> Capital (Development & Manufacturing of Moulds)          | 829.46 |
| <b>b</b> Recurring  | NIL    |
| <b>c</b> Total  | 829.46 |
| <b>d</b> Total R&D expenditure as a percentage of total turnovers | 11.95% |

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**a. Earnings**

Foreign exchange earnings during the year from exports were Rs. 4,48,54,390/-  
(Previous year -NIL)

**b. Outgo**

Foreign exchange outgo during the year was Rs. 33,52,44,433.83/-  
(Previous year Rs. 27,06,01,848.82/-)

for **OK PLAY INDIA LTD.**

-Sd-

**Justice T. R. Handa**

Chairman cum Whole Time Director

Place: New Delhi  
Date: 14<sup>th</sup> August, 2017

# OK PLAY INDIA LIMITED

## **ANNEXURE-3: DISCLOSURES REQUIRED WITH RESPECT TO SECTION 197(12) OF THE COMPANIES ACT, 2013.**

The ratio of the remuneration of each Director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **I. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year**

| <b>Name of Director</b>                | <b>2017</b>    | <b>2016</b>    |
|--|----------------|----------------|
| Justice T.R. Handa (Retd.), Chairman   | 18.63          | 15.66          |
| Mr. Rajan Handa, Managing Director     | 43.46          | 36.54          |
| Mrs. Mamta Handa, Whole time Director  | 18.63          | 15.66          |
| Mr. Rajan Wadhera, Whole time Director | 6.08           | 5.11           |
| Mr. Shalabh Jasoria                    | Not Applicable | Not Applicable |
| Mr. Vijyendra Kumar Jain               | Not Applicable | Not Applicable |
| Mr. Naresh Kumar                       | Not Applicable | Not Applicable |
| Mr. Ajay Vohra                         | Not Applicable | Not Applicable |

**Note: Independent Directors are not paid any remuneration during the year.**

### **II. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year**

| <b>Name of Director</b>                        | <b>% Increase</b> |
|--|-------------------|
| Justice T.R. Handa (Retd.), Chairman           | 0                 |
| Mr. Rajan Handa, Managing Director             | 0                 |
| Mrs. Mamta Handa, Whole time Director          | 0                 |
| Mr. Rajan Wadhera, Whole time Director         | 0                 |
| Mr. Shalabh Jasoria, Independent Director      | -                 |
| Mr. Vijyendra Kumar Jain, Independent Director | -                 |
| Mr. Naresh Kumar, Independent Director         | -                 |
| Mr. Ajay Vohra, Independent Director           | -                 |
| Mr. Triloki Nath Verma, Company Secretary      | -                 |

### **III. The percentage increase in the median remuneration of employees in the financial year**

The percentage decrease in the median remuneration of employees (other than directors) in the financial year is around 13.92%.

### **IV. The number of permanent employees on the rolls of company**

The number of permanent employees as on 31<sup>st</sup> March, 2017 is 184.

### **V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

The average percentile decrease in the employees other than the Key Managerial Personnel for during the period is around 6.87% while the average percentile increase in the remuneration of the Key Managerial Personnel is 0.00%. The Gross sales has been decrease from 1,02,33,25,525/- to 74,92,62,487.80/-.

### **VI. Affirmation that the remuneration is as per the remuneration policy of the company**

Yes

Name of Top Ten Employees in terms of remuneration drawn:

| Sr. No | Name                     | Designation                            | Remuneration received (Rs. During the year) | Nature of employment, whether contractual or otherwise | Qualification and experience of the employee | Date of commencement of employment | Age | The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule(2) above | Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager |
|--------|--------------------------|--|---|--|--|------------------------------------|-----|---|---|
| 1      | Mr. Keval Krishna Sharma | GM - Sales - E Rickshaw                | 1522806                                     | Permanent  | PGDBM (MKT), 32                              | 27-07-2016                         | 54  | NIL   | No  |
| 2      | Mr. Mirigender Singh     | Associate- MD Affair                   | 1466471                                     | Permanent  | MBA, 19                                      | 01-03-2005                         | 44  | NIL   | No  |
| 3      | Mr. Rakesh Bhat          | AGM - Quality                          | 1674540                                     | Permanent  | B. E. Mech., 11                              | 14-06-2010                         | 43  | NIL   | No  |
| 4      | Mr. Pramod Kumar Bansal  | Manager- Purchase                      | 1432023                                     | Permanent  | M.Com, 26                                    | 01-10-2002                         | 51  | NIL   | No  |
| 5      | Mr. Ajay Gupta           | DGM - Accounts                         | 1394052                                     | Permanent  | B. Com, 24                                   | 13-04-2015                         | 46  | NIL   | No  |
| 6      | Mr. Arun Makheeja        | DM - Administration                    | 1113384                                     | Permanent  | PGDBM, 13                                    | 16-02-2015                         | 39  | NIL   | No  |
| 7      | Mr. Anil Kumar Solanki   | Manager - Development                  | 1112616                                     | Permanent  | Diploma, 25                                  | 01-11-2002                         | 53  | NIL   | No  |
| 8      | Mr. Davis A. V.          | Manager - Process                      | 1112616                                     | Permanent  | Diploma, 24                                  | 01-05-2009                         | 50  | NIL   | No  |
| 9      |                          | Manager - I.T                          | 945696                                      | Permanent  | B.Sc., PGD in Computer Science, 21           | 10-03-2008                         | 44  | NIL   | No  |
| 10     | Mr. Sanjay Kumar Sharma  | Company Secretary & Compliance Officer | 890052                                      | Permanent  | CS, LL.B, 9                                  | 02-03-2015                         | 34  | NIL   | No  |

## ANNEXURE-4: SECRETARIAL AUDIT REPORT

### FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**OK PLAY INDIA LIMITED**  
17 ROZ KAMEO INDUSTRIAL ESTATE,  
Tehsil Nuh, Dist Mewat, HARYANA-122103

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OK PLAY INDIA LIMITED** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31<sup>st</sup> March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) Companies Act, 2013 and the rules made there under and The Companies Act, 1956 and rules made there under to the extent applicable.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. **Not Applicable**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **Not Applicable**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **Not Applicable**

- |        |   |                       |
|--------|---|-----------------------|
| h.     | The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.                                 | <b>Not Applicable</b> |
| (vi)   | RBI Act, 1934   | <b>Not Applicable</b> |
| (vii)  | Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.  | <b>Not Applicable</b> |
| (viii) | Industrial and Labour Laws which inter- alia includes <b>(based on the confirmation received from the Management)</b> |                       |
| i.     | The Minimum Wages Act, 1948   |                       |
| ii.    | The Payment of Bonus Act, 1965  |                       |
| iii.   | The Payment of Gratuity Act, 1972   |                       |
| iv.    | The Employee's Provident Fund & Miscellaneous Provisions Act, 1952  |                       |
| v.     | The Employee's State Insurance Act, 1948 etc.   |                       |
| vi.    | Factory Act, 1948   |                       |
| vii.   | Equal Remuneration Act, 1976  |                       |
| viii.  | Punjab Fund Welfare Act, 1965   |                       |
| ix.    | Payment of Wages Act, 1936  |                       |
| x.     | The Workmen's Compensation Act, 1923  |                       |
| xi.    | The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959   |                       |
| xii.   | Contract Labour (Regulation and Abolition) Act, 1970  |                       |

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following Observations:

**a) Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of Companies Act 2013 and rules made there under are as follows:**

- The Company has not appointed CFO during the audit period as required under Section 203 of Companies Act, 2013.
- Resolution required to be registered in Form MGT-14 with ROC regarding Delegation of Borrowing power as required under proviso of section 179(3) of Companies Act, 2013 was not filed. Confirmation was received by me from the Management of the Company for filing an application for condonation of delay in relation to said form.

**b) Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of Listing Agreement Compliance are as follows: NIL**

**I further report that:**

The Board of Directors of the Company was duly constituted with optimum number of Executive, Non-executive and Women Director as required under Regulation 17 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent to the Directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

# OK PLAY INDIA LIMITED

According to information and explanation provided to me by the management of the company in relation to the preferential allotment of equity shares, the company has received shareholder's approval to issue 6,50,931 Equity share and 6,00,000 warrant (warrant convertible into equity share) on the preferential basis at 27<sup>th</sup> Annual General Meeting held on September 30, 2016. The application was made to BSE on October 6, 2016 for getting In Principal Approval and the In-Principal approval was obtained from BSE on November 2, 2016.

The offer letter was issued by company on November 2, 2016 and the Company had received first application money for the same on September 1, 2016. The date of allotment of equity shares was November 4, 2016.

I further report that based on the information received and records maintained by the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: New Delhi  
Date: 14th August, 2017

S/d  
Puneet Kumar Pandey  
Company Secretary  
M. No-A29848  
C.P No-10913

(This report is to be read with our letter of even date which is annexed as Annexure-A which forms an integral part of this report).

## ANNEX-A TO THE SECRETARIAL AUDIT REPORT

To,  
The Members,  
**OK PLAY INDIA LIMITED**  
17 ROZ KAMEO INDUSTRIAL ESTATE,  
Tehsil Nuh, Dist Mewat, HARYANA-122103

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company, my responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi  
Date: 14th August, 2017

S/d  
Puneet Kumar Pandey  
Company Secretary  
M. No-A29848  
C.P No-10913

## ANNEXURE-5: CERTIFICATE FROM COMPANY SECRETARY ON CORPORATE GOVERNANCE

### AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

#### To the members of OK PLAY INDIA LIMITED

I have examined the compliance of the conditions of corporate governance by OK Play India Limited for the year ended 31<sup>st</sup> March, 2017 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred to in Regulation 15(2) of the Listing Regulations for the period 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March 2017.

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations as may have been applicable.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: New Delhi  
Date: 14<sup>th</sup> August, 2017

S/d  
Surbhi Basantani  
Practicing Company Secretary  
M.N. 39452  
COP NO-14993

## 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 8 (Eight) Directors including one woman director out of which four are executive directors & four are nonexecutive & independent directors during the year and as on balance sheet date. After Balance sheet date, Mr. Naresh Kumar has resigned from the directorship stating his personal reasons. All the directors are eminent professionals with experience in Business, Industry, Finance and Law. 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, Non-Executive and Independent Directors who are eminent person with professional expertise and valuable experience. None of the Director on the Board is a member of 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 7 (Seven) Board meetings were held i.e. on 27<sup>th</sup> May, 2016, 12<sup>th</sup> August, 2016, 29<sup>th</sup> August, 2016, 1<sup>st</sup> September, 2016, 4<sup>th</sup> November, 2016, 14<sup>th</sup> November, 2016 and 14<sup>th</sup> February, 2017. The Company had its last Annual General Meeting of Shareholders on 30<sup>th</sup> September, 2016.

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    |          | 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            | No       | 0                          | 1                       | 0         |
| Mr. Rajan Handa             | Managing Director              | 03            | Yes      | 3                          | 0                       | 2         |



|                           |                                      |    |     |    |   |   |
|---------------------------|--------------------------------------|----|-----|----|---|---|
| Mrs. Mamta Handa          | Whole-Time Director                  | 04 | No  | 3  | 0 | 1 |
| Dr. Rajan Wadhera         | Whole-Time Director                  | 05 | Yes | 0  | 0 | 2 |
| Mr. Shalabh Jasoria       | Non Executive Director (Independent) | 06 | Yes | 7  | 3 | 0 |
| Mr. Vijayendra Kumar Jain | Non Executive Director (Independent) | 02 | No  | 0  | 0 | 1 |
| Mr. Naresh Kumar          | Non Executive Director (Independent) | 01 | No  | 18 | 0 | 0 |
| Mr. Ajay Vohra            | Non Executive Director (Independent) | 04 | No  | 1  | 0 | 2 |

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.

### 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 four Committees of the Board, which are:

- A. Audit Committee,
- B. Nomination and Remuneration Committee,
- C. Stakeholders Relationship Committee.
- D. Share Transfer Committee.

Regulation 21(5) of the SEBI (LODR) Regulations, 2015, is not applicable on the Company. The Company needs not to constitute Risk Management Committee.

#### A. 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 SEBI (LODR) Regulations, 2015.

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 as on balance sheet date: -

| Sr. No. | Name Of Director    | Designation                 | Chairman/ Member | No. of Meeting Attended |
|---------|---------------------|-----------------------------|------------------|-------------------------|
| 1       | Mr. Shalabh Jasoria | Independent & Non-executive | Chairman         | 4                       |
| 2       | Dr. Rajan Wadhwa    | Whole-Time-Director         | Member           | 3                       |
| 3       | Mr. Ajay Vohra      | Independent & Non-executive | Member           | 1                       |

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

Members of Audit Committee have requisite financial and management expertise. The Company Secretary acts as the Secretary to the committee. Terms of Reference are as per Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

During the year under review the Committee met on 27<sup>th</sup> May, 2016, 12<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016 & 14<sup>th</sup> February, 2017.

Committee was reconstituted on 14<sup>th</sup> November, 2017 wherein Mr. Ajay Vohra was appointed in place of Mr. Vijendra Kumar Jain.

## B. NOMINATION AND REMUNERATION COMMITTEE

The nomination and remuneration committee, a constitution of which is a mandatory requirement, was constituted to meet the requirements of the SEBI (LODR) Regulations, 2015 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 in the Annual General Meeting held on 30<sup>th</sup> September, 2016.

## COMPOSITION

The nomination and remuneration committee comprises of the following Directors: -

| Sr. No. | Name Of Director          | Designation                 | Chairman/ Member | No. of Meeting Attended |
|---------|---------------------------|-----------------------------|------------------|-------------------------|
| 1       | Mr. Shalabh Jasoria       | Independent & Non-executive | Chairman         | 1                       |
| 2       | Mr. Ajay Vohra            | Independent & Non-executive | Member           | 1                       |
| 3       | Mr. Vijayendra Kumar Jain | Independent & Non-executive | Member           | 1                       |

Meeting of Committee was held on 12<sup>th</sup> August, 2016. Sh. Shalabh Jasoria is Chairman of Committee. Non-Executive Directors were not paid anything during the financial year 2016-2017. The details of amount provided towards Director's remuneration (Computed as per Income Tax Act, 1961 are as follows:

(In Rs.)

| Name                        | Salary  | Sitting Fees | Total   |
|-----------------------------|---------|--------------|---------|
| Justice T. R. Handa (Retd.) | 3600000 | NIL          | 3600000 |
| Mr. Rajan Handa             | 8400000 | NIL          | 8400000 |
| Mrs. Mamta Handa            | 3600000 | NIL          | 3600000 |
| Mr. Rajan Wadhera           | 1175004 | NIL          | 1175004 |
| Mr. Shalabh Jasoria         | NIL     | NIL          | NIL     |
| Mr. Vijayendra Kumar Jain   | NIL     | NIL          | NIL     |
| Mr. Naresh Kumar            | NIL     | NIL          | NIL     |
| Mr. Ajay Vohra              | NIL     | NIL          | NIL     |

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. However, Managing Directors and Whole-times Directors are treated as fulltime employee of Company. 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.

The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the directors who are subject to evaluation had not participated. The criterion for performance evaluation was as per policy laid down by the Company and based on the preparation, participation, conduct and effectiveness of the Independent Directors.

Nomination and Remuneration Committee has approved the appointment and payment of remuneration to Mr. Rajan Handa and Justice T. R. Handa (Retd.) the meeting held on 12<sup>th</sup> August, 2016.

### C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Nomenclature of the Shareholders/Investors Grievances Committee has been changed to Stakeholders Relationship Committee. The Committee looks into resolution and readdress of shareholders/investors complaints related to transfer, transmission of shares, non-receipt of annual reports, dividend and e-voting problems. The Company Secretary attends the Shareholders Grievances Committee.

# OK PLAY INDIA LIMITED

## COMPOSITION

The Stakeholders Committee comprises of the following:-

| Sr. No. | Name Of Director    | Designation   | Chairman/ Member | No. of Meeting Attended |
|---------|---------------------|---|------------------|-------------------------|
| 1       | Mr. Shalabh Jasoria | Independent Director<br>(Chairman of the Committee) | Chairman         | 4                       |
| 2       | Dr. Rajan Wadhera   | Executive Director                                  | Member           | 3                       |
| 3       | Mr. Rajan Handa     | Executive Director                                  | Member           | 2                       |

Triloki Nath Verma, Company Secretary acts as Secretary of Committee and Compliance Officer.

During the year the Company does not received any complaints from shareholders.

Meeting of committee held on 27<sup>th</sup> May, 2016, 12<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016 and 14<sup>th</sup> February, 2017.

No grievance of any investor was pending as on 31<sup>st</sup> March, 2017.

## D. 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.

## COMPOSITION

The Share Transfer Committee comprises of the following:-

| Sr. No. | Name Of Director    | Designation                      | Chairman/ Member | No. of Meeting Attended |
|---------|---------------------|----------------------------------|------------------|-------------------------|
| 1       | Justice T. R. Handa | Chairman cum Whole-Time-Director | Chairman         | 22                      |
| 2       | Mr. Rajan Handa     | Managing Director                | Member           | 19                      |
| 3       | Mrs. Mamta Handa    | Whole-Time-Director              | Member           | 20                      |

During the year the committee met 23 times on 11<sup>th</sup> April, 2016. 18<sup>th</sup> April, 2016, 25<sup>th</sup> April, 2016 30<sup>th</sup> May, 2016, 6<sup>th</sup> June, 2016, 20<sup>th</sup> June, 2016, 27<sup>th</sup> June, 2016, 5<sup>th</sup> September, 2016, 3<sup>rd</sup> October, 2016, 10<sup>th</sup> October, 2016, 24<sup>th</sup> October, 2016, 15<sup>th</sup> November, 2016, 28<sup>th</sup> November, 2016, 6<sup>th</sup> December, 2016, 26<sup>th</sup> December, 2016, 2<sup>nd</sup> January, 2017, 9<sup>th</sup> January, 2017, 23<sup>rd</sup> January, 2017, 30<sup>th</sup> January, 2017, 7<sup>th</sup> February, 2017, 10<sup>th</sup> February, 2017, 27<sup>th</sup> February, 2017 and 6<sup>th</sup> March, 2017 .

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.

#### 4. ANNUAL/ EXTRAORDINARY GENERAL MEETINGS

| Year | AGM/<br>EGM | Location   | Date                 | Time       |
|------|-------------|--|----------------------|------------|
| 2016 | AGM         | Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujjina, Police Station – Nuh, District – Mewat Haryana | 30th September, 2016 | 10.00 A.M. |
| 2015 | AGM         | Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujjina, Police Station – Nuh, District – Mewat Haryana | 30th September, 2015 | 10.00 A.M. |
| 2014 | AGM         | Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujjina, Police Station – Nuh, District – Mewat Haryana | 30th September, 2014 | 10.00 A.M. |

3 (Three) special resolution was put through e-voting / postal ballot at the 'Annual General Body Meeting' held on 30<sup>th</sup> September, 2016 during the last year.

Notice of ensuing Annual General Meeting contains the items to be passed through postal ballot / E voting. A separate paper containing process of e voting/ postal ballot and user ID Password for e voting is circulated to the shareholders along with the notice of Annual General Meeting.

(A) Year 2016

1. Appointment & payment of remuneration to Mr. Rajan Handa in the office / place of profit
2. Appointment & payment of remuneration to Justice Tilak Raj Handa in the office / place of profit
3. To Issue Equity Shares & Warrants on Preferential Basis

5 (Five) special resolution was put through e-voting / postal ballot at the 'Annual General Body Meeting' held on 30<sup>th</sup> September, 2015 during the last year.

(B) Year 2015

1. Appointment & payment of remuneration to Mr. Rishab Handa in the office / place of profit
2. Appointment & payment of remuneration to Mr. Raghav Handa in the office / place of profit
3. Increase in the remuneration of Mr. Rajan Wadhwa (DIN- 01412577) Whole Time Director of the Company
4. Re-appointment of Mrs. Mamta Handa as Whole -Time Director and payment of remuneration.
5. Creation of charges on the movable and immovable properties of the Company, both present and future.

**Company has passed the following resolution through e-voting/ Postal Ballot in financial year 2015-16.**

1. Amendment to Object Clause of the Memorandum of Association.
2. Amendment to Clause IV of the Memorandum of Association
3. To make investments, give loans, guarantees and provide securities upto an aggregate amount of Rs.500 Crores.

# OK PLAY INDIA LIMITED

Mr. Puneet Kumar Pandey, Company Secretary was appointed as Scrutinizer of the Postal Ballot Process.

Voting Pattern was as under:

| Particulars                                     | Resolution No1 | Resolution No 2 | Resolution No 3 |
|---|----------------|-----------------|-----------------|
| Total No of Postal Ballot Paper received        | 39             | 38              | 39              |
| No of Invalid postal Ballots                    | 8              | 8               | 8               |
| No of Valid Postal Ballots                      | 31             | 30              | 31              |
| No of Persons who voted electronically          | 28             | 28              | 28              |
| Total No of Shares who voted for the resolution | 59             | 58              | 59              |
| Total No of Votes for the Resolution            | 10790348       | 10790248        | 10790348        |
| Votes in Favour of Resolution                   | 10789938       | 10789838        | 10782038        |
| Vote against the Resolution                     | 410            | 410             | 8310            |
| Resolution Passed by % of Valid Votes received  | 99.99%         | 99.99%          | 99.92%          |

(C) Year 2014

1. Increase in borrowing limits 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
2. Payment of remuneration to managing director Mr. Rajan Handa ( DIN 00194590)
3. Payment Of Remuneration To Whole Time Director Justice Tilak Raj Handa( DIN 00194284)
4. Appointment and payment of remuneration to Dr. Rajan Wadhera( DIN 01412577) as Whole Time Director
5. 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.

## 5. NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER SEBI (LODR) REGULATIONS, 2015.

| Name of the Director                   | Mr. Rajan Handa  | Justice T. R. Handa (Retd.)   | Mr. Atul Nripraj Barar  |
|--|--|---|---|
| Date of Birth                          | 09 <sup>th</sup> December, 1959  | 1 <sup>st</sup> March, 1925   | 1 <sup>st</sup> May, 1962   |
| Date of appointment/re-appointment     | 19 <sup>th</sup> August, 1988  | 19 <sup>th</sup> August, 1988   | 4 <sup>th</sup> September, 2017   |
| Expertise in specific functional areas | He has wide experience in Production and overall management related functions. | He has wide experience in Legal, Administration, Arbitration and Industrial Relations | A seasoned professional with 27 years of experience in strategic financial planning |

| Qualifications   | B.E.  | LLB.   | B.Com.   |
|--|---|--|--|
| Name of the other companies in which person holds the directorship | OK Play Auto Pvt. Ltd.<br>OK Play Schooling Pvt. Ltd<br><br>Cautious Exim Pvt. Ltd  | NIL  | 1. INNOVATIVE<br>TECH PACK<br>LIMITED<br>2. MANIPUR<br>MINES &<br>MINERALS<br>PRIVATE LIMITED<br>3. LOKNATH<br>MINING<br>PRIVATE LIMITED<br>4. LINGARAJ<br>INDUSTRIAL<br>PRIVATE LIMITED<br>5. LINGARAJ<br>PROJECTS<br>PRIVATE LIMITED |
| Chairman/Member of Board Committees in other companies             | NIL   | NIL  | 4  |
| Shareholding in the company  | 96868 62 equity shares  | NIL  | NIL  |
| Relationship between directors                                     | Son of Justice<br>T. R. Handa, Chairman<br>& Whole time Director<br><br>Spouse of<br>Mrs. Mamta Handa,<br>Whole time Director | Father of<br>Mr. Rajan Handa<br>Managing Director<br><br>Father-in Law of<br>Mrs. Mamta Handa<br>Whole time Director | NONE   |

## 6. SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

As stipulated the Code of Independent Directors under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, a separate Meeting of the Independent Directors of the Company was held 14<sup>th</sup> February, 2017 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committee which is to effectively and reasonably perform and discharge their duties.

## 7. FAMILIARIZATION PROGRAMME FOR DIRECTORS

The Independent directors of Company are eminent personalities having wide experience in the field of business, finance, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. Independent Directors are appointed as per the Governance guidelines of the Company, with management expertise and wide range of experience.

The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one-to-one meetings. Board members are also requested to access the necessary documents brochures, Annual Reports and internal policies available at our website to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made by Senior Management, at the Board/Committee meetings on business and performance updates of

the Company, global business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy etc. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Directors.

## **8. PROHIBITION OF INSIDER TRADING**

With a view to regulate Trading in Securities by the Directors and Designated Employees, the Company has adopted a "Code of Conduct for Prohibition of Insider Trading".

## **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.

The Company has posted information regarding policies and listing compliances under the Investor relation page of its web site that is [www.okplay.co.in](http://www.okplay.co.in). Company also uploads reports on <http://listing.bseindia.com> for further information and dissemination to stakeholders.

## **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 Regulation 17(8) of the SEBI (LODR) Regulations, 2015, the Managing Director & CFO have submitted necessary certificate to the Board stating the particulars specified under the said Regulation. This certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors at their respective meetings on 14<sup>th</sup> August, 2017.

## **12. GENERAL SHAREHOLDERS INFORMATION**

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

## **13. DISCLOSURES**

Your Directors draw attention of the member to note 27(5) to the financial statement which sets out related party disclosures.

The Company has fulfilled all statutory compliances except non appointment of Chief Financial Officer. This has been rectified by Board by appointing CFO on 3<sup>rd</sup> August, 2017. 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. Company is in the process of appointment of CFO.

The Whistle Blower Policy complies with the requirements of Vigil mechanism as stipulated under Section 177 of the Companies Act, 2013. The details of establishment of the Whistle Blower Policy/Vigil mechanism has been disclosed on the website of the Company at the link: <http://okplay.co.in/Whistle-Blower-Policy.pdf>

Company commits to comply with the requirements of the Corporate Governance in its words and spirits.



**Other Disclosures are as under:**

**a) Penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority**

No penalties or strictures have been imposed on the company by Stock Exchanges or SEBI or any other statutory authority on any matters related to capital market during the last three years.

**b) Code of conduct**

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the directors and senior management. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been put on the Company's website (<http://okplay.co.in/corprate-governance1.html>) The Code has been circulated to all the members of the Board and Senior Management and its compliance is affirmed by them.

A declaration signed by the Managing Director is published in this Report.

**c) Review of Directors' Responsibility Statement**

The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended 31<sup>st</sup> March, 2017 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

**d) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities**

The Company does not follow any policy of Hedging Exchange Risk and keeps its Foreign Exchange Exposure open., however keeps a close watch on the exchange rate movement.

**e) CEO/CFO Certifications**

A Certificate from CFO & Managing Director forms part of this report.

**f) Related Party Transactions**

Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link <http://okplay.co.in/Related-Party-Transaction-Policy.pdf>.

**g) Vigil Mechanism/ Whistle Blower Policy**

The details of establishment of the Whistle Blower Policy/Vigil mechanism has been disclosed on the website of the Company at the link: <http://okplay.co.in/Whistle-Blower-Policy.pdf>. Any employee can access and use the recourse available in the policy.

**h) Disclosures of Risk Management**

Company has formulated a policy for dealing with risk involved in the business. Copy of policy adopted by the Board is available at the link: <http://okplay.co.in/corprate-governance1.html>

## **I Proceeds from public issue, rights issue, preferential issue, FCCB issue.**

During the year, the Company has raised funds from preferential issue. The Company issued 6,26,015 (Six lakh Twenty Six Thousand Fifteen only) Equity Shares of Rs. 10/- (Ten) each for a cash at a price of Rs. 140.47/- ( Rupee One Hundred Forty and forty Seven Paise only) per issue share aggregating Rs. 8,79,36,327.05/- (Rupee Eight Crore Seventy Nine Lakh Thirty Six Thousand Three Hundred Twenty Seven and Five paise only) including premium of Rs. 130.47/- (Rupees One Hundred Thirty and Forty Seven paise Only) per Equity Share, to the below mentioned proposed non –promoter investors (“Investors”) and 6,00,000 (Six Lakh only) warrants (“Warrants”) (1 Warrant convertible into 1 Equity Share of face value of Rs.10/-(Rupees Ten) each) at a price of Rs. 140.47/- (Rupees One Hundred Forty and Forty Seven paise Only) per Warrant aggregating Rs. 8,42,82,000.00/- (Rupees Eight Crore Forty Two Lakh Eighty Two Thousand Only), including premium of Rs. 130.47/- (Rupees One Hundred thirty and Forty Seven paise Only) per Warrant to Promoter.

Funds have been raised to meet working capital requirement.

## **j) Particulars of Directors to be appointed/re-appointed**

Particulars of Directors proposed to be appointed has been provided above in this report. Change in the Directors during the year is mentioned in the Directors Report itself and not repeated.

## **k) Commodity price risk or foreign exchange risk and hedging activities**

Presently Company has not adapted policy regarding hedging of foreign exchange risk.

## **l) Others:**

## **I The Board**

The Chairman of the Company is the Executive Chairman and no expenses are incurred by the Company for the maintenance of the Chairman's office.

All the Directors including Independent Directors are appointed/ re-appointed by the Shareholders from time to time.

## **ii. Shareholders Rights**

The quarterly, half-yearly and annual financial results of the Company are published in the newspapers and are also posted on the Company's website. The complete Annual Report is sent to each and every shareholder of the Company.

## **iii. Audit Qualifications**

There are no Qualifications from the Auditors on the Company's financial statements for the year under reference. However Company has not appointed CFO & there is delay in filing of Form MGT 14. Company has appointed CFO w.e.f 1<sup>st</sup> July, 2017 and company undertakes to file application for condonation in due course.

## **iv. Internal Auditor**

The Internal Auditors directly report to the Audit Committee

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **1. NEW DEVELOPMENTS AND OUTLOOK**

Company has successfully designed and developed a plastic bodied E Rickshaw as per government specifications and which has been approved by Government of India. Now Company has been successful in receiving approvals from most of the State Transport Authorities for plying and sale of your company's E-Rickshaw in the brand name of "eRaaja". With the strategic manufacturing and distribution model, Company has successfully embarked in the sale of "eRaaja" for which company is receiving rave reviews. Our strategy is long-term, so although the above new platforms your company is building are still in progressive stage and have yet to yield substantial revenue, their prospects are exciting and we are making headway in that direction.

Government outlook and policies on the promotion of pollution free mode of transportation will create a huge chunk of opportunities for the Company and Company is way ahead to capture the opportunity coming its way through capacity enhancement and product diversification.

The Company is in the process of setting of manufacturing and distribution centers of eRaaja on pan India basis through network of manufacturing and distribution partners. Focus has been on making presence felt across all business segment of Company through its innovative designs and engineering excellence.

The production of plastic molded products is also increasing with the signing of the exclusivity agreement with clients in auto and other sectors. Company is also exploring the opportunities through presence and direct contact with its clients. Company also sees an opportunity in government projects.

Management of the Company is very confident on its (Innovation and Designing capabilities which enables the company to develop products across a wide range of industries. The children products category will see a major expansion with its innovations, designs and new range.

### **2. SEGMENT WISE PERFORMANCE**

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

### **3. 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.

### **4. 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 behavior management
- Industrial and employee relations
- Safety and health management
- Human resources (workforce) analysis and workforce personnel data management
- Compensation, rewards, and benefits management

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.

## **5. 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.

## **6. 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.

Place: New Delhi  
Date: 14th August, 2017

for **OK PLAY INDIA LTD.**  
-Sd-  
**Justice T. R. Handa**  
Chairman cum Whole Time Director

## SHAREHOLDER'S DIARY- GENERAL SHAREHOLDERS INFORMATION

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

29<sup>th</sup> September, 2017 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 <sup>st</sup> April to 31 <sup>st</sup> March      |
| First Quarter  | 1 <sup>st</sup> April to 30 <sup>th</sup> June       |
| Second Quarter | 1 <sup>st</sup> July to 30 <sup>th</sup> September   |
| Third Quarter  | 1 <sup>st</sup> October to 31 <sup>st</sup> December |
| Fourth Quarter | 1 <sup>st</sup> January to 31 <sup>st</sup> March    |

### 3. DIVIDENT INFORMATION:

The Board of Directors' has not recommended any dividend.

### 4. LISTING INFORMATION

Shares of your Company are listed on BSE Limited.

The Hon'ble BIFR vide its order dt. 6<sup>th</sup> December, 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.

### 5. STOCK CODE

|     |        |
|-----|--------|
| BSE | 526415 |
|-----|--------|

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

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

### 7. BOOK CLOSURE

From: 23<sup>rd</sup> September, 2017 To: 29<sup>th</sup> September, 2017 (Both days inclusive)

### 8. INVESTOR SERVICE CELL

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

## 9. COMPLIANCE OFFICER:

Mr. Triloki Nath Verma, Company Secretary

## 10. ADDRESS FOR CORRESPONDENCE OK PLAY INDIA LIMITED

17-18 Roz-Ka-Meo Industrial Estate  
Tehsil Nuh, Distt. Mewat  
Haryana – 122103

## 11. REGISTRAR AND SHARE TRANSFER AGENTS

MAS SERVICES LTD.  
T-34, IInd Floor, Okhla Industrial Area,  
Phase-II, New Delhi- 110 020  
Ph. 011-26387281/82/83/41320335/36.

Registrar and Share Transfer Agent carry out share transfer system in accordance with the SEBI Guidelines and supervision of Share Transfer Committee.

## 12. SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH, 2017

| CATEGORY  | Total No. of Shares | % to Total    | Demat Shares    | Physical Shares | % of D MAT Shares with Total No of Shares |
|---|---------------------|---------------|-----------------|-----------------|---|
| <b>A. PROMOTER'S HOLDING</b>  |                     |               |                 |                 |   |
| (Including Directors, Relatives & associates)   | 10869012            | 58.410        | 10869012        | 0               | 58.410                                    |
| <b>B. NON-PROMOTER'S HOLDING</b>  |                     |               |                 |                 |   |
| Banks, FIs, Mutual Funds, Insurance Companies, (Central/State Govt. Institutions/ Non-Govt. Institutions) | 5600                | 0.030         | 0               | 5600            | 0   |
| a. Private Corporate Bodies   | 1466380             | 7.880         | 1449530         | 16850           | 7.790                                     |
| b. Indian Public  | 5249487             | 28.211        | 4535018         | 714469          | 24.371                                    |
| c. NRIs / OCBs  | 591407              | 3.178         | 509207          | 82200           | 2.736                                     |
| d. Trust  | 0                   | 0             | 0               | 0               | 0   |
| e. NBFCs registered with RBI  | 39740               | 0.214         | 39740           | 0               | 0.214                                     |
| f. Others   | 386489              | 2.077         | 386489          | 0               | 2.077                                     |
| <b>GRAND TOTAL</b>  | <b>18608115</b>     | <b>100.00</b> | <b>17788996</b> | <b>819119</b>   | <b>95.598</b>                             |

## • OUTSTANDING WARRANTS

The company has 600000/- outstanding warrants as on 31<sup>st</sup> March, 2017. Shareholders has approved allotment of warrants in 27<sup>th</sup> Annual General Meeting. These warrants will be converted into equity within 18 months from the date of its allotment. Warrants were allotted on 4<sup>th</sup> November, 2016. BSE has granted In-principal approval via letter dated 2<sup>nd</sup> November, 2016.

## 13. DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2017

| Shareholding of nominal value |         | Shareholders |                | No. of Shares (4) | Share Amount              |                |
|-------------------------------|---------|--------------|----------------|-------------------|---------------------------|----------------|
| Rs. (1)                       | Rs. (2) | Number (2)   | % To Total (3) |                   | Nominal Amount in Rs. (5) | % to total (6) |
| Upto 5000                     |         | 6759         | 89.892         | 1046849           | 10468490                  | 5.626          |
| 5001 to 10000                 |         | 324          | 4.309          | 266416            | 2664160                   | 1.432          |
| 10001 to 20000                |         | 168          | 2.234          | 258399            | 2583990                   | 1.389          |
| 20001 to 30000                |         | 57           | 0.758          | 147726            | 1477260                   | 0.794          |
| 30001 to 40000                |         | 27           | 0.359          | 94851             | 948510                    | 0.510          |
| 40001 to 50000                |         | 29           | 0.386          | 135018            | 1350180                   | 0.726          |
| 50001 to 100000               |         | 49           | 0.652          | 372101            | 3721010                   | 2.000          |
| 100001 and above              |         | 106          | 1.410          | 16286755          | 162867550                 | 87.525         |
| Total                         |         | 7519         | 100.00         | 18608115          | 186081150                 | 100.00         |

## 14. PLANT LOCATION

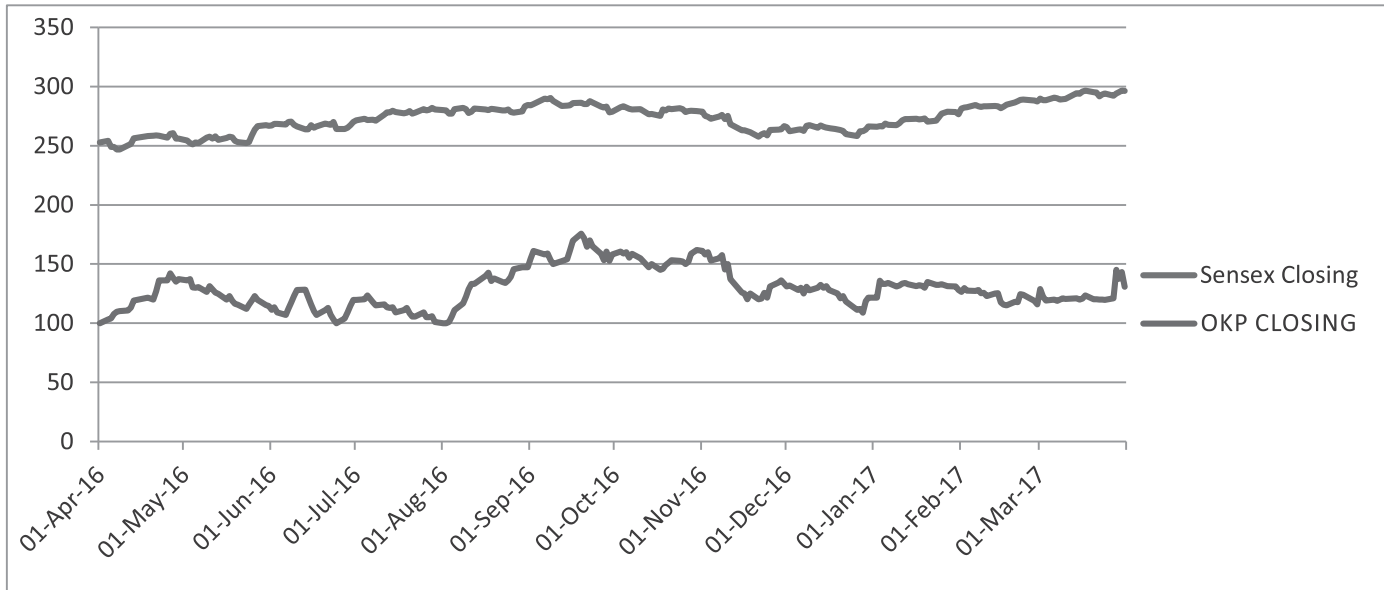
OK PLAY INDIA LIMITED  
 17-18 Roz-Ka-Meo Industrial Estate  
 Tehsil Nuh, Distt. Mewat  
 Haryana - 122103

## 15. STOCK MARKET PRICE FOR THE YEAR 2015-2016

| Month           | High   | Low    |
|-----------------|--------|--------|
| April, 2016     | 144.5  | 99.3   |
| May, 2016       | 140.0  | 111.0  |
| June, 2016      | 130.5  | 98.0   |
| July, 2016      | 126.35 | 100.1  |
| August, 2016    | 147.3  | 95.9   |
| September, 2016 | 178.5  | 146.0  |
| October, 2016   | 165.0  | 141.0  |
| November, 2016  | 165.9  | 113.65 |
| December, 2016  | 143.0  | 103.5  |
| January, 2017   | 145.0  | 120.0  |
| February, 2017  | 145.0  | 112.0  |
| March, 2017     | 160.0  | 117.7  |



## 16. PERFORMANCE IN COMPARISON TO BSE SENSEX



\*Graph is based on the annual Closing price of equity shares of Company and annual closing Sensex Indices.

\*\*Ok Play Share close price is on actual while Sensex chart has been divided into Rs.100/- for the purpose of comparison.

## CEO / CFO CERTIFICATE

To,  
The Board of Directors  
OK Play India Limited

A. We have reviewed financial statements and the cash flow statement of OK Play India Limited for the year ended 31<sup>st</sup> March, 2017 and that to the best of their knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2017 are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

D. i) There has not been any significant changes in internal control over financial reporting during the year under reference;  
ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements: and  
iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Dated: 14th August, 2017

Place: Delhi

**By order of the Board of Directors  
for OK PLAY INDIA LIMITED**

-Sd-

-Sd-

**Rajan Handa  
Managing Director**

**Narayan Chandra Rout  
Chief Financial Officer**

## DECLARATION

To the Members of  
OK PLAY INDIA LIMITED

I, Rajan Handa, Managing Director of the Company, hereby certify that the Board Members and Senior Management Personnel have affirmed compliance with the Rules of Code of Conduct for the financial year ended 31<sup>st</sup> March, 2017 pursuant to the requirements of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dated: 14<sup>th</sup> August, 2017

Regd. Office: -

17, Roz-Ka-Meo Industrial Estate,  
Tehsil Nuh, Distt. Mewat, Haryana

**By order of the Board of Directors  
for OK PLAY INDIA LIMITED**

-Sd-

**Rajan Handa  
Managing Director**

## **INDEPENDENT AUDITORS' REPORT**

**To The Members of OK PLAY INDIA LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying financial statements of OK PLAY INDIA LIMITED (“the Company”), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation and presentation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of these financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's 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 financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it 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.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 27(1) to the financial statements.
    - b. The Company did not have any long term contracts including derivative contracts for which there are any material foreseeable losses.
    - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - d. The company has provided requisite disclosures in its financial statements, as referred to in Note 27(10), as to holdings as well as dealings in Specified Bank Notes as defined in the notification S.O. 3407(E) dated 8<sup>th</sup> November, 2016 of the Ministry of Finance, during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the company.

**For D. S. CHADHA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**(FRN 026723-N)**

-Sd-

**D. S. CHADHA**  
**PROPRIETOR**  
**M.N. 015727**

**Place : New Delhi**  
**Dated : 9th June, 2017**

## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Annexure referred to in Independent Auditors' Report of even date to the members of OK Play India Limited for the year ended 31 March 2017

- (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 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. 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) 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 189 of the Companies Act, 2013. Accordingly, clause (iii) (a), (b) and (c) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (v) are not applicable to the company.
- (vi) According to the information and explanations given to us, the Central Government has prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of 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.
- (vii) (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it except the following which are outstanding for more than six months.

| Nature of the Dues | Amount (Rs.) | Period to which the amount relates | Due Date   | Date of Payment | Remarks, if any                             |
|--------------------|--------------|------------------------------------|------------|-----------------|---|
| Sales Tax          | 5,84,623.00  | 2012-13                            | 04/05/2015 |                 | To be set off against receipt of 'C-Forms'. |

- (b) According to the information and explanations given to us, there are no material dues of income tax, service tax, duty of customs, duty of excise, value added tax and cess which have not been deposited with the appropriate authorities on account of any dispute, except the following:

# OK PLAY INDIA LIMITED

| Nature of the Dues                   | Amount (Rs)  | Period to which the amount relates | Forum where dispute is pending                  | Remarks, if any |
|--------------------------------------|--------------|------------------------------------|---|-----------------|
| Penalty under the Central Excise Act | 29,37,276.00 | 1996-97                            | Central Excise & Service Tax Appellate Tribunal |                 |

- (viii) According to the information and explanations given to us, the Company has defaulted in the repayment of dues to financial institutions and banks as under:

| Particulars          | Amount of default as at balance sheet date (Rs.) | Period of default | Remarks |
|----------------------|--|-------------------|---------|
| Indian Overseas Bank | 4,05,50,313                                      | 1 day             | Unpaid  |
| Indian Overseas Bank | 8,32,492   | 1 day             | Unpaid  |
| Indian Overseas Bank | 20,00,000  | 11 days           | Unpaid  |

- (ix) According to the information and explanations given to us, the Company has raised new term loans during the year but has not raised any money by way of initial public offer or further public offer (including debt instruments). The term loans outstanding at the beginning of the year and those raised during the year have been applied for the purpose for which the loans were raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made, during the year, private placement of equity shares and warrants (convertible into equity shares) on preferential basis. The requirement of Section 42 of Companies Act, 2013 have been complied with and the amount raised as been used for the purpose for which the funds were raised.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For **D. S. CHADHA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**(FRN 026723-N)**

-Sd-

**D. S. CHADHA**  
**PROPRIETOR**  
**M.N. 015727**

**Place : New Delhi**  
**Dated : 9th June, 2017**

## **ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**

### **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of OK Play India Limited ('the Company') as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Place: New Delhi**

**Dated: 9<sup>th</sup> June, 2017**

**For D. S. CHADHA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(FRN 026723-N)**

**-Sd-**

**D S. CHADHA PROPRIETOR  
M.N. 015727**



**OK PLAY INDIA LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2017**

| Particulars  | Note No.   | AS AT 31.03.2017 (Rs)  | AS AT 31.03.2016 (Rs)    |
|--|--|--|--------------------------|
| <b>EQUITY AND LIABILITIES</b>  |  |  |                          |
| <b>Shareholders' Funds</b>   |  |  |                          |
| Share Capital  | 2  | 18,59,55,650.00  | 17,96,95,000.00          |
| Reserves and Surplus   | 3  | 23,53,02,996.70  | 14,73,15,604.28          |
| Money received against share warrants  |  | 2,10,70,500.00   | -                        |
| <b>Non-Current Liabilities</b>   |  |  |                          |
| Long-Term Borrowings   | 4  | 28,01,73,052.83  | 18,99,57,027.87          |
| Long Term Provisions   | 5  | 67,53,384.00   | 89,38,210.00             |
| <b>Current Liabilities</b>   |  |  |                          |
| Short-Term Borrowings  | 6  | 37,18,93,709.80  | 40,54,86,649.97          |
| Trade Payables   |  | 15,03,78,503.96  | 13,81,18,552.89          |
| Other Current Liabilities  | 7  | 44,31,12,586.15  | 38,54,62,139.97          |
| Short-Term Provisions  | 8  | 65,14,036.00   | 65,14,036.00             |
| <b>Total</b>   |  | <b>1,70,11,54,419.44</b>   | <b>1,46,14,87,220.98</b> |
| <b>ASSETS</b>  |  |  |                          |
| <b>Non-Current Assets</b>  |  |  |                          |
| Fixed Assets   | 9  |  |                          |
| Tangible assets  |  | 43,20,96,403.08  | 36,22,59,782.56          |
| Intangible assets  |  | 13,93,33,380.74  | 52,26,815.94             |
| Capital work-in-progress   |  | 8,38,27,890.48   | 3,43,76,076.64           |
| Intangible assets under development  |  | -  | 9,27,25,521.12           |
| Non-current investments  | 10   | 8,00,00,000.00   | 8,00,00,000.00           |
| Deferred tax assets (net)  | 11   | 1,77,02,000.00   | 2,45,50,000.00           |
| Long term loans and advances   | 12   | 41,14,823.00   | 65,63,433.00             |
| <b>Current Assets</b>  |  |  |                          |
| Inventories  | 13   | 33,86,16,077.44  | 27,01,84,853.62          |
| Trade receivables  | 14   | 29,04,89,146.83  | 38,09,63,042.06          |
| Cash and cash equivalents  | 15   | 2,30,47,714.94   | 99,43,253.17             |
| Short-term loans and advances  | 16   | 19,79,53,555.53  | 13,01,37,570.54          |
| Other current assets   | 17   | 9,39,73,427.40   | 6,45,56,872.33           |
| <b>Total</b>   |  | <b>1,70,11,54,419.44</b>   | <b>1,46,14,87,220.98</b> |
| <b>Significant Accounting Policies</b>   |  | 1  |                          |
| <b>Notes on Financial Statements</b>   |  | 2 to 27  |                          |
| <b>For and on behalf of the Board</b>  |  |  |                          |
| -Sd-<br>(Justice T.R.Handa)(Retd.)<br>Chairman cum Wholetime Director<br>DIN- 00194284 | -Sd-<br>(Rajan Handa)<br>Managing Director<br>DIN-00194590 | -Sd-<br>(Triloki Nath Verma)<br>Company Secretary  |                          |
|  |  | As per our report of even date attached<br><b>For D.S.Chadha &amp; Associates</b><br><b>Chartered Accountants</b><br><b>(FRN 026723-N)</b> |                          |
|  |  | -Sd-<br>(D.S.CHADHA)<br>Proprietor<br>M.No. 015727   |                          |
| Place: New Delhi<br>Date : 9th June, 2017  |  |  |                          |

## OK PLAY INDIA LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

| Particulars  | Note No.   | FOR THE YEAR ENDED<br>31.03.2017 (Rs)  | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|--|--|--|---------------------------------------|
| Revenue from operations  | 18   | 69,41,07,723.59  | 97,20,10,233.43                       |
| Other Income   | 19   | 93,55,107.84   | 27,41,442.40                          |
| <b>Total Revenue</b>   |  | <b>70,34,62,831.43</b>   | <b>97,47,51,675.83</b>                |
| <b>Expenses:</b>   |  |  |                                       |
| Cost of materials consumed   | 20   | 32,53,68,396.66  | 31,40,66,880.70                       |
| Purchase of Stock-in-Trade   |  | 1,87,88,690.48   | 36,91,45,208.58                       |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade          | 21   | 1,35,82,876.49   | (6,77,42,279.18)                      |
| Employee benefits expense  | 22   | 8,11,80,246.48   | 7,03,84,959.65                        |
| Financial costs  | 23   | 10,84,19,519.32  | 10,85,85,320.41                       |
| Depreciation and amortization expense  | 24   | 3,46,14,240.51   | 2,87,96,325.33                        |
| Other expenses   | 25   | 11,22,29,531.04  | 10,17,67,098.93                       |
| <b>Total Expenses</b>  |  | <b>69,41,83,500.98</b>   | <b>92,50,03,514.42</b>                |
| Profit/(Loss) before exceptional and extraordinary items and tax                       |  | <b>92,79,330.45</b>  | <b>4,97,48,161.41</b>                 |
| Exceptional item (Net (gain)/loss on Exchange Fluctuation on FCCB/ECB/Others)          |  | (38,79,884.92)   | 1,43,74,531.00                        |
| Exceptional item (Loss on account of Fire)   |  | -  | 7,92,42,742.27                        |
| Profit/(Loss) before extraordinary items and tax                                       |  | <b>1,31,59,215.37</b>  | <b>(4,38,69,111.86)</b>               |
| Provision of Tax for earlier years/(Excess Provision of Tax written back)              |  | -  | (54,00,000.00)                        |
| Profit/(Loss) before tax   |  | <b>1,31,59,215.37</b>  | <b>(3,84,69,111.86)</b>               |
| <b>Tax expense:</b>  |  |  |                                       |
| (1) Current tax  |  | -  | -                                     |
| (2) Deferred tax charge/(credit)   |  | 68,48,000.00   | (1,85,28,000.00)                      |
| Profit/(Loss) for the year   |  | <b>63,11,215.37</b>  | <b>(1,99,41,111.86)</b>               |
| Earnings per equity share of face value of Rs 10 each:                                 | 26   |  |                                       |
| Basic (in Rupees)  |  | 0.35   | (1.11)                                |
| Diluted (in Rupees)  |  | 0.34   | (1.11)                                |
| <b>Significant Accounting Policies</b>   | 1  |  |                                       |
| <b>Notes on Financial Statements</b>   | 2 to 27  |  |                                       |
| <b>For and on behalf of the Board</b>  |  |  |                                       |
| -Sd-<br>(Justice T.R.Handa)(Retd.)<br>Chairman cum Wholetime Director<br>DIN- 00194284 | -Sd-<br>(Rajan Handa)<br>Managing Director<br>DIN-00194590 | -Sd-<br>(Triloki Nath Verma)<br>Company Secretary  |                                       |
|  |  | As per our report of even date attached<br><b>For D.S.Chadha &amp; Associates</b><br><b>Chartered Accountants</b><br><b>(FRN 026723-N)</b> |                                       |
|  |  | -Sd-<br>(D.S.CHADHA)<br>Proprietor<br>M.No. 015727   |                                       |
| Place: New Delhi<br>Date : 9th June, 2017  |  |  |                                       |

**OK PLAY INDIA LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

|  | <b><u>Year ended</u></b><br><b><u>31st March,2017</u></b> | <b><u>Year ended</u></b><br><b><u>31st March,2016</u></b> |
|--|---|---|
|  | <b><u>Rs</u></b>  | <b><u>Rs</u></b>  |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>      |   |   |
| Net Profit/(Loss) before Tax and extraordinary items | 1,31,59,215.37  | (4,38,69,111.86)  |
| Adjustments for :                                    |   |   |
| Depreciation   | 3,46,14,240.51  | 2,87,96,325.33  |
| Loss/( Profit ) on sale of Assets                    | 2,39,737.65   | 10,66,711.07  |
| Interest Received                                    | (17,43,816.00)  | (14,56,116.00)  |
| Interest Payments                                    | 10,84,19,519.32   | 10,85,85,320.41   |
| Exchange Fluctuation Loss/(Gain)                     | (38,79,884.92)  | 1,43,74,531.00  |
| Operating Profit before Working Capital changes      | 15,08,09,011.93   | 10,74,97,659.95   |
| Adjustments for :                                    |   |   |
| Trade and Other Receivables                          | 6,10,57,340.16  | 12,17,04,749.44   |
| Inventories  | (6,84,31,223.82)  | (15,60,04,848.90)   |
| Trade and Other Payables                             | 6,82,80,531.17  | 20,88,63,427.93   |
| Cash generated from operations                       | 21,17,15,659.44   | 28,20,60,988.42   |
| Interest paid  | (10,84,19,519.32)   | (10,85,85,320.41)   |
| Cash flow before extraordinary items                 | 10,32,96,140.12   | 17,34,75,668.01   |
| <b>Net Cash from Operating Activities</b>            | <b>10,32,96,140.12</b>                                    | <b>17,34,75,668.01</b>                                    |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>      |   |   |
| Purchase of Fixed Assets                             | (19,55,33,456.20)   | (16,87,88,395.80)   |
| Sale of Fixed Assets                                 | 10,000.00   | 42,30,500.00  |
| Interest Received                                    | 17,43,816.00  | 14,56,116.00  |
| <b>Net Cash used in Investing Activities</b>         | <b>(19,37,79,640.20)</b>                                  | <b>(16,31,01,779.80)</b>                                  |

OK PLAY INDIA LIMITEDCASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

|  | <u>Year ended</u><br><u>31st March,2017</u><br><u>Rs</u> | <u>Year ended</u><br><u>31st March,2016</u><br><u>Rs</u> |
|--|--|--|
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>        |  |  |
| Allotment/Share Warrants money received                | 2,10,70,500.00   | -  |
| Proceeds from Issue of Equity Share Capital            | 8,79,36,827.05   | 3,000.00   |
| Loans & Advances paid                                  | (6,53,67,374.99)   | 6,92,94,492.56   |
| Proceeds from Long Term Borrowings                     | 9,35,40,949.96   | (15,61,98,479.30)  |
| Proceeds from Short Term Borrowings                    | (3,35,92,940.17)   | 7,41,72,383.46   |
| <b>Net Cash used in Financing Activities</b>           | <b>10,35,87,961.85</b>                                   | <b>(1,27,28,603.28)</b>                                  |
| <b>Net increase in Cash and Cash Equivalents</b>       | <b>1,31,04,461.77</b>                                    | <b>(23,54,715.07)</b>                                    |
| <b>Cash and Cash Equivalents as at 1st April,2016</b>  | <b>99,43,253.17</b>                                      | <b>1,22,97,968.24</b>                                    |
| <b>Cash and Cash Equivalents as at 31st March,2017</b> | <b>2,30,47,714.94</b>                                    | <b>99,43,253.17</b>                                      |

For and on behalf of the Board

-Sd-  
(Justice T.R.Handa) ( Retd.)  
**CHAIRMAN CUM**  
**WHOLETIME DIRECTOR**  
DIN-00194284

-Sd-  
( Rajan Handa )  
**MANAGING DIRECTOR**  
DIN-00194590

-Sd-  
(Triloki Nath Verma )  
**COMPANY SECRETARY**

As per our report of even date attached  
For **D.S.CHADHA & ASSOCIATES**  
Chartered Accountants  
**(FRN 026723-N)**

-Sd-  
(D.S.CHADHA)  
Proprietor  
M.No. 015727

Place : New Delhi  
Dated : 9th June, 2017

# OK PLAY INDIA LIMITED

## **Note : 1 Significant Accounting Policies**

### i. Corporate Information

The company was incorporated on 19<sup>th</sup> 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, Point-Of-Purchase Products and E-Vehicles.

### 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, 2013.

### iii. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

### iv. 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 based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. The Intangible Assets under development are depreciated once the development of asset is complete.

Capital work-in-progress is stated at the amount expended upto the date of Balance Sheet for the cost of fixed assets that are not yet ready for their intended use.

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.

### v) Impairment

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### vi. Investments

Long Term Investments and current maturities of long term investments are stated at cost. Provision for diminution in the value is made only if such a decline is other than temporary.

### vii. 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.

viii. 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.

ix. 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.

x. 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.

xi. 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 charged to the Profit and Loss statement.

xii. Revenue Recognition

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation includes sale of goods (net of returns) and include excise duty but exclude sales taxes.

xiii. 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, 2017**

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

**Note : 2 Share Capital**

| Particulars   | AS AT 31.03.2017 (Rs)  | AS AT 31.03.2016 (Rs)  |
|---|------------------------|------------------------|
| <b>AUTHORIZED CAPITAL</b>   |                        |                        |
| 3,00,00,000 (Previous year 3,00,00,000) Equity Shares of Rs. 10/- each      | 30,00,00,000.00        | 30,00,00,000.00        |
|   | 30,00,00,000.00        | 30,00,00,000.00        |
| <b>ISSUED CAPITAL</b>   |                        |                        |
| 1,86,64,015 (Previous year 1,80,38,000) Equity Shares of Rs. 10/- each      | 18,66,40,150.00        | 18,03,80,000.00        |
|   | 18,66,40,150.00        | 18,03,80,000.00        |
| <b>SUBSCRIBED AND PAID UP CAPITAL</b>                                       |                        |                        |
| 1,86,08,115 (Previous year 1,79,82,100) Equity Shares of Rs. 10/- each      | 18,60,81,150.00        | 17,98,21,000.00        |
| Less: Allotment Money unpaid<br>25,100 (Previous year 25,200) Equity Shares | 1,25,500.00            | 1,26,000.00            |
| <b>Total</b>  | <b>18,59,55,650.00</b> | <b>17,96,95,000.00</b> |

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

| Particulars                                | AS AT 31.03.2017<br>No. of Shares | AS AT 31.03.2016<br>No. of Shares |
|--|-----------------------------------|-----------------------------------|
| Equity Shares at the beginning of the year | 1,79,82,100                       | 1,79,82,100                       |
| Add: Shares issued during the year         | 6,26,015                          | -                                 |
| Equity Shares at the end of the year       | 1,86,08,115                       | 1,79,82,100                       |

Details of Shareholders holding more than 5% shares:

| Name and Particulars                            | AS AT 31.03.2017 | AS AT 31.03.2016 |
|---|------------------|------------------|
| Number of Equity Shares held by Mr Rajan Handa  | 96,86,862        | 96,86,862        |
| Percentage of Shares held                       | 52.06%           | 53.87%           |
| Number of Equity Shares held by Mrs Mamta Handa | 10,00,000        | 10,00,000        |
| Percentage of Shares held                       | 5.37%            | 5.56%            |

**Note : 3 Reserves & Surplus**

| Particulars                                | AS AT 31.03.2017 (Rs)  | AS AT 31.03.2016 (Rs)  |
|--|------------------------|------------------------|
| Capital Reserve                            | 9,78,15,165.00         | 9,78,15,165.00         |
| Share Premium Account                      | 16,53,24,191.05        | 8,36,48,014.00         |
| General Reserve                            | 15,24,000.00           | 15,24,000.00           |
| Surplus (Profit & Loss Account)            | (2,93,60,359.35)       | (3,56,71,574.72)       |
| Balance brought forward from previous year | (3,56,71,574.72)       | (1,57,30,462.86)       |
| Add/(less): Profit/(Loss) for the year     | 63,11,215.37           | (1,99,41,111.86)       |
| <b>Total</b>                               | <b>23,53,02,996.70</b> | <b>14,73,15,604.28</b> |

|   |                 |                |
|---|-----------------|----------------|
| Share Premium Account as on 31.3.2016   | 8,36,48,014.00  | 8,36,48,014.00 |
| Add: Share Premium on 6,26,015 ( Previous year NIL )Equity Shares issued during the year at Rs 130.47 per share | 8,16,76,177.05  | -              |
| Share Premium Account as on 31.3.2017   | 16,53,24,191.05 | 8,36,48,014.00 |

# OK PLAY INDIA LIMITED

## OK PLAY INDIA LIMITED

Notes on Financial Statements for the Year ended 31st March, 2017

### Note : 4 Long Term Borrowings

| Particulars                               | AS AT 31.03.2017 (Rs)  | AS AT 31.03.2016 (Rs)  |
|---|------------------------|------------------------|
| <b>Term Loans, Secured</b>                |                        |                        |
| - From Bank                               | 3,68,31,666.00         | 5,96,77,044.00         |
| - Against Vehicles                        | 1,27,44,637.68         | 24,58,275.98           |
| - External Commercial Borrowing from Bank | 3,52,04,159.50         | 11,87,70,147.00        |
| <b>Term Loans, Unsecured</b>              |                        |                        |
| - From Other Parties                      | 19,53,92,589.65        | 90,51,560.89           |
| <b>Total</b>                              | <b>28,01,73,052.83</b> | <b>18,99,57,027.87</b> |

4.1 Secured Term Loans are secured as below:

Against Vehicles : Secured against hypothecation of respective vehicles.

4.2 Term Loans from banks are collaterally secured by:

- Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Equitable mortgage of Company's property at 33, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Hypothecation of all the Current Assets of the company.
- First charge on other net block assets of the company.
- Personal guarantees of two of the Directors of the company.
- Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.
- Second charge on entire fixed assets of the subsidiary company, OK Play Auto Private Limited.
- Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.
- Reinvestment Deposit Plan of the value of Rs.0.90 crores.
- Corporate Guarantee of the Subsidiary Company, OK Play Auto Private Limited.

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 2019-20

Against Vehicles: Payable in monthly instalments extending to year 2022-23

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

| Particulars                             | AS AT 31.03.2017 (Rs) | AS AT 31.03.2016 (Rs) |
|---|-----------------------|-----------------------|
| Provision for Gratuity/Leave Encashment | 67,53,384.00          | 89,38,210.00          |
| <b>Total</b>                            | <b>67,53,384.00</b>   | <b>89,38,210.00</b>   |



**OK PLAY INDIA LIMITED**
**Notes on Financial Statements for the Year ended 31st March, 2017**
**Note : 6 Short Term Borrowings**

| Particulars                              | AS AT 31.03.2017 (Rs)  | AS AT 31.03.2016 (Rs)  |
|--|------------------------|------------------------|
| <b>Loan Repayable on Demand, Secured</b> |                        |                        |
| - Working Capital Loan from Bank         | 37,18,93,709.80        | 40,54,86,649.97        |
| <b>Total</b>                             | <b>37,18,93,709.80</b> | <b>40,54,86,649.97</b> |

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) Equitable mortgage of Company's property at 33, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- d) Hypothecation of all the Current Assets of the company.
- e) First charge on other net block assets of the company.
- f) Personal guarantees of two of the directors of the company.
- g) Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.
- h) Second charge on entire fixed assets of the subsidiary company, OK Play Auto Private Limited.
- i) Residual value of prime security of the subsidiary company, OK Play Auto Private Limited
- j) Reinvestment Deposit Plan of the value of Rs.0.90 crores.

**Note : 7 Other Current Liabilities**

| Particulars                            | AS AT 31.03.2017 (Rs)  | AS AT 31.03.2016 (Rs)  |
|--|------------------------|------------------------|
| Current maturities of long term debt   |                        |                        |
| - Foreign Currency Convertible Bonds   | 2,27,73,056.00         | 2,32,55,786.00         |
| - Others                               | 23,32,40,075.98        | 21,42,01,777.26        |
| Interest accrued and due on borrowings | -                      | 86,85,563.37           |
| Sundry Creditors (Others)              | 1,81,49,303.00         | 1,87,07,522.32         |
| Due to Directors                       | 92,16,847.06           | 2,23,18,887.47         |
| Customer Advances & Deposits           | 13,00,79,162.54        | 7,18,72,925.46         |
| Direct/Indirect Taxes payable          | 1,57,77,721.27         | 1,29,85,790.56         |
| Other Liabilities                      | 1,38,76,420.30         | 1,34,33,887.53         |
| <b>Total</b>                           | <b>44,31,12,586.15</b> | <b>38,54,62,139.97</b> |

7.1 The Board of Directors of the Company at its meeting held on 23<sup>rd</sup> 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**

| Particulars            | AS AT 31.03.2017 (Rs) | AS AT 31.03.2016 (Rs) |
|------------------------|-----------------------|-----------------------|
| Provision for Taxation | 65,14,036.00          | 65,14,036.00          |
| <b>Total</b>           | <b>65,14,036.00</b>   | <b>65,14,036.00</b>   |

OK PLAY INDIA LIMITED

Notes on Financial Statements for the Year ended 31st March, 2017

Note : 9 Fixed Assets

| Particulars                                 | Gross Block (Rs)      |                       | Depreciation (Rs)     |                       | Net Block (Rs)        |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|   | As on 01.04.2016      | As on 31.03.2017      | As on 01.04.2016      | As on 31.03.2017      | As on 31.03.2017      | As on 31.03.2016      |
| <b>Tangible Assets</b>                      |                       |                       |                       |                       |                       |                       |
| Land (Freehold)                             | 12,877,328.60         | 12,997,328.60         | -                     | -                     | -                     | 12,877,328.60         |
| Buildings                                   | 42,269,904.69         | 42,269,904.69         | -                     | 13,781,174.21         | -                     | 29,536,434.09         |
| Plant and Equipment                         | 736,236,549.40        | 823,705,253.09        | 87,468,703.69         | 25,539,487.99         | 462,811,965.58        | 298,964,071.81        |
| Furnitures & Fixtures                       | 16,161,741.89         | 16,344,756.53         | 183,014.64            | 1,479,807.23          | 10,883,160.69         | 6,758,388.43          |
| Vehicles                                    | 27,818,853.00         | 42,171,658.00         | 14,903,905.00         | 4,075,517.11          | 20,126,365.02         | 11,466,642.74         |
| Office Equipment                            | 15,551,256.92         | 401,496.75            | 401,496.75            | 848,245.97            | 13,742,586.00         | 2,659,916.89          |
| <b>SUB TOTAL (A)</b>                        | <b>850,915,634.50</b> | <b>103,077,120.08</b> | <b>103,077,120.08</b> | <b>32,990,761.91</b>  | <b>521,345,251.50</b> | <b>362,259,782.56</b> |
| <b>Intangible Assets</b>                    |                       |                       |                       |                       |                       |                       |
| Other Intangible Assets                     | 13,945,814.93         | 149,360,858.33        | 135,415,043.40        | 1,432,493.04          | 11,340,207.96         | 4,038,100.01          |
| Computer software                           | 6,247,492.64          | 6,562,492.64          | 315,000.00            | 190,985.56            | 5,249,762.27          | 1,188,715.93          |
| <b>SUB TOTAL (B)</b>                        | <b>20,193,307.57</b>  | <b>135,730,043.40</b> | <b>135,730,043.40</b> | <b>1,623,478.60</b>   | <b>16,589,970.23</b>  | <b>5,228,815.94</b>   |
| <b>Capital Work-in-progress</b>             |                       |                       |                       |                       |                       |                       |
|   | 34,376,076.64         | 49,451,813.84         | 49,451,813.84         | -                     | -                     | 34,376,076.64         |
| <b>SUB TOTAL (C)</b>                        | <b>34,376,076.64</b>  | <b>49,451,813.84</b>  | <b>49,451,813.84</b>  | <b>-</b>              | <b>-</b>              | <b>34,376,076.64</b>  |
| <b>Intangible Assets Under Development</b>  |                       |                       |                       |                       |                       |                       |
|   | 92,725,521.12         | 42,689,522.28         | 42,689,522.28         | 135,415,043.40        | -                     | 92,725,521.12         |
| <b>SUB TOTAL (D)</b>                        | <b>92,725,521.12</b>  | <b>42,689,522.28</b>  | <b>42,689,522.28</b>  | <b>135,415,043.40</b> | <b>-</b>              | <b>92,725,521.12</b>  |
| <b>Total [A + B + C + D] (Current Year)</b> | <b>996,210,539.83</b> | <b>330,948,499.60</b> | <b>330,948,499.60</b> | <b>135,966,143.40</b> | <b>537,935,221.73</b> | <b>494,588,196.26</b> |
| <b>(Previous Year)</b>                      | <b>840,054,987.74</b> | <b>168,788,395.80</b> | <b>168,788,395.80</b> | <b>10,632,843.71</b>  | <b>503,622,343.57</b> | <b>494,588,196.26</b> |

**OK PLAY INDIA LIMITED**
**Notes on Financial Statements for the Year ended 31st March, 2017**
**Note : 10 Non Current Investments**

| Particulars  | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|--|--------------------------|--------------------------|
| Trade -Unquoted, at cost   |                          |                          |
| Investment in Equity of Subsidiary<br>80,00,000 (Previous year 80,00,000) Equity Shares of Rs 10/- each<br>fully paid of subsidiary company OK Play Auto Private Limited | 8,00,00,000.00           | 8,00,00,000.00           |
| <b>Total</b>   | <b>8,00,00,000.00</b>    | <b>8,00,00,000.00</b>    |

**Note : 11 Deferred Tax (Assets) / Liability (Net)**

| Particulars  | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|--|--------------------------|--------------------------|
| Deferred Tax Liabilities   |                          |                          |
| (i) Related to Fixed Assets  | 6,64,10,000.00           | 5,08,68,000.00           |
| (ii) Deferred Revenue Expenditure allowed<br>under the Income Tax Act, 1961              | -                        | -                        |
|  | 6,64,10,000.00           | 5,08,68,000.00           |
| Deferred Tax Assets  |                          |                          |
| (i) Disallowance under the Income Tax Act, 1961  | 2,23,75,000.00           | 2,71,18,000.00           |
| (ii) Unabsorbed depreciation/carried forward of<br>losses under the Income Tax Act, 1961 | 6,17,37,000.00           | 4,83,00,000.00           |
|  | 8,41,12,000.00           | 7,54,18,000.00           |
| Deferred Tax (Assets) / Liability  | <b>(1,77,02,000.00)</b>  | <b>(2,45,50,000.00)</b>  |

**Note : 12 Long Term Loans and Advances**

| Particulars                  | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|------------------------------|--------------------------|--------------------------|
| Unsecured, Considered Good : |                          |                          |
| Earnest Money Deposit        | 5,97,630.00              | 7,14,740.00              |
| Other Deposit                | 35,17,193.00             | 58,48,693.00             |
| <b>Total</b>                 | <b>41,14,823.00</b>      | <b>65,63,433.00</b>      |

**Note : 13 Inventories**

| Particulars                     | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|---------------------------------|--------------------------|--------------------------|
| At cost                         |                          |                          |
| Raw Materials                   | 5,08,72,994.68           | 2,89,10,227.91           |
| Work-in-Progress                | 3,99,16,691.80           | 2,67,90,508.92           |
| Finished Goods                  | 1,57,08,826.61           | 2,29,80,898.46           |
| Stock-in-Trade                  | 6,33,08,913.28           | 8,27,45,900.80           |
| Stores & Spares                 | 98,14,457.47             | 50,69,731.29             |
| Packing Materials & Accessories | 12,78,57,282.50          | 6,85,32,469.97           |
| Others With Job Workers         | 2,52,67,009.00           | 2,11,82,049.00           |
| Goods-in-transit                | 58,69,902.10             | 1,39,73,067.27           |
| <b>Total</b>                    | <b>33,86,16,077.44</b>   | <b>27,01,84,853.62</b>   |

# OK PLAY INDIA LIMITED

## OK PLAY INDIA LIMITED

Notes on Financial Statements for the Year ended 31st March, 2017

### Note : 14 Trade Receivables

| Particulars                         | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|-------------------------------------|--------------------------|--------------------------|
| <b>Due for more than six months</b> |                          |                          |
| Unsecured, Considered Good          | 20,97,69,822.89          | 11,13,37,847.89          |
| <b>Others</b>                       |                          |                          |
| Unsecured, Considered Good          | 8,07,19,323.94           | 26,96,25,194.17          |
| <b>Total</b>                        | <b>29,04,89,146.83</b>   | <b>38,09,63,042.06</b>   |

### Note : 15 Cash & Cash Equivalents

| Particulars  | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|--|--------------------------|--------------------------|
| <b>Cash-in-Hand including imprest</b>                              | 40,88,944.00             | 15,17,072.00             |
| <b>Sub Total (A)</b>   | <b>40,88,944.00</b>      | <b>15,17,072.00</b>      |
| <b>Balances with banks</b>   |                          |                          |
| - in current accounts  | 99,83,624.94             | 69,568.17                |
| - in Fixed Deposits as margin money (maturity upto 12 months)      | 88,93,970.00             | 83,56,613.00             |
| - in Fixed Deposits as margin money (maturity exceeding 12 months) | 81,176.00                | -                        |
| <b>Sub Total (B)</b>   | <b>1,89,58,770.94</b>    | <b>84,26,181.17</b>      |
| <b>Total [ A + B ]</b>   | <b>2,30,47,714.94</b>    | <b>99,43,253.17</b>      |

### Note :16 Short Terms Loans and Advances

| Particulars                                       | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|---|--------------------------|--------------------------|
| <b>Other Loans &amp; Advances</b>                 |                          |                          |
| <b>Unsecured, Considered good</b>                 |                          |                          |
| Advances to Creditors                             | 13,49,11,997.66          | 11,77,74,451.38          |
| Advances to Others                                | 3,68,21,393.33           | 8,60,278.39              |
| Staff Advances                                    | 21,35,039.96             | 9,28,703.00              |
| Advance Income Tax/TDS/Direct Taxes               | 29,83,694.11             | 26,45,955.00             |
| Balance With Revenue Authorities (Indirect Taxes) | 1,99,43,363.07           | 63,81,516.77             |
| Prepaid Expenses                                  | 11,58,067.40             | 15,46,666.00             |
| <b>Total</b>                                      | <b>19,79,53,555.53</b>   | <b>13,01,37,570.54</b>   |

### Note : 17 Other Current Assets

| Particulars    | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|----------------|--------------------------|--------------------------|
| Other Advances | 9,39,73,427.40           | 6,45,56,872.33           |
| <b>Total</b>   | <b>9,39,73,427.40</b>    | <b>6,45,56,872.33</b>    |

**OK PLAY INDIA LIMITED**
**Notes on Financial Statements for the Year ended 31st March, 2017**
**Note : 18 Revenue from Operations**

| Particulars       | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|-------------------|---------------------------------------|---------------------------------------|
| Sale of products  | 74,92,62,487.80                       | 1,02,33,25,525.10                     |
| Less: Excise duty | 5,51,54,764.21                        | 5,13,15,291.67                        |
| <b>Total</b>      | <b>69,41,07,723.59</b>                | <b>97,20,10,233.43</b>                |

**Note : 19 Other Income**

| Particulars                               | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|---|---------------------------------------|---------------------------------------|
| Interest income                           | 17,43,816.00                          | 14,56,116.00                          |
| Miscellaneous Receipts                    | 27,68,258.57                          | 12,85,326.40                          |
| Net gain on Foreign Currency Transactions | 48,43,033.27                          | -                                     |
| <b>Total</b>                              | <b>93,55,107.84</b>                   | <b>27,41,442.40</b>                   |

**Note : 20 Cost of Materials Consumed**

| Particulars                                    | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|--|---------------------------------------|---------------------------------------|
| <b><u>PURCHASES OF RAW MATERIALS</u></b>       |                                       |                                       |
| Purchases of Raw Material                      | 23,79,06,412.97                       | 23,08,34,021.87                       |
| Add: Opening Stock of Raw Material             | 2,89,10,227.91                        | 68,56,872.64                          |
|  | 26,68,16,640.88                       | 23,76,90,894.51                       |
| Less: Closing Stock of Raw Material            | 5,08,72,994.68                        | 2,89,10,227.91                        |
| <b>Sub-total (a)</b>                           | <b>21,59,43,646.20</b>                | <b>20,87,80,666.60</b>                |
| <b><u>CONSUMPTION OF OTHER CONSUMABLES</u></b> |                                       |                                       |
| Accessories Consumption                        | 6,10,45,675.28                        | 5,01,44,328.56                        |
| Packing Material Consumption                   | 83,76,717.68                          | 1,97,74,509.05                        |
| Stores & Spares Consumption                    | 36,13,930.70                          | 50,43,763.60                          |
| <b>Sub-total (b)</b>                           | <b>7,30,36,323.66</b>                 | <b>7,49,62,601.21</b>                 |
| <b><u>DIRECT/PRODUCTION EXPENSES</u></b>       |                                       |                                       |
| Power & Fuel                                   | 2,54,38,803.58                        | 2,38,47,787.35                        |
| Repair & Maintenance                           |                                       |                                       |
| - Plant & Machinery                            | 19,38,836.85                          | 19,27,587.61                          |
| - Buildings                                    | 2,06,050.17                           | 1,54,522.72                           |
| Other Expenses                                 | 76,24,750.87                          | 36,46,040.18                          |
| Excise Duty Pulverised Material                | 11,79,985.33                          | 7,47,675.03                           |
| <b>Sub-total (c)</b>                           | <b>3,63,88,426.80</b>                 | <b>3,03,23,612.89</b>                 |
| <b>Total (a+b+c)</b>                           | <b>32,53,68,396.66</b>                | <b>31,40,66,880.70</b>                |

## Note : 21 Changes in Inventories of Finished Goods and Work-in-Progress

| Particulars          | FOR THE YEAR ENDED     | FOR THE YEAR ENDED      |
|----------------------|------------------------|-------------------------|
|                      | 31.03.2017 (Rs)        | 31.03.2016 (Rs)         |
| Opening Stock        |                        |                         |
| - Work-in-Progress   | 2,67,90,508.92         | 3,17,44,239.00          |
| - Finished Goods     | 10,57,26,799.26        | 3,30,30,790.00          |
| <b>Sub-total (a)</b> | <b>13,25,17,308.18</b> | <b>6,47,75,029.00</b>   |
| Closing Stock        |                        |                         |
| - Work-in-Progress   | 3,99,16,691.80         | 2,67,90,508.92          |
| - Finished Goods     | 7,90,17,739.89         | 10,57,26,799.26         |
| <b>Sub-total (b)</b> | <b>11,89,34,431.69</b> | <b>13,25,17,308.18</b>  |
| <b>Total (a-b)</b>   | <b>1,35,82,876.49</b>  | <b>(6,77,42,279.18)</b> |

## Note : 22 Employee Benefits Expense

| Particulars                             | FOR THE YEAR ENDED    | FOR THE YEAR ENDED    |
|---|-----------------------|-----------------------|
|   | 31.03.2017 (Rs)       | 31.03.2016 (Rs)       |
| Salaries, Wages & Bonus                 | 7,47,42,012.49        | 6,50,51,712.65        |
| Contribution to Provident & other funds | 43,25,127.00          | 36,67,856.00          |
| Staff welfare expenses                  | 21,13,106.99          | 16,65,391.00          |
| <b>Total</b>                            | <b>8,11,80,246.48</b> | <b>7,03,84,959.65</b> |

### 22.1 Defined Benefit Plan

#### Reconciliation of opening and closing balances of Defined Benefit obligation

|  | GRATUITY<br>(FUNDED)<br>2016-17<br>(Rs.) | GRATUITY<br>(FUNDED)<br>2015-16<br>(Rs.) |
|--|--|--|
| Present value of obligation at beginning of the year | 57,83,143.00                             | 33,99,798.00                             |
| Interest Cost  | 4,62,651.00                              | 2,71,984.00                              |
| Current Service cost                                 | 6,21,315.00                              | 4,74,477.00                              |
| Benefits paid  | (3,81,468.00)                            | (10,39,075.00)                           |
| Actuarial (gain) / loss on obligation                | (24,91,301.00)                           | 26,75,959.00                             |
| Present value of obligation at year end              | 39,94,340.00                             | 57,83,143.00                             |

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

|  | GRATUITY<br>(FUNDED)<br>2016-17<br>(Rs.) | GRATUITY<br>(FUNDED)<br>2015-16<br>(Rs.) |
|--|--|--|
| Fair value of plan assets at beginning of year | 17,70,598.00                             | 26,52,186.00                             |
| Expected return on plan assets                 | 1,63,461.00                              | 1,57,487.00                              |
| Employer Contributions                         | 6,06,928.00                              | -  |
| Benefits paid                                  | (3,81,468.00)                            | (10,39,075.00)                           |
| Actuarial gain / (loss) on plan assets         | -  | -  |
| Fair value of plan assets at year end          | 21,59,519.00                             | 17,70,598.00                             |

## Reconciliation of fair value of assets and obligations

|   | GRATUITY<br>(FUNDED)<br><u>2016-17</u><br>(Rs.) | GRATUITY<br>(FUNDED)<br><u>2015-16</u><br>(Rs.) |
|---|---|---|
| Present value of obligation at year end   | 39,94,340.00                                    | 57,83,143.00                                    |
| Fair value of plan assets at year end     | (21,59,519.00)                                  | (17,70,598.00)                                  |
| Net liability recognized in balance sheet | 18,34,821.00                                    | 40,12,545.00                                    |

### Expense recognized during the year

|   | GRATUITY<br>(FUNDED)<br><u>2016-17</u><br>(Rs.) | GRATUITY<br>(FUNDED)<br><u>2015-16</u><br>(Rs.) |
|---|---|---|
| Current Service cost                              | 6,21,315.00                                     | 4,74,477.00                                     |
| Interest Cost                                     | 4,62,651.00                                     | 2,71,984.00                                     |
| Expected return on plan assets                    | (1,63,461.00)                                   | (1,57,487.00)                                   |
| Net actuarial (gain)/ loss recognized in the year | (24,91,301.00)                                  | 26,75,959.00                                    |
| Net cost recognized in the year                   | (15,70,796.00)                                  | 32,64,933.00                                    |

### Reconciliation showing movements during the year in the Net Liability

|                                    | GRATUITY<br>(FUNDED)<br><u>2016-17</u><br>(Rs.) | GRATUITY<br>(FUNDED)<br><u>2015-16</u><br>(Rs.) |
|------------------------------------|---|---|
| Net liability at beginning of year | 40,12,545.00                                    | 7,47,612.00                                     |
| Cost recognized in the year        | (15,70,796.00)                                  | 32,64,933.00                                    |
| Employer Contributions             | (6,06,928.00)                                   | -   |
| Net liability at year end          | 18,34,821.00                                    | 40,12,545.00                                    |

### Actual return on plan assets

|                                       | GRATUITY<br>(FUNDED)<br><u>2016-17</u><br>(Rs.) | GRATUITY<br>(FUNDED)<br><u>2015-16</u><br>(Rs.) |
|---------------------------------------|---|---|
| Expected return on plan assets        | 1,63,461.00                                     | 1,57,487.00                                     |
| Actuarial gain/ (loss) on plan assets | -   | -   |
| Actual return on plan assets          | 1,63,461.00                                     | 1,57,487.00                                     |

### Actuarial assumptions

|                           | GRATUITY<br>(FUNDED)<br><u>2016-17</u> | GRATUITY<br>(FUNDED)<br><u>2015-16</u> |
|---------------------------|--|--|
| Mortality Rate (LIC)      | LIC 2006-08 (Ultimate)                 | LIC 2006-08 (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%                                     |

# OK PLAY INDIA LIMITED

## Note : 23 Financial Costs

| Particulars                               | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|---|---------------------------------------|---------------------------------------|
| Bank Interest                             | 6,71,38,023.83                        | 7,98,56,852.37                        |
| Other Interest                            | 3,40,24,023.97                        | 2,12,61,570.35                        |
| Finance Charges                           | 58,21,614.70                          | 26,21,730.12                          |
| Bank Charges                              | 14,35,856.82                          | 10,34,858.53                          |
| Net loss on Foreign Currency Transactions | -                                     | 38,10,309.04                          |
| <b>Total</b>                              | <b>10,84,19,519.32</b>                | <b>10,85,85,320.41</b>                |

## Note : 24 Depreciation & Amortization expense

| Particulars  | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|--------------|---------------------------------------|---------------------------------------|
| Depreciation | 3,46,14,240.51                        | 2,87,96,325.33                        |
| <b>Total</b> | <b>3,46,14,240.51</b>                 | <b>2,87,96,325.33</b>                 |

## Note : 25 Other Expenses

| Particulars                      | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|----------------------------------|---------------------------------------|---------------------------------------|
| Fee & Registration               | 28,77,480.04                          | 3,30,022.50                           |
| Balances written off/Bad Debts   | 1,18,803.76                           | -                                     |
| Donation                         | 22,000.00                             | 25,200.00                             |
| Rent                             | 14,13,274.00                          | 9,84,920.00                           |
| Insurance                        | 23,80,814.60                          | 15,99,886.00                          |
| Travelling & Conveyance Expenses | 1,16,01,286.25                        | 1,09,21,956.51                        |
| Postage & Telephones             | 28,60,790.49                          | 30,36,285.86                          |
| Printing & Stationery            | 10,89,825.39                          | 14,66,793.05                          |
| Legal & Professional charges     | 1,03,40,112.48                        | 78,93,373.96                          |
| Electricity & Water Expenses     | 29,00,494.94                          | 32,80,135.59                          |
| Auditors' remuneration           | 2,43,750.00                           | 2,43,250.00                           |
| Wealth Tax                       | -                                     | 52,770.00                             |
| Rates & Taxes                    | 15,81,774.19                          | 33,68,033.67                          |
| Miscellaneous expenses           | 23,23,949.04                          | 28,95,095.23                          |
| Repair & Maintenance -Others     | 27,16,822.00                          | 26,02,006.70                          |
| Loss on sale of Fixed Assets     | 2,39,737.65                           | 10,66,711.07                          |
| Advertisement others             | 46,396.00                             | 69,562.92                             |
| Prior period items               | 6,18,923.19                           | 16,10,751.00                          |
| Advertisement                    | 89,93,144.00                          | 53,64,741.00                          |
| Business Promotion Expenses      | 23,82,508.80                          | 19,30,595.53                          |
| Freight & Octroi                 | 1,28,27,338.60                        | 1,65,69,469.47                        |
| Discounts                        | 4,33,31,342.81                        | 3,57,27,592.34                        |
| Commission paid                  | 7,53,179.38                           | 5,98,538.43                           |
| Damaged Goods                    | 5,65,783.43                           | 1,29,408.10                           |
| <b>Total</b>                     | <b>11,22,29,531.04</b>                | <b>10,17,67,098.93</b>                |



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

|                   | 31.03.2017<br>(Rs.) | 31.03.2016<br>(Rs.) |
|-------------------|---------------------|---------------------|
| For Audit Fee     | 1,70,000.00         | 1,70,000.00         |
| For Tax Audit     | 55,000.00           | 55,000.00           |
| In Other Capacity | 18,750.00           | 18,250.00           |

**Note : 26 Earnings Per Share(EPS)**

| Particulars  | FOR THE YEAR ENDED<br>31.03.2017 (Rs)               | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|--|---|---------------------------------------|
|  | Net Profit available for equity share holders (Rs.) | 63,11,215.37                          |
| Weighted average number of Equity Shares of Rs.10/- each outstanding during the year (No. of Shares) | 1,86,08,115   | 1,79,82,100                           |
| Basic Earnings per share (Rs.)   | 0.35  | (1.11)                                |
| Diluted Earnings per share (Rs.)   | 0.34  | (1.11)                                |

## OK PLAY INDIA LIMITED

### **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) Claims against the Company, where legal cases are under way, but not acknowledged as debts amount to Rs. 61,25,818.12 (Previous Year Rs. 70,68,518.12)
      - (ii) 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. 42,00,400/- (Previous Year Rs. 1,06,60,000/-).
      - (ii) Letter of credit issued by banks- Nil (Previous year Rs. Nil).
      - (iii) Corporate Guarantee, restricted to Rs. 25.00 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.
3. 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.
4. 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.
5. Related Party Disclosures:
  - (I) Relationships
    - (a) Key Management Personnel
      - Justice T.R. Handa (Retd.)
      - Mr. Rajan Handa
      - Mrs. Mamta Handa
      - Dr. Rajan Wadhera
      - Relatives
        - Mr. Rishab Handa
        - Mr. Raghav Handa

- (b) Subsidiary Company  
OK Play Auto Private Limited
- (c) Significant influence of key management personnel of the company  
A&A Labels  
Anupam Art Printer

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))<br>31.3.2017 | Related Parties (Referred in (I))<br>31.3.2016 |
|------------------------|--|--|
| Remuneration Paid      | Rs. 1,88,93,314/-                              | Rs. 1,90,91,830/-                              |

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

|           | <u>31.3.2017</u>    | <u>31.3.2016</u>  |
|-----------|---------------------|-------------------|
| Sales     | : Rs.2,50,96,591.96 | Rs 1,58,58,188.62 |
| Purchases | : Rs.1,44,68,209.00 | Rs.1,54,74,133.00 |

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

|           | <u>31.3.2017</u> | <u>31.3.2016</u> |
|-----------|------------------|------------------|
| Purchases | : NIL            | Rs. 69,87,552.00 |

6. Consumption of imported and indigenous material and percentage there of.

|                                     | <u>31.03.2017</u>      |               | <u>31.03.2016</u>      |               |
|-------------------------------------|------------------------|---------------|------------------------|---------------|
|                                     | Value (Rs.)            | Percentage    | Value (Rs.)            | Percentage    |
| <b>RAW MATERIAL</b>                 |                        |               |                        |               |
| Imported                            | 16,38,63,662.53        | 75.88         | 11,13,37,612.51        | 53.33         |
| Indigenous                          | 5,20,79,983.67         | 24.12         | 9,74,43,054.09         | 46.67         |
|                                     | <b>21,59,43,646.20</b> | <b>100.00</b> | <b>20,87,80,666.60</b> | <b>100.00</b> |
| <b>ACCESSORIES &amp; COMPONENTS</b> |                        |               |                        |               |
| Imported                            |                        | 29.10         | 0.00                   | 0.00          |
| Indigenous                          | 1,77,64,397.76         | 70.90         | 5,01,44,328.56         | 100.00        |
|                                     | 4,32,81,277.52         |               |                        |               |
|                                     | <b>6,10,45,675.28</b>  | <b>100.00</b> | <b>5,01,44,328.56</b>  | <b>100.00</b> |

7. Expenditure incurred in Foreign Currency

|               | <u>31.03.2017</u><br>(Rs.) | <u>31.03.2016</u><br>(Rs.) |
|---------------|----------------------------|----------------------------|
| a) Travelling | 26,84,106.11               | 12,45,316.06               |
| b) Telephone  | Nil                        | 14,347.00                  |
| c) Fees       | 21,186.00                  | 35,909.00                  |
| d) Interest   | 1,65,47,293.88             | 1,52,61,552.00             |

# OK PLAY INDIA LIMITED

8. Earning in Foreign Exchange

**31.03.2017**                      **31.03.2016**  
**(Rs.)**    **(Rs.)**

FOB Value of Exports (Rs.)                      4,48,54,390.00                      Nil

9. CIF Value of Imports

**31.03.2017**                      **31.03.2016**  
**(Rs.)**    **(Rs.)**

a) Raw Material                      14,06,82,174.57                      14,85,88,223.53  
b) Accessories & Consumables                      94,69,466.02                      2,87,360.00  
c) Finished Goods                      6,70,029.52                      ,27,27,559.24  
d) Fixed Assets                      1,48,13,268.91                      ,34,74,113.00

10. Details of Specified Bank Notes (SBN) held and transacted during the period 8/11/2016 to 30/12/2016 is as under:-

(in Rupees)

| Particulars                           | SBNs        | Other denomination notes | Total        |
|---------------------------------------|-------------|--------------------------|--------------|
| Closing cash in hand as on 08.11.2016 | 5,99,500.00 | 1,46,522.00              | 7,46,022.00  |
| (+) Permitted receipts                | -           | 13,18,877.00             | 13,18,877.00 |
| (-) Permitted payments                | -           | 8,85,520.00              | 8,85,520.00  |
| (-) Amount deposited in Banks         | 5,99,500.00 | 40,000.00                | 6,39,500.00  |
| Closing cash in hand as on 30.12.2016 | -           | 5,39,879.00              | 5,39,879.00  |

**For and on behalf of the Board**

-Sd-  
(Justice T.R. Handa)(Retd.)  
**CHAIRMAN CUM**  
**WHOLE TIME DIRECTOR**  
DIN- 00194284

-Sd-  
(Rajan Handa)  
**MANAGING DIRECTOR**  
DIN-00194590

-Sd-  
(Triloki Nath Verma)  
**COMPANY SECRETARY**

As per our report of even date attached  
**For D.S. CHADHA & ASSOCIATES**  
**Chartered Accountants**  
**(FRN 026723-N)**

-Sd-  
**(D.S. CHADHA)**  
Proprietor  
M.No.015727

Place: New Delhi  
Dated: 9th June, 2017

## INDEPENDENT AUDITORS' REPORT

### To The Members of OK PLAY INDIA LIMITED

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of OK PLAY INDIA LIMITED (“the Holding Company”) and its subsidiary (collectively referred to as “the Group”) which comprise the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Profit and Loss Statement and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

#### Management's Responsibility for the Consolidated Financial Statements

The holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to 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 the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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, which have been used for the purpose of preparing of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 misstatements.

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 auditor's 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 financial control relevant to the Holding

Company's preparation and presentation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Group as at 31st March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors of the Holding Company and the Subsidiary Company as on 31 March, 2017 and taken on record by the Board of Directors of the respective companies, none of the directors of the Holding Company and its subsidiary company is disqualified as on 31 March, 2017, from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :

- a. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group as referred to in Note 25(3) to the financial statements.
- b. The Group did not have any material foreseeable losses on the long term contracts including derivative contracts.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary.
- d. The Holding company has provided requisite disclosures in its Consolidated Financial Statements, as referred to in Note 25(7), as to holdings as well as dealings in Specified Bank Notes as defined in the notification S.O. 3407(E) dated 8<sup>th</sup> November, 2016 of the Ministry of Finance, during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the company and its subsidiary.

**For D. S. CHADHA & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**(FRN 026723-N)**

**-Sd-**

**D. S. CHADHA  
PROPRIETOR**

**M.N. 015727**

**Place : New Delhi  
Dated : 9th June, 2017**

## **Annexure to the Independent Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of OK Play India Limited ('the Holding Company') and its subsidiary company, which are companies incorporated in India, as of that date.

### **Management's Responsibility for Internal Financial Controls**

The Respective Board of Directors of the Holding Company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



## Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **D. S. CHADHA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
(FRN 026723-N)

Place : New Delhi  
Dated : 9th June, 2017

-Sd-  
**D. S. CHADHA**  
**PROPRIETOR**  
**M.N. 015727**

## OK PLAY INDIA LIMITED

### CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

| Particulars  | Note No.   | AS AT 31.03.2017 (Rs)  | AS AT 31.03.2016 (Rs)    |
|--|--|--|--------------------------|
| <b>EQUITY AND LIABILITIES</b>  |  |  |                          |
| <b><u>Shareholders' Funds</u></b>  |  |  |                          |
| Share Capital  | 2  | 18,59,55,650.00  | 17,96,95,000.00          |
| Reserves and Surplus   | 3  | 15,12,60,569.92  | 6,89,87,544.32           |
| Money received against share warrants  |  | 2,10,70,500.00   | -                        |
| <b><u>Non-Current Liabilities</u></b>  |  |  |                          |
| Long-Term Borrowings   | 4  | 36,70,88,560.93  | 30,71,53,325.87          |
| Long Term Provisions   | 5  | 67,53,384.00   | 89,38,210.00             |
| <b><u>Current Liabilities</u></b>  |  |  |                          |
| Short-Term Borrowings  | 6  | 42,59,03,649.19  | 44,59,88,829.26          |
| Trade Payables   |  | 18,08,33,097.04  | 17,93,46,126.36          |
| Other Current Liabilities  | 7  | 49,25,33,799.84  | 43,46,85,076.91          |
| Short-Term Provisions  | 8  | 65,14,036.00   | 65,14,036.00             |
| <b>Total</b>   |  | <b>1,83,79,13,246.92</b>   | <b>1,63,13,08,148.72</b> |
| <b>ASSETS</b>  |  |  |                          |
| <b><u>Non-Current Assets</u></b>   |  |  |                          |
| Fixed Assets   | 9  |  |                          |
| Tangible assets  |  | 61,35,54,356.82  | 55,32,13,353.22          |
| Intangible assets  |  | 15,08,85,263.25  | 69,90,735.11             |
| Capital work-in-progress   |  | 8,60,48,003.76   | 3,62,96,189.92           |
| Intangible assets under development  |  | -  | 9,98,38,488.12           |
| Deferred tax assets (net)  | 10   | 4,99,22,000.00   | 5,95,42,000.00           |
| Long term loans and advances   | 11   | 51,04,717.00   | 75,53,327.00             |
| <b><u>Current Assets</u></b>   |  |  |                          |
| Inventories  | 12   | 38,25,60,939.51  | 30,35,89,417.61          |
| Trade receivables  | 13   | 30,27,22,713.88  | 39,50,16,174.19          |
| Cash and cash equivalents  | 14   | 2,41,19,193.78   | 1,06,89,981.23           |
| Short-term loans and advances  | 15   | 22,29,96,058.92  | 15,85,78,482.32          |
| <b>Total</b>   |  | <b>1,83,79,13,246.92</b>   | <b>1,63,13,08,148.72</b> |
| <b>Significant Accounting Policies</b>   | 1  |  |                          |
| <b>Notes on Financial Statements</b>   | 2 to 25  |  |                          |
| <b>For and on behalf of the Board</b>  |  |  |                          |
| -Sd-<br>(Justice T.R.Handa)(Retd.)<br>Chairman cum Wholetime Director<br>DIN- 00194284 | -Sd-<br>(Rajan Handa)<br>Managing Director<br>DIN-00194590 | -Sd-<br>(Triloki Nath Verma)<br>Company Secretary  |                          |
|  |  | As per our report of even date attached<br><b>For D.S.Chadha &amp; Associates</b><br><b>Chartered Accountants</b><br><b>(FRN 026723-N)</b> |                          |
|  |  | -Sd-<br>(D.S.CHADHA)<br>Proprietor<br>M.No. 015727   |                          |
| Place: New Delhi<br>Date : 9th June, 2017  |  |  |                          |

**OK PLAY INDIA LIMITED**

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

| Particulars   | Note No.   | FOR THE YEAR ENDED<br>31.03.2017 (Rs)  | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|---|--|--|---------------------------------------|
| Revenue from operations   | 16   | 83,52,23,553.25  | 1,06,06,35,768.99                     |
| Other Income  | 17   | 1,18,09,422.04   | 29,87,633.58                          |
| <b>Total Revenue</b>  |  | <b>84,70,32,975.29</b>   | <b>1,06,36,23,402.57</b>              |
| <b>Expenses:</b>  |  |  |                                       |
| Cost of materials consumed  | 18   | 41,56,57,550.33  | 37,42,65,324.06                       |
| Purchase of Stock-in-Trade  |  | 1,87,88,690.48   | 36,91,45,208.58                       |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade           | 19   | 1,16,25,439.26   | (6,75,73,704.37)                      |
| Employee benefits expense   | 20   | 9,33,58,771.98   | 8,10,39,409.15                        |
| Financial costs   | 21   | 13,41,01,632.33  | 13,67,32,635.73                       |
| Depreciation and amortization expense   | 22   | 4,52,62,888.07   | 3,95,66,650.53                        |
| Other expenses  | 23   | 12,19,01,039.21  | 10,72,20,610.50                       |
| <b>Total Expenses</b>   |  | <b>84,06,96,011.66</b>   | <b>1,04,03,96,134.18</b>              |
| Profit/(Loss) before exceptional and extraordinary items and tax                        |  | <b>63,36,963.63</b>  | <b>2,32,27,268.39</b>                 |
| Exceptional item (Net (gain)/loss on Exchange Fluctuation on FCCB/ECB/Others)           |  | (38,79,884.92)   | 1,43,74,531.00                        |
| Exceptional item (Loss on account of Fire)  |  | -  | 7,92,42,742.27                        |
| Profit/(Loss) before extraordinary items and tax  |  | <b>1,02,16,848.55</b>  | <b>(7,03,90,004.88)</b>               |
| Provision of Tax for earlier years/(Excess Provision of Tax written back)               |  | -  | (54,00,000.00)                        |
| Profit/(Loss) before tax  |  | <b>1,02,16,848.55</b>  | <b>(6,49,90,004.88)</b>               |
| <b>Tax expense:</b>   |  |  |                                       |
| (1) Current tax   |  | -  | -                                     |
| (2) Deferred tax charge/(credit)  |  | 96,20,000.00   | (2,52,07,000.00)                      |
| Profit/(Loss) for the year  |  | <b>5,96,848.55</b>   | <b>(3,97,83,004.88)</b>               |
| Earnings per equity share of face value of Rs 10 each:<br>Basic and Diluted (in Rupees) | 24   | 0.03   | (2.21)                                |
| <b>Significant Accounting Policies</b>  | 1  |  |                                       |
| <b>Notes on Financial Statements</b>  | 2 to 25  |  |                                       |
| <b>For and on behalf of the Board</b>   |  |  |                                       |
| -Sd-<br>(Justice T.R.Handa)(Retd.)<br>Chairman cum Wholetime Director<br>DIN- 00194284  | -Sd-<br>(Rajan Handa)<br>Managing Director<br>DIN-00194590 | -Sd-<br>(Triloki Nath Verma)<br>Company Secretary  |                                       |
|   |  | As per our report of even date attached<br><b>For D.S.Chadha &amp; Associates</b><br><b>Chartered Accountants</b><br><b>(FRN 026723-N)</b> |                                       |
|   |  | -Sd-<br>(D.S.CHADHA)<br>Proprietor<br>M.No. 015727   |                                       |
| Place: New Delhi<br>Date : 9th June, 2017   |  |  |                                       |

## OK PLAY INDIA LIMITED

### CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

|  | CONSOLIDATED<br>Year ended<br><u>31st March,2017</u><br>Rs | CONSOLIDATED<br>Year ended<br><u>31st March,2016</u><br>Rs |
|--|--|--|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>        |  |  |
| Net Profit/(Loss) before Tax and extraordinary items   | 1,02,16,848.55   | (7,03,90,004.88)   |
| Adjustments for :                                      |  |  |
| Depreciation   | 4,52,62,888.07   | 3,95,66,650.53   |
| Loss/( Profit ) on fire/sale of Assets                 | 2,39,737.65  | 10,66,711.07   |
| Interest Received                                      | (17,65,992.00)   | (14,85,832.00)   |
| Interest Payments                                      | 13,41,01,632.33  | 13,67,32,635.73  |
| Deferred Revenue Expenditure written off               | -  | -  |
| Exchange Fluctuation Loss/(Gain)                       | (38,79,884.92)   | 1,43,74,531.00   |
| Operating Profit before Working Capital changes        | 18,41,75,229.68  | 11,98,64,691.45  |
| Adjustments for :                                      |  |  |
| Trade and Other Receivables                            | 9,22,93,460.31   | 12,01,97,468.56  |
| Inventories  | (7,89,71,521.90)   | (17,70,71,556.27)  |
| Trade and Other Payables                               | 5,77,05,827.53   | 27,73,57,964.82  |
| Cash generated from operations                         | 25,52,02,995.62  | 34,03,48,568.56  |
| Interest paid  | (13,41,01,632.33)  | (13,67,32,635.73)  |
| Cash flow before extraordinary items                   | 12,11,01,363.29  | 20,36,15,932.83  |
| Direct taxes paid                                      | -  | -  |
| <b>Net Cash from Operating Activities</b>              | <b>12,11,01,363.29</b>                                     | <b>20,36,15,932.83</b>                                     |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>        |  |  |
| Purchase of Fixed Assets                               | (19,96,61,483.18)  | (17,83,87,670.48)  |
| Sale of Fixed Assets                                   | 10,000.00  | 1,05,16,258.20   |
| Interest Received                                      | 17,65,992.00   | 14,85,832.00   |
| <b>Net Cash used in Investing Activities</b>           | <b>(19,78,85,491.18)</b>                                   | <b>(16,63,85,580.28)</b>                                   |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>        |  |  |
| Proceeds from Issue of Share Capital                   | 8,79,36,827.05   | 3,000.00   |
| Allotment/Share Warrants money received                | 2,10,70,500.00   | -  |
| Loans & Advances paid                                  | (6,19,68,966.60)   | 7,07,33,580.66   |
| Proceeds from Long Term Borrowings                     | 6,32,60,160.06   | (18,68,27,202.30)  |
| Proceeds from Short Term Borrowings                    | (2,00,85,180.07)   | 7,40,31,595.35   |
| <b>Net Cash used in Financing Activities</b>           | <b>9,02,13,340.44</b>                                      | <b>(4,20,59,026.29)</b>                                    |
| <b>Net increase in Cash and Cash Equivalents</b>       | <b>1,34,29,212.55</b>                                      | <b>(48,28,673.74)</b>                                      |
| <b>Cash and Cash Equivalents as at 1st April,2016</b>  | <b>1,06,89,981.23</b>                                      | <b>1,55,18,654.97</b>                                      |
| <b>Cash and Cash Equivalents as at 31st March,2017</b> | <b>2,41,19,193.78</b>                                      | <b>1,06,89,981.23</b>                                      |

For and on behalf of the Board

-Sd-

(Justice T.R.Handa) ( Retd.)

**CHAIRMAN CUM  
WHOLETIME DIRECTOR**

DIN-00194284

-Sd-

( Rajan Handa )

**MANAGING DIRECTOR**

DIN-00194590

-Sd-

(Triloki Nath Verma )

**COMPANY SECRETARY**

As per our report of even date attached

**For D.S.CHADHA & ASSOCIATES**

Chartered Accountants

(FRN 026723-N)

-Sd-

(D.S.CHADHA)

Proprietor

M.No. 015727

Place : New Delhi

Dated : 9th June, 2017

## **OK PLAY INDIA LIMITED**

### **NOTE:1 SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS**

#### **(1) BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS**

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

#### **(2) 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:

- a) 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"
- b) 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.
- c) 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.
- d) 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.
- e) 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.

#### **(3) Other significant accounting policies**

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

# OK PLAY INDIA LIMITED

## OK PLAY INDIA LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2017

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

### Note : 2 Share Capital

| Particulars   | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|---|--------------------------|--------------------------|
| <b>AUTHORIZED CAPITAL</b>   |                          |                          |
| 3,00,00,000 (Previous year 3,00,00,000) Equity Shares of Rs. 10/- each      | 30,00,00,000.00          | 30,00,00,000.00          |
|   | 30,00,00,000.00          | 30,00,00,000.00          |
| <b>ISSUED CAPITAL</b>   |                          |                          |
| 1,86,64,015 (Previous year 1,80,38,000) Equity Shares of Rs. 10/- each      | 18,66,40,150.00          | 18,03,80,000.00          |
|   | 18,66,40,150.00          | 18,03,80,000.00          |
| <b>SUBSCRIBED AND PAID UP CAPITAL</b>                                       |                          |                          |
| 1,86,08,115 (Previous year 1,79,82,100) Equity Shares of Rs. 10/- each      | 18,60,81,150.00          | 17,98,21,000.00          |
| Less: Allotment Money unpaid<br>25,100 (Previous year 25,200) Equity Shares | 1,25,500.00              | 1,26,000.00              |
| <b>Total</b>  | <b>18,59,55,650.00</b>   | <b>17,96,95,000.00</b>   |

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

| Particulars                                | AS AT 31.03.2017<br>No. of Shares | AS AT 31.03.2016<br>No. of Shares |
|--|-----------------------------------|-----------------------------------|
| Equity Shares at the beginning of the year | 1,79,82,100                       | 1,79,82,100                       |
| Add: Shares issued during the year         | 6,26,015                          | -                                 |
| Equity Shares at the end of the year       | 1,86,08,115                       | 1,79,82,100                       |

### Note : 3 Reserves & Surplus

| Particulars                                | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|--|--------------------------|--------------------------|
| Capital Reserve                            | 9,78,15,165.00           | 9,78,15,165.00           |
| Share Premium Account                      | 16,53,24,191.05          | 8,36,48,014.00           |
| General Reserve                            | 15,24,000.00             | 15,24,000.00             |
| Surplus (Profit & Loss Account)            | (11,34,02,786.13)        | (11,39,99,634.68)        |
| Balance brought forward from previous year | (11,39,99,634.68)        | (7,42,16,629.80)         |
| Add/(less): Profit/(Loss) for the year     | 5,96,848.55              | (3,97,83,004.88)         |
| <b>Total</b>                               | <b>15,12,60,569.92</b>   | <b>6,89,87,544.32</b>    |

|   |                 |                |
|---|-----------------|----------------|
| Share Premium Account as on 31.3.2016   | 8,36,48,014.00  | 8,36,48,014.00 |
| Add: Share Premium on 6,26,015 ( Previous year NIL )Equity Shares issued during the year at Rs 130.47 per share | 8,16,76,177.05  | -              |
| Share Premium Account as on 31.3.2017   | 16,53,24,191.05 | 8,36,48,014.00 |

**OK PLAY INDIA LIMITED**
**Notes on Consolidated Financial Statements for the Year ended 31st March, 2017**
**Note : 4 Long Term Borrowings**

| Particulars                               | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|---|--------------------------|--------------------------|
| <b>Term Loans, Secured</b>                |                          |                          |
| - From Bank                               | 11,78,17,964.00          | 17,17,67,342.00          |
| - Against Vehicles                        | 1,34,73,847.78           | 24,58,275.98             |
| - External Commercial Borrowing from Bank | 3,52,04,159.50           | 11,87,70,147.00          |
| <b>Term Loans, Unsecured</b>              |                          |                          |
| - From Other Parties                      | 19,53,92,589.65          | 90,51,560.89             |
| Loans from Directors                      | 52,00,000.00             | 51,06,000.00             |
| <b>Total</b>                              | <b>36,70,88,560.93</b>   | <b>30,71,53,325.87</b>   |

4.1 Secured Term Loans are secured as below:

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) Equitable mortgage of Company's property at 33, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- d) Hypothecation of all the Current Assets of the company.
- e) First charge on other net block assets of the company.
- f) Personal guarantees of two of the Directors of the company.
- g) Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.
- h) Second charge on entire fixed assets of the subsidiary company, OK Play Auto Private Limited.
- i) Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.
- j) Reinvestment Deposit Plan of the value of Rs.0.90 crores.
- k) Corporate Guarantee of the Subsidiary Company, OK Play Auto Private Limited.

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 2019-20

Against Vehicles: Payable in monthly instalments extending to year 2022-23

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**

| Particulars                             | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|---|--------------------------|--------------------------|
| Provision for Gratuity/Leave Encashment | 67,53,384.00             | 89,38,210.00             |
| <b>Total</b>                            | <b>67,53,384.00</b>      | <b>89,38,210.00</b>      |

# OK PLAY INDIA LIMITED

## OK PLAY INDIA LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2017

### Note : 6 Short Term Borrowings

| Particulars                              | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|--|--------------------------|--------------------------|
| <b>Loan Repayable on Demand, Secured</b> |                          |                          |
| - Working Capital Loan from Bank         | 42,59,03,649.19          | 44,59,88,829.26          |
| <b>Total</b>                             | <b>42,59,03,649.19</b>   | <b>44,59,88,829.26</b>   |

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:

- Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Equitable mortgage of Company's property at 33, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Hypothecation of all the Current Assets of the company.
- First charge on other net block assets of the company.
- Personal guarantees of two of the directors of the company.
- Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.
- Second charge on entire fixed assets of the subsidiary company, OK Play Auto Private Limited.
- Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.
- Reinvestment Deposit Plan of the value of Rs.0.90 crores.

### Note : 7 Other Current Liabilities

| Particulars                            | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|--|--------------------------|--------------------------|
| Current maturities of long term debt   |                          |                          |
| - Foreign Currency Convertible Bonds   | 2,27,73,056.00           | 2,32,55,786.00           |
| - Others                               | 26,71,05,650.98          | 24,53,05,777.26          |
| Interest accrued and due on borrowings | 14,78,321.00             | 1,17,64,779.37           |
| Sundry Creditors (Others)              | 2,70,75,040.69           | 3,03,11,793.37           |
| Due to Directors                       | 92,16,847.06             | 2,23,18,887.47           |
| Customer Advances & Deposits           | 13,00,79,162.54          | 7,18,72,925.46           |
| Direct/Indirect Taxes payable          | 1,97,49,849.27           | 1,55,17,111.45           |
| Other Liabilities                      | 1,50,55,872.30           | 1,43,38,016.53           |
| <b>Total</b>                           | <b>49,25,33,799.84</b>   | <b>43,46,85,076.91</b>   |

7.1 The Board of Directors of the Company at its meeting held on 23<sup>rd</sup> 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

| Particulars            | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|------------------------|--------------------------|--------------------------|
| Provision for Taxation | 65,14,036.00             | 65,14,036.00             |
| <b>Total</b>           | <b>65,14,036.00</b>      | <b>65,14,036.00</b>      |



**OK PLAY INDIA LIMITED**  
Notes on Consolidated Financial Statements for the Year ended 31st March, 2017

**Note : 9 Fixed Assets**

| Particulars                                 | Gross Block (Rs)  |                   | Depreciation (Rs) |                  | Net Block (Rs)   |                  |
|---|-------------------|-------------------|-------------------|------------------|------------------|------------------|
|   | As on 01.04.2016  | As on 31.03.2017  | As on 01.04.2016  | As on 31.03.2017 | As on 01.04.2016 | As on 31.03.2017 |
| <b>Tangible Assets</b>                      |                   |                   |                   |                  |                  |                  |
| Land (Freehold)                             | 1,28,77,328.60    | 1,29,97,328.60    | -                 | -                | 1,28,77,328.60   | 1,28,77,328.60   |
| Land (Leasehold)                            | 2,43,82,724.00    | 2,43,82,724.00    | -                 | -                | 2,43,82,724.00   | 2,43,82,724.00   |
| Buildings                                   | 13,63,85,964.16   | 13,63,85,964.16   | -                 | -                | 11,04,70,895.65  | 11,44,92,331.22  |
| Plant and Equipment                         | 83,35,59,679.88   | 92,04,94,608.57   | 8,69,34,928.69    | 40,21,435.57     | 43,06,64,925.93  | 37,59,02,112.73  |
| Furnitures & Fixtures                       | 2,17,04,631.38    | 2,62,113.62       | 2,62,113.62       | 3,21,72,115.49   | 1,08,27,057.94   | 90,93,632.46     |
| Vehicles                                    | 2,86,14,685.00    | 1,61,95,453.00    | 1,61,95,453.00    | 20,46,054.60     | 43,01,642.82     | 2,35,46,241.04   |
| Office Equipment                            | 1,60,22,470.82    | 5,35,260.75       | 5,51,100.00       | 43,01,642.82     | 2,07,13,796.96   | 23,99,609.14     |
|   | 1,07,35,47,483.84 | 1,17,70,44,139.90 | 10,40,47,756.06   | 4,34,57,014.81   | 56,34,89,783.08  | 61,35,54,356.82  |
| <b>SUB TOTAL (A)</b>                        |                   |                   |                   |                  |                  |                  |
| <b>Intangible Assets</b>                    |                   |                   |                   |                  |                  |                  |
| Other Intangible Assets                     | 1,39,45,814.93    | 15,93,27,262.33   | 14,53,81,447.40   | 14,35,087.04     | 1,13,42,801.96   | 14,79,84,460.37  |
| Goodwill                                    | 4,66,946.00       | 4,66,946.00       | -                 | -                | -                | 4,66,946.00      |
| Computer software                           | 82,10,135.94      | 85,29,089.94      | 3,18,954.00       | 3,70,786.22      | 60,95,233.06     | 24,33,856.88     |
|   | 2,26,22,896.87    | 14,57,00,401.40   | 14,57,00,401.40   | 18,05,873.26     | 1,74,38,035.02   | 15,08,85,263.25  |
| <b>SUB TOTAL (B)</b>                        |                   |                   |                   |                  |                  |                  |
| <b>Capital Work-in-progress</b>             |                   |                   |                   |                  |                  |                  |
|   | 3,62,96,189.92    | 4,97,51,813.84    | 4,97,51,813.84    | -                | -                | 8,60,48,003.76   |
|   | 3,62,96,189.92    | 4,97,51,813.84    | 4,97,51,813.84    | -                | -                | 8,60,48,003.76   |
| <b>SUB TOTAL (C)</b>                        |                   |                   |                   |                  |                  |                  |
|   | 9,98,38,488.12    | 4,26,89,522.28    | 14,25,28,010.40   | -                | -                | 9,98,38,488.12   |
| <b>Intangible Assets Under Development</b>  |                   |                   |                   |                  |                  |                  |
|   | 9,98,38,488.12    | 4,26,89,522.28    | 4,26,89,522.28    | -                | -                | -                |
| <b>SUB TOTAL (D)</b>                        |                   |                   |                   |                  |                  |                  |
|   | 1,23,23,05,058.75 | 14,30,79,110.40   | 14,30,79,110.40   | 4,52,62,888.07   | 3,01,362.35      | 85,04,87,623.83  |
| <b>Total [A + B + C + D] (Current Year)</b> |                   |                   |                   |                  |                  |                  |
|   | 1,07,15,18,378.18 | 1,23,23,05,058.75 | 1,76,00,989.91    | 3,95,66,650.53   | 60,18,020.64     | 69,63,38,766.37  |
| (Previous Year)                             |                   |                   |                   |                  |                  |                  |
|   | 1,07,15,18,378.18 | 1,23,23,05,058.75 | 1,76,00,989.91    | 3,95,66,650.53   | 60,18,020.64     | 69,63,38,766.37  |

# OK PLAY INDIA LIMITED

## OK PLAY INDIA LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2017

### Note : 10 Deferred Tax (Assets) / Liability (Net)

| Particulars   | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|---|--------------------------|--------------------------|
| Deferred Tax Liabilities  |                          |                          |
| (i) Related to Fixed Assets   | 8,66,27,000.00           | 6,75,93,000.00           |
| (ii) Deferred Revenue Expenditure allowed under the Income Tax Act, 1961              | -                        | -                        |
|   | 8,66,27,000.00           | 6,75,93,000.00           |
| Deferred Tax Assets   |                          |                          |
| (i) Disallowance under the Income Tax Act,1961  | 2,23,75,000.00           | 2,71,18,000.00           |
| (ii) Unabsorbed depreciation/carried forward of losses under the Income Tax Act, 1961 | 11,41,74,000.00          | 10,00,17,000.00          |
|   | 13,65,49,000.00          | 12,71,35,000.00          |
| Deferred Tax (Assets) / Liability   | <b>(4,99,22,000.00)</b>  | <b>(5,95,42,000.00)</b>  |

### Note : 11 Long Term Loans and Advances

| Particulars                         | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|-------------------------------------|--------------------------|--------------------------|
| <u>Unsecured, Considered Good :</u> |                          |                          |
| Earnest Money Deposit               | 5,97,630.00              | 7,14,740.00              |
| Other Deposit                       | 45,07,087.00             | 68,38,587.00             |
| <b>Total</b>                        | <b>51,04,717.00</b>      | <b>75,53,327.00</b>      |

### Note : 12 Inventories

| Particulars                     | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|---------------------------------|--------------------------|--------------------------|
| <u>At cost</u>                  |                          |                          |
| Raw Materials                   | 8,48,25,857.23           | 4,09,43,997.82           |
| Work-in-Progress                | 4,12,34,201.71           | 2,75,40,324.15           |
| Finished Goods                  | 1,96,82,237.16           | 2,56,47,201.71           |
| Stock-in-Trade                  | 6,33,08,913.28           | 8,27,45,900.80           |
| Stores & Spares                 | 1,05,22,384.80           | 58,74,001.42             |
| Packing Materials & Accessories | 13,17,38,256.23          | 7,17,08,761.44           |
| Others With Job Workers         | 2,52,67,009.00           | 2,11,82,049.00           |
| Goods-in-transit                | 59,82,080.10             | 2,79,47,181.27           |
| <b>Total</b>                    | <b>38,25,60,939.51</b>   | <b>30,35,89,417.61</b>   |

**OK PLAY INDIA LIMITED**
**Notes on Consolidated Financial Statements for the Year ended 31st March, 2017**
**Note : 13 Trade Receivables**

| Particulars                         | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|-------------------------------------|--------------------------|--------------------------|
| <b>Due for more than six months</b> |                          |                          |
| Unsecured, Considered Good          | 21,78,45,415.89          | 12,01,70,381.02          |
| <b>Others</b>                       |                          |                          |
| Unsecured, Considered Good          | 8,48,77,297.99           | 27,48,45,793.17          |
| <b>Total</b>                        | <b>30,27,22,713.88</b>   | <b>39,50,16,174.19</b>   |

**Note : 14 Cash & Cash Equivalents**

| Particulars  | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|--|--------------------------|--------------------------|
| <b>Cash-in-Hand including imprest</b>                              | 47,27,720.00             | 18,22,965.00             |
| <b>Sub Total (A)</b>   | <b>47,27,720.00</b>      | <b>18,22,965.00</b>      |
| <b>Balances with banks</b>   |                          |                          |
| - in current accounts  | 1,01,05,765.78           | 2,20,761.23              |
| - in Fixed Deposits as margin money (maturity upto 12 months)      | 88,93,970.00             | 83,56,613.00             |
| - in Fixed Deposits as margin money (maturity exceeding 12 months) | 3,91,738.00              | 2,89,642.00              |
| <b>Sub Total (B)</b>   | <b>1,93,91,473.78</b>    | <b>88,67,016.23</b>      |
| <b>Total [ A + B ]</b>   | <b>2,41,19,193.78</b>    | <b>1,06,89,981.23</b>    |

**Note :15 Short Terms Loans and Advances**

| Particulars                                       | AS AT 31.03.2017<br>(Rs) | AS AT 31.03.2016<br>(Rs) |
|---|--------------------------|--------------------------|
| <b>Other Loans &amp; Advances</b>                 |                          |                          |
| <b>Unsecured, Considered good</b>                 |                          |                          |
| Advances to Creditors                             | 15,63,81,186.69          | 14,23,20,877.41          |
| Advances to Others                                | 3,68,24,894.33           | 8,60,278.39              |
| Staff Advances                                    | 21,55,239.96             | 9,49,246.00              |
| Advance Income Tax/TDS/Direct Taxes               | 29,95,434.11             | 26,47,485.00             |
| Balance With Revenue Authorities (Indirect Taxes) | 2,33,27,335.54           | 1,00,24,690.52           |
| Prepaid Expenses                                  | 13,11,968.29             | 17,75,905.00             |
| <b>Total</b>                                      | <b>22,29,96,058.92</b>   | <b>15,85,78,482.32</b>   |

# OK PLAY INDIA LIMITED

## OK PLAY INDIA LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2017

### Note : 16 Revenue from Operations

| Particulars       | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|-------------------|---------------------------------------|---------------------------------------|
| Sale of products  | 91,33,93,747.05                       | 1,12,79,30,306.31                     |
| Less: Excise duty | 7,81,70,193.80                        | 6,72,94,537.32                        |
| <b>Total</b>      | <b>83,52,23,553.25</b>                | <b>1,06,06,35,768.99</b>              |

### Note : 17 Other Income

| Particulars                               | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|---|---------------------------------------|---------------------------------------|
| Interest income                           | 17,65,992.00                          | 14,85,832.00                          |
| Miscellaneous Receipts                    | 36,12,712.77                          | 15,01,801.58                          |
| Net gain on Foreign Currency Transactions | 64,30,717.27                          | -                                     |
| <b>Total</b>                              | <b>1,18,09,422.04</b>                 | <b>29,87,633.58</b>                   |

### Note : 18 Cost of Materials Consumed

| Particulars                                    | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|--|---------------------------------------|---------------------------------------|
| <b><u>PURCHASES OF RAW MATERIALS</u></b>       |                                       |                                       |
| Purchases of Raw Material                      | 31,62,01,382.42                       | 27,71,82,568.20                       |
| Add: Opening Stock of Raw Material             | 4,09,43,997.82                        | 1,16,80,465.57                        |
|  | 35,71,45,380.24                       | 28,88,63,033.77                       |
| Less: Closing Stock of Raw Material            | 8,48,25,857.23                        | 4,09,43,997.82                        |
| <b>Sub-total (a)</b>                           | <b>27,23,19,523.01</b>                | <b>24,79,19,035.95</b>                |
| <b><u>CONSUMPTION OF OTHER CONSUMABLES</u></b> |                                       |                                       |
| Accessories Consumption                        | 7,89,58,619.16                        | 5,96,96,818.97                        |
| Packing Material Consumption                   | 1,02,67,139.84                        | 2,06,81,028.11                        |
| Stores & Spares Consumption                    | 50,13,866.92                          | 56,21,888.55                          |
| <b>Sub-total (b)</b>                           | <b>9,42,39,625.92</b>                 | <b>8,59,99,735.63</b>                 |
| <b><u>DIRECT/PRODUCTION EXPENSES</u></b>       |                                       |                                       |
| Power & Fuel                                   | 3,80,24,262.18                        | 3,33,79,435.97                        |
| Repair & Maintenance                           |                                       |                                       |
| - Plant & Machinery                            | 22,11,876.13                          | 22,80,392.88                          |
| - Buildings                                    | 2,08,124.29                           | 2,86,729.92                           |
| Other Expenses                                 | 74,74,153.47                          | 36,52,318.68                          |
| Excise Duty Pulverised Material                | 11,79,985.33                          | 7,47,675.03                           |
| <b>Sub-total (c)</b>                           | <b>4,90,98,401.40</b>                 | <b>4,03,46,552.48</b>                 |
|  | -                                     |                                       |
| <b>Total (a+b+c)</b>                           | <b>41,56,57,550.33</b>                | <b>37,42,65,324.06</b>                |

**Note : 19 Changes in Inventories of Finished Goods and Work-in-Progress**

| Particulars          | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|----------------------|---------------------------------------|---------------------------------------|
| Opening Stock        |                                       |                                       |
| - Work-in-Progress   | 2,75,40,324.15                        | 3,40,81,620.78                        |
| - Finished Goods     | 10,83,93,102.51                       | 3,42,78,101.51                        |
| <b>Sub-total (a)</b> | <b>13,59,33,426.66</b>                | <b>6,83,59,722.29</b>                 |
| Closing Stock        |                                       |                                       |
| - Work-in-Progress   | 4,12,34,201.71                        | 2,75,40,324.15                        |
| - Finished Goods     | 8,30,73,785.69                        | 10,83,93,102.51                       |
| <b>Sub-total (b)</b> | <b>12,43,07,987.40</b>                | <b>13,59,33,426.66</b>                |
| <b>Total (a-b)</b>   | <b>1,16,25,439.26</b>                 | <b>(6,75,73,704.37)</b>               |

**Note : 20 Employee Benefits Expense**

| Particulars                             | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|---|---------------------------------------|---------------------------------------|
| Salaries, Wages & Bonus                 | 8,63,60,982.49                        | 7,52,66,175.65                        |
| Contribution to Provident & other funds | 43,25,127.00                          | 36,67,856.00                          |
| Staff welfare expenses                  | 26,72,662.49                          | 21,05,377.50                          |
| <b>Total</b>                            | <b>9,33,58,771.98</b>                 | <b>8,10,39,409.15</b>                 |

**Note : 21 Financial Costs**

| Particulars                               | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|---|---------------------------------------|---------------------------------------|
| Bank Interest                             | 9,20,83,823.93                        | 10,69,59,505.37                       |
| Other Interest                            | 3,40,59,023.97                        | 2,12,86,928.35                        |
| Finance Charges                           | 60,03,314.70                          | 26,21,730.12                          |
| Bank Charges                              | 19,55,469.73                          | 17,93,304.45                          |
| Net loss on Foreign Currency Transactions | -                                     | 40,71,167.44                          |
| <b>Total</b>                              | <b>13,41,01,632.33</b>                | <b>13,67,32,635.73</b>                |

**Note : 22 Depreciation & Amortization expense**

| Particulars  | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|--------------|---------------------------------------|---------------------------------------|
| Depreciation | 4,52,62,888.07                        | 3,95,66,650.53                        |
| <b>Total</b> | <b>4,52,62,888.07</b>                 | <b>3,95,66,650.53</b>                 |

# OK PLAY INDIA LIMITED

## Note : 23 Other Expenses

| Particulars                      | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|----------------------------------|---------------------------------------|---------------------------------------|
| Fee & Registration               | 34,50,461.72                          | 4,54,528.50                           |
| Balances written off/Bad Debts   | 1,21,193.68                           | -                                     |
| Donation                         | 22,000.00                             | 25,200.00                             |
| Rent                             | 15,45,274.00                          | 11,16,920.00                          |
| Insurance                        | 28,13,792.71                          | 18,75,063.00                          |
| Travelling & Conveyance Expenses | 1,27,33,171.32                        | 1,16,21,243.69                        |
| Postage & Telephones             | 31,79,138.49                          | 32,07,433.86                          |
| Printing & Stationery            | 12,72,809.89                          | 17,06,375.05                          |
| Legal & Professional charges     | 1,08,62,133.48                        | 82,05,211.96                          |
| Electricity & Water Expenses     | 45,28,234.94                          | 35,81,275.59                          |
| Auditors' remuneration           | 3,18,750.00                           | 3,18,250.00                           |
| Wealth Tax                       | -                                     | 52,770.00                             |
| Rates & Taxes                    | 18,68,344.88                          | 35,10,965.75                          |
| Miscellaneous expenses           | 35,48,366.39                          | 34,82,606.23                          |
| Repair & Maintenance -Others     | 35,33,877.76                          | 38,56,236.97                          |
| Loss on sale of Fixed Assets     | 2,39,737.65                           | 10,66,711.07                          |
| Advertisement others             | 46,396.00                             | 69,562.92                             |
| Prior period items               | 7,42,105.19                           | 17,43,036.00                          |
| Advertisement                    | 89,93,144.00                          | 53,64,741.00                          |
| Business Promotion Expenses      | 23,82,508.80                          | 19,30,595.53                          |
| Freight & Octroi                 | 1,28,27,338.60                        | 1,65,69,469.47                        |
| Discounts                        | 4,55,53,296.90                        | 3,72,66,834.28                        |
| Commission paid                  | 7,53,179.38                           | 66,171.53                             |
| Damaged Goods                    | 5,65,783.43                           | 1,29,408.10                           |
| <b>Total</b>                     | <b>12,19,01,039.21</b>                | <b>10,72,20,610.50</b>                |

## Note : 24 Earnings Per Share(EPS)

| Particulars  | FOR THE YEAR ENDED<br>31.03.2017 (Rs) | FOR THE YEAR ENDED<br>31.03.2016 (Rs) |
|--|---------------------------------------|---------------------------------------|
| Net Profit available for equity share holders (Rs.)  | 5,96,848.55                           | (3,97,83,004.88)                      |
| Weighted average number of Equity Shares of Rs.10/- each outstanding during the year (No. of Shares) | 1,86,08,115                           | 1,79,82,100                           |
| Basic/ Diluted Earnings per share (Rs.)  | 0.03                                  | (2.21)                                |

## Note : 25 Notes on Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017

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

| Name of Subsidiary Company   | Capital | Reserves | Total Assets | Total Liabilities | Investments | Turnover/ Total Income | Profit Before Taxation | Provision for Taxation | Rs in Lacs            |                   |
|------------------------------|---------|----------|--------------|-------------------|-------------|------------------------|------------------------|------------------------|-----------------------|-------------------|
|                              |         |          |              |                   |             |                        |                        |                        | Profit After Taxation | Proposed Dividend |
| OK Play Auto Private Limited | 800.00  | (740.18) | 3207.57      | 3207.57           | Nil         | 1831.35                | 28.52                  | 27.72                  | 0.80                  | Nil               |

3. Contingent Liabilities and Commitments, not provided for :

(I) Contingent Liabilities

a) Claims against the company not acknowledged as debt:

- (i) Claims against the Company, where legal cases are under way, but not acknowledged as debts amount to Rs. 61,25,818.12 (Previous Year Rs. 70,68,518.12)
- (ii) 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.42,00,400/- (Previous Year Rs. 1,06,60,000/-).
- (ii) Letter of credit issued by banks-Rs.Nil (Previous year Rs.Nil)
- (iii) Corporate Guarantee, restricted to Rs. 25.00 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).

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.

5. Related Party Disclosures:

(I) Relationships

(a) Key Management Personnel

Justice T.R. Handa (Retd.)  
 Mr. Rajan Handa  
 Mrs. Mamta Handa  
 Dr. Rajan Wadhera

Relatives

Mr. Rishab Handa  
 Mr. Raghav Handa

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

A&A Labels  
 Anupam Art Printer

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

# OK PLAY INDIA LIMITED

business:

| Nature of Transactions | Related Parties (Referred in (I))<br>31.03.2017 | Related Parties (Referred in (I))<br>31.3.2016 |
|------------------------|---|--|
| Remuneration Paid      | Rs. 1,88,93,314/-                               | Rs. 1,90,91,830/-                              |

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

|             |                  |                  |
|-------------|------------------|------------------|
|             | <u>31.3.2017</u> | <u>31.3.2016</u> |
| Purchases : | Nil              | Rs 69,87,552.00  |

6. 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.
7. Details of Specified Bank Notes (SBN) held and transacted during the period 8/11/2016 to 30/12/2016 in respect of the Holding Company and its Subsidiary are as under:-

(in Rupees)

| Particulars                           | SBNs         | Other denomination notes | Total        |
|---------------------------------------|--------------|--------------------------|--------------|
| Closing cash in hand as on 08.11.2016 | 18,73,500.00 | 2,04,006.00              | 20,77,506.00 |
| (+) Permitted receipts                | -            | 15,44,623.00             | 15,44,623.00 |
| (-) Permitted payments                | -            | 10,28,753.00             | 10,28,753.00 |
| (-) Amount deposited in Banks         | 18,73,500.00 | 40,000.00                | 19,13,500.00 |
| Closing cash in hand as on 30.12.2016 | -            | 6,79,876.00              | 6,79,876.00  |

## For and on behalf of the Board

-Sd-  
(Justice T.R. Handa)(Retd.)  
**CHAIRMAN CUM  
WHOLE TIME DIRECTOR**  
DIN-00194284

-Sd-  
(Rajan Handa)  
**MANAGING DIRECTOR**  
DIN-00194590

-Sd-  
(Triloki Nath Verma)  
**COMPANY SECRETARY**

As per our report of even date attached  
**For D.S. CHADHA & ASSOCIATES**  
**Chartered Accountants**  
**(FRN 026723-N)**

-Sd-  
**(D.S. CHADHA)**  
Proprietor  
M.No.015727

Place: New Delhi  
Dated: 9th June, 2017



ATTENDANCE SLIP

**OK PLAY INDIA LIMITED**

(CIN L28219HR1988PLC030347)

Registered Office: 17, Roz-Ka-Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana

Email: investor.relations@okplay.in website: www.okplay.in; [www.okplay.co.in](http://www.okplay.co.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 28th ANNUAL GENERAL MEETING of the Company being held on Friday, the 29th day of September, 2017 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

**PROXY FORM**

**OK PLAY INDIA LIMITED**

(CIN L28219HR1988PLC030347)

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

Email: investor.relations@okplay.in website: www.okplay.in; [www.okplay.co.in](http://www.okplay.co.in)

Phone: 0124 2362335 Fax: 0124 2362326

|  |
|--|
| Name of the Member(s):<br>Registered Address:<br>E-mail Id: Folio No./Client Id:<br>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

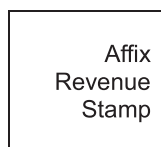
(2) Name: ..... Address: .....  
 E-mail Id: ..... Signature: ....., or falling him/her

(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 Seventh Annual General Meeting of the Company, to be held on Friday, the 29th day of September, 2017 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. | Resolution  | For | Against |
|----------------|---|-----|---------|
| 1              | <b>ORDINARY BUSINESS &amp; ORDINARY RESOLUTION:</b><br>To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2017, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors' Report and Auditors' report thereon |     |         |
| 2              | <b>ORDINARY BUSINESS &amp; ORDINARY RESOLUTION:</b><br>To appoint a Director in place of Mr. Rajan Handa (DIN 00194590), Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.  |     |         |
| 3              | <b>ORDINARY BUSINESS &amp; ORDINARY RESOLUTION:</b><br>To rectify appointment of Auditors and fix their remuneration  |     |         |
| 4              | <b>SPECIAL BUSINESS &amp; SPECIAL RESOLUTION:</b><br>Re-appointment & payment of remuneration to Dr. Rajan Wadhera (DIN-01412577) as whole-time Director  |     |         |
| 5              | <b>SPECIAL BUSINESS &amp; ORDINARY RESOLUTION:</b><br>Regularization/ re-appointment of Mr. Atul Nripraj Barar (DIN-00805515) as independent director   |     |         |

Signed this..... Day of..... 2017

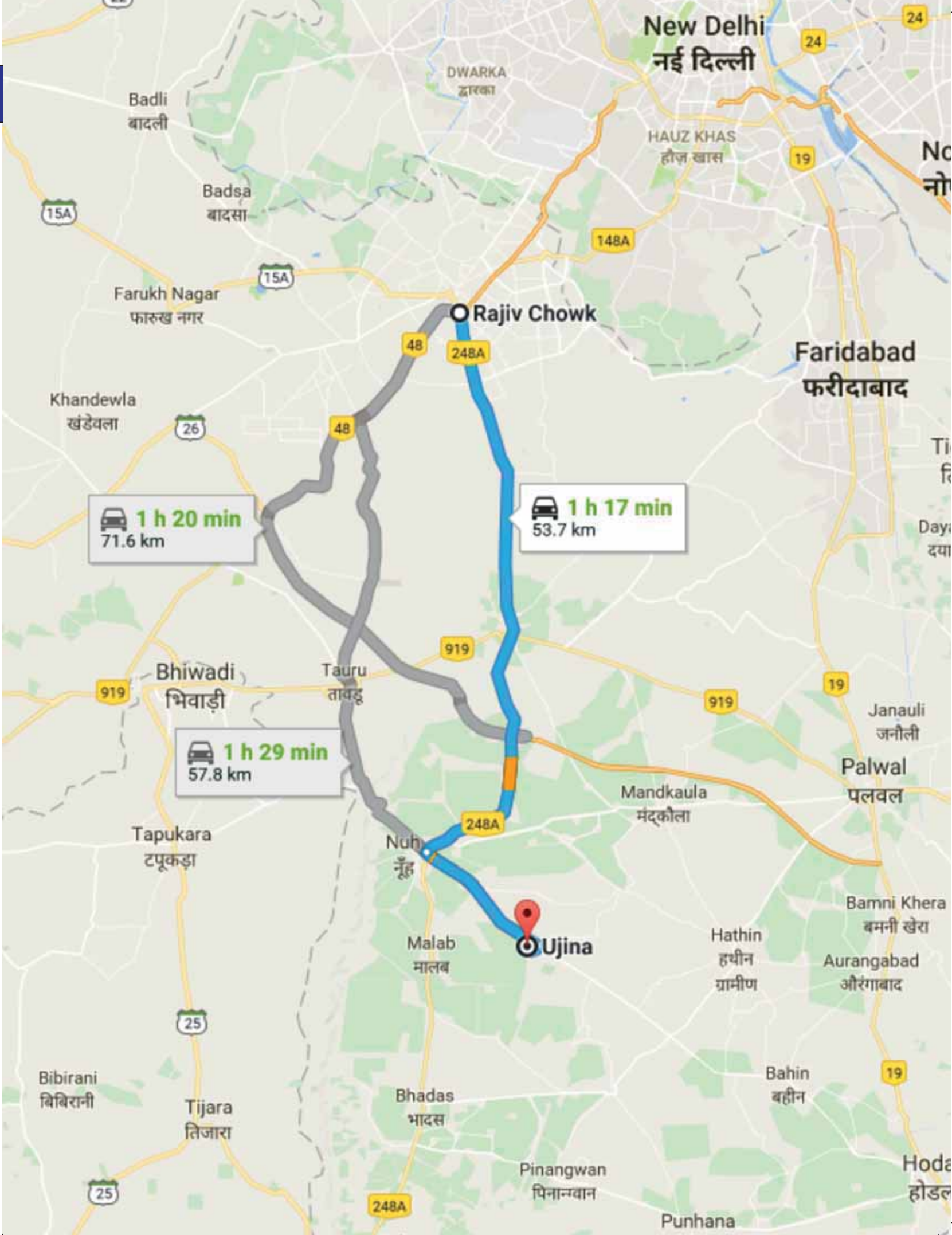


Signature of Shareholder(s)

Signature of Proxy Holder(s)

**Note:**

1. 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.
2. For the resolutions, Explanatory Statements and Notes, please refer to the notice of the 28th Annual General Meeting.
3. 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 ashe/she thinks appropriate.
4. Please complete all details including details of member(s) in the box before submission.



New Delhi  
नई दिल्ली

DWARKA  
द्वारका

Badli  
बादली

HAUZ KHAS  
हौज़ खास

Badsa  
बादसा

15A

15A

Farukh Nagar  
फारुख नगर

Rajiv Chowk

48

248A

148A

Faridabad  
फरीदाबाद

Khandewla  
खंडेवला

26

48

1 h 20 min  
71.6 km

1 h 17 min  
53.7 km

Bhiwadi  
भिवाड़ी

Tauru  
तावरु

919

919

1 h 29 min  
57.8 km

919

19

Janauli  
जनौली

Palwal  
पलवल

Tapukara  
टपूकड़ा

Nuh  
नुह

248A

Mandkaula  
मंदकौला

Ujina

Bamni Khera  
बमनी खेरा

Hathin  
हथीन  
ग्रामीण

Aurangabad  
औरंगाबाद

Bibirani  
बिबिरानी

Tijara  
तिजारा

Bhadas  
भादस

Pinangwan  
पिनान्वान

Bahin  
बहीन

25

248A

Punhana

Hoda  
होडल





**Registered Office & Works :**

PLOT NO. 17-18, ROZ-KA-MEO  
INDUSTRIAL ESTATE, THESIL NUH,  
DIST. : MEWAT, HARYANA - 122103, INDIA

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**Corporate Office :**

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**Visit us at :**

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[www.okplay.in](http://www.okplay.in)

[www.okplav.co.in](http://www.okplav.co.in)

