



DREAM  
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CREATE



ANNUAL REPORT  
2017-18

# Letter from Managing Director

Dear Shareholders,

It gives me immense pleasure to present the Annual Report of your Company for the financial year ended on 31<sup>st</sup> March, 2018.

But before I discuss the performance of the Company, with a heavy heart, I write to inform you that Justice (Retd) T.R. Handa, our Founder Chairman left for his heavenly abode on the 5<sup>th</sup> of December, 2017.

Our Founder Chairman set the foundation of the Company in 1988 with an extra ordinary vision, deep commitment and immense determination, after taking retirement from judicial services. The extra ordinary efforts of our Founder Chairman helped the Company to successfully steer ahead from its humble beginning to its current position. On behalf of the entire OK PLAY Family and stakeholders I pay a tribute of love and respect to Late Justice (Retd) T.R. Handa.



I am pleased to inform you that in the financial year ended on 31<sup>st</sup> March, 2018, your Company has achieved a turnover of Rs.1,110,467,802 in comparison to the turnover of Rs.749,262,487 in the previous financial year.

Your Company's foray in the E-Vehicle Segment, especially on the three wheeled platform, has progressed significantly and I am pleased to inform you all that after successful trials and pilot runs, the product range is now poised for commercial launch. The products have been found to perform satisfactorily by a host of corporate customers as well as from the individual buyers. Apart from this our Government is actively promoting the introduction of E-Vehicles and is aggressively working towards making India an E-mobility nation by the year 2030. Your Company thus expects a huge growth in this segment.

In the Automotive component business, your Company's performance is improving significantly. Our flagship product, namely 'Plastic Fuel Tank', meets the specifications and requirements of the stringent BS-VI norms being implemented in our Country from the 1<sup>st</sup> of April, 2020. Thus your Company expects a huge growth in this segment also.

In the Toys and Playground Equipment segment, your Company has recently launched a new range of theme based outdoor playground equipment as well as school furniture. Your Company has also started exporting these products to Vietnam and is in the process of exploring new markets.

I would like to express my gratitude to our Board of Directors, Customers, Suppliers, Dealers, Bankers, Financial Institutions, Employees and most importantly to you all for reposing confidence in us and your continuous support to the Company.

With Best Wishes,  
Sincerely

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

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

SH. RAJAN HANDA	Managing Director
SMT. MAMTA HANDA	Whole -Time Director
DR. RAJAN WADHERA	Whole -Time Director
SH. SHALABH JASORIA	Independent Director
SH. AJAY VOHRA	Independent Director
SH. ATUL NRIPRAJ BARAR	Independent Director

### CHIEF FINANCIAL OFFICER

SH. NARAYAN CHANDRA ROUT

### COMPANY SECRETARY

SH. RAKESH BHARDWAJ

### 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, IIND 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

www.okplay.in  
www.okplay.co.in  
www.okplayev.com

investor.relations@okplay.in, info@okplay.in

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of OK PLAY INDIA LIMITED, will be held on Saturday, the 29<sup>th</sup> day of September, 2018 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 Ind AS financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2018, 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 Ind AS financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2018, 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 Mrs. Mamta Handa (DIN 00238019), Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify 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 MRS. MAMTA HANDA (DIN 00238019) 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 Mrs. Mamta Handa (DIN 00238019) as Whole Time Director of the Company after the expiry of her current term for a period of three years from 20<sup>th</sup> June, 2019 to 19<sup>th</sup> June, 2022 with liberty to Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration be paid including perquisites subject to the same not exceeding the limits specified under schedule V of the Companies Act 2013; as set out hereunder:

#### **I. Salary:**

Basic Salary: Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with effect from 20<sup>th</sup> June, 2019.

#### **II. Allowances & Perquisites**

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs 4,50,000/- per month. Allowances and Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, PF & retirement benefits and Leave Travel Concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, use of Company's car with driver, Residential Telephones, Special Allowances etc.

For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, ceilings under each of the above heads shall be fixed/re- fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 4,50,000/- or to allow any other perquisite.

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

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

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

#### **5. INCREASE IN THE REMUNERATION OF MR. RAJAN HANDA (DIN 00194590) MANAGING DIRECTOR OF THE COMPANY**

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 increase in remuneration to Mr. Rajan Handa ( DIN 00194590) as Managing Director of the Company for the period starting from 1st October, 2018, up to 28<sup>th</sup> February, 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. 7,00,000/- (Rupees Seven Lakh only) per month with effect from 01<sup>st</sup> October, 2018.

**II. Allowances & Perquisites**

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs 7,00,000/- per month. Allowances and Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, PF & retirement benefits and Leave Travel Concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, use of Company's car with driver, Residential Telephones, Special Allowances etc.

For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, ceilings under each of the above heads shall be fixed/re- fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 7,00,000/- or to allow any other perquisite.

**“RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profit in any financial year or during the tenure of Mr. Rajan Handa ( DIN 00194590) as Managing Director, the remuneration (including perquisites) as set out aforesaid be paid to him as minimum remuneration.”

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

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

**6. INCREASE IN THE REMUNERATION OF DR. RAJAN WADHERA (DIN 01412577) WHOLE TIME DIRECTOR OF THE COMPANY**

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 increase in remuneration to Dr. Rajan Wadhara ( DIN 01412577) as Whole Time Director of the Company for the period starting from 1st October, 2018, up to 30th 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 1st October, 2018.

**II. Allowances & Perquisites**

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs 1,00,000/- per month. Allowances and Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, PF & retirement benefits and Leave Travel Concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, Use of Company's car with driver, Residential Telephones, Special Allowances etc. For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, ceilings under each of the above heads shall be fixed/re- fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 1,00,000/- or to allow any other perquisite.

**“RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profit in any financial year or during the tenure of Dr. Rajan Wadhara (DIN 01412577) 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 vary, increase, modify or alter the remuneration and perquisite in such manner as may be agreed between the Board of Directors and Dr. Rajan Wadhara within and in accordance with the provisions of the Companies Act, 2013 or any statutory modification thereto and as may be stipulated by the Central Government.”

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

## 7. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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 Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), insertion of the new Article 119 to Article 124 in Part B of Articles of Association of the Company be and are hereby approved and adopted and Article No. 1 to 118 shall be applicable in so far and to the extent they are not contrary to or inconsistent with the provisions of Article 119 to Article 124.

The new Articles numbers 119 to 124 are as follow:

119. For the purposes of this Part B the following terms shall have the meanings assigned to them hereinafter:

“**Event of Default**” shall mean occurrence of an event which is described as an 'event of default' under the provisions of the Facility Agreement;

“**Facility Documents**” shall mean the Facility Agreement and any other document executed by the Company or any other security provider and designated as a Facility Document by the Lender;

“**Final Settlement Date**” means such date on which all outstanding dues of the Company under the Facility Documents have been paid and settled in accordance with the terms of the Facility Documents and the Lender has provided a written confirmation of the same to the Company;

120. The Lender shall have the right to appoint its nominee as an observer on the Board of Directors of the Company.

121. The Lender can appoint nominee director subject to the following:

- (a) Upon the occurrence of an Event of Default, the Lender shall have the right to appoint and remove from time to time, such number of nominee directors on the Board of the Company, as determined by the Lender.
- (b) The nominee director(s) shall not be required to hold qualification shares and not be liable to retire by rotation.
- (c) The nominee director(s) shall be entitled to all the rights and privileges of other directors.
- (d) Any expenditure incurred by the Lender or the nominee director(s) in connection with his/her/their appointment or directorship shall be borne by the Company.
- (e) The nominee director(s) shall be appointed as a member of the management committee or other committees of the board of the Company, if so desired by the Lender.
- (f) The quorum of any board meeting held after the appointment of the nominee director(s) shall be as required by the Companies Act, 2013. Provided that any board meeting shall not be validly convened and there shall not be a proper quorum unless and until at least one nominee director is present at such meeting (However, if the nominee Director is not present at the meeting despite the Company has given notice of Board Meeting as per the statutory provisions, the Board Meeting shall be deemed validly convened).

122. The Lender have the right to convert the whole or part of the outstanding under the Facility (whether then due or payable or not), into fully paid up shares of the Company at par value or fair value (as ascertained in accordance with applicable law, regulations and guidelines, including all rights and remedies available to the Lender under the Reserve Bank of India (RBI) circular dated 8 June 2015 on 'Strategic Debt Restructuring (SDR)' and other circulars issued by the RBI in pursuance of the same or in relation to conversion of outstanding loans into shares) as may be decided by the Lender and in the manner specified in a notice in writing to be given by the Lender to the Company (“**EOD Notice of Conversion**”) and in accordance with the following conditions:

- (a) the conversion right reserved as aforesaid may be exercised by the Lender upon the occurrence of a default by the Company in making payment of any amounts under the Facility Documents;
- (b) on receipt of the EOD Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up shares to the Lender or such other person identified by the Lender as from the date of conversion and the Lender shall accept the same in satisfaction of the part of the outstanding so converted; and
- (c) the said shares shall rank *pari passu* with the existing equity shares of the Company in all respects.
- (d) The Company shall, at all times, maintain sufficient authorized share capital, which has not been issued, for the above purpose.

123. Until the Final Settlement Date, the Company shall not be entitled to make any amendment to this Part B or introduce any provisions in these Articles, which would dilute the provisions of this Part B in any manner whatsoever without obtaining the prior written consent of the Lender.

124. This Part B shall fall away on and from the Final Settlement Date.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**For order of the Board of Director  
for OK PLAY INDIA LIMITED**

Date : 4th September, 2018  
Place : Tehsil Nuh, District Mewat

-SD-  
Rakesh Bhardwaj  
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, 2018 to 29<sup>th</sup> September, 2018 (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. As per SEBI circular, Members holding shares in Physical form are requested to submit copy of their PAN No. and bank account detail 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 Saturday, 22<sup>nd</sup> September, 2018, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9:00 A.M. on Wednesday, 26<sup>th</sup> September, 2018 and will end at 5.00 P.M. on Friday, 28<sup>th</sup> September, 2018. 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, 5 & 6

Mrs. Mamta Handa was appointed as Whole Time Director in the meeting held on 29th September, 2015 with effect from 20<sup>th</sup> June, 2016 to 19<sup>th</sup> June, 2019. Her current term of appointment will expire on 19<sup>th</sup> June, 2019. The Nomination and Remuneration Committee at their meeting held on 14th August 2018, having regard to the various requirements stipulated in Schedule V, have recommended reappointment of Mrs. Mamta Handa for a term of 3 (Three) years commencing from 20<sup>th</sup> June, 2019 to 19<sup>th</sup> June, 2022 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 Nomination & Remuneration Committee at its meeting held on 14<sup>th</sup> August, 2018, having regard to various requirement stipulated in Schedule V, have fixed the remuneration payable to Mr. Rajan Handa, Managing Director and Dr. Rajan Wadhwa, Whole Time Director of the Company.

The Notice read with the Explanatory Statement and contents therein may be treated as an abstract of the terms of remuneration payable to Mrs. Mamta Handa, Mr. Rajan Handa and Dr. Rajan Wadhwa 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 engaged in the business of plastic moulded products including toy, children playground equipment, school furniture, automotive compotes and electric vehicles.

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)

	2015-16	2016-17	2017-18
Sales	9720.10	7492.62	11104.68
Profit before tax	(384.69)	133.42	65.51
Profit after tax	(199.41)	64.94	73.15

4) Export performance, net foreign exchange earnings

	2015-16	2016-17	2017-18
Foreign Exchange Earnings	Nil	448.54	80.04

### II. INFORMATION ABOUT THE APPOINTEES

1) Background details, recognition/awards

Mrs. Mamta Handa is 50 years old. She is a commerce graduate and has good experience in administration and other management related functions.

Mr. Rajan Handa, is 58 years old. He is B.Tech and has over 36 years of Industrial Experience. He has had various positions handling process, production, technical services, project development, market development and implementation. He is the main driving force behind the Company's growth right from the time of its incorporation.

Dr. Rajan Wadhwa, is 59 years old. He is PHD (Human Resources) and has good experience in human resources and other management related functions.



**Past Remuneration :**

Mrs. Mamta Handa

(Rs. in Lakhs)

Period	Salary (In Rs.)	Perquisites Allowance (In Rs.)	Retirement Benefits (In Rs.)	Total (In Rs.)
1.04.2016-31.03.2017	18,00,000	18,00,000	3,02,538	39,02,538
1.04.2017-31.03.2018	18,00,000	18,00,000	3,02,538	39,02,538

Mr Rajan Handa

Period	Salary (In Rs.)	Perquisites Allowance (In Rs.)	Retirement Benefits (In Rs.)	Total (In Rs.)
1.04.2016-31.03.2017	42,00,000	42,00,000	5,04,000	89,04,000
1.04.2017-31.03.2018	42,00,000	42,00,000	5,04,000	89,04,000

Mr Rajan Wadhera

Period	Salary (In Rs.)	Perquisites Allowance (In Rs.)	Retirement Benefits (In Rs.)	Total (In Rs.)
1.04.2016-31.03.2017	6,00,000	5,75,004	1,00,846	12,75,850
1.04.2017-31.03.2018	6,00,000	5,75,004	1,00,846	12,75,850

**2) Job profile and suitability**

Mrs. Mamta Handa as Whole Time Director is responsible for overall management related to Marketing, Administration and Other related area. With the requisite knowledge and experience, it is considered that the appointee is suitable for the assignment.

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

Dr. Rajan Wadhera as Whole Time Director is responsible for overall management related to human resources and other related areas. With the requisite knowledge and experience and experience as detailed in the background, it is considered that the appointee is suitable for appointment.

**3) Remuneration proposed**

Details of the remuneration payable to Mrs. Mamta Handa, Whole Time Director are furnished in the resolutions under Item No 4 of the Notice.

Details of the remuneration payable to Mr. Rajan Handa, Managing Director are furnished in the resolution under item no. 5 of the Notice.

Details of remuneration payable to Dr. Rajan Wadhera, Whole Time Director are furnished in the resolution under item no. 6 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.

**4) 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/Managing Director in Plastic Molding Industries, it is considered that the remuneration package is very reasonable.

**5) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any**

Mrs. Mamta Handa has no pecuniary relationship with the Company directly or indirectly except to the extent of the remuneration received / receivable by her from the Company and her respective holding in the Company's equity share capital.

Mr. Rajan Handa has no pecuniary relationship with the Company directly or indirectly except to the extent of the remuneration received / receivable by him from the Company and her respective holding in the Company's equity share capital.

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

**III. OTHER INFORMATION****Reason of loss or inadequate profits:**

The Company has operating profits during the financial year ended on 31<sup>st</sup> March, 2018. The management has taken various measures and as a result operating profit of the company is expected to increase in the current financial year.

**Steps taken for improvement**

The Company has launched a new range of theme based outdoor play stations and school furniture as per European standards. The Company is also receiving overwhelming response for its newly launched E-Rickshaw and E-Loader under its brand "E-RAAJA/ OK PLAY. The management of the company is very confident and expecting to achieve substantial growth in operating profit in the current financial year.

**Expected increase in productivity and profits in measurable terms:**

The Company is conscious about improvement in productivity and continually undertakes measures to improve the productivity and profitably. The Management is confident of achieving sustained growth in future.

**DISCLOSURES**

The Shareholders of the Company have been informed about the remuneration of Mrs. Mamta Handa, Mr. Rajan Handa and Dr. Rajan Wadhera through the disclosures made in the Corporate Governance Report attached to the Directors report.

**Item No 7:****Alteration in Articles of Association**

The Articles 119 to 124 in Part B of the Articles of Association of the Company has been inserted pursuant to the facility agreement dated November 07, 2017 ("Facility Agreement") executed *inter alia* by the Company, Mr. Rajan Handa and JM Financial Products Limited ("Lender"), in respect of financial assistance aggregating to Rs. 65,00,00,000/- (Rupees Sixty Five Crores only) ("Facility"), availed by the Company from the Lender.

**For order of the Board of Director  
for OK PLAY INDIA LIMITED**

**Date : 4th September, 2018  
Place : Tehsil Nuh, District Mewat**

**-SD-  
Rakesh Bhardwaj  
Company Secretary**

## DIRECTORS' REPORT

To  
The Members,  
Your Directors are pleased to present the 29<sup>th</sup> Annual Report along with Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2018.

### FINANCIAL RESULTS

The highlights of the financial results are as under:

(Rs. in Lakhs)

Particulars	Financial Year ended on 31st March, 2018	Financial Year ended on 31st March, 2017
<b>Revenue from Operations</b>	11,104.68	7,492.62
Other Income	412.52	99.93
<b>Total Revenue</b>	<b>11,517.20</b>	<b>7,592.55</b>
Profit before exceptional items and Tax	909.38	95.81
Exceptional item (Net gain/(Loss))	(843.87)	37.61
<b>Profit before Tax</b>	<b>65.51</b>	<b>133.42</b>
Current Tax/MAT	12.37	-
Deferred Tax	45.13	68.48
Provision of Tax for earlier years written back	(65.14)	-
Profit/(Loss ) for the year	<b>73.15</b>	64.94

### FINANCIAL RESULTS OF SUBSIDIARY COMPANY

(Rs. in Lakhs)

Particulars	Financial Year ended on 31st March, 2018	Financial Year ended on 31st March, 2017
<b>Revenue from Operations</b>	4699.72	2036.96
Other Income	86.91	24.54
<b>Total Revenue</b>	<b>4786.63</b>	<b>2061.50</b>
Profit before exceptional items and Tax	430.67	27.93
<b>Profit before Tax</b>	<b>391.20</b>	<b>27.90</b>
Current Tax/MAT	11.88	-
Deferred Tax Charges / Credit	165.71	27.72
Profit/(Loss ) for the year	<b>213.61</b>	<b>0.18</b>

### RESULT OF OPERATIONS

Revenue from Operations during the year was Rs. 11,104.68 Lakh against Rs. 7,492.62 Lakh in the previous year, which is an increase of 48 %. Profit before exceptional item and tax for the year was Rs. 909.38 Lakh against Rs. 95.81 lakh and Profit after tax for the year was Rs. 73.15 Lakh against Rs. 64.94 Lakh in the previous year.

### INDIAN ACCOUNTING STANDARDS (Ind AS)

In accordance with the notification issued by the Ministry of Corporate Affairs (MCA), your Company is required to prepare Financial Statements under Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 with effect from 1st April 2017. Ind AS has replaced the existing GAAP Prescribed under Section 133 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014.

Accordingly the Company has adopted Indian Accounting Standard (Ind AS) with effect from 1st April 2017 and the Financial Statement for the year ended 31<sup>st</sup> March, 2018 have been prepared in accordance with Ind AS. The Financial Statement for the financial year ended on 31<sup>st</sup> March, 2017 have been re-stated to comply with Ind AS to make them comparable.

The MCA notification also mandates that Ind AS shall be applicable to Subsidiary Companies, Joint venture or Associates of the Company.

The effect of the transition from Indian GAAP to Ind AS has been explained by way of reconciliation in the Standalone and Consolidated Financial Statements.

### **CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 the Company has prepared Consolidated Financial Statements as per Indian Accounting Standard. The audited Consolidated Financial Statements along with Auditors' Report thereon form part of this Annual Report.

### **SUBSIDIARY COMPANY**

There is no change in the subsidiary company during the year. Details of subsidiary Company i.e. OK Play Auto Private Limited and its business operation during the year under review are covered in the Annual Report. Report on the performance and financial position of subsidiary company as per the Companies Act, 2013, is included in this report and hence not repeated here for the sake of brevity.

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\\_subsidiaries.pdf](http://okplay.co.in/policy_for_determining_material_subsidiaries.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. The Consolidated Financial statements presented by the Company include the financial results of this subsidiary company.

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

### **DIVIDEND**

To conserve the surplus reserves for the business and expansion plan of the Company, your Directors regret their inability to recommend any dividend.

### **TRANSFER TO RESERVES**

During the year no amount is proposed to be transferred to General Reserve.

### **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.

### **DIRECTORS AND KEY MANAGERIAL PERSON:**

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Mamta Handa (DIN- 00238019) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer herself for re-appointment as Whole Time Director. The Notice also contains proposal for the appointment of Mrs. Mamta Handa as Whole Time Director and approval for payment of remuneration.

Shri Naresh Kumar, Independent Director of the company resigned from Directorship w.e.f. 03<sup>rd</sup> August, 2017. The Board places on records its appreciation for the contribution made by Mr. Naresh Kumar during his tenure.

Justice (Retd) T.R. Handa, Founder Chairman of the Company has left for his heavenly abode on 5<sup>th</sup> December, 2017. The Board of Directors place on record its deep sense of gratitude and appreciation for the leadership and direction provided by Late Justice (Retd,) T.R. Handa, as Founder Chairman of the Company during last 29 years.

All Independent Directors of the Company have given declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with Company.

After the date of Balance Sheet, Mr. Triloki Nath Verma has resigned from the position of Company Secretary of the Company on 27<sup>th</sup> April, 2018 and Mr. Rakesh Bhardwaj, an Associate Member of the Institute of the Company Secretaries of India has been appointed in his place with effect from 28<sup>th</sup> April, 2018.

Further, Mr. Vijayendra Kumar Jain, Director of the Company has resigned from Directorship of the Company w.e.f. 14<sup>th</sup> August, 2018 due to his pre-occupation in other assignments. The Board places on records its appreciation for the contribution made by Mr. Vijayendra Kumar Jain.



## **BOARD MEETINGS**

During the financial year 2017-18, 11 (Eleven) meeting of the Board of Directors were held. The details of meetings are given in the Corporate Governance Report which forms part of this report. The intervening period between the two meetings was within the period prescribed by the Companies Act, 2013.

## **BOARD EVALUATION**

The Board of Directors has carried out the Annual Performance Evaluation of its own, Board Committees and Individual Directors pursuant to the provision of the Companies Act, 2013 and Corporate Governance requirement as prescribed under the SEBI (LODR) Regulations, 2015.

The performance of the Board was evaluated by the Board, after seeking input from all the Directors on the basis of the criteria such as Board composition and structures, effectiveness of Board process, information and functioning etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as contribution of the individual Director to the Board and Committee meetings.

Also in a separate meeting of Independent Directors, performance of Non-Independent Directors, Board as a whole and Chairman was evaluated, taking into account the view of Executive Directors and Non-Executive Directors. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Directors being evaluated.

## **POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the Corporate Governance Report, which forms part of this report.

## **RISK MANAGEMENT**

Adequate measures have been adopted by the Company to anticipate, plan and mitigate the spectrum of risk it faces. Manufacturing sites are analyzed to minimize risk associated with protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines. Improving work place safety continues to be the top priority at manufacturing site. The Company's business operations are exposed to a variety of financial risk, market risk, Liquidity risk etc.

The Board of the Company has approved the Risk management Policy of the Company and authorized the Audit Committee to implement and monitor the risk management plan for the company and also identify and mitigate various elements of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

## **INTERNAL FINANCIAL CONTROLS**

As per the provisions of Section 134(5) (e) of the Companies Act, 2013, the Company has in place adequate internal financial control with reference to financial statement. Audit Committee periodically reviews the adequacy of internal financial controls.

During the year such control were tested and no reportable material weakness in the design or operation were observed.

## **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**

As required under Section 92(3) of the Companies Act, 2013 the extract of Annual Return of the Company in Form MGT-9 is annexed as Annexure-1 of this report.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has adopted a Whistle Blower policy and has established the necessary vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. 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 financial year.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT**

The particular of loans, guarantee and investments have been disclosed in the Standalone Financial Statement of the Company.

**RELATED PARTIES TRANSACTIONS**

The related party transactions during the financial year were in the ordinary course of business and on arm's length basis. Transactions with related parties are disclosed in Notes to the Financial Statements provided in this Annual Report.

The Related Party transactions are placed before the Audit Committee and also before the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions, which are of a foreseen and repetitive nature. The transactions entered into pursuant to omnibus approval so granted are reviewed and a statement giving detail of all related party transaction is placed before the Audit Committee for its approval.

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 provided in the Form AOC-2 published in this report

**CORPORATE GOVERNANCE**

Corporate Governance Report along with Auditors Certificate complying with the conditions of Corporate Governance as stipulated in Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, forms part of this report.

**MANAGEMENT DISCUSSION AND ANALYSIS**

A detailed analysis of your Company's performance and prospects is discussed in the Management Discussion and Analysis Report which form part of this Annual Report.

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

The Company has constituted an Internal Complaints Committee (ICC) under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said Committee.

**STATUTORY 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.

Notice of 29<sup>th</sup> Annual General Meeting contains the proposal/ resolution for the continuation of the 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 continuation 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 Directors also recommends the ratification of appointment of M/s. D.S. Chadha & Associates, Chartered Accountants (FRN-026723-N), as the Statutory Auditors of the Company until the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company.

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

Statutory disclosures required under Section 134, particulars relating to Conservation of Energy, technology absorption, foreign exchange earnings and outgo is annexed with this report as Annexure-2.

**PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under Section 197(12), of the Companies Act, 2013, read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, is annexed with this Report.

There was no employee employed throughout the financial year and in receipt of remuneration of Rs. 1.02 Cr. or more or employed for part of the year and in receipt of remuneration of Rs. 8.50 lakh per month or more during the financial year. Disclosure under Rule 5(2) of the Companies appointment and Remuneration of Managerial Personal Rules 2014 forms part of this report as Annexure-3.

**REMUNERATION POLICY**

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

**COST AUDITORS**

Company was not required to appoint Cost Auditors during the financial year 2017-18. Cost Accounting records are maintained by the Company.

**INTERNAL AUDITORS**

The Board of Directors has appointed, M/s. Shashi Kant & Associates, Chartered Accountants (FRN- 024848N) for conducting Internal Audit for financial year 2017-18. 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**

The Board of Directors has appointed Mr. Puneet Kumar Pandey, Company Secretary (COP- 10913), for conducting Secretarial Audit for the financial year 2017-18. Copy of Secretarial Audit Report is annexed with this report as Annexure-4.

**FRAUDS**

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

**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.

**DEMATERIALIZATION OF SHARES**

As on 31<sup>st</sup> March, 2018, 95.78 % 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.

**NOTES TO FINANCIAL STATEMENTS**

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, 2018 is self-explanatory and requires no comments.

**LISTING OF SECURITIES**

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

## **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.

## **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.

## **ACKNOWLEDGEMENT**

Your Directors place on record their appreciation for the co-operation received from Company's Customers, Vendors, Bankers, Financial Institutions and Shareholders and look forward to their continued support in future as well.

Your Directors wish to place on record their deep sense of appreciation for the devoted contribution made by the employees of the company at all levels.

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

**Date : 4th September, 2018  
Place : Tehsil Nuh, District Mewat**

**-Sd-  
Rajan Handa  
Managing Director  
DIN No. 00194590**

**-Sd-  
Mamta Handa  
Whole Time Director  
DIN No. 00238019**



**ANNEXURE-1: EXTRACT OF ANNUAL RETURN**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2018**

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

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
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

<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>			
(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 Ind AS-108, 'Segment Reporting (Ind AS-108), issued by the MCA.			
* 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>			

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

<b>IV. SHARE HOLDING PATTERN</b>									
(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-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

<b>A. Promoters</b>									
1) Indian									
a) Individual/ HUF	10,869,012	-	10,869,012	58.41%	10,869,012	-	10,869,012	58.41%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies 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) (1)</b>	10,869,012	-	10,869,012	58.41%	10,869,012	-	10,869,012	58.41%	0.00%
<b>(2) Foreign</b>									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (2)</b>			-	0.00%			-	0.00%	0.00%
<b>TOTAL (A)</b>	10,869,012	-	10,869,012	58.41%	10,869,012	-	10,869,012	58.41%	0.00%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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) Foreign Portfolio Investor	-	-	-	0.00%	7800	-	7800	0.04%	0.04%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	-	5,600	5,600	0.03%	7800	5600	13,400	0.07%	0.04%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									

i) Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1672670	714469	2387139	12.83%	2162697	690069	2852766	15.33%	2.50%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2862348	-	2862348	15.38%	2442436	-	2442436	13.13%	-2.25%
c) Others (specify)									
Non Resident Indians	509207	82200	591407	3.18%	563515	73900	637415	3.43%	0.25%
Overseas Corporate Bodies	1449580	16800	1466380	7.88%	1140036	16700	1156736	6.22%	-1.66%
Clearing Members	386489	-	386489	2.08%	636350	-	636350	3.42%	1.34%
NBFCs registered with RBI	39740	-	39740	0.21%	-	-	-	0.00%	-0.21%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	6920034	813469	7733503	41.56%	6945034	780669	7725703	41.52%	0.04%
<b>Total Public (B)</b>	6920034	819069	7739103	41.59%	6952834	786269	7739103	41.59%	0.00%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	17789046	819069	18608115	100%	17821846	786269	18608115	100%	0.00%

<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	52.06%	39.87%	9,686,862	52.06%	52.06%	0.00%
2	Mamta Handa	1,000,000	5.37%	0.00%	1,000,000	5.37%	0.00%	0.00%
3	Anandana Handa	500	0.00%	0.00%	500	0.00%	0.00%	0.00%
4	Raghav Handa	2,500	0.01%	0.00%	2,500	0.01%	0.00%	0.00%
5	Rishab Handa	2,500	0.01%	0.00%	2,500	0.01%	0.00%	0.00%
6	Rajesh Chopra	12,150	0.07%	0.00%	12,150	0.07%	0.00%	0.00%
7	Sangeeta Chopra	74,400	0.40%	0.00%	74,400	0.40%	0.00%	0.00%
8	Geetanjali Chopra	26,050	0.14%	0.00%	26,050	0.14%	0.00%	0.00%
9	Gaurav Chopra	56,350	0.30%	0.00%	56,350	0.30%	0.00%	0.00%
10	Rajesh Chopra (HUF)	7,700	0.04%	0.00%	7,700	0.04%	0.00%	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	58.41%	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	58.41%	10,869,012	58.41%

<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	01-04-17		133002	0.71%	133002	0.71%
	Changes during in the year	22-09-17	Transfer	10000	0.05%	123002	0.66%
		16-02-18	Transfer	5000	0.03%	118002	0.63%
	At the end of the year	31-03-18		118002	0.63%	118002	0.63%
<b>2</b>	<b>Name: RAJESH AGGARWAL</b>						
	At the beginning of the year	01-04-17		252000	1.35%	252000	1.35%
	Changes during in the year	16-02-18	Transfer	5000	0.03%	247000	1.33%
		02-03-18	Transfer	5000	0.03%	242000	1.30%
	At the end of the year	31-03-18		242000	1.30%	242000	1.30%
<b>3</b>	<b>Name: MITHUN SECURITIES PRIVATE LIMITED</b>						
	At the beginning the year	01-04-17		5598	0.03%	5598	0.03%
	Changes during in the year	14-04-17	Transfer	500	0.00%	5098	0.02%
		21-04-17	Transfer	2800	0.01%	2298	0.01%
		28-04-17	Transfer	1800	0.00%	498	0.00%
		12-05-17	Transfer	298	0.00%	200	0.00%
		16-06-17	Transfer	700	0.00%	900	0.00%
		06-10-17	Transfer	3	0.00%	897	0.00%
		20-10-17	Transfer	100	0.00%	797	0.00%
		27-10-17	Transfer	97	0.00%	700	0.00%
		23-03-18	Transfer	215727	1.15%	216427	1.16%
	At the end of the year	31-03-18		216427	1.16%	216427	1.16%



<b>4 Name: SANDEEP PARWAL HUF</b>							
	At the beginning of the year	01-04-17		128105	0.69%	128105	0.69%
	Changes during in the year	19-05-17	Transfer	1000	0.01%	127105	0.68%
	At the end of the year	31-03-18		127105	0.68%	127105	0.68%
<b>5 Name: SANDEEP PARWAL HUF</b>							
	At the beginning of the year	01-04-17		154652	0.83%	154652	0.83%
	Changes during in the year	19-05-17	Transfer	1000	0.00%	153652	0.83%
		16-02-18	Transfer	9726	0.05%	163378	0.88%
	At the end of the year	31-03-18		163378	0.88%	163378	0.88%
<b>6 Name: MENTOR FINANCIAL SERVICES PVT. LTD.</b>							
	At the beginning of the year	01-04-17		62081	0.33%	62081	0.33%
	Changes during in the year	26-05-17	Transfer	62000	0.33%	81	0.00%
		02-06-17	Transfer	50	0.00%	131	0.00%
		25-08-17	Transfer	80	0.00%	211	0.00%
		08-09-17	Transfer	100	0.00%	311	0.00%
		15-09-17	Transfer	121	0.00%	190	0.00%
		30-09-17	Transfer	4316	0.02%	4506	0.02%
		13-10-17	Transfer	136	0.00%	4642	0.02%
		20-10-17	Transfer	4100	0.02%	542	0.00%
		27-10-17	Transfer	2500	0.01%	3042	0.01%
		17-11-17	Transfer	27904	0.15%	30946	0.16%
		15-12-17	Transfer	729	0.00%	30217	0.16%
		05-01-18	Transfer	200	0.00%	30417	0.16%
		12-01-18	Transfer	100	0.00%	30517	0.16%
		26-01-18	Transfer	1	0.00%	30518	0.16%
		02-02-18	Transfer	1	0.00%	30519	0.16%
		09-02-18	Transfer	128	0.00%	30391	0.16%
		16-02-18	Transfer	430	0.00%	29961	0.16%
		23-02-18	Transfer	20300	0.11%	50260	0.27%
		16-03-18	Transfer	20000	0.10%	70261	0.38%
	At the end of the year	31-03-18		301149	1.62%	371410	2.00%

<b>7</b>	<b>Name: SUNIL RAWAL</b>						
	At the beginning the year	01-04-17		473438	2.54%	473438	2.54%
	Changes during in the year	28-04-17	Transfer	4350	0.02%	469088	2.52%
		26-05-17	Transfer	50000	0.27%	419088	2.25%
		30-06-17	Transfer	3800	0.02%	415288	2.23%
		30-09-17	Transfer	4300	0.02%	410988	2.21%
		20-10-17	Transfer	2512	0.01%	408476	2.20%
		27-10-17	Transfer	5300	0.03%	403176	2.17%
		15-12-17	Transfer	3000	0.02%	400176	2.15%
		22-12-17	Transfer	5000	0.02%	395176	2.12%
		23-02-18	Transfer	7325	0.04%	387851	2.08%
	At the end of the year	31-03-18		387851	2.08%	387851	2.08%
<b>8</b>	<b>Name: ISE SECURITIES &amp; SERVICES LIMITED</b>						
	At the beginning the year	01-04-17		150000	0.81%	150000	0.81%
	Changes during in the year	21-04-17	Transfer	149000	0.80%	1000	0.01%
		01-12-17	Transfer	600	0.00%	400	0.00%
		15-12-17	Transfer	382	0.00%	18	0.00%
		22-12-17	Transfer	18	0.00%	0	0.00%
	At the end of the year	31-03-18		0	0.00%	0	0.00%
<b>9</b>	<b>Name: SHANKAR SOMANI</b>						
	At the beginning the year	01-04-17		208900	1.12%	208900	1.12%
	Changes during in the year			-	-	-	-
	At the end of the year	31-03-18		208900	1.12%	208900	1.12%
<b>10</b>	<b>Name: RAVINDER CHAMANLAL MEHRA</b>						
	At the beginning the year	01-04-17		334500	1.80%	334500	1.80%
	Changes during in the year	17-11-17	Transfer	17000	0.09%	351500	1.89%
		24-11-17	Transfer	1000	0.01%	352500	1.89%
	At the end of the year	31-03-18		352500	1.89%	352500	1.89%

<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	01-04-17			52.06%	9,686,862	52.06%
	Changes during in the year		Transfer		0.00%	-	0.00%
	At the end of the year	31-03-18			52.06%	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	01-04-17		-	0.00%	-	0.00%
	Changes during in the year		Transfer	-	0.00%	-	0.00%
	At the end of the year	31-03-18		-	0.00%	-	0.00%
<b>3</b>	<b>Name : Mrs. Mamta Handa, Whole Time Director</b>						
	At the beginning of the year	01-04-17		1,000,000	5.37%	1,000,000	5.37%
	Changes during in the year		Transfer	-	0.00%	-	0.00%
	At the end of the year	31-03-18		1,000,000	5.37%	1,000,000	5.37%
<b>4</b>	<b>Name: Dr. Rajan Wadhera, Whole Time Director</b>						
	At the beginning of the year	01-04-17		36,300	0.19%	36,300	0.19%
	Changes during in the year		Transfer	-	0.00%	-	0.00%
	At the end of the year	31-03-18		36,300	0.19%	36,300	0.19%
<b>5</b>	<b>Name: Mr. Shalabh Jasoria, Independent Director</b>						
	At the beginning of the year	01-04-17		-	0.00%	-	0.00%
	Changes during in the year		Transfer	-	0.00%	-	0.00%
	At the end of the year	31-03-18		-	0.00%	-	0.00%

<b>6 Name: Mr. Vijendra Kumar Jain, Independent Director</b>							
	At the beginning of the year	01-04-17		-	0.00%	-	0.00%
	Changes during in the year		Transfer	-	0.00%	-	0.00%
	At the end of the year	31-03-18		-	0.00%	-	0.00%
<b>7 Name Mr. Ajay Vohra, Independent Director</b>							
	At the beginning of the year	01-04-17		-	0.00%	-	0.00%
	Changes during in the year		Transfer	-	0.00%	-	0.00%
	At the end of the year	31-03-18		-	0.00%	-	0.00%
<b>8 Name: Mr. Triloki Nath Verma, Company Secretary</b>							
	At the beginning of the year	01-04-17		-	0.00%	-	0.00%
	Changes during in the year		Transfer	-	0.00%	-	0.00%
	At the end of the year	31-03-18		-	0.00%	-	0.00%

Justice (Retd) Tilak Raj Handa) ceased to be Directors of the Company due to demise on 05.12.2017

## 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	6116.79	2964.00	-	9080.79
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>6116.79</b>	<b>2964.00</b>	<b>-</b>	<b>9080.79</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	1249.88	4421.51	-	5671.39
* Reduction	(2655.16)	(762.71)	-	(3417.87)
<b>Net Change</b>	<b>(1405.28)</b>	<b>3658.80</b>	<b>-</b>	<b>2253.52</b>

Indebtedness at the end of the financial year				
i) Principal Amount	4711.51	6622.81		11334.31
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>4711.51</b>	<b>6622.81</b>	<b>-</b>	<b>11334.31</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	84.00	24.39	36.00	11.75	156.14
	(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					-
	<b>Total (A)</b>	<b>84.00</b>	<b>24.39</b>	<b>36.00</b>	<b>11.75</b>	<b>156.14</b>
	<b>Ceiling as per the Act</b>	<b>84.00</b>	<b>24.39</b>	<b>36.00</b>	<b>11.75</b>	<b>156.14</b>



<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	-	Narayan Chandra Rout	Triloki Nath Verma	(Rs/Lac)
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	15.83	10.95	26.78
	(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	-	15.83	10.95	26.78

**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	-	-	-	-	-

Justice (Retd) Tilak Raj Handa) ceased to be Directors of the Company due to demise on 05.12.2017

**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

## 1. 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	Dates (s) of approval by the Board, if any	Amount paid as advances, if any
Justice (Retd.) T. R. Handa *	Payment of remuneration as per approval of Shareholders under Section 197	1st March, 2017 to 28th February, 2020	As per resolution passed by shareholders in 27th AGM	12-08-2016	Nil
Mr. Rajan Handa	Payment of remuneration as per approval of Shareholders under Section 197	1st March, 2017 to 28th February, 2020	As per resolution passed by shareholders in 27th AGM	12-08-2016	Nil
Mrs. Mamta Handa	Payment of remuneration as per approval of Shareholders under Section 197	20th June, 2016 to 19th June, 2019	As per resolution passed by shareholders in 26th Annual General Meeting	14-08-2015	Nil
Mr. Rajan Wadhera	Payment of remuneration as per approval of Shareholders under Section 197	01st October, 2017 to 30th September, 2020	As per resolution passed by shareholders in 26th 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 26th 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 26th Annual General Meeting	14-08-2015	Nil
OK Play Auto Private Limited	Sale purchase of Goods	01st April, 2017 to 31st March, 2018	As per resolution passed by shareholders in 25th Annual General Meeting	27-05-2016	Nil
OK Play Auto Private Limited	Receipt of Management Fee	01st April, 2017 to 31st March, 2018	As per Approval of Audit Committee in its meeting held on 14.12.2017	-	Nil
A & A Labels	Purchase of Goods	No formal contract	See Notes 30(5)(II)(C) to Annual Accounts	14-08-2014	Nil
Anupam Art Printers	Purchase of Goods	No formal contract	See Notes 30(5)(II)(C) to Annual Accounts	14-08-2014	Nil

\* Ceased to be Director of the Company due to demise on 5<sup>th</sup> December, 2017.

**ANNEXURE-2  
PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014**

**A. CONSERVATION OF ENERGY**

We continue to strengthen our energy conservation efforts. At various places, tube lights have been replaced with LED lights. Energy savers have been fitted at various places to reduce energy consumption. Company has constructed new factory shed where day light is optimally used to conserve electricity.

The adoption of energy conservation measures indicated above resulted in the saving of electricity consumption and also brought awareness among employees.

**B. TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT**

R & D is a continuous process and core strength of our growth strategy. During the financial year 2017-18 our R&D activities involves development of new range of theme based play stations and school furniture, Electric Three Wheelers including E-Rickshaw, E-Loader, E-GCV/MUV (i.e. Garbage Collecting Vehicles and Multi Utilities Vehicles).

Our future plan in R&D includes design and development of customized electric three wheeler to meet the logistics requirement of the Corporates/industry, development of new products in toy segment.

The R&D centre of the Company is located at Plot No. 17&18, Roz-Ka-Meo, Industrial Estate, Tehsil Nuh, Distric Mewat, Haryana-122103.

**Expenditure on Research and Development:-**

The following Expenditure was incurred on conducting R&D

	Rs. in Lakhs
A Capital Expenditure	766.97
B Recurring Expenditure	NIL
C Total Expenditure	766.97
D Total R&D expenditure as a percentage of total turnover	6.66%

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

**1. Earnings**

Foreign exchange earnings during the year from exports were Rs. 80.04 lacs (Previous FY 2016-17 -Rs. 448.54 Lakh)

**2. Outgo**

Foreign Exchange outgo during the financial year 2017-18 was Rs. 2505.82 Lacs and (Previous year i.e. 2016-17 was Rs. 1613.35 Lacs)

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

**Date : 4th September, 2018  
Place : Tehsil Nuh, District Mewat**

-Sd-  
**Rajan Handa**  
Managing Director  
DIN No. 00194590

-Sd-  
**Mamta Handa**  
Whole Time Director  
DIN No. 00238019



**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 remuneration of the employees of the Company for the financial year 2017-18 and percentage increase in remuneration of the each Director, Chief Financial Officer, Company Secretary in Financial Year 2017-18. 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**

Name of Director	2018	2017
Justice T.R. Handa (Retd.), Chairman*	6.85	9.54
Mr. Rajan Handa, Managing Director	23.58	22.27
Mrs. Mamta Handa, Whole time Director	10.11	9.54
Mr. Rajan Wadhwa, Whole time Director	3.30	3.19
Mr. Shalabh Jasoria, Independent Director	Not Applicable	Not Applicable
Mr. Naresh Kumar, Independent Director**	Not Applicable	Not Applicable
Mr. Vijendra Kumar Jain, Independent Director***	Not Applicable	Not Applicable
Mr. Atul Nripraj Barar, Independent Director	Not Applicable	Not Applicable
Mr. Ajay Vohra, Independent Director	Not Applicable	Not Applicable

**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**

Name of Director/KMP and Designation	Remuneration of Director/ KMP for F.Y. 2017-18 (Rs. in Lakhs)	Ratio of remuneration of each Director to median remuneration of employees	% Increase in Remuneration in the financial year 2017-18
Justice T.R. Handa (Retd.), (Executive Chairman)*	24.39	6.85	0%
Mr. Rajan Handa, (Managing Director)	84.00	23.58	0%
Mrs. Mamta Handa, (Whole time Director)	36.00	10.11	0%
Mr. Rajan Wadhwa (Whole time Director)	11.75	3.30	0%
Mr. Shalabh Jasoria, (Independent Director)	NIL	NIL	NIL
Mr. Naresh Kumar, Independent Director**	NIL	NIL	NIL
Mr. Vijendra Kumar Jain (Independent Director)***	NIL	NIL	NIL
Mr. Atul Nripraj Barar (Independent Director)	NIL	NIL	NIL
Mr. Ajay Vohra, (Independent Director)	NIL	NIL	NIL
Mr. Narayan Chandra Rout CFO	15.83	NIL	0%
Mr. Triloki Nath Verma, (Company Secretary)	11.34	NIL	25%

\* Ceased to be Director of the Company due to demise on 05.12.2017.

\*\* Resigned as Director of the Company w.e.f. 3<sup>rd</sup> August, 2017.

\*\*\* Resigned as Director of the Company w.e.f. 14<sup>th</sup> August, 2018

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

The percentage increase in the median remuneration of employees (other than directors) in the financial year 2017-18 compared to 2016-17 was around 22.20%

- IV.** As on 31<sup>st</sup> March, 2018 there was 234 permanent employees on the rolls of the Company and gross salary has been considered.
- V.** Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was 7% whereas percentage increase in the managerial remuneration in the financial year 2017-18 was 20%.
- VI.** The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.

**Details of Top Ten Employees in terms of remuneration drawn (2017-18)**

S.N.	Name	Designation	Remuneration Received	Nature of Employment	Qualification and Exp of 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	KEVAL KRISHNA SHARMA	GM - SALES - E RICKSHAW	32,73,629.00	Permanent	PGDBM (MKT), 33	27-07-2016	55	Nil	No
2	RAKESH BHAT	AGM - QUALITY	18,37,301.00	Permanent	B. E. Mech., 12	28-10-2013	44	Nil	No
3	MIRIGENDER SINGH	V P - OPERATIONS	16,75,716.00	Permanent	MBA,20	01-08-2014	45	Nil	No
4	PRAMOD KUMAR BANSAL	MANAGER - PURCHASE	15,06,720.00	Permanent	BSC,PDMS, 28	01-10-2002	52	Nil	No
5	AJAY GUPTA	DGM - ACCOUNTS	14,85,198.00	Permanent	B. Com, 25	13-04-2015	47	Nil	No
6	ANIL KUMAR SOLANKI	MANAGER - DEVELOPMENT	13,00,760.00	Permanent	Diploma, 26	01-11-2002	54	Nil	No
7	DAVIS A. V.	MANAGER - PROCESS	13,00,760.00	Permanent	Diploma, 25	01-05-2009	51	Nil	No
8	NARAYAN CHANDRA ROUT	CFO	15,82,757.00	Permanent	ICA, MBA Finance, C S (Executive) , 18	30-06-2017	48	Nil	No
9	RISHAB HANDA	MANAGER-MARKETING	11,14,476.00	Permanent	B.E. Industrial Engg., 3	14-05-2015	25	0.01	RajanHanda, Mamta Handa
10	RAGHAV HANDA	MANAGER-OPERATION	11,14,476.00	Permanent	B.E. Industrial Engg., 3	14-05-2015	25	0.01	RajanHanda, Mamta Handa

## ANNEXURE-4

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

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[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

We 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2018, 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.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- (i). The Companies Act, 2013 and the rules made thereunder.
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB).  
**(Not Applicable to the Company during the Audit Period)**
- (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, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;  
**(Not Applicable to the Company during the Audit Period)**
  - e. SEBI (Issue and Listing of Non-convertible Redeemable Preference shares) Regulations, 2013;  
**(Not Applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;  
**(Not Applicable to the Company during the Audit Period)**
  - g. 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. **(Not Applicable to the Company during the Audit Period)**
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.  
**(Not Applicable to the Company during the Audit Period)**
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.  
**(Not Applicable to the Company during the Audit Period)**
- (vi) RBI Act, 1934. **Not Applicable**
- (vii) Non- Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Direction, 2007. **Not Applicable**
- (viii) Industrial and Labour Laws which inter-alia includes (based on the confirmation received from Management)  
The Minimum Wages Act, 1948

The Payment of Bonus Act, 1965  
 The Payment of Gratuity Act, 1972  
 The Employee's Provident Fund & Miscellaneous Provision Act, 1952  
 The Employee's State Insurance Act, 1948  
 Factory Act, 1948  
 Equal Remuneration Act, 1976  
 Punjab Fund Welfare Act, 1965  
 Payment of Wages Act, 1936  
 The Workmen's Compensation Act, 1923  
 The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959  
 Contract Labour (Regulation and Abolition) Act, 1970

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs
  - (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  
 During the period under review the Company has duly complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.
- a) **Observations/ Non Compliances/ Adverse Remarks/qualifications in respect of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**
    - i) The Company has appointed Mr. Narayan Chandra Rout as Chief Financial Officer on 1<sup>st</sup> July, 2017.
  - b) **Observations/ Non Compliances/ Adverse Remarks/qualifications in respect of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**
    - i) The company has approved and taken on record 'Audited Financial Result' for the Quarter and year ended 31<sup>st</sup> March, 2017 on 9<sup>th</sup> June, 2017.

**We further report that:**

The Board of Director of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

The Company has convened an Extraordinary General Meeting on 11th day of June, 2017 to issue warrants on preferential basis. The Company has obtained in-principal approval from BSE Limited on 19th day of July, 2017 and issued warrant on preferential basis on 3rd day of August, 2017 and application money duly received through cheques.

We 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.

Puneet Kumar Pandey  
 Proprietor  
 ACS No.: 29848  
 C. P. NO. 10913

Place: Tehsil Nuh, District Mewat  
 Date: 4th September, 2018

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



## Annexure-A

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

The Secretarial Audit 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we 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. Our 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.

Puneet Kumar Pandey  
Proprietor  
ACS No.: 29848  
C. P. NO. 10913

Place: Tehsil Nuh, District Mewat  
Date: 4th September, 2018

**ANNEXURE-5****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, 2018 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, 2017 to 31<sup>st</sup> March 2018.

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.

Puneet Kumar Pandey  
Proprietor  
ACS No.: 29848  
C. P. NO. 10913

Place: Tehsil Nuh, District Mewat  
Date: 4th September, 2018

## REPORT OF THE DIRECTORS ON THE CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The principles of Corporate Governance are based on transparency, accountability and focus on the sustainable success of the Company over the long term. At OK Play, we feel proud that our visionary founder Late Justice (Retd.) T.R. Handa laid the foundation stone for good governance long time back and made it an integral part of our work culture.

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 test 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 of your company have a good mix of Executive and Non-Executive Directors. As on date of this report, the Board consist of 6 (Six) Directors comprising three executive directors and three independent directors. The composition of the Board represent an optimal mix of professionalism, knowledge, experience and enable Board to discharge its responsibilities and provide effective leadership to the business.

None of the Director on the Board is 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 financial year 2017-18, (Eleven) Board meetings were held on 4<sup>th</sup> April, 2017, 17<sup>th</sup> May, 2017, 30<sup>th</sup> May, 2017, 9<sup>th</sup> June, 2017, 3<sup>rd</sup> August, 2017, 14<sup>th</sup> August, 2017, 4<sup>th</sup> September, 2017, 14<sup>th</sup> September, 2017, 7<sup>th</sup> November, 2017, 14<sup>th</sup> December, 2017 and 14<sup>th</sup> February, 2018.

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 (Retd.) T. R. Handa*	Chairman & Whole-Time Director	07	No.	0	1	0
Mr. Rajan Handa	Managing Director	10	Yes	3	0	2
Mrs. Mamta Handa	Whole-Time Director	09	No	3	0	1
Dr. Rajan Wadhwa	Whole-Time Director	09	Yes	0	1	2
Mr. Shalabh Jasoria	Non-Executive Director (Independent)	09	Yes	7	3	0
Mr. Naresh Kumar**	Non-Executive Director (Independent)	00	No	16	0	0
Mr. Vijayendra Kumar Jain***	Non-Executive Director (Independent)	03	No	0	0	1
Mr. Ajay Vohra	Non-Executive Director (Independent)	05	No	1	0	2
Mr. Atul Nripraj Barar	Non-Executive Director (Independent)	00	No	4	0	0

\* Ceased to be Director of the Company due to demise on 5<sup>th</sup> December, 2017.

\*\* Resigned as Director of the Company w.e.f. 3<sup>rd</sup> August, 2017.

\*\*\* Resigned as Director of the Company w.e.f. 14<sup>th</sup> August, 2018.

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 terms of reference of the Audit Committee are as per guidelines set out in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Section 177 of the Companies Act, 2013. The Audit Committee provides directions to the audit functions and monitors the quality of internal and statutory audit.

The Audit Committee of the Company is comprised of 3 Directors, out of which 2 are Independent Non-Executive Directors. All members of the Committee possess knowledge of Corporate Finance, Accounts and Company Law. The Chairman of the Committee is an Independent Non-Executive Director. The meetings of the Audit Committee are attended by the Auditors, Accounts and Finance Heads. The Company Secretary acts as Secretary to the Committee.

The minutes of the Audit Committee are noted by the Board of Directors at the subsequent Board Meeting. During the year under review meetings of the Audit Committee were held on 9<sup>th</sup> June, 2017, 14<sup>th</sup> September, 2017, 14<sup>th</sup> December, 2017 and 14<sup>th</sup> February, 2018. The composition, names of the members, chairperson and attendance of the members at its meetings are as follow

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

#### INTERNAL AUDITORS

The Company has appointed Internal Auditors to review the Internal Control Systems of the Company and do report thereon. The Audit Committee review the report presented by Internal Auditors.

#### B. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted the Nomination and Remuneration Committee and the terms of reference of the Committee are as per guidelines set out in the Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The said Committee is entrusted to formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy relating to remuneration of Directors, Key Managerial Personnel and other employees, formulation of criteria of evaluation of Independent Directors and the Board.

The Nomination and Remuneration Committee of the Company is comprised of three Directors, all Independent Non-Executive Directors. The Chairman of the Committee is an Independent Non-Executive Director. During the year under review meeting of Nomination and remuneration Committee were held on 1<sup>st</sup> July, 2017 and 14<sup>th</sup> August, 2017. The composition, names of the members, chairperson and attendance of the members at its meetings are as follow;

S.No.	Name of Director	Designation	Chairmain / Member	No. of Meeting Attended
1	Sh. Shalabh Jasoria	Independent & Non-executive	Chairman	2
2	Mr. Ajay Vohra	Independent & Non-executive	Member	2
3.	Mr. Vijayendra Kumar Jain**	Independent & Non-executive	Member	1

**Details of Directors Remuneration:**

The details of remuneration paid to Managing Director and Whole Time Directors during the financial year ended 31<sup>st</sup> March, 2018 are as follow :

(In Rs.)

Name	Salary	Perquisite & Other Benefits	Total
Justice (Retd.) T. R. Handa* (Chairman & Whole Time Director)	1219355	1219355	2438710
Mr. Rajan Handa (Managing Director)	4200000	4200000	8400000
Mrs. Mamta Handa (Whole Time Director)	1800000	1800000	3600000
Mr. Rajan Wadhwa (Whole Time Director)	600000	575004	1175004
Mr. Shalabh Jasoria (Non-Executive Independent Director)	-	-	-
Mr. Vijayendra Kumar Jain** (Non-Executive Independent Director)	-	-	-
Mr. Ajay Vohra (Non-Executive Independent Director)	-	-	-
Mr. Atul Barar (Non-Executive Independent Director)	-	-	-

\*Ceased to be Director of the Company due to demise on 05.12.2017.

\*\*Resigned as Director w.e.f. 14.08.2018

The tenure of appointment of the Managing Director and Whole Time Director is for a period of 3 years from their respective date of appointment.

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

**C. 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.

**COMPOSITION**

The constitution of Stakeholders Relationship Committee is as under:

S.No.	Name of Director	Designation	Chairman / Member	No. of Meeting Attended
1	Sh. Shalabh Jasoria	Independent Director	Chairman	4
2	Dr. Rajan Wadhwa	Executive Director	Member	4
3.	Mr. Rajan Handa	Executive Director	Member	4

Company Secretary of the Company act as Secretary to the Committee.

During the financial year the Company has not received any complaints from shareholders.

Meeting of committee held on 17<sup>th</sup> May, 2017, 14<sup>th</sup> August, 2017, 7<sup>th</sup> November, 2017 and 14<sup>th</sup> February, 2018.

No grievance of any investor was pending as on 31<sup>st</sup> March, 2018.

**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:-

S.No.	Name of Director	Designation	Chairman / Member	No. of Meeting Attended
1	Justice (Retd.) T. R. Handa*	Chairman cum Whole Time-Director	Chairman (Up to 4 <sup>th</sup> December, 2017)	18
2	Dr. Rajan Wadhera	Whole Time Director	Chairman (From 26 <sup>th</sup> December, 2017)	6
3	Mr. Rajan Handa	Managing Director	Member	23
4	Mrs. Mamta Handa	Whole-Time-Director	Member	24

\*Ceased to be Director as on 5<sup>th</sup> December, 2017 due to demise.

During the year the committee met 25 times on 3<sup>rd</sup> April, 2017, 10<sup>th</sup> April, 2017, 1<sup>st</sup> May, 2017, 8<sup>th</sup> May, 2017, 15<sup>th</sup> May, 2017, 22<sup>nd</sup> May, 2017, 19<sup>th</sup> June, 2017, 26<sup>th</sup> June, 2017, 3<sup>rd</sup> July, 2017, 10<sup>th</sup> July, 2017, 31<sup>st</sup> August, 2017, 11<sup>th</sup> September, 2017, 18<sup>th</sup> September, 2017, 10<sup>th</sup> October, 2017, 16<sup>th</sup> October, 2017, 30<sup>th</sup> October, 2017, 22<sup>nd</sup> November, 2017, 27<sup>th</sup> November, 2017, 4<sup>th</sup> December, 2017, 26<sup>th</sup> December, 2017, 4<sup>th</sup> January, 2018, 22<sup>nd</sup> January, 2018, 5<sup>th</sup> February, 2018, 12<sup>th</sup> February, 2018 and 26<sup>th</sup> February, 2018.

None of the Directors of the Company, who 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 / EXTRA-ORDINARY GENERAL MEETINGS

Year	AGM/ EGM	Location	Date	Time
2017	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat Haryana	29th September, 2017	10.00 AM
2017	EGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat Haryana	11 <sup>th</sup> June, 2017	10.00 AM
2016	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat Haryana	30th September, 2016	10.00 AM
2015	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat Haryana	30th September, 2015	10.00 AM

Notice of ensuing Annual General Meeting contains the items to be passed through 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. 1 (One) special resolution was put through e-voting / postal ballot at the 'Annual General Body Meeting' held on 29<sup>th</sup> September, 2017 during the last year.

Re-appointment and Payment of Remuneration to Dr. Rajan Wadhera as Whole Time Director.

Mr. Puneet Kumar Pandey, Company Secretary was appointed as Scrutinizer at the Annual General Meeting for e-voting process.

Voting Pattern was as under:

Particulars	Voting Results
Total number of members voted through e voting	15
Number of votes cast in favor of the resolution	10106489
% of total number of valid vote cast	99.99
Number of Person voted against the resolution through e-voting	1
Number of votes cast against the resolution	54
% of total number of vote cast against	0.00



- B. 3 (Three) special resolutions were put through e-voting / postal ballot at the 'Annual General Body Meeting' held on 30<sup>th</sup> September, 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.
- C. 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.
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 Wadhera (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.

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

<b>Name of the Director</b>	<b>Mrs. Mamta Handa</b>
Date of Birth	03 <sup>rd</sup> January, 1968
Date of appointment/re-appointment	29 <sup>th</sup> September, 2012
Expertise in specific functional areas	She is a Commerce Graduate and has good experience in Human Resources and other management functions.
Qualifications	B.Com.
Name of the other companies in which person holds the directorship	1. OK Play Auto Private Limited 2. Cautious Exim Pvt. Ltd.
Chairman/Member of Board Committees in other companies	NIL
Shareholding in the company	10,00,000 equity shares
Relationship between directors	Spouse of Mr. Rajan Handa, Managing Director of the Company

**6. SEPARATE MEETINGS OF INDEPENDENT DIRECTORS**

As stipulated in 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 on 14<sup>th</sup> December, 2017 to review the performance of Non-Independent Directors (including the Chairman) and the Board as a 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 PROGRAM FOR DIRECTORS**

The Independent Directors of the 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 30<sup>th</sup> May, 2018.

## 12. GENERAL SHAREHOLDERS INFORMATION

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

## 13. DISCLOSURES

The Company has fulfilled all statutory compliances applicable on the Company. 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) Accounting Standards

The Company has followed Indian Accounting Standard (Ind AS) in the preparation of Financial Statements for the financial year beginning from 1<sup>st</sup> April, 2017 with the comparative for the year ended on 31<sup>st</sup> March, 2017. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

#### b) Related Party Transactions

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>.

#### c) Penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority

BSE has levied penal charges of Rs. 57500/- for late submission of the financial result under the Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for quarter ended on 30<sup>th</sup> June, 2017.

Except as stated above, there were no penalties or stricture imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matters related to capital market during the last three years.

#### d) CEO/CFO Certifications

A certificate from Managing Director and CFO of the Company form part of this report.

#### e) 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.

#### f) 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/corporate-governance1.html>

**g) 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/corporate-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.

**h) 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 on 31st March, 2018 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

**i) 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.

**j) Proceeds from public issue, rights issue, preferential issue, FCCB issue.**

During the year, the Company has raised funds by issuance of warrants convertible into equity shares. The Company has issued 1,750,000 (Seventeen lakh Fifty Thousand only) warrants (1 Warrant convertible into 1 Equity Share of face value of Rs.10/-(Rupees Ten) each) for cash at a price of Rs. 170.76/- ( Rupee One Hundred Seventy and Seventy Six Paise only) per issue share aggregating Rs. 298,830,000/- (Rupee Twenty Nine Crore Eighty Eight Lakh Thirty Thousand only) including premium of Rs. 160.76/- (Rupees One Hundred Sixty and Seventy Six Paise Only) per Equity Share, to the below mentioned allottees including promoter and non-promoter investors ("Investors").

S.No.	Name of the Allottees	Category	No of Warrants to be allotted	Susbscription Money @ Rs. 170.76 each
1.	Kanika Parwal	Non – Promoter	1,50,000	2,56,14,000
2.	Mahaveer Prasad Mundhra	Non – Promoter	1,00,000	1,70,76,000
3.	Parth Infracon Private Limited	Non – Promoter	5,00,000	8,53,80,000
4.	Rishab Handa	Promoter	4,00,000	6,83,04,000
5.	Raghav Handa	Promoter	4,00,000	6,83,04,000
6.	Anandana Handa	Promoter	2,00,000	3,41,52,000

**k) Particulars of Directors to be appointed/re-appointed**

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

**l) Commodity price risk or foreign exchange risk and hedging activities**

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

**m) Others:****i. The Board**

Currently the Company doesn't have a full time Chairman. 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.

**iv. Internal Auditor**

The Internal Auditors directly report to the Audit Committee

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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

The Indian economy is witnessing a positive transformation with bold and decisive measures undertaken by the Government that is facilitating it in unleashing the country's potential. The Indian government has also embarked on an ambitious plan to make India an e-mobility country by 2030.

The dynamics of the Global electric vehicle market are changing rapidly nowadays. Battery technology is advancing quickly and it is anticipated that by 2024 the fueling times between the Electric Vehicles (EV) and traditional fossil fuel dependent vehicles would be at par. In the last financial year the sales of Electric Vehicles in our country crossed 1 million units for first time. Under the current growth trajectory, EV producers could almost quadruple that achievement moving towards 4.5 million units, around 5 percent of the overall global light vehicles market, by the year 2020. Further innovative concepts like battery swapping and charging stations will encourage the users to shift to electric vehicles.

At OK PLAY, we are working to integrate our electric vehicles with Lithium-Ion batteries to make our vehicles more compatible with different technological requirements including battery swapping. The company is in an advanced stage of development of the L5 category of electric vehicle. These vehicles are specially designed for the Indian market keeping in view the Indian road and weather conditions. Advanced safety systems as well as the next generation telematics have been designed and developed and our vehicles compare most favourably with some of the best in the world. The company is now working on development of other variants of electric vehicles including heavy loaders etc.

The demand for the plastic fuel tank and other automotive components is also increasing as a result of the impending implementation of the BS VI emission norms from 1<sup>st</sup> April 2020. The company is also exploring opportunities for export of its products.

The management of the company is very confident that with the inherent innovative designing capabilities and skills coupled with the vast experience it has gained, the company is competent to provide product solutions to address the requirements of the future.

### **2. PERFORMANCE GOALS**

The Government of India has set an ambitious target of increasing the GDP share of manufacturing industry from its current stagnant 16% to 25% by 2025. So far, the complex tax structure had been one of the main reasons affecting the progress of the Indian manufacturing sector. Now with the implementation of the unified tax system – GST, the manufacturing sector is set for an overall revival. The company is now looking to benefit from the environment of lower production cost, operations cost and logistics cost, as well as reduction in the time spent on compliances. The company, thus, anticipates a strong growth trajectory and is confident on achieving robust growth under the new taxation system.

### **3. SEGMENT WISE PERFORMANCE**

The company manufactures a wide range of plastic moulded products including toys, children playground equipment, school furniture and automotive components. All the operations of the company have been considered as a single business segment due to homogeneity of plastic products.

#### **4. 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 internal financial control system is commensurate with the size and scale of operations of the company. The system and controls are periodically reviewed and modified based on the requirement.

#### **5. HUMAN RESOURCES/ INDUSTRIAL RELATION**

OK PLAY believes that the employees form the basis for growth. OK PLAY places employee engagement, development and retention of talent as its highest priority, to help achieve its organizational goals.

The company also has an established rewards and recognition policy. The company's management firmly believes that for the success of any organization, cordial industrial relations are essential. Over the years the management has made sincere and continued efforts for the development of an atmosphere of mutual co-operation, confidence and respect. As on 31st March, 2018, the company had 234 permanent employees.

#### **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: Tehsil Nuh, Dist. Mewat

Date: 04.09.2018

**Rajan Handa**  
Managing Director

**SHAREHOLDER'S DIARY- GENERAL SHAREHOLDERS INFORMATION****1. DATE, TIME & VENUE OF THE ANNUAL GENERAL MEETING**

Saturday 29<sup>th</sup> September, 2018 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. DIVIDEND 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
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**6. SHARES OF OK PLAY INDIA LTD. ARE TRADED IN DEMAT FORM :**

National Securities Depository Ltd. }  
Central Depository Services (I) Ltd. } ISIN Code number of Shares INE 870B01016

**7. BOOK CLOSURE**

From: 23<sup>rd</sup> September, 2018 to: 29<sup>th</sup> September, 2018 (Both days inclusive)

**8. INVESTOR SERVICE CELL**

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

**9. COMPLIANCE OFFICER:**

Mr. Rakesh Bhardwaj, 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, IIInd 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, 2018**

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)	13400	0.072	7800	5600	0.041
a. Private Corporate Bodies	1156736	6.216	1140036	16700	6.126
b. Indian Public	5295202	28.456	4605133	690069	24.747
c. NRIs / OCBs	637415	3.425	563515	73900	3.028
d. Trusts e. NBFCs registered with RBI	0	0	0	0	0
f. Others	636350	3.419	636350	0	3.419
<b>GRAND TOTAL</b>	<b>18608115</b>	<b>100.00</b>	<b>17821846</b>	<b>786269</b>	<b>95.77</b>

**OUTSTANDING WARRANTS**

The company had 600000/- outstanding warrants as on 31<sup>st</sup> March, 2017, which has been converted into equity shares on 23<sup>rd</sup> April, 2018.

The Company has 1750,000 outstanding warrants as on 31<sup>st</sup> March, 2018. Shareholders have approved allotment of warrants in Extra Ordinary General Meeting held on 11<sup>th</sup> June, 2017. BSE has granted In-principal approval via letter dated 19<sup>th</sup> July, 2017. The Board has allotted the Warrants to the respective allottee's on 3<sup>rd</sup> August, 2017. These warrants will be converted into equity shares within a period of 18 months from the date of allotment.

**13. DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2018**

Shareholding of nominal value (1)	Shareholders		No. of Shares (4)	Shareholders	
	Number (2)	% to total (3)		Nominal Amount in Rs. (5)	% to total (6)
Upto 5000	8431	89.615	1248824	12488240	6.711
5001 to 10000	459	4.879	384800	3848000	2.068
10001 to 20000	222	2.360	325377	3253770	1.749
20001 to 30000	76	0.808	19703	21970320	1.059
30001 to 40000	44	0.468	156704	1567040	0.842
40001 to 50000	32	0.340	152222	1522220	0.818
50001 to 100000	58	0.616	435175	4351750	2.339
100001 and above	86	0.914	15707981	157079810	84.415
<b>Total</b>	<b>9408</b>	<b>100.00</b>	<b>18608115</b>	<b>186081150</b>	<b>100.00</b>

**14. PLANT LOCATION**

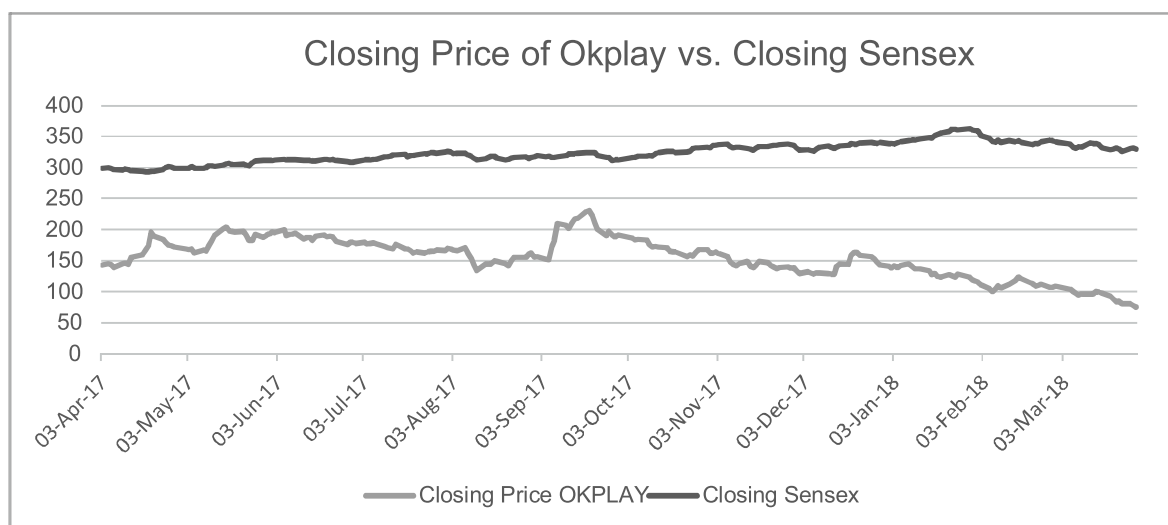
OK PLAY INDIA LIMITED  
17-18 Roz-Ka-Meo Industrial Estate  
Tehsil Nuh, Distt. Mewat  
Haryana – 122103



## 15. STOCK MARKET PRICE FOR THE YEAR 2017-2018

Month	High	Low
April, 2017	198.90	132.00
May, 2017	210.65	160.75
June, 2017	202.00	171.60
July, 2017	182.90	160.00
August, 2017	173.00	133.50
September, 2017	239.40	149.60
October, 2017	193.00	152.50
November, 2017	167.90	132.30
December, 2017	171.85	125.00
January, 2018	146.50	115.05
February, 2018	127.70	97.10
March, 2018	112.95	74.05

## 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 Sense chart has been divided into Rs.100/- for the purpose of comparison.

## CEO / CFO CERTIFICATE

To,  
The Board of Directors  
OK Play India Limited

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2018 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to Auditors and the Audit Committee;
  - i) that there are no significant changes in internal control over financial reporting during the year ;
  - ii) that there are changes in accounting policies during the year on account of Ind AS adoption and the same have been disclosed in the notes to the financial statements; and
  - iii) that there are no instances of significant fraud of which we have become aware.

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

Place : New Delhi  
Dated : 30.05.2018

-Sd-  
Rajan Handa  
Managing Director

-Sd-  
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, 2018 pursuant to the requirements of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Place : New Delhi  
Dated : 30.05.2018

-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 March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for then year the ended and a summary of significant accounting policies and other explanatory information, (hereinafter referred to as “Ind AS Financial Statements”).

### Management's Responsibility for the Ind AS 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 of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with companies (Indian Accounting Standard) Rules, 2015 as amended.

This responsibility also includes 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 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 and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these Ind AS 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 there under.

We conducted our audit of the Ind AS financial statements 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 Ind AS financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a 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 Company's Board of Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 31st March, 2018, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "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 including other comprehensive income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account;
  - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended
  - e. On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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, we give 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:
    - (i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements as referred to in Note 30(1) to the Ind AS financial statements.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund 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 : 30th May, 2018**

**ANNEXURE “A” TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements of our Report of even date)

- (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, in respect of grant of loans, making investments and providing guarantees and securities.
- (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.
- (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.
- (viii) According to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks.
- (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 Companies Act, 2013.
- (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 Ind AS financial statements etc. 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 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 has 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) In our opinion and according to the information and explanations provided to us 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 : 30th May, 2018**

## **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 2018 in conjunction with our audit of the Ind AS 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, to the best of our information and according to the explanations given to us, 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 2018, 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.

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

**-Sd-**

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

**Place : New Delhi  
Dated : 30th May, 2018**

## STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2018

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, plant and equipment	2	49,06,77,867.06	43,20,96,403.08	36,22,59,782.56
(b) Capital work-in-progress	2	13,95,33,018.01	8,38,27,890.48	3,43,76,076.64
(c) Intangible assets	2	20,21,06,033.26	13,93,33,380.74	52,26,815.94
(d) Intangible Assets under development	2	16,84,511.00	-	9,27,25,521.12
(e) Financial Assets				
(i) Investments	3	8,06,18,202.00	8,06,18,202.00	8,06,18,202.00
(ii) Loans	3	43,00,280.00	41,14,823.00	65,63,433.00
(iii) Other financial assets	3	86,08,141.00	81,176.00	-
(f) Deferred tax assets (net)	4	1,31,89,000.00	1,77,02,000.00	2,45,50,000.00
<b>Total Non-current assets</b>		<b>94,07,17,052.33</b>	<b>75,77,73,875.30</b>	<b>60,63,19,831.26</b>
<b>Current assets:</b>				
(a) Inventories	5	39,66,97,272.10	33,86,16,077.44	27,01,84,853.62
(b) Financial assets				
(i) Trade receivables	6	21,47,85,745.57	29,04,89,146.83	38,09,63,042.06
(ii) Cash and cash equivalents	7	2,30,24,031.80	2,29,66,538.94	99,43,253.17
(iii) Other financial assets	8	11,25,140.00	21,35,039.96	9,28,703.00
(c) Other current assets	9	35,48,26,946.83	29,19,97,709.97	19,37,65,739.87
<b>Total current assets</b>		<b>99,04,59,136.30</b>	<b>94,62,04,513.14</b>	<b>85,57,85,591.72</b>
<b>TOTAL ASSETS</b>		<b>1,93,11,76,188.63</b>	<b>1,70,39,78,388.44</b>	<b>1,46,21,05,422.98</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(i) Equity Share capital	10	18,59,58,150.00	18,59,55,650.00	17,96,95,000.00
(ii) Other Equity	11	33,97,27,152.85	25,81,08,604.70	14,77,08,484.28
<b>Total Equity</b>		<b>52,56,85,302.85</b>	<b>44,40,64,254.70</b>	<b>32,74,03,484.28</b>
<b>Non-current liabilities:</b>				
(a) Financial liabilities				
(i) Borrowings	12	80,14,94,206.35	28,01,73,052.83	18,98,80,548.87
(ii) Other financial liabilities	13	1,78,126.00	2,39,963.00	3,01,801.00
(b) Provisions	14	72,99,317.00	76,02,282.00	89,38,210.00
<b>Total Non-current liabilities</b>		<b>80,89,71,649.35</b>	<b>28,80,15,297.83</b>	<b>19,91,20,559.87</b>
<b>Current liabilities:</b>				
(a) Financial liabilities				
(i) Borrowings	15	23,78,72,777.24	37,18,93,709.80	40,54,86,649.97
(ii) Trade payables	16	11,49,89,214.90	15,03,78,503.96	13,81,18,552.89
(b) Other current liabilities	17	24,25,15,244.29	44,31,12,586.15	38,54,62,139.97
(c) Provisions	18	11,42,000.00	65,14,036.00	65,14,036.00
<b>Total current liabilities</b>		<b>59,65,19,236.43</b>	<b>97,18,98,835.91</b>	<b>93,55,81,378.83</b>
<b>Total Liabilities</b>		<b>1,40,54,90,885.78</b>	<b>1,25,99,14,133.74</b>	<b>1,13,47,01,938.70</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,93,11,76,188.63</b>	<b>1,70,39,78,388.44</b>	<b>1,46,21,05,422.98</b>

Significant Accounting Policies  
Notes to the Financial Statements

1  
2 to 30

As per our report of even date attached  
For D.S.Chadha and Associates  
Chartered Accountants  
(FRN-026723-N)

For and on behalf of Board of Directors

(D.S.Chadha)  
Proprietor  
M.No. 015727

(Rajan Handa)  
Managing Director  
DIN-00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date: 30th May, 2018

(Narayan Chandra Rout)  
Chief Financial Officer

(Rakesh Bhardwaj)  
Company Secretary

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in Rs.)

Particulars	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>INCOME</b>			
Revenue from operations	19	1,11,04,67,802.25	74,92,62,487.80
Other income	20	4,12,51,680.66	99,93,324.84
<b>Total Income</b>		<b>1,15,17,19,482.91</b>	<b>75,92,55,812.64</b>
<b>EXPENSES</b>			
Cost of materials consumed	21	55,31,29,400.29	28,53,66,039.16
Purchases of Stock-in-Trade		13,67,01,342.99	1,87,88,690.48
Changes in inventories of finished goods, work-in- progress and Stock-in-Trade	22	(5,63,32,937.25)	1,35,82,876.49
Excise duty		2,00,46,043.50	5,51,54,764.21
Employee benefits expense	23	10,00,24,139.86	8,22,36,266.48
Finance costs	24	12,53,45,851.52	10,84,37,405.32
Depreciation and amortization expense	2	5,18,19,924.25	3,46,14,240.51
Other expenses	25	13,00,48,500.05	15,14,94,161.59
<b>Total expenses</b>		<b>1,06,07,82,265.21</b>	<b>74,96,74,444.24</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>9,09,37,217.70</b>	<b>95,81,368.40</b>
<b>Exceptional items-Gains/(Loss)</b>	26	(8,43,86,632.55)	37,61,081.16
<b>Profit before tax</b>		<b>65,50,585.15</b>	<b>1,33,42,449.56</b>
<b>Tax expense:</b>			
(1) Current tax		12,37,000.00	-
(2) Deferred tax charge/(Credit)		45,13,000.00	68,48,000.00
(3) Excess Provision of Tax of earlier years written back		(65,14,036.00)	-
<b>Profit / (Loss) for the year</b>		<b>73,14,621.15</b>	<b>64,94,449.56</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to Statement of Profit and Loss:			
Re-measurement gains/ (losses) on defined benefit plans		(4,98,573.00)	17,77,917.00
Income tax effect		95,000.00	-
<b>Net other comprehensive income</b>		<b>(4,03,573.00)</b>	<b>17,77,917.00</b>
<b>Total Comprehensive Income for the year</b>		<b>69,11,048.15</b>	<b>82,72,366.56</b>
Earnings per equity share of face value of Rs10 each	27		
(1) Basic (In Rs)		0.37	0.44
(2) Diluted (In Rs)		0.34	0.44

Significant Accounting Policies  
Notes to the Financial Statements

1  
2 to 30

As per our report of even date attached  
For **D.S.Chadha and Associates**  
Chartered Accountants  
(FRN-026723-N)

For and on behalf of Board of Directors

(D.S.Chadha)  
Proprietor  
M.No. 015727

(Rajan Handa)  
Managing Director  
DIN-00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date: 30th May, 2018

(Narayan Chandra Rout)  
Chief Financial Officer

(Rakesh Bhardwaj)  
Company Secretary

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31ST MARCH, 2018**

**A. EQUITY SHARE CAPITAL**

(Amount in Rs.)

Particulars	Balance at the beginning of the year as at 01.04.2016	Changes in Equity Share Capital during the year 2016-17	Balance at the end of the year as at 31.03.2017	Changes in Equity Share Capital during the year 2017-18	Balance at the end of the year as at 31.03.2018
Equity Share capital of Rs10 each	17,98,21,000	62,60,150	18,60,81,150	-	18,60,81,150
Less: Allotment money unpaid (@Rs.5/-per equity share)	1,26,000	(500)	1,25,500	(2500)	1,23,000
Balance at the end of the year	17,96,95,000	62,60,650	18,59,55,650	2,500	18,59,58,150

**B. OTHER EQUITY FOR THE YEAR ENDED 31ST MARCH 2018**

Particulars	Money received against Share Warrants	Reserves and Surplus				Other Comprehensive Income	Total
		Capital Reserve	Share Premium	General Reserve	Retained earnings		
Balance as at the beginning of 1st April 2016	-	9,78,15,165.00	8,36,48,014.00	15,24,000.00	(3,52,78,694.72)	-	14,77,08,484.28
Total Comprehensive Income for the year	-	-	-	-	64,94,449.56	17,77,917.00	82,72,366.56
Transition Impact on conversion to Ind AS	-	-	-	-	(6,18,923.19)	-	(6,18,923.19)
Proceeds from the issue of Share Warrants	2,10,70,500.00	-	8,16,76,177.05	-	-	-	10,27,46,677.05
<b>Balance as at 31st March 2017</b>	<b>2,10,70,500.00</b>	<b>9,78,15,165.00</b>	<b>16,53,24,191.05</b>	<b>15,24,000.00</b>	<b>(2,94,03,168.35)</b>	<b>17,77,917.00</b>	<b>25,81,08,604.70</b>
Balance as at the beginning of 1st April 2017	2,10,70,500.00	9,78,15,165.00	16,53,24,191.05	15,24,000.00	(2,94,03,168.35)	17,77,917.00	25,81,08,604.70
Total Comprehensive Income for the year	-	-	-	-	73,14,621.15	(4,03,573.00)	69,11,048.15
Proceeds from the issue of Share Warrants	7,47,07,500.00	-	-	-	-	-	7,47,07,500.00
<b>Balance as at 31st March 2018</b>	<b>9,57,78,000.00</b>	<b>9,78,15,165.00</b>	<b>16,53,24,191.05</b>	<b>15,24,000.00</b>	<b>(2,20,88,547.20)</b>	<b>13,74,344.00</b>	<b>33,97,27,152.85</b>

As per our report of even date attached  
For **D.S.Chadha and Associates**  
Chartered Accountants  
(FRN-026723-N)

For and on behalf of Board of Directors

(D.S.Chadha)  
Proprietor  
M.No. 015727

(Rajan Handa)  
Managing Director  
DIN-00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date: 30th May, 2018

(Narayan Chandra Rout)  
Chief Financial Officer

(Rakesh Bhardwaj)  
Company Secretary

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in Rs.)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) before Tax as per Statement of Profit and Loss	65,50,585.15	1,33,42,449.56
Adjustments for :		
Depreciation	5,18,19,924.25	3,46,14,240.51
Loss/( Profit ) on sale of Assets	(12,23,657.18)	2,39,737.65
Interest Received	(25,90,885.00)	(17,43,816.00)
Finance Costs	12,53,45,852.52	10,84,37,405.32
Re-measurement gains/(losses) on defined benefit plans	(4,98,573.00)	17,77,917.00
Effect of Transition to Ind AS	-	(6,18,923.19)
Exchange Fluctuation Loss/(Gain)	(6,87,545.20)	(38,79,884.92)
<b>Operating Profit before Working Capital changes</b>	<b>17,87,15,701.54</b>	<b>15,21,69,125.93</b>
Adjustments for :		
Trade and Other Receivables	7,57,03,401.26	9,04,73,895.23
Non-Current Assets - Other Financial Assets	(85,26,965.00)	(81,176.00)
Current Assets - Other Financial Assets	10,09,899.96	(12,06,336.96)
Inventories	(5,80,81,194.66)	(6,84,31,223.82)
Trade and Other Payables	(7,43,40,717.67)	51,65,71,282.41
Cash generated from operations	11,44,80,125.43	68,94,95,566.79
Direct Taxes Paid	-	-
<b>Net Cash from Operating Activities</b>	<b>11,44,80,125.43</b>	<b>68,94,95,566.79</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(23,80,82,759.10)	(19,55,33,456.20)
Sale of Fixed Assets	87,42,737.00	10,000.00
Interest Received	25,90,885.00	17,43,816.00
<b>Net Cash used in Investing Activities</b>	<b>(22,67,49,137.10)</b>	<b>(19,37,79,640.20)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Share warrants money received	7,47,07,500.00	2,10,70,500.00
Proceeds from Issue of Equity Share Capital	2,500.00	8,79,36,827.05
Loans & Advances paid	(6,30,14,693.86)	(9,57,83,360.10)
Finance Costs	(12,53,45,852.52)	(10,84,37,405.32)
Proceeds from Long Term Borrowings	35,99,97,983.47	(35,38,86,262.28)
Proceeds from Short Term Borrowings	(13,40,20,932.56)	(3,35,92,940.17)
<b>Net Cash used in Financing Activities</b>	<b>11,23,26,504.53</b>	<b>(48,26,92,640.82)</b>
<b>Net increase in Cash and Cash Equivalents</b>	<b>57,492.86</b>	<b>1,30,23,285.77</b>
<b>Cash and Cash Equivalents as at 1st April,2017</b>	<b>2,29,66,538.94</b>	<b>99,43,253.17</b>
<b>Cash and Cash Equivalents as at 31st March,2018</b>	<b>2,30,24,031.80</b>	<b>2,29,66,538.94</b>

Significant Accounting Policies  
Notes to the Financial Statements

1  
2 to 30

As per our report of even date attached  
For D.S.Chadha and Associates  
Chartered Accountants  
(FRN-026723-N)

For and on behalf of Board of Directors

(D.S.Chadha)  
Proprietor  
M.No. 015727

(Rajan Handa)  
Managing Director  
DIN 00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date: 30th May, 2018

(Narayan Chandra Rout)  
Chief Financial Officer

(Rakesh Bhardwaj)  
Company Secretary

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018**
**NOTE 1**
**A. CORPORATE INFORMATION**

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

**B. SIGNIFICANT ACCOUNTING POLICIES**
**B.1 BASIS OF PREPARATION AND PRESENTATION**

The financial statements of the Company have been prepared in accordance with the Companies (Indian Accounting Standards) Rules 2015 ('Ind AS') issued by Ministry of Corporate Affairs ('MCA'). The Company has uniformly applied the accounting policies during the period presented. For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended March 31, 2018 are the first financial statements, the Company has prepared in accordance with Ind AS. For the purpose of comparatives, financial statements for the year ended March 31, 2017 are also prepared under Ind AS. The financial statements for the year ended March 31, 2018 were authorized and approved for issue by the Board of Directors on 30th May, 2018. As these are the first financial statements of the Company under Ind AS, refer note 28 and 29 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position and financial performance.

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount.

- i) Certain financial assets and liabilities and
- ii) Defined benefit plans- plan assets

**B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**
**(a) Property, plant and equipment**

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Depreciation on property, plant and equipment is provided using straight line method. Depreciation is provided on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

The useful lives, residual values and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively

**(b) Intangible Assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss



when the asset is derecognized.

Intangible assets are amortized over a period of ten years, the estimated minimum useful life of the related products.

**(c) Research and Development Expenditure**

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit & Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalized.

**(d) Finance Cost**

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

**(e) Inventories**

The closing stock of Raw Materials, Packing Material & Accessories, Stores & Spares and Working in Process have been valued at cost while the Finished Goods have been taken at lower of cost or net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

**(f) Impairment of non-financial assets-property, plant and equipment and intangible assets.**

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets maybe impaired.

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**(g) Provisions and Contingent Liabilities/Assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities, if material, are disclosed by way of notes to accounts. Contingent assets are not recognized or disclosed in the financial statements.

**(h) Employee Benefits Expense**

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.

**(i) Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity, in which case, the tax is also recognized in other comprehensive income or equity.

**- Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

**- Deferred Tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred Tax liabilities and assets are reviewed at the end of each reporting period



**(j) Foreign currencies transactions and translation**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction.

**(k) Revenue Recognition**

Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from operations includes sale of goods and services.

**Interest Income**

Interest income from a financial asset is recognized using effective interest rate method.

**Dividends**

Revenue is recognized when the Company's right to receive the payment has been established.

**(i) FINANCIAL INSTRUMENTS****i) Financial Assets:****A. Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

**B. Subsequent measurement****a) Financial assets carried at amortized cost (AC)**

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**b) Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**c) Financial assets at fair value through profit or loss FVTPL)**

A financial asset which is not classified in any of the above categories is measured at FVTPL.

**C. Investment in Subsidiaries, Associates and Joint venture**

The Company has accounted for its investments in subsidiary at cost.

**D. Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognized in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

**E. Impairment of financial assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed.

For other assets, the Company uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

## ii) Financial Liabilities:

### A Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable costs. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

### B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

## iii) De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## iv) Fair value measurement

The fair value of an asset or liability is measured using the assumption that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Where fair value is based on quoted prices from active market.

Level 2 – Where fair value is based on significant direct or indirect observable market inputs.

Level 3 – Where fair value is based on one or more significant input that is not based on observable market data.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers are required between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) (a) on the date of the event or change in circumstances or (b) at the end of each reporting period.

## C. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods.

### a) Depreciation/amortization and useful lives of property, plant and equipment/ intangible assets.

Property, plant and equipment/intangible assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation/amortization for future periods is revised if there are significant changes from previous estimates.

**b) Recoverability of trade receivable**

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

**c) Provisions**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and qualification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

**d) Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGUs) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

**e) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risks of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**D. FIRST TIME ADOPTION OF IND AS**

The Company has adopted Ind AS with effect from 1<sup>st</sup> April 2017 with comparatives being restated. Accordingly, the impact of transition has been provided in the Opening Reserves as at 1<sup>st</sup> April, 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

**a) Exemptions from retrospective application****(i) Fair value as deemed cost exemption**

The Company has elected to measure items of property, plant and equipment and intangible assets at its carrying value at the transaction date except for certain class of assets which are measured at fair value as deemed cost.

**(ii) Investments in subsidiary**

The Company has elected to measure investment in subsidiary at cost.

**NOTES TO STANDALONE FINANCIAL STATEMENTS**  
**NOTE: 2 PROPERTY, PLANT AND EQUIPMENT:**

(Amount in Rs.)

Particulars	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipments	Vehicles	Total
<b>Cost</b>							
As at 1.4.2016	1,28,77,328.60	4,22,69,904.69	73,62,36,549.40	1,61,61,741.89	1,55,51,256.92	2,78,18,853.00	85,09,15,634.50
Additions	1,20,000.00	-	8,74,68,703.69	1,83,014.64	4,01,496.75	1,49,03,905.00	10,30,77,120.08
Adjustments/Deductions	-	-	-	-	-	5,51,100.00	5,51,100.00
<b>As at 31.3.2017</b>	<b>1,29,97,328.60</b>	<b>4,22,69,904.69</b>	<b>82,37,05,253.09</b>	<b>1,63,44,756.53</b>	<b>1,59,52,753.67</b>	<b>4,21,71,658.00</b>	<b>95,34,41,654.58</b>
Additions	-	-	9,57,65,391.25	54,69,751.98	14,59,754.20	77,892.00	10,27,72,789.43
Adjustments/Deductions	-	-	53,31,213.57	-	-	56,83,447.00	1,10,14,660.57
<b>As at 31.3.2018</b>	<b>1,29,97,328.60</b>	<b>4,22,69,904.69</b>	<b>91,41,39,430.77</b>	<b>2,18,14,508.51</b>	<b>1,74,12,507.87</b>	<b>3,65,66,103.00</b>	<b>1,04,51,99,783.44</b>
<b>Accumulated depreciation</b>							
As at 1.4.2016	-	1,27,33,470.60	43,72,72,477.59	94,03,353.46	1,28,94,340.03	1,63,52,210.26	48,86,55,851.94
Charge during the year	-	10,47,703.61	2,55,39,487.99	14,79,807.23	8,48,245.97	40,75,517.11	3,29,90,761.91
Adjustments/Deductions	-	-	-	-	-	3,01,362.35	3,01,362.35
<b>As At 31.3.2017</b>	<b>-</b>	<b>1,37,81,174.21</b>	<b>46,28,11,965.58</b>	<b>1,08,83,160.69</b>	<b>1,37,42,586.00</b>	<b>2,01,26,365.02</b>	<b>52,13,45,251.50</b>
Charge during the year	-	10,47,703.60	2,97,37,312.81	14,93,459.23	9,72,640.33	34,21,129.66	3,66,72,245.63
Adjustments/Deductions	-	-	748.31	-	-	34,94,832.44	34,95,580.75
<b>As at 31.3.2018</b>	<b>-</b>	<b>1,48,28,877.81</b>	<b>49,25,48,530.08</b>	<b>1,23,76,619.92</b>	<b>1,47,15,226.33</b>	<b>2,00,52,662.24</b>	<b>55,45,21,916.38</b>
<b>Net Block</b>							
As at 1.4.2016	1,28,77,328.60	2,95,36,434.09	29,89,64,071.81	67,58,388.43	26,56,916.89	1,14,66,642.74	36,22,59,782.56
As at 31.3.2017	1,29,97,328.60	2,84,88,730.48	36,08,93,287.51	54,61,595.84	22,10,167.67	2,20,45,292.98	43,20,96,403.08
<b>As at 31.3.2018</b>	<b>1,29,97,328.60</b>	<b>2,74,41,026.88</b>	<b>42,15,90,900.69</b>	<b>94,37,888.59</b>	<b>26,97,281.54</b>	<b>1,65,13,440.76</b>	<b>49,06,77,867.06</b>

**CAPITAL WORK IN PROGRESS, INTANGIBLE ASSETS UNDER DEVELOPMENT:**

Particulars	Capital work-in-progress	Intangible Assets		Intangible Assets under development	Total
		Other Intangible Assets	Computer Software		
<b>Cost</b>					
As at 1.4.2016	3,43,76,076.64	1,39,45,814.93	62,47,492.64	9,27,25,521.12	14,72,94,905.33
Additions	4,94,51,813.84	13,54,15,043.40	3,15,000.00	4,26,89,522.28	22,78,71,379.52
Adjustments/Deductions	-	-	-	13,54,15,043.40	13,54,15,043.40
<b>As at 31.3.2017</b>	<b>8,38,27,890.48</b>	<b>14,93,60,858.33</b>	<b>65,62,492.64</b>	<b>-</b>	<b>23,97,51,241.45</b>
Additions	8,00,65,454.79	7,66,96,731.14	12,23,600.00	16,84,511.00	15,96,70,296.93
Adjustments/Deductions	2,43,60,327.26	-	-	-	2,43,60,327.26
<b>As at 31.3.2018</b>	<b>13,95,33,018.01</b>	<b>22,60,57,589.47</b>	<b>77,86,092.64</b>	<b>16,84,511.00</b>	<b>37,50,61,211.12</b>
<b>Accumulated depreciation</b>					
As at 1.4.2016	-	99,07,714.92	50,58,776.71	-	1,49,66,491.63
Charge during the year	-	14,32,493.04	1,90,985.56	-	16,23,478.60
Adjustments/Deductions	-	-	-	-	-
<b>As At 31.3.2017</b>	<b>-</b>	<b>1,13,40,207.96</b>	<b>52,49,762.27</b>	<b>-</b>	<b>1,65,89,970.23</b>
Charge during the year	-	1,49,50,465.33	1,97,213.29	-	1,51,47,678.62
Adjustments/Deductions	-	-	-	-	-
<b>As at 31.3.2018</b>	<b>-</b>	<b>2,62,90,673.29</b>	<b>54,46,975.56</b>	<b>-</b>	<b>3,17,37,648.85</b>
<b>Net Block</b>					
As at 1.4.2016	3,43,76,076.64	40,38,100.01	11,88,715.93	9,27,25,521.12	13,23,28,413.70
As at 31.3.2017	8,38,27,890.48	13,80,20,650.37	13,12,730.37	-	22,31,61,271.22
<b>As at 31.3.2018</b>	<b>13,95,33,018.01</b>	<b>19,97,66,916.18</b>	<b>23,39,117.08</b>	<b>16,84,511.00</b>	<b>34,33,23,562.27</b>

**NOTE: 3 NON-CURRENT FINANCIAL ASSETS**

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>ASSETS</b>			
<b>(i) Investments</b>			
Trade -Unquoted, at cost			
<b>Investment in Equity of Subsidiary Company</b>	8,00,00,000.00	8,00,00,000.00	8,00,00,000.00
80,00,000 (Previous year 80,00,000; As at 1.4.2016: 80,00,000) Equity Shares of Rs 10/- each fully paid of wholly owned subsidiary OK Play Auto Private Limited			
Financial Assets measured at fair value through Profit & Loss	6,18,202.00	6,18,202.00	6,18,202.00
<b>Total</b>	<b>8,06,18,202.00</b>	<b>8,06,18,202.00</b>	<b>8,06,18,202.00</b>
<b>(ii) Loans</b>			
<b>(Unsecured, considered good)</b>			
<b>Other Loans and Advances</b>			
Earnest money deposit	6,69,087.00	5,97,630.00	7,14,740.00
Security deposits	36,31,193.00	35,17,193.00	58,48,693.00
<b>Total</b>	<b>43,00,280.00</b>	<b>41,14,823.00</b>	<b>65,63,433.00</b>
<b>(iii) Other Financial Assets</b>			
<b>(Unsecured, considered good)</b>			
Fixed deposits more than 12 months maturity period	86,08,141.00	81,176.00	-
<b>Total</b>	<b>86,08,141.00</b>	<b>81,176.00</b>	<b>-</b>

**NOTE: 4 DEFERRED TAX ASSETS (NET)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Deferred tax liabilities:			
- Related to Property, plant, equipment and intangible assets (A)	8,98,73,000.00	6,64,10,000.00	5,08,68,000.00
Deferred tax Assets:			
-Others (B)	10,30,62,000.00	8,41,12,000.00	7,54,18,000.00
<b>Deferred Tax (Assets)/Liability (A-B)</b>	<b>(1,31,89,000.00)</b>	<b>(1,77,02,000.00)</b>	<b>(2,45,50,000.00)</b>

**NOTE: 5 INVENTORIES**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Raw Materials	4,46,50,982.34	5,08,72,994.68	2,89,10,227.91
Work-in-Progress	5,87,60,776.88	3,99,16,691.80	2,67,90,508.92
Finished Goods	5,26,61,459.55	1,57,08,826.61	2,29,80,898.46
Stock-in-Trade	6,38,45,132.51	6,33,08,913.28	8,27,45,900.80
Stores & Spares	1,93,90,575.75	98,14,457.47	50,69,731.29
Packing Materials & Accessories	14,76,48,730.55	12,78,57,282.50	6,85,32,469.97
Others With Job Workers	84,22,133.52	2,52,67,009.00	2,11,82,049.00
Goods-in-transit	13,17,481.00	58,69,902.10	1,39,73,067.27
<b>Total</b>	<b>39,66,97,272.10</b>	<b>33,86,16,077.44</b>	<b>27,01,84,853.62</b>

**NOTE: 6 TRADE RECEIVABLES**

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Unsecured, considered good	21,47,85,745.57	29,04,89,146.83	38,09,63,042.06
<b>Total</b>	<b>21,47,85,745.57</b>	<b>29,04,89,146.83</b>	<b>38,09,63,042.06</b>

**NOTE: 7 CASH AND CASH EQUIVALENTS**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Cash on hand including imprest	47,27,989.00	40,88,944.00	15,17,072.00
Balances with banks:			
- In current account	1,13,22,784.80	99,83,624.94	69,568.17
- Fixed Deposit as margin money (maturity upto 12 months)	69,73,258.00	88,93,970.00	83,56,613.00
<b>Total</b>	<b>2,30,24,031.80</b>	<b>2,29,66,538.94</b>	<b>99,43,253.17</b>

**NOTE: 8 OTHER FINANCIAL ASSETS (CURRENT)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>(Unsecured, considered good)</b>			
Loans and advances to employees	11,25,140.00	21,35,039.96	9,28,703.00
<b>Total</b>	<b>11,25,140.00</b>	<b>21,35,039.96</b>	<b>9,28,703.00</b>

**NOTE: 9 OTHER CURRENT ASSETS**

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>(Unsecured, considered good)</b>			
Advance to Creditors	13,86,53,154.95	13,49,11,997.66	11,77,74,451.38
Advances to Others	7,88,55,958.90	3,68,21,393.33	8,60,278.39
Advance Income Tax/TDS/Direct Taxes	56,93,997.06	29,83,694.11	26,45,955.00
Balance With Revenue Authorities (Indirect Taxes)	32,24,005.76	1,99,43,363.07	63,81,516.77
Prepaid Expenses	4,95,20,207.85	33,63,834.40	15,46,666.00
Loans and Advances to Related Party	7,88,79,622.31	9,39,73,427.40	6,45,56,872.33
<b>Total</b>	<b>35,48,26,946.83</b>	<b>29,19,97,709.97</b>	<b>19,37,65,739.87</b>

**NOTE: 10 EQUITY SHARE CAPITAL**

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
3,00,00,000 (Previous year 3,00,00,000; As at 1.4.2016: 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
<b>Total</b>	<b>30,00,00,000.00</b>	<b>30,00,00,000.00</b>	<b>30,00,00,000.00</b>
<b>Issued capital</b>			
1,86,64,015 (Previous year 1,86,64,015; As at 1.4.2016 1,80,38,000) Equity Shares of Rs.10/- each	18,66,40,150.00	18,66,40,150.00	18,03,80,000.00
<b>Total</b>	<b>18,66,40,150.00</b>	<b>18,66,40,150.00</b>	<b>18,03,80,000.00</b>
<b>Subscribed and paid-up capital</b>			
1,86,08,115 (Previous year 1,86,08,115; As at 1.4.2016: 1,79,82,100) Equity Shares of Rs.10/- each	18,60,81,150.00	18,60,81,150.00	17,98,21,000.00
<b>Less:</b> Allotment money unpaid 24,600 Equity Shares (Previous year 25,100; As at 1.4.2016: 25,200)	1,23,000.00	1,25,500.00	1,26,000.00
<b>Total</b>	<b>18,59,58,150.00</b>	<b>18,59,55,650.00</b>	<b>17,96,95,000.00</b>

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Equity Shares</b>	<b>No. of Shares</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
At the beginning of the year	1,86,08,115	1,79,82,100	1,79,82,100
Add: Issued during the year	-	6,26,015	-
<b>Equity Shares at the end of the year</b>	<b>1,86,08,115</b>	<b>1,86,08,115</b>	<b>1,79,82,100</b>

**(b) Terms/ rights attached to equity shares:** The Company has only one class of equity shares having par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share held and is entitled to dividend, if declared at the Annual General Meeting. {In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the company ( after distribution of all preferential amounts, if any ) in the proportion of equity held by the shareholders. }

**(c) Details of shareholders holding more than 5% of the equity shares in the Company**

Particulars	As at 31.03.2018	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	96,86,862
Percentage of Shares held	52.06%	52.06%	53.87%
Number of Equity Shares held by Mrs. Mamta Handa	10,00,000	10,00,000	10,00,000
Percentage of Shares held	5.37%	5.37%	5.56%



## NOTE: 11 OTHER EQUITY

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Capital Reserve: (A)</b>	<b>9,78,15,165.00</b>	<b>9,78,15,165.00</b>	<b>9,78,15,165.00</b>
<b>Money Received against share warrants: (B)</b>			
Opening Balance	2,10,70,500.00	-	-
Add: Issued during the year	7,47,07,500.00	2,10,70,500.00	-
Closing Balance	<b>9,57,78,000.00</b>	<b>2,10,70,500.00</b>	-
<b>Share Premium:(C)</b>			
Opening Balance	16,53,24,191.05	8,36,48,014.00	8,36,48,014.00
Add: On issue of shares during the year	-	8,16,76,177.05	-
Closing Balance	<b>16,53,24,191.05</b>	<b>16,53,24,191.05</b>	<b>8,36,48,014.00</b>
<b>General Reserve: (D)</b>	<b>15,24,000.00</b>	<b>15,24,000.00</b>	<b>15,24,000.00</b>
<b>Retained Earnings: (E)</b>			
Opening Balance	(2,94,03,168.35)	(3,52,78,694.72)	(1,57,30,462.86)
Add: Impact on conversion to Ind AS	-	(6,18,923.19)	3,92,880.00
Add: Total Profit for the year	73,14,621.15	64,94,449.56	(1,99,41,111.86)
Closing Balance	<b>(2,20,88,547.20)</b>	<b>(2,94,03,168.35)</b>	<b>(3,52,78,694.72)</b>
<b>Other Comprehensive Income: (OCI):(F)</b>			
Opening Balance	-	17,77,917.00	-
Add: Movement in OCI (net) during the year	(4,03,573.00)	17,77,917.00	-
Closing Balance	<b>13,74,344.00</b>	<b>17,77,917.00</b>	-
<b>Total:(A+B+C+D+E+F)</b>	<b>33,97,27,152.85</b>	<b>25,81,08,604.70</b>	<b>14,77,08,484.28</b>

## NOTE: 12 BRORROWINGS (NON CURRENT)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b><u>Term Loans, Secured</u></b>			
From Bank	16,18,19,400.00	3,68,31,666.00	5,96,77,044.00
Against Vehicles	46,51,938.51	1,51,97,835.04	24,58,275.98
External Commercial Borrowing from Bank	-	3,52,04,159.50	11,87,70,147.00
<b><u>Term Loans, Unsecured</u></b>			
From Other Parties	63,50,22,867.84	19,29,39,392.29	89,75,081.89
<b>Total</b>	<b>80,14,94,206.35</b>	<b>28,01,73,052.83</b>	<b>18,98,80,548.87</b>

## 12.1. Secured Term Loans are secured as below:

From Bank: Exclusive charge/equitable mortgage on the factory land and building at 17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District-Mewat, Haryana, Plant and Machinery and Assets created out of the term Loan.

Against Vehicles: Secured against hypothecation of respective vehicles:

## 12.2. 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 Plot No 33, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Hypothecation of all 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.

- j) Reinvestment Deposit Plan of value of Rs1.56 Crores.  
k) Corporate Guarantee of the Subsidiary Company, OK Play Auto Private Limited.

**12.3. Term loans, Unsecured, from other parties have been secured by third party property.**

**12.4. Term loans are repayable as follows:**

From Bank: Payable in monthly installments upto year 2024-25.

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

External Commercial Borrowing: Payable in half yearly installments upto 2018-19.

Unsecured from Other Parties: Payable in monthly/quarterly installments extending to year 2022-23.

**NOTE: 13 OTHER FINANCIAL LIABILITIES (NON-CURRENT)**

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Liability for corporate gurarantee	1,78,126.00	2,39,963.00	3,01,801.00
<b>Total</b>	<b>1,78,126.00</b>	<b>2,39,963.00</b>	<b>3,01,801.00</b>

**NOTE: 14 PROVISIONS (NON-CURRENT)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Provision for Gratuity/Leave Encashment	72,99,317.00	76,02,282.00	89,38,210.00
<b>Total</b>	<b>72,99,317.00</b>	<b>76,02,282.00</b>	<b>89,38,210.00</b>

**NOTE: 15 BORROWINGS (CURRENT)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Loan Repayable on Demand, Secured</b>			
Working capital loan from bank	23,78,72,777.24	37,18,93,709.80	40,54,86,649.97
<b>Total</b>	<b>23,78,72,777.24</b>	<b>37,18,93,709.80</b>	<b>40,54,86,649.97</b>

**15.1 Working Capital Loan from Bank is secured by:**

Secured against Stocks of Raw Materials, Work-in-Progress, Finished Goods, Other Stocks and Book Debts.

**15.2 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 Plot No 33, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Hypothecation of all 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 value of Rs1.56 Crore.

**NOTE: 16 TRADE PAYABLES (CURRENT)**

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Trade Payables	11,49,89,214.90	15,03,78,503.96	13,81,18,552.89
<b>Total</b>	<b>11,49,89,214.90</b>	<b>15,03,78,503.96</b>	<b>13,81,18,552.89</b>

(1) The company has not received any information from Suppliers regarding their status under Micro, Small and Medium Enterprises Development Act 2006

**NOTE: 17 OTHER CURRENT LIABILITIES**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Current maturities of long term debt</b>			
- Foreign Currency Convertible Bonds	2,28,40,623.00	2,27,73,056.00	2,32,55,786.00
- Others	7,12,23,630.73	23,32,40,075.98	21,42,01,777.26
Interest accrued and due on borrowings	-	-	86,85,563.37
Sundry Creditors (Others)	5,12,55,334.63	1,81,49,303.00	1,87,07,522.32
Due to Directors	7,70,337.19	92,16,847.06	2,23,18,887.47
Customer Advances & Deposits	6,45,53,806.60	13,00,79,162.54	7,18,72,925.46
Direct/Indirect Taxes payable	1,16,17,074.29	1,57,77,721.27	1,29,85,790.56
Other Liabilities	2,02,54,437.85	1,38,76,420.30	1,34,33,887.53
<b>Total</b>	<b>24,25,15,244.29</b>	<b>44,31,12,586.15</b>	<b>38,54,62,139.97</b>

The Board of Directors of the Company at its meeting held on 23rd July 2007 issued zero coupon unsecured Foreign Currency Convertible Bonds ("FCCB") aggregating to USD 10 Million at par. During the financial year 2010-11 the "FCCB" of the face value of USD 97,60,000 had been bought back by the company at a discount 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 2,40,000. However, no response has been received and no claimant has come forth on the redemption date 24th July 2012 and till date. The premium payable on the redemption of the "FCCB" has been provided for.

**NOTE: 18 PROVISIONS (CURRENT)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Provision for taxation	11,42,000.00	65,14,036.00	65,14,036.00
<b>Total</b>	<b>11,42,000.00</b>	<b>65,14,036.00</b>	<b>65,14,036.00</b>

**NOTE: 19 REVENUE FROM OPERATIONS**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Net Sale of products	1,09,04,21,758.75	69,41,07,723.59
Add : Excise duty	2,00,46,043.50	5,15,54,764.21
<b>Total</b>	<b>1,11,04,67,802.25</b>	<b>74,92,62,487.80</b>

**NOTE: 20 OTHER INCOME**

(Amount in Rs.)

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Interest Income	25,90,885.00	17,43,816.00
Net gain on Foreign Currency Transactions	16,98,495.09	48,43,033.27
Miscellaneous Receipts	1,27,54,141.39	34,06,475.57
Profit on Sale of Assets	12,23,657.18	-
Other non-operating income	2,29,84,502.00	-
<b>Total</b>	<b>4,12,51,680.66</b>	<b>99,93,324.84</b>

**NOTE: 21 COST OF MATERIALS CONSUMED**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Opening Stock of Raw Materials	5,08,72,994.68	2,89,10,227.91
Add : Purchases during the year	36,99,05,756.26	23,79,06,412.97
	42,07,78,750.94	26,68,16,640.88
Less: Closing Stock of Raw Materials	4,46,50,982.34	5,08,72,994.68
Consumption of Raw Materials	37,61,27,768.60	21,59,43,646.20
Consumption of Accessories	12,23,53,671.36	6,10,45,675.28
Consumption of Packing Materials	5,46,47,960.33	83,76,717.68
<b>Total</b>	<b>55,31,29,400.29</b>	<b>28,53,66,039.16</b>

**NOTE 22 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK -IN- TRADE**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
<b>Opening Stock</b>		
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 (a)</b>	<b>11,89,34,431.69</b>	<b>13,25,17,308.18</b>
<b>Closing Stock</b>		
Work-in-Progress	5,87,60,776.88	3,99,16,691.80
Finished Goods	11,65,06,592.06	7,90,17,739.89
<b>Sub-total (b)</b>	<b>17,52,67,368.94</b>	<b>11,89,34,431.69</b>
<b>Total ( a-b)</b>	<b>(5,63,32,937.25)</b>	<b>1,35,82,876.49</b>

**NOTE: 23 EMPLOYEE BENEFITS EXPENSE**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Salaries, wages and bonus	9,24,18,227.33	7,57,98,032.49
Contributions to Provident fund & Other Funds	54,05,945.00	43,25,127.00
Staff welfare expenses	21,99,967.53	21,13,106.99
<b>Total</b>	<b>10,00,24,139.86</b>	<b>8,22,36,266.48</b>

**Defined Benefit Plan****1. Reconciliation of opening and closing balances of Defined Benefit Obligation**

(Amount in Rs.)

Particulars	GRATUITY (FUNDED)	
	For the year ended 31.3.2018	For the year ended 31.3.2017
Defined Benefit obligation, beginning of period	48,43,239.00	57,83,143.00
Interest Cost on DBO	3,80,679.00	4,27,953.00
Net Current Service Cost	10,18,155.00	7,64,580.00
Benefits Paid	(7,62,052.00)	(3,81,468.00)
Actuarial (Gain)/ Loss on obligation	5,47,636.00	(17,50,969.00)
Defined Benefit Obligation, End of Period	60,27,657.00	48,43,239.00

**2. Reconciliation of opening and closing balances of fair value of Plan Assets**

Particulars	GRATUITY (FUNDED)	
	For the year ended 31.3.2018	For the year ended 31.3.2017
Fair value of plan assets at the beginning	21,59,520.00	17,70,599.00
Expected return on plan assets	1,62,180.00	1,36,513.00
Employer contribution	18,24,910.00	6,06,928.00
Benefits Paid	(7,62,052.00)	(3,81,468.00)
Actuarial (Gain) / Loss on Asset	(49,063.00)	(26,948.00)
Fair value of plan assets at the end.	34,33,621.00	21,59,520.00

**3. Reconciliation of fair value of Assets and Obligations**

Particulars	GRATUITY (FUNDED)	
	For the year ended 31.3.2018	For the year ended 31.3.2017
Defined Benefit Obligation, End of Period	60,27,657.00	48,43,239.00
Fair value of plan assets, End of Period	(34,33,621.00)	(21,59,520.00)
<b>Net liability recognized in balance sheet</b>	<b>25,94,036.00</b>	<b>26,83,719.00</b>

**4. Expense recognized during the year in Statement of Profit & Loss**

Particulars	GRATUITY (FUNDED)	
	For the year ended 31.3.2018	For the year ended 31.3.2017
Service Cost	10,18,155.00	7,64,580.00
Net Interest Cost	2,18,499.00	2,91,440.00
Net cost recognized during the year in the Statement of Profit & Loss	12,36,654.00	10,56,020.00

## 5. Expense recognized during the year in Other Comprehensive Income

(Amount in Rs.)

Particulars	GRATUITY (FUNDED)	
	For the year ended 31.3.2018	For the year ended 31.3.2017
Remeasurements Due to :		
1. Effect of Change in Financial Assumptions	(2,85,407.00)	
2. Effect of Experience Adjustments	8,33,043.00	(17,50,969.00)
3. Return on Plan Assets (Excluding Interest)	(49,063.00)	(26,948.00)
Total Remeasurements Recognized in OCI (Gain) / Loss	4,98,573.00	(17,77,917.00)

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

Particulars	GRATUITY (FUNDED)	
	For the year ended 31.3.2018	For the year ended 31.3.2017
Balance Sheet (Asset)/Liability, Beginning of Period	26,83,719.00	40,12,544.00
Total Charge / (Credit) Recognized in Profit and Loss	12,36,654.00	10,56,020.00
Total Remeasurements Recognized in OC (Income)/Loss	4,98,573.00	(17,77,917.00)
Employer Contribution	(18,24,910.00)	(6,06,928.00)
Balance Sheet (Asset)/Liability, End of Period	25,94,036.00	26,83,719.00

## 7. Actual Return on Plan Assets

Particulars	GRATUITY (FUNDED)	
	For the year ended 31.3.2018	For the year ended 31.3.2017
Expected return on Plan Assets	1,62,180.00	1,36,513.00
Remeasurement on Plan Assets	49,063.00	26,948.00
Actual Return on Plan Assets	2,11,243.00	1,63,461.00

## 8. Actuarial assumptions

Particulars	GRATUITY (FUNDED)	
	For the year ended 31.3.2018	For the year ended 31.3.2017
Discount Rate (per annum)	7.86%	7.40%
Salary Escalation Rate (per annum)	7.00%	7.00%
Expected Rate of Return on Plan Assets (per annum)	7.51%	7.71%

## 9. Sensitivity Analysis

Particulars	GRATUITY (FUNDED)
a) Defined Benefit Obligation - Discount Rate + 100 Basis Points	(5,54,988.00)
b) Defined Benefit Obligation - Discount Rate - 100 Basis Points	6,48,107.00
c) Defined Benefit Obligation - Salary Escalation Rate + 100 Basis Points	6,47,191.00
d) Defined Benefit Obligation - Salary Escalation Rate -100 Basis Points	(5,64,004.00)

**NOTE: 24 FINANCE COST**

(Amount in Rs.)

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Interest to banks	5,40,74,493.01	6,71,38,023.83
Interest to others	5,78,69,131.79	3,40,24,023.97
Finance charges	1,10,95,571.53	58,39,500.70
Bank charges	23,06,655.19	14,35,856.82
<b>Total</b>	<b>12,53,45,851.52</b>	<b>10,84,37,405.32</b>

**NOTE: 25 OTHER EXPENSES**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Consumption of stores and spare parts	2,25,376.00	36,13,930.70
Excise duty on Pulverised Material	-	11,79,985.33
Power and fuel	4,31,07,033.35	2,54,38,803.58
Repairs to buildings	4,25,587.21	2,06,050.17
Repairs to machinery	29,64,745.15	19,38,836.85
Repair & Maintenance -Others	66,36,640.16	27,16,822.00
Outside Job work Expenses	23,50,974.04	76,24,750.87
Fee & Registration	11,79,764.50	28,77,480.04
Donation	1,39,100.00	22,000.00
Rent	10,99,636.40	14,13,274.00
Insurance	11,11,103.40	23,80,814.60
Travelling & Conveyance Expenses	38,58,611.50	1,16,01,286.25
Postage & Telephones	25,11,586.44	28,60,790.49
Printing & Stationery	18,79,116.37	10,89,825.39
Legal & Professional charges	38,41,688.86	1,03,40,112.48
Electricity & Water Expenses	33,30,363.86	29,00,494.94
Auditors' remuneration	2,61,750.00	2,43,750.00
Rates & Taxes	27,00,159.70	15,81,774.19
Miscellaneous expenses	87,07,889.84	23,23,949.04
Loss on sale of Fixed Assets	-	2,39,737.65
Advertisement	3,07,596.50	90,39,540.00
Business Promotion Expenses	-	23,82,508.80
Freight & Octroi	11,33,708.73	1,28,27,338.60
Discounts	4,13,55,482.18	4,40,84,522.19
Damaged Goods	9,20,585.86	5,65,783.43
<b>Total</b>	<b>13,00,48,500.05</b>	<b>15,14,94,161.59</b>

**25.1 PAYMENT TO AUDITORS AS FOLLOWS:**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
For Audit fee	1,70,000.00	1,70,000.00
For Tax Audit	55,000.00	55,000.00
In other capacity	36,750.00	18,750.00
<b>Total</b>	<b>2,61,750.00</b>	<b>2,43,750.00</b>



**NOTE 26 EXCEPTIONAL ITEMS GAINS/(LOSS)**

(Amount in Rs.)

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Gain on foreign exchange fluctuation	6,87,545.20	38,79,884.92
Debit balances written off	(8,50,74,177.75)	(1,18,803.76)
<b>Total</b>	<b>(8,43,86,632.55)</b>	<b>37,61,081.16</b>

**NOTE 27 EARNINGS PER SHARE**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
(i) Total Comprehensive Income attributable to Equity Shareholders	69,11,048.15	82,72,366.56
(ii) Weighted average number of Equity Shares used as denominator for calculating basic EPS	1,86,08,115	1,86,08,115
(iii) Weighted average number of Equity Shares used as denominator for calculating diluted EPS	2,03,63,594	1,86,08,115
(iv) Basic Earnings Per share (Rs)	0.37	0.44
(v) Diluted Earnings Per share (Rs)	0.34	0.44

## FIRST TIME IND AS ADOPTION RECONCILIATIONS EFFECTS OF IND AS ADOPTION ON THE STANDALONE BALANCE SHEET AS AT 31ST MARCH 2017. AND 1ST APRIL 2016

NOTE: 28

(Amount in Rs.)

Particulars	As at 31st March, 2017			As at 1st April, 2016		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
<b>ASSETS</b>						
<b>Non-current assets</b>						
(a) Property, plant and equipment	43,20,96,403.08	-	43,20,96,403.08	36,22,59,782.56	-	36,22,59,782.56
(b) Capital work-in-progress	8,38,27,890.48	-	8,38,27,890.48	3,43,76,076.64	-	3,43,76,076.64
(c) Intangible assets	13,93,33,380.74	-	13,93,33,380.74	52,26,815.94	-	52,26,815.94
(d) Intangible Assets under development	-	-	-	9,27,25,521.12	-	9,27,25,521.12
(e) Financial Assets						
(i) Investment	8,00,00,000.00	6,18,202.00	8,06,18,202.00	8,00,00,000.00	6,18,202.00	8,06,18,202.00
(ii) Loans	41,14,823.00	-	41,14,823.00	65,63,433.00	-	65,63,433.00
(iii) Other financial assets	-	81,176.00	81,176.00	-	-	-
(f) Deferred tax assets (net)	1,77,02,000.00	-	1,77,02,000.00	2,45,50,000.00	-	2,45,50,000.00
<b>Total Non-current assets</b>	<b>75,70,74,497.30</b>	<b>6,99,378.00</b>	<b>75,77,73,875.30</b>	<b>60,57,01,629.26</b>	<b>6,18,202.00</b>	<b>60,63,19,831.26</b>
<b>Current assets:</b>						
(a) Inventories	33,86,16,077.44	-	33,86,16,077.44	27,01,84,853.62	-	27,01,84,853.62
(b) Financial Assets						
(i) Trade receivables	29,04,89,146.83	-	29,04,89,146.83	38,09,63,042.06	-	38,09,63,042.06
(ii) Cash and cash equivalents	2,30,47,714.94	(81,176.00)	2,29,66,538.94	99,43,253.17	-	99,43,253.17
(iii) Other Financial Assets	19,79,53,555.53	(19,58,18,515.57)	21,35,039.96	13,01,37,570.54	(12,92,08,867.54)	9,28,703.00
(c) Other current assets	9,39,73,427.40	19,80,24,282.57	29,19,97,709.97	6,45,56,872.33	12,92,08,867.54	19,37,65,739.87
<b>Total current assets</b>	<b>94,40,79,922.14</b>	<b>21,24,591.00</b>	<b>94,62,04,513.14</b>	<b>85,57,85,591.72</b>	<b>-</b>	<b>85,57,85,591.72</b>
<b>TOTAL ASSETS</b>	<b>1,70,11,54,419.44</b>	<b>28,23,969.00</b>	<b>1,70,39,78,388.44</b>	<b>1,46,14,87,220.98</b>	<b>6,18,202.00</b>	<b>1,46,21,05,422.98</b>
<b>EQUITY AND LIABILITIES</b>						
<b>Equity</b>						
(a) Equity share capital	18,59,55,650.00	-	18,59,55,650.00	17,96,95,000.00	-	17,96,95,000.00
(b) Other Equity	25,63,73,496.70	17,35,108.00	25,81,08,604.70	14,73,15,604.28	3,92,880.00	14,77,08,484.28
<b>Total Equity</b>	<b>44,23,29,146.70</b>	<b>17,35,108.00</b>	<b>44,40,64,254.70</b>	<b>32,70,10,604.28</b>	<b>3,92,880.00</b>	<b>32,74,03,484.28</b>
<b>Non-Current liabilities:</b>						
(a) Financial liabilities						
(i) Borrowings	28,01,73,052.83	-	28,01,73,052.83	18,99,57,027.87	(76,479.00)	18,98,80,548.87
(ii) Other financial liabilities	-	2,39,963.00	2,39,963.00	-	3,01,801.00	3,01,801.00
(b) Provisions	67,53,384.00	8,48,898.00	76,02,282.00	89,38,210.00	-	89,38,210.00
<b>Total Non-current liabilities</b>	<b>28,69,26,436.83</b>	<b>10,88,861.00</b>	<b>28,80,15,297.83</b>	<b>19,88,95,237.87</b>	<b>2,25,322.00</b>	<b>19,91,20,559.87</b>
<b>Current liabilities:</b>						
(a) Financial liabilities						
(i) Borrowings	37,18,93,709.80	-	37,18,93,709.80	40,54,86,649.97	-	40,54,86,649.97
(ii) Trade payables	15,03,78,503.96	-	15,03,78,503.96	13,81,18,552.89	-	13,81,18,552.89
(b) Other current liabilities	44,31,12,586.15	-	44,31,12,586.15	38,54,62,139.97	-	38,54,62,139.97
(c) Provisions	65,14,036.00	-	65,14,036.00	65,14,036.00	-	65,14,036.00
<b>Total current liabilities</b>	<b>97,18,98,835.91</b>	<b>-</b>	<b>97,18,98,835.91</b>	<b>93,55,81,378.83</b>	<b>-</b>	<b>93,55,81,378.83</b>
<b>Total Liabilities</b>	<b>1,25,88,25,272.74</b>	<b>10,88,861.00</b>	<b>1,25,99,14,133.74</b>	<b>1,13,44,76,616.70</b>	<b>2,25,322.00</b>	<b>1,13,47,01,938.70</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>1,70,11,54,419.44</b>	<b>28,23,969.00</b>	<b>1,70,39,78,388.44</b>	<b>1,46,14,87,220.98</b>	<b>6,18,202.00</b>	<b>1,46,21,05,422.98</b>

### RECONCILIATION OF PROFIT AND OTHER EQUITY BETWEEN IND AS AND PREVIOUS GAAP.

Particulars	Net profit	Other Equity	
	Year ended 31st March, 2017	As at 31st March, 2017	As at 1st April, 2016
<b>Net Profit/Other Equity's as per previous GAAP</b>	<b>63,11,215.37</b>	<b>25,63,73,496.70</b>	<b>14,73,15,604.28</b>
Fair value as deemed cost for property, plant and equipment	-	-	-
Fair valuation for Financial Assets	-	-	-
Deferred Tax	-	-	-
Others-Impact on conversion to Ind AS	1,83,234.19	17,35,108.00	3,92,880.00
<b>Net Profit before OCI/Other Equity as per Ind AS</b>	<b>64,94,449.56</b>	<b>25,81,08,604.70</b>	<b>14,77,08,484.28</b>

<b>Significant Accounting Policies</b>	1		
<b>Notes to the Financial Statements</b>	2 to 30		
As per our report of even date attached			
<b>For D.S.Chadha and Associates</b>		<b>For and on behalf of Board of Directors</b>	
<b>Chartered Accountants</b>			
<b>(FRN-026723-N)</b>			
(D.S.Chadha)	(Rajan Handa)	(Mamta Handa)	
Proprietor	Managing Director	Whole Time Director	
M.No. 015727	DIN-00194590	DIN-00238019	
Place: New Delhi	(Narayan Chandra Rout)	(Rakesh Bhardwaj)	
Date: 30th May, 2018	Chief Financial Officer	Company Secretary	

**FIRST TIME IND AS ADOPTION RECONCILIATIONS  
EFFECTS OF IND AS ADOPTION ON THE STANDALONE STATEMENT OF PROFIT AND LOSS FOR  
THE YEAR ENDED 31ST MARCH 2017.**

NOTE: 29

(Amount in Rs.)

Particulars	Year ended 31st March, 2017		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS
Revenue from operations	69,41,07,723.59	5,51,54,764.21	74,92,62,487.80
Other income	93,55,107.84	6,38,217.00	99,93,324.84
<b>Total Income</b>	<b>70,34,62,831.43</b>	<b>5,57,92,981.21</b>	<b>75,92,55,812.64</b>
<b>Expenditures:</b>			
Cost of materials consumed	32,53,68,396.66	(4,00,02,357.50)	28,53,66,039.16
Purchases of Stock-in-Trade	1,87,88,690.48	-	1,87,88,690.48
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	1,35,82,876.49	-	1,35,82,876.49
Excise duty	-	5,51,54,764.21	5,51,54,764.21
Employee benefits expense	8,11,80,246.48	10,56,020.00	8,22,36,266.48
Finance costs	10,84,19,519.32	17,886.00	10,84,37,405.32
Depreciation and amortization expense	3,46,14,240.51	-	3,46,14,240.51
Other expenses	11,22,29,531.04	3,92,64,630.55	15,14,94,161.59
<b>Total expenses</b>	<b>69,41,83,500.98</b>	<b>5,54,90,943.26</b>	<b>74,96,74,444.24</b>
<b>Profit/(loss) before exceptional items and tax</b>	<b>92,79,330.45</b>	<b>3,02,037.95</b>	<b>95,81,368.40</b>
<b>Exceptional Items Gain/(Loss)</b>	<b>38,79,884.92</b>	<b>(1,18,803.76)</b>	<b>37,61,081.16</b>
<b>Profit before tax</b>	<b>1,31,59,215.37</b>	<b>1,83,234.19</b>	<b>1,33,42,449.56</b>
<b>Tax expense:</b>			
(1) Current tax	-	-	-
(2) Deferred tax charge/(credit)	68,48,000.00	-	68,48,000.00
<b>Profit / (Loss) for the year</b>	<b>63,11,215.37</b>	<b>1,83,234.19</b>	<b>64,94,449.56</b>
<b>Other Comprehensive Income:</b>			
Items that will not be reclassified to Statement of Profit and Loss:			
Re-measurement gains/ (losses) on defined benefit plans	-	17,77,917.00	17,77,917.00
Income tax effect	-	-	-
<b>Net other comprehensive income</b>	<b>-</b>	<b>17,77,917.00</b>	<b>17,77,917.00</b>
<b>Total Comprehensive Income for the Year</b>	<b>63,11,215.37</b>	<b>19,61,151.19</b>	<b>82,72,366.56</b>
Significant Accounting Policies	1		
Notes to the Financial Statements	2 to 30		
As per our report of even date attached For D.S.Chadha and Associates Chartered Accountants (FRN-026723-N)	For and on behalf of Board of Directors		
(D.S.Chadha) Proprietor M.No. 015727	(Rajan Handa) Managing Director DIN-00194590	(Mamta Handa) Whole Time Director DIN-00238019	
Place: New Delhi Date: 30th May, 2018	(Narayan Chandra Rout) Chief Financial Officer	(Rakesh Bhardwaj) Company Secretary	

**NOTE: 30 NOTES ON STANDALONE 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. 50,73,895.00 (Previous year Rs. 61,25,818.12).
      - (ii) Demand of penalty of Rs. Nil (Previous Year Rs. 29,37,276.00) 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.15,58,200.00 (Previous Year Rs. 42,00,400.00).
      - (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 at least equal to the amount stated therein. The provision for all known liabilities has been made and is 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 Ind AS 108 "Operating Segments".
5. **Related Party Disclosures:**
  - (I) Relationships
    - (a) Key Management Personnel
      - Justice T.R. Handa (Retd.)
      - Mr. Rajan Handa
      - Mrs. Mamta Handa
      - Dr. Rajan Wadhera
      - Mr Triloki Nath Verma
      - Mr Narayan Chandra Rout
    - 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:

(Amount in Rs.)

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2018	Related Parties (Referred in (I)) 31.3.2017
Directors remuneration paid	1,87,14,898.00	1,88,93,314.00

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

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2018	Related Parties (Referred in (I)) 31.3.2017
Sales	9,43,90,354.80	2,50,96,591.96
Purchases	5,61,36,960.00	1,44,68,209.00

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

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2018	Related Parties (Referred in (I)) 31.3.2017
Purchases	5,02,609.00	Nil

6. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

#### 7. TAXATION

Income Tax Recognized in Statement of Profit & Loss

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Current Tax	12,37,000.00	Nil
Deferred Tax	45,13,000.00	68,48,000.00
Provision of Tax of earlier year written back	(65,14,036.00)	Nil
Total Income Tax expenses / (income) recognized in the current year	(7,64,036.00)	68,48,000.00

The Income Tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Profit Before Tax	65,50,585.15	1,33,42,449.56
Applicable Tax Rate	19.055%	19.055%
Computed Tax Expense (a)	12,48,214.00	25,42,404.00
Tax effect of:		
Exempted Income / Allowable deductions (b)	(11,783.00)	(25,42,404.00)
Expenses disallowed ( c)	Nil	Nil
Balance (a-b-c)	12,36,431.00	Nil
Current Tax Provision (R/off)"A"	12,37,000.00	Nil

(Amount in Rs.)

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Deferred Tax Liability (a)	8,98,73,000.00	6,64,10,000.00
Deferred Tax Asset (b)	10,30,62,000.00	8,41,12,000.00
Deferred Tax Asset at year end, c=(a-b)	(1,31,89,000.00)	(1,77,02,000.00)
Less: Opening Deferred Tax Asset (d)	(1,77,02,000.00)	(2,45,50,000.00)
Deferred Tax Provision "B" =(c-d)	45,13,000.00	68,48,000.00
Provision of Tax of earlier years written back "C"	(65,14,036.00)	Nil
Total Expenses / (Income) recognized in the Statement of Profit & Loss (A + B + C)	(7,64,036.00)	68,48,000.00

## 8. CAPITAL MANAGEMENT

The Company manages its capital to ensure that the company will be able to continue as going concern through efficient allocation of capital towards expansion of business and optimization of working capital requirements. The management of the company reviews the capital structure of the company on regular basis

## 9. FINANCIAL INSTRUMENTS

Particulars	As at 31.3.2018	As at 31.3.2017	As at 31.3.2016
Categorization of Financial Instruments			
(A) Financial assets at amortized cost			
<b>Non-Current</b>			
Investments	8,06,18,202.00	8,06,18,202.00	8,06,18,202.00
Loans	43,00,280.00	41,14,823.00	65,63,433.00
Other Financial Assets	86,08,141.00	81,176.00	Nil
<b>Current</b>			
Trade Receivables	21,47,85,745.57	29,04,89,146.83	38,09,63,042.06
Cash and Cash Equivalents	2,30,24,031.80	2,29,66,538.61	99,43,253.17
Other Financial Assets	11,25,140.00	21,35,039.96	9,28,703.00
(B) Financial liabilities at amortized Cost			
<b>Non-Current</b>			
Borrowings	80,14,94,206.35	28,01,73,052.83	18,98,80,548.87
Other Financial Liabilities	1,78,126.00	2,39,963.00	3,01,801.00
<b>Current</b>			
Borrowings	23,78,72,777.24	37,18,93,709.80	40,54,86,649.97
Trade Payables	11,49,89,214.90	15,03,78,503.96	13,81,18,552.89

The fair value of the financial assets and liabilities are included at the amount that would be received to sell on asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

- Trade receivables, cash and cash equivalents, other bank balances, loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: Approximate their carrying amounts largely due to the short-term maturities of these instruments.

### Foreign Currency Risk

All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

The following table shows foreign currency exposures in USD on financial instruments at the end of the reporting year.

### Foreign Currency Exposure

(Amount in USD)

Particulars	As at 31.3.2018	As at 31.3.2017	As at 01.4.2016
Loans	5,42,600.00	24,17,600.00	36,67,600.00
Trade and Other Payables	9,45,665.00	7,37,754.51	6,27,937.00
Trade and Other Receivables	Nil	(21,840.00)	Nil
Net Exposure	14,88,265.00	31,33,514.51	42,95,537.00

### Foreign Currency Sensitivity

Since the net foreign currency exposure is not substantial, the foreign currency sensitivity is not material at the reporting date.

### Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rate. Since the company's borrowings which are affected by interest rate fluctuation is very insignificant to the size and operations of the company, therefore, a change in interest rate risk does not have a material impact on the company's financial statements in relation to fair value of financial instruments.

### Credit Risk

Credit Risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the company.

Financial instruments that are subject to concentrations of credit risks, principally consist of balance with banks, trade receivables, loans and advances. None of the financial instruments of the company result in material concentrations of credit risks.

### Liquidity Risk

The company manages liquidity risk through banking facilities by continuously monitoring forecast and actual cash flows.

As per our report of even date attached

**For D.S.Chadha and Associates**

**Chartered Accountants**

**(FRN-026723-N)**

**For and on behalf of Board of Directors**

(D.S.Chadha)

Proprietor

M.No. 015727

(Rajan Handa)

Managing Director

DIN-00194590

(Mamta Handa)

Whole Time Director

DIN-00238019

Place: New Delhi

Date: 30th May, 2018

(Narayan Chandra Rout)

Chief Financial Officer

(Rakesh Bhardwaj)

Company Secretary



## 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 (the Holding Company and its subsidiary together referred to as “the Group”) comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity 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 Ind AS Financial Statements”).

#### Management's Responsibility for the Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the 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 the Ind AS 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 preparation of the Consolidated Ind AS Financial Statements by the Board of Directors of the Holding Company, as aforesaid.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS 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 Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 of the Consolidated Ind AS Financial Statements that give a 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 Ind AS Financial Statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS 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 31<sup>st</sup> March, 2018, their consolidated profit/loss, consolidated changes in equity and their consolidated cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, 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 Ind AS Financial Statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept by the Company 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 the Consolidated Ind AS Financial Statements;
- d. In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian 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 March 31, 2018 and taken on record by the Board of Directors of the respective companies, none of the directors of the Group companies is disqualified as on March 31, 2018, 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:
  - (i) The Consolidated Ind AS Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group as referred to in Note 29(3) to the Consolidated Ind AS Financial Statements;
  - (ii) The Group did not have any material foreseeable losses on long term contracts including derivative contracts;
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding 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 : 30th May, 2018**

## **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 2018, 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 2018, 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)

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

**Place : New Delhi**  
**Dated : 30th May, 2018**

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH,2018

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, plant and equipment	2	67,08,15,113.21	61,35,54,356.82	55,32,13,353.22
(b) Capital work-in-progress	2	13,95,33,018.01	8,60,48,003.76	3,62,96,189.92
(c) Intangible assets	2	21,25,28,653.38	15,08,85,263.25	69,90,735.11
(d) Intangible Assets under development	2	16,84,511.00	-	9,98,38,488.12
(e) Financial Assets				
(i) Loans	3	56,42,174.00	51,04,717.00	75,53,327.00
(ii) Other financial assets	3	89,38,287.00	3,91,738.00	2,89,642.00
(f) Deferred tax assets (net)	4	2,88,38,000.00	4,99,22,000.00	5,95,42,000.00
<b>Total Non-current assets</b>		<b>1,06,79,79,756.60</b>	<b>90,59,06,078.83</b>	<b>76,37,23,735.37</b>
<b>Current assets:</b>				
(a) Inventories	5	44,79,12,919.31	38,25,60,939.51	30,35,89,417.61
(b) Financial assets				
(i) Trade receivables	6	22,93,39,265.47	30,27,22,713.88	39,50,16,174.19
(ii) Cash and cash equivalents	7	2,41,03,527.15	2,37,27,455.78	1,04,00,339.23
(iii) Other financial assets	8	11,25,140.00	21,35,039.96	9,28,703.00
(c) Other current assets	9	27,68,90,963.99	22,30,66,785.96	15,76,49,779.32
<b>Total current assets</b>		<b>97,93,71,815.92</b>	<b>93,42,12,935.09</b>	<b>86,75,84,413.35</b>
<b>TOTAL ASSETS</b>		<b>2,04,73,51,572.52</b>	<b>1,84,01,19,013.92</b>	<b>1,63,13,08,148.72</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(i) Equity Share Capital	10	18,59,58,150.00	18,59,55,650.00	17,96,95,000.00
(ii) Other Equity	11	27,02,49,005.51	17,36,87,938.92	6,90,64,023.32
<b>Total Equity</b>		<b>45,62,07,155.51</b>	<b>35,96,43,588.92</b>	<b>24,87,59,023.32</b>
<b>Non-current liabilities:</b>				
(a) Financial liabilities				
(i) Borrowings	12	85,44,46,816.45	36,70,88,560.93	30,70,76,846.87
(b) Provisions	13	72,99,317.00	76,02,282.00	89,38,210.00
<b>Total Non-current liabilities</b>		<b>86,17,46,133.45</b>	<b>37,46,90,842.93</b>	<b>31,60,15,056.87</b>
<b>Current liabilities:</b>				
(a) Financial liabilities				
(i) Borrowings	14	26,50,44,397.10	42,59,03,649.19	44,59,88,829.26
(ii) Trade payables	15	17,28,97,304.85	18,08,33,097.04	17,93,46,126.36
(b) Other current liabilities	16	28,91,26,581.61	49,25,33,799.84	43,46,85,076.91
(c) Provisions	17	23,30,000.00	65,14,036.00	65,14,036.00
<b>Total current liabilities</b>		<b>72,93,98,283.56</b>	<b>1,10,57,84,582.07</b>	<b>1,06,65,34,068.53</b>
<b>Total Liabilities</b>		<b>1,59,11,44,417.01</b>	<b>1,48,04,75,425.00</b>	<b>1,38,25,49,125.40</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,04,73,51,572.52</b>	<b>1,84,01,19,013.92</b>	<b>1,63,13,08,148.72</b>

Significant Accounting Policies  
Notes to the Consolidated Financial Statements

1  
2 to 29

As per our report of even date attached  
For D.S.Chadha and Associates  
Chartered Accountants  
(FRN-026723-N)

For and on behalf of Board of Directors

(D.S.Chadha)  
Proprietor  
M.No. 015727

(Rajan Handa)  
Managing Director  
DIN 00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date: 30th May, 2018

(Narayan Chandra Rout)  
Chief Financial Officer

(Rakesh Bhardwaj)  
Company Secretary



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in Rs.)

Particulars	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>INCOME</b>			
Revenue from operations	18	1,45,28,97,659.22	91,33,93,747.05
Other income	19	2,68,96,740.59	1,23,85,802.04
<b>Total Income</b>		<b>1,47,97,94,399.81</b>	<b>92,57,79,549.09</b>
<b>EXPENSES</b>			
Cost of materials consumed	20	73,47,94,278.21	36,15,45,282.01
Purchases of Stock-in-Trade	-	13,75,09,785.13	1,87,88,690.48
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	(5,28,71,350.33)	1,16,25,439.26
Excise duty		(3,03,28,408.83)	7,81,70,193.80
Employee benefits expense	22	12,13,24,500.84	9,44,14,791.98
Finance costs	23	14,47,54,267.32	13,41,19,519.33
Depreciation and amortization expense	2	6,37,36,994.53	4,52,62,888.07
Other expenses	24	17,26,31,880.66	17,52,73,190.66
<b>Total expenses</b>		<b>1,35,22,08,764.53</b>	<b>91,91,99,995.59</b>
<b>Profit/(loss ) before exceptional items and tax</b>		<b>12,75,85,635.28</b>	<b>65,79,553.50</b>
<b>Exceptional items-Gains/(Loss)</b>	25	(8,83,33,531.69)	37,61,081.16
<b>Profit before tax</b>		<b>3,92,52,103.59</b>	<b>1,03,40,634.66</b>
<b>Tax expense:</b>			
(1) Current tax		24,25,000.00	-
(2) Deferred tax charge/(Credit)		2,10,84,000.00	96,20,000.00
(3) Excess provision of Tax of earlier years written back		(65,14,036.00)	-
<b>Profit/(Loss) for the year</b>		<b>2,22,57,139.59</b>	<b>7,20,634.66</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to Statement of Profit and Loss:		-	-
Re-measurement gains/ (losses) on defined benefit plans		(4,98,573.00)	17,77,917.00
Income tax effect		95,000.00	-
<b>Net other comprehensive income</b>		<b>(4,03,573.00)</b>	<b>17,77,917.00</b>
<b>Total Comprehensive Income for the year</b>		<b>2,18,53,566.59</b>	<b>24,98,551.66</b>
Earnings per equity share of face value of Rs10 each	26		
(1) Basic (In Rs.)		1.17	0.13
(2) Diluted (In Rs.)		1.07	0.13

**Significant Accounting Policies**  
**Notes to the Consolidated Financial Statements**

1  
2 to 29

As per our report of even date attached  
**For D.S.Chadha and Associates**  
**Chartered Accountants**  
**(FRN-026723-N)**

**For and on behalf of Board of Directors**

(D.S.Chadha)  
Proprietor  
M.No. 015727

(Rajan Handa)  
Managing Director  
DIN 00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date: 30th May, 2018

(Narayan Chandra Rout)  
Chief Financial Officer

(Rakesh Bhardwaj)  
Company Secretary

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31ST MARCH, 2018**

**A. EQUITY SHARE CAPITAL**

(Amount in Rs.)

Particulars	Balance at the beginning of the year as at 01.04.2016	Changes in Equity Share Capital during the year 2016-17	Balance at the end of the year as at 31.03.2017	Changes in Equity Share Capital during the year 2017-18	Balance at the end of the year as at 31.03.2018
Equity Share capital of Rs10 each	17,98,21,000	62,60,150	18,60,81,150	-	18,60,81,150
Less : Allotment money unpaid (@Rs.5/-per equity share)	1,26,000	(500)	1,25,500	(2500)	1,23,000
Balance at the end of the year	17,96,95,000	62,60,650	18,59,55,650	2,500	18,59,58,150

**B. OTHER EQUITY FOR THE YEAR 31ST MARCH, 2018**

	Money received against share warrant	Reserves and Surplus				Other Comprehensive Income	Total
		Capital reserve	Share Premium	General Reserve	Retained earnings		
Balance as at the beginning of 1st April 2016	-	9,78,15,165.00	8,36,48,014.00	15,24,000.00	(3,52,78,694.72)	-	14,77,08,484.28
Total Comprehensive Income for the year	-	-	-	-	64,94,449.56	17,77,917.00	82,72,366.56
Transition Impact on conversion to Ind AS	-	-	-	-	(6,18,923.19)	-	(6,18,923.19)
Proceeds from the issue of Share Warrants	2,10,70,500.00	-	-	-	-	-	2,10,70,500.00
<b>Balance as at 31st March 2017</b>	<b>2,10,70,500.00</b>	<b>9,78,15,165.00</b>	<b>8,36,48,014.00</b>	<b>15,24,000.00</b>	<b>(2,94,03,168.35)</b>	<b>17,77,917.00</b>	<b>17,64,32,427.65</b>
Balance as at the beginning of 1st April 2017	2,10,70,500.00	9,78,15,165.00	8,36,48,014.00	15,24,000.00	(2,94,03,168.35)	17,77,917.00	17,64,32,427.65
Total Comprehensive Income for the year	-	-	-	-	73,14,621.15	(4,03,573.00)	69,11,048.15
Proceeds from the issue of Share Warrants	7,47,07,500.00	-	8,16,76,177.05	-	-	-	15,63,83,677.05
<b>Balance as at 31st March 2018</b>	<b>9,57,78,000.00</b>	<b>9,78,15,165.00</b>	<b>16,53,24,191.05</b>	<b>15,24,000.00</b>	<b>(2,20,88,547.20)</b>	<b>13,74,344.00</b>	<b>33,97,27,152.85</b>

As per our report of even date attached

**For D.S.Chadha and Associates**  
**Chartered Accountants**  
**(FRN-026723-N)**

**For and on behalf of Board of Directors**

(D.S.Chadha)  
Proprietor  
M.No. 015727

(Rajan Handa)  
Managing Director  
DIN-00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date:30th May,2018

(Narayan Chandra Rout)  
Chief Financial Officer

(Rakesh Bhardwaj)  
Company Secretary



**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018** (Amount in Rs.)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) before Tax as per statement of Profit & Loss	3,92,52,103.59	1,03,38,244.74
Adjustments for :		
Depreciation	6,37,36,994.53	4,52,62,888.07
Loss/(Profit ) on sale of Assets	(12,23,657.18)	2,39,737.65
Interest Received	(26,12,645.00)	(17,65,992.00)
Finance Costs	14,47,54,267.32	13,41,19,519.33
Re-measurement gains/(losses) on defined benefit plans	(4,98,573.00)	17,77,917.00
Effect of Transition to Ind AS	-	(6,18,923.19)
Exchange Fluctuation Loss/(Gain)	(6,87,545.20)	(38,79,884.92)
<b>Operating Profit before Working Capital changes</b>	<b>24,27,20,945.06</b>	<b>18,54,73,506.68</b>
Adjustments for :		
Trade and Other Receivables	7,33,83,448.41	9,22,93,460.31
Non-Current Assets - Other Financial Assets	(85,46,549.00)	(1,02,096.00)
Current Assets - Other Financial Assets	10,09,899.96	(12,06,336.96)
Inventories	(6,53,51,979.80)	(7,89,71,521.90)
Trade and Other Payables	(4,69,35,522.17)	3,67,54,851.81
Cash generated from operations	19,62,80,242.46	23,42,41,863.94
Direct taxes paid	-	-
<b>Net Cash from Operating Activities</b>	<b>19,62,80,242.46</b>	<b>23,42,41,863.94</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(24,53,29,746.12)	(19,96,61,483.18)
Sale of Fixed Assets	87,42,737.00	10,000.00
Interest Received	26,12,645.00	17,65,992.00
<b>Net Cash used in Investing Activities</b>	<b>(23,39,74,364.12)</b>	<b>(19,78,85,491.18)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from Issue of Share Capital	2,500.00	8,79,36,827.05
Share warrants money received	7,47,07,500.00	2,10,70,500.00
Loans & Advances paid	(5,43,61,635.03)	(6,29,68,396.64)
Finance Costs	(14,47,54,267.32)	(13,41,19,519.33)
Proceeds from Long Term Borrowings	32,33,35,347.47	8,51,36,512.78
Proceeds from Short Term Borrowings	(16,08,59,252.09)	(2,00,85,180.07)
<b>Net Cash used in Financing Activities</b>	<b>3,80,70,193.03</b>	<b>(2,30,29,256.21)</b>
<b>Net increase in Cash and Cash Equivalents</b>	<b>3,76,071.37</b>	<b>1,33,27,116.55</b>
<b>Cash and Cash Equivalents as at 1st April,2017</b>	<b>2,37,27,455.78</b>	<b>1,04,00,339.23</b>
<b>Cash and Cash Equivalents as at 31st March,2018</b>	<b>2,41,03,527.15</b>	<b>2,37,27,455.78</b>

Significant Accounting Policies

1

Notes to the Consolidated Financial Statements

2 to 29

As per our report of even date attached

**For D.S.Chadha and Associates**  
**Chartered Accountants**  
**(FRN-026723-N)**

For and on behalf of Board of Directors

(D.S.Chadha)  
Proprietor  
M.No. 015727

(Rajan Handa)  
Managing Director  
DIN 00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date: 30th May, 2018

(Narayan Chandra Rout)  
Chief Financial Officer

(Rakesh Bhardwaj)  
Company Secretary

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018****NOTE: 1 SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS****(1) BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS**

The consolidated financial statements have been prepared on the historical cost basis except for the following assets and liabilities which have been measured at fair value amount:

- i. Certain financial assets and liabilities and
- ii. Defined benefit plans – plan assets

The consolidated financial statements of the Group have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Up to the year ended March 31, 2017, the Group has prepared its consolidated financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rule, 2006 and considered as "Previous GAAP".

These consolidated financial statements are the Group's first Ind AS consolidated financial statements. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

**(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 like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b) Profits or losses resulting from intra-group transactions that are recognized in assets, such as inventory and property, plant & equipment, are eliminated in full.
- c) Offset (eliminate) the carrying amount of the parent's investment in the subsidiary and the parent's equity of the subsidiary.
- d) 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.
- e) 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.
- f) 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.
- g) 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 standalone financial statements.

**(3) Other significant accounting policies**

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

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**NOTES 2 PROPERTY, PLANT AND EQUIPMENT :**

(Amount in Rs.)

Particulars	Freehold Land	Leasehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipments	Vehicles	Total
<b>Cost</b>								
As at 1.4.2016	1,28,77,328.60	2,43,82,724.00	13,63,85,964.16	83,35,59,679.88	2,17,04,631.38	1,60,22,470.82	2,86,14,685.00	1,07,35,47,483.84
Additions	1,20,000.00	-	-	9,18,97,866.19	2,62,113.62	5,35,260.75	1,61,95,453.00	10,90,10,693.56
Adjustments/Deductions	-	-	-	(49,62,937.50)	-	-	(5,51,100.00)	(55,14,037.50)
<b>As at 31.3.2017</b>	<b>1,29,97,328.60</b>	<b>2,43,82,724.00</b>	<b>13,63,85,964.16</b>	<b>92,04,94,608.57</b>	<b>2,19,66,745.00</b>	<b>1,65,57,731.57</b>	<b>4,42,59,038.00</b>	<b>1,17,70,44,139.90</b>
Additions	-	1,51,099.00	-	11,21,58,753.55	55,62,020.98	15,90,124.20	77,892.00	11,95,39,889.73
Adjustments/Deductions	-	-	-	(1,26,31,213.57)	-	-	(56,83,447.00)	(1,83,14,660.57)
<b>As at 31.3.2018</b>	<b>1,29,97,328.60</b>	<b>2,43,82,724.00</b>	<b>13,65,37,063.16</b>	<b>1,02,00,22,148.55</b>	<b>2,75,28,765.98</b>	<b>1,81,47,855.77</b>	<b>3,86,53,483.00</b>	<b>1,27,82,69,369.06</b>
<b>Accumulated depreciation</b>								
As at 1.4.2016	-	-	2,18,93,632.94	45,76,57,567.15	1,08,27,057.94	1,32,42,356.10	1,67,13,516.49	52,03,34,130.62
Charge during the year	-	-	40,21,435.57	3,21,72,115.49	20,46,054.60	9,15,766.33	43,01,642.82	4,34,57,014.81
Adjustments/Deductions	-	-	-	-	-	-	(3,01,362.35)	(3,01,362.35)
<b>As at 31.3.2017</b>	<b>-</b>	<b>-</b>	<b>2,59,15,068.51</b>	<b>48,98,29,682.64</b>	<b>1,28,73,112.54</b>	<b>1,41,58,122.43</b>	<b>2,07,13,796.96</b>	<b>56,34,89,783.08</b>
Charge during the year	-	-	40,25,027.44	3,66,08,593.08	20,65,972.31	10,61,998.75	36,98,461.94	4,74,60,053.52
Adjustments/Deductions	-	-	-	(748.31)	-	-	(34,94,832.44)	(34,95,580.75)
<b>As at 31.3.2018</b>	<b>-</b>	<b>-</b>	<b>2,99,40,095.95</b>	<b>52,64,37,527.41</b>	<b>1,49,39,084.85</b>	<b>1,52,20,121.18</b>	<b>2,09,17,426.46</b>	<b>60,74,54,255.85</b>
<b>Net Block</b>								
As at 1.4.2016	1,28,77,328.60	2,43,82,724.00	11,44,92,331.22	37,59,02,112.73	1,08,77,573.44	27,80,114.72	1,19,01,168.51	55,32,13,353.22
As at 31.3.2017	1,29,97,328.60	2,43,82,724.00	11,04,70,895.65	43,06,64,925.93	90,93,632.46	23,99,609.14	2,35,45,241.04	61,35,54,356.82
<b>As at 31.3.2018</b>	<b>1,29,97,328.60</b>	<b>2,43,82,724.00</b>	<b>10,65,96,967.21</b>	<b>49,35,84,621.14</b>	<b>1,25,89,681.13</b>	<b>29,27,734.59</b>	<b>1,77,36,056.54</b>	<b>67,08,15,113.21</b>

**CAPITAL WORK IN PROGRESS, INTANGIBLE ASSETS UNDER DEVELOPEMENT:**

Particulars	Capital work-in-progress	Intangible Assets			Intangible Assets under development	Total
		Other Intangible Assets	Computer Software	Goodwill		
<b>Cost</b>						
As at 1.4.2016	3,62,96,189.92	1,39,45,814.93	82,10,135.94	4,66,946.00	9,98,38,488.12	15,87,57,574.91
Additions	4,97,51,813.84	14,53,81,447.40	3,18,954.00	-	4,26,89,522.28	23,81,41,737.52
Adjustments/Deductions	-	-	-	-	(14,25,28,010.40)	(14,25,28,010.40)
<b>As at 31.3.2017</b>	<b>8,60,48,003.76</b>	<b>15,93,27,262.33</b>	<b>85,29,089.94</b>	<b>4,66,946.00</b>	<b>-</b>	<b>25,43,71,302.03</b>
Additions	8,00,65,454.79	7,66,96,731.14	12,23,600.00	-	16,84,511.00	15,96,70,296.93
Adjustments/Deductions	(2,65,80,440.54)	-	-	-	-	-
<b>As at 31.3.2018</b>	<b>13,95,33,018.01</b>	<b>23,60,23,993.47</b>	<b>97,52,689.94</b>	<b>4,66,946.00</b>	<b>16,84,511.00</b>	<b>41,40,41,598.96</b>
<b>Accumulated depreciation</b>						
As at 1.4.2016	-	99,07,714.92	57,24,446.84	-	-	1,56,32,161.76
Charge during the year	-	14,35,087.04	3,70,786.22	-	-	18,05,873.26
Adjustments/Deductions	-	-	-	-	-	-
<b>As at 31.3.2017</b>	<b>-</b>	<b>1,13,42,801.96</b>	<b>60,95,233.06</b>	<b>-</b>	<b>-</b>	<b>1,74,38,035.02</b>
Charge during the year	-	1,58,99,607.60	3,77,333.41	-	-	1,62,76,941.01
Adjustments/Deductions	-	-	-	-	-	-
<b>As at 31.3.2018</b>	<b>-</b>	<b>2,72,42,409.56</b>	<b>64,72,566.47</b>	<b>-</b>	<b>-</b>	<b>3,37,14,976.03</b>
<b>Net Block</b>						
As at 1.4.2016	3,62,96,189.92	40,38,100.01	24,85,689.10	4,66,946.00	9,98,38,488.12	14,31,25,413.15
As at 31.3.2017	8,60,48,003.76	14,79,84,460.37	24,33,856.88	4,66,946.00	-	23,69,33,267.01
<b>As at 31.3.2018</b>	<b>13,95,33,018.01</b>	<b>20,87,81,583.91</b>	<b>32,80,123.47</b>	<b>4,66,946.00</b>	<b>16,84,511.00</b>	<b>38,03,26,622.93</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE: 3 NON-CURRENT FINANCIAL ASSETS

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>(i) Loans (Unsecured, considered good) Other Loans and Advances</b>			
Earnest money deposit	6,69,087.00	5,97,630.00	7,14,740.00
Security deposits	49,73,087.00	45,07,087.00	68,38,587.00
<b>Total</b>	<b>56,42,174.00</b>	<b>51,04,717.00</b>	<b>75,53,327.00</b>
<b>(ii) Other Financial Assets (Unsecured, considered good)</b>			
Fixed deposits more than 12 months maturity period	89,38,287.00	3,91,738.00	2,89,642.00
<b>Total</b>	<b>89,38,287.00</b>	<b>3,91,738.00</b>	<b>2,89,642.00</b>

## NOTE: 4 DEFERRED TAX ASSETS (NET)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Deferred tax liabilities:			
- Related to Property, plant, equipment and intangible assets (A)	10,86,74,000.00	8,66,27,000.00	5,08,68,000.00
Deferred tax Assets:			
-Others (B)	13,75,12,000.00	13,65,49,000.00	7,54,18,000.00
<b>Deferred Tax (Assets)/Liability (A-B)</b>	<b>(2,88,38,000.00)</b>	<b>(4,99,22,000.00)</b>	<b>(2,45,50,000.00)</b>

## NOTE: 5 INVENTORIES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Raw Materials	7,07,18,910.27	8,48,25,857.23	4,09,43,997.82
Work-in-Progress	5,95,05,926.68	4,12,34,201.71	2,75,40,324.15
Finished Goods	5,38,28,279.20	1,96,82,237.16	2,56,47,201.71
Stock-in-Trade	6,38,45,132.51	6,33,08,913.28	8,27,45,900.80
Stores & Spares	1,98,16,388.21	1,05,22,384.80	58,74,001.42
Packing Materials & Accessories	15,20,93,637.07	13,17,38,256.23	7,17,08,761.44
Others With Job Workers	84,22,133.52	2,52,67,009.00	2,11,82,049.00
Goods-in-transit	1,96,82,511.85	59,82,080.10	2,79,47,181.27
<b>Total</b>	<b>44,79,12,919.31</b>	<b>38,25,60,939.51</b>	<b>30,35,89,417.61</b>

## NOTE: 6 TRADE RECEIVABLES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Unsecured, considered good	22,93,39,265.47	30,27,22,713.88	39,50,16,174.10
<b>Total</b>	<b>22,93,39,265.47</b>	<b>30,27,22,713.88</b>	<b>39,50,16,174.10</b>

**NOTE: 7 CASH AND CASH EQUIVALENTS**

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Cash on hand including imprest	56,29,104.00	47,27,720.00	18,22,965.00
Balances with banks: - In current account	1,15,01,165.15	1,01,05,765.78	2,20,761.23
Fixed Deposit as margin money (maturity upto 12 months)	69,73,258.00	88,93,970.00	83,56,613.00
<b>Total</b>	<b>2,41,03,527.15</b>	<b>2,37,27,455.78</b>	<b>1,04,00,339.23</b>

**NOTE: 8 OTHER FINANCIAL ASSETS (CURRENT)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>(Unsecured, considered good)</b>			
Loans and advances to employees	11,25,140.00	21,35,039.96	9,28,703.00
<b>Total</b>	<b>11,25,140.00</b>	<b>21,35,039.96</b>	<b>9,28,703.00</b>

**NOTE: 9 OTHER CURRENT ASSETS**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>(Unsecured, considered good)</b>			
Advance to Creditors	13,90,51,369.62	15,63,81,186.69	14,23,20,877.41
Advances to Others	7,89,04,451.90	3,68,45,094.33	8,80,821.39
Advance Income Tax/TDS/Direct Taxes	57,07,913.06	29,95,434.11	26,47,485.00
Balance With Revenue Authorities (Indirect Taxes)	32,54,952.66	2,33,27,335.54	1,00,24,690.52
Prepaid Expenses	4,99,71,276.85	35,17,735.29	14,75,905.00
<b>Total</b>	<b>27,98,90,963.99</b>	<b>22,30,66,785.96</b>	<b>15,76,49,779.32</b>

**NOTE: 10 EQUITY SHARE CAPITAL**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
3,00,00,000 (Previous year 3,00,00,000; As at 1.4.2016: 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
<b>Total</b>	<b>30,00,00,000.00</b>	<b>30,00,00,000.00</b>	<b>30,00,00,000.00</b>
<b>Issued capital</b>			
1,86,64,015 (Previous year 1,86,64,015; As at 1.4.2016 :1,80,38,000) Equity Shares of Rs.10/- each	18,66,40,150.00	18,66,40,150.00	18,03,80,000.00
<b>Total</b>	<b>18,66,40,150.00</b>	<b>18,66,40,150.00</b>	<b>18,03,80,000.00</b>
<b>Subscribed and paid-up capital</b>			
1,86,08,115 (Previous year 1,86,08,115; As at 1.4.2016: 1,79,82,100) Equity Shares of Rs.10/- each	18,60,81,150.00	18,60,81,150.00	17,98,21,000.00
<b>Less:</b> Allotment money unpaid 24,600 Equity Shares (Previous year 25,100; As at 1.4.2016: 25,200)	1,23,000.00	1,25,500.00	1,26,000.00
<b>Total</b>	<b>18,59,58,150.00</b>	<b>18,59,55,650.00</b>	<b>17,96,95,000.00</b>

## (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Equity Shares</b>	<b>No. of Shares</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
At the beginning of the year	1,86,08,115	1,79,82,100	1,79,82,100
Add: Issued during the year	-	6,26,015	-
<b>Equity Shares at the end of the year</b>	<b>1,86,08,115</b>	<b>1,86,08,115</b>	<b>1,79,82,100</b>

(b) **Terms/ rights attached to equity shares** The Company has only one class of equity shares having par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share held and is entitled to dividend, if declared at the Annual General Meeting. {In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the company (after distribution of all preferential amounts, if any) in the proportion of equity held by the shareholders.}

## NOTE: 11 OTHER EQUITY

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Capital Reserve: (A)</b>	<b>9,78,15,165.00</b>	<b>9,78,15,165.00</b>	<b>9,78,15,165.00</b>
<b>Money Received against share warrants: (B)</b>			
Opening Balance	2,10,70,500.00	-	-
Add: Issued during the year	7,47,07,500.00	2,10,70,500.00	-
Closing Balance	<b>9,57,78,000.00</b>	<b>2,10,70,500.00</b>	-
<b>Share Premium:(C)</b>			
Opening Balance	16,53,24,191.05	8,36,48,014.00	8,36,48,014.00
Add: On issue of shares during the year	-	8,16,76,177.05	-
Closing Balance	<b>16,53,24,191.05</b>	<b>16,53,24,191.05</b>	<b>8,36,48,014.00</b>
<b>General Reserve: (D)</b>	<b>15,24,000.00</b>	<b>15,24,000.00</b>	<b>15,24,000.00</b>
<b>Retained Earnings: (E)</b>			
Opening Balance	(11,34,45,595.13)	(113,606,754.68)	(74,216,629.80)
Add: Impact on conversion to Ind AS	(3,78,239.00)	(9,35,324.19)	76,479.00
Add: Total Profit for the year	2,22,57,139.59	7,18,244.74	(3,97,83,004.88)
Closing Balance	<b>(9,15,66,694.54)</b>	<b>(11,38,23,834.13)</b>	<b>(11,39,23,155.68)</b>
<b>Other Comprehensive Income: (OCI):(F)</b>			
Opening Balance	17,77,917.00	-	-
Add: Movement in OCI (net) during the year	(4,03,573.00)	17,77,917.00	-
Closing Balance	<b>13,74,344.00</b>	<b>17,77,917.00</b>	-
<b>Total:(A+B+C+D+E+F)</b>	<b>27,02,49,005.51</b>	<b>17,36,87,938.32</b>	<b>6,90,64,023.32</b>

## NOTE: 12 BRORROWINGS (NON CURRENT)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Term Loans, Secured</b>			
From Bank	21,40,42,800.00	11,78,17,964.00	17,17,67,342.00
Against Vehicles	53,81,148.61	1,59,27,045.14	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	63,50,22,867.84	19,81,39,392.29	1,40,81,081.89
<b>Total</b>	<b>85,44,46,816.45</b>	<b>36,70,88,560.93</b>	<b>30,70,76,846.87</b>



**12.1. Secured Term Loans are secured as below:**

From Bank: Exclusive charge/equitable mortgage on the factory land and building at 17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana, Plant and Machinery and Assets created out of the term Loan.

Against Vehicles: Secured against hypothecation of respective vehicles:

**12.2. 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 Plot No-33, Rojka Meo Industrial Estate, Tehsil Nuh, District-Mewat, Haryana
- Hypothecation of all 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 value of Rs1.56 Crores.
- Corporate Guarantee of the Subsidiary Company, OK Play Auto Private Limited.

**12.3. Term loans, Unsecured, from other parties have been secured by third party property.****12.4. Term loans are repayable as follows:**

From Bank: Payable in monthly installments upto year 2024-25.

Against Vehicles: payable in monthly Installment extending to year 2022-23.

External Commercial Borrowing Payable in half yearly installments upto 2018-19.

Unsecured from Other Parties: Payable in monthly/quarterly extending installment to year 2022-23.

**NOTE: 13 PROVISIONS (NON-CURRENT)**

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Provision for Gratuity/Leave Encashment	72,99,317.00	76,02,282.00	89,38,210.00
	<b>72,99,317.00</b>	<b>76,02,282.00</b>	<b>89,38,210.00</b>

**NOTE: 14 BORROWINGS (CURRENT)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Loan Repayable on Demand, Secured</b>			
Working capital loan from bank	26,50,44,397.10	42,59,03,649.13	44,59,88,829.26
<b>Total</b>	<b>26,50,44,397.10</b>	<b>42,59,03,649.13</b>	<b>44,59,88,829.26</b>

**14.1 Working Capital Loan from Bank is secured by:**

Secured against Stocks of Raw Materials, Work in Progress, Finished Goods, Other Stocks and Book Debts.

**14.2 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 Plot No-33, Rojka Meo Industrial Estate, Tehsil Nuh, District-Mewat, Haryana.
- Hypothecation of all 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 value of Rs1.56 Crore.

**NOTE: 15 TRADE PAYABLES (CURRENT)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Trade Payables	17,28,97,304.85	18,08,33,097.04	17,93,46,126.36
<b>Total</b>	<b>17,28,97,304.85</b>	<b>18,08,33,097.04</b>	<b>17,93,46,126.36</b>

(1) The company has not received any information from Suppliers regarding their status under Micro, Small and Medium Enterprises Development Act 2006



**NOTE: 16 OTHER CURRENT LIABILITIES**

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Current maturities of long term debt</b>			
- Foreign Currency Convertible Bonds	2,28,40,623.00	2,27,73,056.00	2,32,55,786.00
- Others	10,23,27,630.73	26,71,05,650.98	24,53,05,777.23
Interest accrued and due on borrowings	-	14,78,321.00	1,17,64,779.37
Sundry Creditors (Others)	5,87,96,55.35	2,70,75,040.69	3,03,11,793.37
Due to Directors	7,70,337.19	92,16,847.06	2,23,18,887.47
Customer Advances & Deposits	6,45,53,806.60	13,00,79,162.54	7,18,72,925.46
Direct/Indirect Taxes payable	1,83,03,327.89	1,97,49,849.27	1,55,17,111.45
Other Liabilities	2,15,34,305.85	1,50,55,872.30	1,43,38,016.53
<b>Total</b>	<b>28,91,26,581.61</b>	<b>49,25,33,799.84</b>	<b>43,46,85,076.91</b>

The Board of Directors of the Company at its meeting held on 23rd July 2007 issued zero coupon unsecured Foreign Currency Convertible Bonds ("FCCB") aggregating to USD 10 Million at par. During the financial year 2010-11 the "FCCB" of the face value of USD 97,60,000 had been bought back by the company at a discount 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 2,40,000. However, no response has been received and no claimant has come forth on the redemption date 24th July 2012 and till date. The premium payable on the redemption of the "FCCB" has been provided for.

**NOTE: 17 PROVISIONS (CURRENT)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Provision for taxation	23,30,000.00	65,14,036.00	64,14,036.00
<b>Total</b>	<b>23,30,000.00</b>	<b>65,14,036.00</b>	<b>65,14,036.00</b>

**NOTE: 18 REVENUE FROM OPERATIONS**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Net Sale of products	1,42,25,69,250.39	83,52,23,553.25
Add : Excise duty	3,03,28,408.83	7,81,70,193.80
<b>Total</b>	<b>1,45,28,97,659.22</b>	<b>91,33,93,747.05</b>

**NOTE: 19 OTHER INCOME**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Interest Income	26,12,645.00	17,65,992.00
Net gain on Foreign Currency Transactions	75,20,312.96	56,87,487.47
Miscellaneous Receipts	1,55,40,125.45	49,32,322.57
Profit on Sale of Assets	12,23,657.18	-
<b>Total</b>	<b>2,68,96,740.59</b>	<b>1,23,85,802.04</b>

**NOTE: 20 COST OF MATERIALS CONSUMED**

(Amount in Rs.)

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Opening Stock of Raw Materials	8,48,25,857.23	4,09,43,997.82
Add : Purchases during the year	49,73,07,130.37	31,62,01,382.42
	<b>58,21,32,987.60</b>	<b>35,71,45,380.24</b>
Less: Closing Stock of Raw Materials	7,07,18,910.27	8,48,25,857.23
Consumption of Raw Materials	<b>51,14,14,077.33</b>	<b>27,23,19,523.01</b>
Consumption of Accessories	16,49,35,004.19	7,89,58,619.16
Consumption of Packing Materials	5,84,45,196.69	1,02,67,139.84
<b>Total</b>	<b>73,47,94,278.21</b>	<b>36,15,45,282.01</b>

**NOTE: 21 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
<b>Opening Stock</b>		
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 (a)</b>	<b>12,43,07,987.40</b>	<b>13,59,33,426.66</b>
<b>Closing Stock</b>		
Work-in-Progress	5,95,05,926.68	4,12,34,201.71
Finished Goods	11,76,73,411.71	8,30,73,785.69
<b>Sub-total (b)</b>	<b>17,71,79,338.39</b>	<b>12,43,07,987.40</b>
<b>Total (a-b)</b>	<b>(5,28,71,350.99)</b>	<b>1,16,25,439.26</b>

**NOTE: 22 EMPLOYEE BENEFITS EXPENSE**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Salaries, wages and bonus	11,17,53,310.40	8,71,63,306.49
Contributions to Provident fund & Other Funds	58,79,795.00	45,78,823.00
Staff welfare expenses	36,91,395.44	26,72,662.49
<b>Total</b>	<b>12,13,24,500.84</b>	<b>9,44,14,791.98</b>

**NOTE: 23 FINANCE COST**

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Interest to banks	7,28,64,577.01	9,20,83,823.93
Interest to others	5,78,69,131.79	3,40,59,023.97
Finance charges	1,10,95,571.53	60,21,201.70
Bank charges	29,24,986.99	19,55,469.73
<b>Total</b>	<b>14,47,54,267.32</b>	<b>13,41,19,519.33</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE: 24 OTHER EXPENSES

(Amount in Rs.)

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Consumption of stores and spare parts	(15,86,322.68)	50,13,866.92
Excise duty on Pulverised Material	-	11,79,985.33
Power and fuel	6,67,59,366.37	3,80,24,262.18
Repairs to buildings	4,42,368.21	2,08,124.29
Repairs to machinery	82,87,358.97	22,11,876.13
Repair & Maintenance -Others	78,83,821.94	35,33,877.76
Outside Job work Expenses	26,82,362.14	74,74,153.47
Fee & Registration	15,90,896.26	34,50,461.72
Donation	1,39,100.00	22,000.00
Rent	12,71,636.40	15,45,274.00
Insurance	14,75,930.29	28,13,792.71
Travelling & Conveyance Expenses	73,80,017.97	1,27,33,171.32
Postage & Telephones	27,92,872.72	31,79,138.49
Printing & Stationery	23,96,868.21	12,72,809.89
Legal & Professional charges	49,94,343.76	1,08,62,133.48
Electricity & Water Expenses	38,50,394.02	45,28,234.94
Auditors' remuneration	3,36,750.00	3,18,750.00
Rates & Taxes	28,10,842.70	18,68,344.88
Miscellaneous expenses	1,08,59,403.66	36,71,548.39
Loss on sale of Fixed Assets	-	2,39,737.65
Advertisement	3,07,596.50	90,39,540.00
Business Promotion Expenses	-	23,82,508.80
Freight & Octroi	11,33,708.73	1,28,27,338.60
Discounts	4,59,01,978.63	4,63,06,476.28
Damaged Goods	9,20,585.86	5,65,783.43
<b>Total</b>	<b>17,26,31,880.66</b>	<b>17,52,73,190.66</b>

## NOTE 25 EXCEPTIONAL ITEMS GAINS/(LOSS)

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Gain on foreign exchange fluctuation	6,87,545.20	38,79,884.92
Debit balances written off	(8,50,74,177.75)	(1,18,803.76)
<b>Total</b>	<b>(8,43,86,632.55)</b>	<b>37,61,081.16</b>

## NOTE 26 EARNINGS PER SHARE

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
(i) Total Comprehensive Income attributable to Equity Shareholders	2,18,53,566.59	24,98,551.66
(ii) Weighted average number of Equity Shares used as denominator for calculating basic EPS	1,86,08,115.00	1,86,08,115.00
(iii) Weighted average number of Equity Shares used as denominator for calculating diluted EPS	2,03,63,594	1,86,08,115
(iv) Basic Earnings Per share (Rs)	1.17	0.13
(v) Diluted Earnings Per share (Rs)	1.07	0.13

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FIRST TIME IND AS ADOPTION RECONCILIATIONS**  
**EFFECT OF IND AS ADOPTION ON THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017 AND 1ST APRIL 2016**

**NOTE 27**

(Amount in Rs.)

Particulars	As at 31st March, 2017			As at 1st April, 2016		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
<b>ASSETS</b>						
<b>Non-current assets</b>						
(a) Property, plant and equipment	61,35,54,356.82	-	61,35,54,356.82	55,32,13,353.22	-	55,32,13,353.22
(b) Capital work-in-progress	8,60,48,003.76	-	8,60,48,003.76	3,62,96,189.92	-	3,62,96,189.92
(c) Intangible assets	15,08,85,263.25	-	15,08,85,263.25	69,90,735.11	-	69,90,735.11
(d) Intangible Assets under development	-	-	-	9,98,38,488.12	-	9,98,38,488.12
(e) Financial Assets						
(i) Loans	51,04,717.00	-	51,04,717.00	-	75,53,327.00	75,53,327.00
(ii) Other financial assets	-	3,91,738.00	3,91,738.00	75,53,327.00	(72,63,685.00)	2,89,642.00
(f) Deferred tax assets (net)	4,99,22,000.00	-	4,99,22,000.00	5,95,42,000.00	-	5,95,42,000.00
<b>Total Non-current assets</b>	<b>90,55,14,340.83</b>	<b>3,91,738.00</b>	<b>90,59,06,078.83</b>	<b>76,34,34,093.37</b>	<b>2,89,642.00</b>	<b>76,37,23,735.37</b>
<b>Current assets:</b>						
(a) Inventories	38,25,60,939.51	-	38,25,60,939.51	30,35,89,417.61	-	30,35,89,417.61
(b) Financial Assets						
(i) Trade receivables	30,27,22,713.88	-	30,27,22,713.88	39,50,16,174.19	-	39,50,16,174.19
(ii) Cash and cash equivalents	2,41,19,193.78	(3,91,738.00)	2,37,27,455.78	1,06,89,981.23	(2,89,642.00)	1,04,00,339.23
(iii) Other Financial Assets	-	21,35,039.96	21,35,039.96	-	(9,28,703.00)	9,28,703.00
(c) Other current assets	22,29,96,058.92	70,727.04	22,30,66,785.96	15,85,78,482.32	9,28,703.00	15,76,49,779.32
<b>Total current assets</b>	<b>93,23,98,906.09</b>	<b>18,14,029.00</b>	<b>93,42,12,935.09</b>	<b>86,78,74,055.35</b>	<b>(2,89,642.00)</b>	<b>86,75,84,413.35</b>
<b>TOTAL ASSETS</b>	<b>1,83,79,13,246.92</b>	<b>22,05,767.00</b>	<b>1,84,01,19,013.92</b>	<b>1,63,13,08,148.72</b>	<b>0.00</b>	<b>1,63,13,08,148.72</b>
<b>EQUITY AND LIABILITIES</b>						
<b>Equity</b>						
(a) Equity share capital	18,59,55,650.00	-	18,59,55,650.00	17,96,95,000.00	-	17,96,95,000.00
(b) Other Equity	17,23,31,069.92	13,56,869.00	17,36,87,938.92	6,89,87,544.32	(76,479.00)	6,90,64,023.32
<b>Total Equity</b>	<b>35,82,86,719.92</b>	<b>13,56,869.00</b>	<b>35,96,43,588.92</b>	<b>24,86,82,544.32</b>	<b>(76,479.00)</b>	<b>24,87,59,023.32</b>
<b>Non-Current liabilities:</b>						
(a) Financial liabilities						
(i) Borrowings	36,70,88,560.93	-	36,70,88,560.93	30,71,53,325.87	76,479.00	30,70,76,846.87
(ii) Other financial liabilities	-	-	-	-	-	-
(b) Provisions	67,53,384.00	8,48,898.00	76,02,282.00	89,38,210.00	-	89,38,210.00
<b>Total Non-current liabilities</b>	<b>37,38,41,944.93</b>	<b>8,48,898.00</b>	<b>37,46,90,842.93</b>	<b>31,60,91,535.87</b>	<b>76,479.00</b>	<b>31,60,15,056.87</b>
<b>Current liabilities:</b>						
(a) Financial liabilities						
(i) Borrowings	42,59,03,649.19	-	42,59,03,649.19	44,59,88,829.26	-	44,59,88,829.26
(ii) Trade payables	18,08,33,097.04	-	18,08,33,097.04	17,93,46,126.36	-	17,93,46,126.36
(b) Other current liabilities	49,25,33,799.84	-	49,25,33,799.84	43,46,85,076.91	-	43,46,85,076.91
(c) Provisions	65,14,036.00	-	65,14,036.00	65,14,036.00	-	65,14,036.00
<b>Total current liabilities</b>	<b>1,10,57,84,582.07</b>	<b>-</b>	<b>1,10,57,84,582.07</b>	<b>1,06,65,34,068.53</b>	<b>-</b>	<b>1,06,65,34,068.53</b>
<b>Total Liabilities</b>	<b>1,47,96,26,527.00</b>	<b>8,48,898.00</b>	<b>1,48,04,75,425.00</b>	<b>1,38,26,25,604.40</b>	<b>76,479.00</b>	<b>1,38,25,49,125.40</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>1,83,79,13,246.92</b>	<b>22,05,767.00</b>	<b>1,84,01,19,013.92</b>	<b>1,63,13,08,148.72</b>	<b>0.00</b>	<b>1,63,13,08,148.72</b>

**RECONCILIATION OF PROFIT AND OTHER EQUITY BETWEEN IND AS AND PREVIOUS GAAP**

Particulars	Net profit	Other Equity	
	Year ended 31st March 2017	As at 31st March 2017	As at 1st April 2016
<b>Net Profit/Other Equity's as per previous GAAP</b>	<b>5,96,848.55</b>	<b>17,23,31,069.92</b>	<b>6,89,87,544</b>
Fair value as deemed cost for property, plant and equipment	-	-	-
Fair valuation for Financial Assets	-	-	-
Deferred Tax	-	-	-
Others-Impact on conversion to Ind AS	1,21,396.19	13,56,869.00	(76,479.00)
<b>Net Profit before OCI/Other Equity as per Ind AS</b>	<b>7,18,244.74</b>	<b>17,36,87,938.92</b>	<b>6,89,11,065.32</b>
<b>Significant Accounting Policies</b>	1		
<b>Notes to the Consolidated Financial Statements</b>	2 to 29		
As per our report of even date attached	For and on behalf of Board of Directos		
<b>For D.S.Chadha and Associates</b>	<b>Chartered Accountants</b>		
<b>(FRN-026723-N)</b>	<b>(FRN-026723-N)</b>		
(D.S.Chadha) Proprietor M.No. 015727	(Rajan Handa) Managing Director DIN-00194590	(Mamta Handa) Whole Time Director DIN-00238019	
Place: New Delhi Date: 30th May, 2018	(Narayan Chandra Rout) Chief Financial Officer	(Rakesh Bhardwaj) Company Secretary	

**FIRST TIME IND AS ADOPTION RECONCILIATIONS  
EFFECT OF IND AS ADOPTION ON THE CONSOLIDATED OF PROFIT AND LOSS FOR THE  
YEAR ENDED AS AT 31ST MARCH 2017**

## NOTE 28

(Amount in Rs.)

Particulars	Year ended 31st March, 2017		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS
Revenue from operations	83,52,23,553.25	7,81,70,193.80	91,33,93,747.05
Other income	1,18,09,422.04	5,76,380.00	1,23,85,802.04
<b>Total Income</b>	<b>84,70,32,975.29</b>	<b>7,87,46,573.80</b>	<b>92,57,79,549.09</b>
<b>Expenses</b>			
Cost of materials consumed	41,56,57,550.33	(5,41,12,268.32)	36,15,45,282.01
Purchases of Stock-in-Trade	1,87,88,690.48	-	1,87,88,690.48
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	1,16,25,439.26	-	1,16,25,439.26
Excise duty	-	7,81,70,193.80	7,81,70,193.80
Employee benefits expense	9,33,58,771.98	10,56,020.00	9,44,14,791.98
Finance costs	13,41,01,632.33	17,887.00	13,41,19,519.33
Depreciation and amortization expense	4,52,62,888.07	-	4,52,62,888.07
Other expenses	12,19,01,039.21	5,33,72,151.45	17,52,73,190.66
<b>Total expenses</b>	<b>84,06,96,011.66</b>	<b>7,85,03,983.93</b>	<b>91,91,99,995.59</b>
<b>Profit/(loss) before exceptional items and tax</b>	63,36,963.63	2,42,589.87	65,79,553.50
<b>Exceptional Items-Gain/(Loss)</b>	38,79,884.92	(1,21,193.68)	37,61,081.16
<b>Profit before tax</b>	<b>1,02,16,848.55</b>	<b>1,21,396.19</b>	<b>1,03,40,634.66</b>
<b>Tax expense:</b>			
(1) Current tax	-	-	-
(2) Deferred tax charged(Credit)	96,20,000.00	-	96,20,000.00
<b>Profit / (Loss) for the year</b>	<b>5,96,848.55</b>	<b>1,21,396.19</b>	<b>7,20,634.66</b>
<b>Other Comprehensive Income:</b>			
Items that will not be reclassified to Statement of Profit and Loss:			
Re-measurement gains/ (losses) on defined benefit plans	-	17,77,917.00	17,77,917.00
Income tax effect	-	-	-
<b>Net other comprehensive income</b>	<b>0.00</b>	<b>17,77,917.00</b>	<b>17,77,917.00</b>
<b>Total Comprehensive Income for the Year</b>	<b>5,96,848.55</b>	<b>18,99,313.19</b>	<b>24,98,551.66</b>

Significant Accounting Policies

1

Notes to the Consolidated Financial Statements

2 to 29

As per our report of even date attached

For D.S.Chadha and Associates

For and on behalf of Board of Directors

Chartered Accountants

(FRN-026723-N)

(D.S.Chadha)

Proprietor

M.No. 015727

(Rajan Handa)

Managing Director

DIN-00194590

(Mamta Handa)

Whole Time Director

DIN-00238019

Place: New Delhi

Date: 30th May, 2018

(Narayan Chandra Rout)

Chief Financial Officer

(Rakesh Bhardwaj)

Company Secretary

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018****NOTE 29**

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

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership
OK Play Auto Private Limited	India	100%

## 2. Financial Information of Subsidiary Company

Name of Subsidiary Company	Equity Share Capital	Other Equity	Total assets	Total Liabilities	Investments	Turnover / Total Income	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend
OK PLAY Auto Private Limited	800.00	(524.17)	2922.95	2922.95	Nil	4786.63	391.20	177.59	213.61	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.50,73,895.00 (Previous Year Rs.61,25,818.12)
- (ii) Demand of penalty of Rs.Nil (Previous Year Rs.29,37,276.00) 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.15,58,200.00 (Previous Year Rs. 42,00,400.00).
- (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 has been made and is adequate.

## 5. Related Party Disclosures:

## (I) Relationships

## (a) Key Management Personnel

Justice T.R. Handa (Retd.)  
 Mr. Rajan Handa  
 Mrs. Mamta Handa  
 Dr. Rajan Wadhwa  
 Mr. Triloki Nath Verma  
 Mr. Narayan Chandra Rout

## 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 business:

(Amount in Rs.)

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2018	Related Parties (Referred in (I)) 31.3.2017
Remuneration Paid	Rs. 1,87,14,898.00	Rs. 1,88,93,314.00

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

Nature of Transactions	31.3.2018	31.3.2017
Purchases	5,02,609.00	Nil

6. All the operations of the company are considered as a single business segment for the purpose of Ind AS 108 "Operating Segments".

7. The Group did not have any long term contracts including derivatives contracts for which there are any material foreseeable losses.

#### 8. TAXATION

Income Tax Recognized in Statement of Profit & Loss

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Current Tax	24,25,000.00	NIL
Deferred Tax	2,10,84,000.00	96,20,000.00
Provision of Tax of earlier years written back	(65,14,036.00)	NIL
Total Income Tax expenses/(income) recognized in the current year	1,69,94,964.00	96,20,000.00

The Income Tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	For the year ended 31.3.2018	For the year ended 31.3.2017
Profit Before Tax	3,92,52,103.59	1,03,38,244.74
Computed Tax Expense (a)	87,02,611.00	30,74,087.00
Tax effect of :		
Exempted Income/Allowable deductions(b)	(62,90,581.00)	(30,74,087.00)
Expenses disallowed (c)	NIL	NIL
Balance (a-b-c)	24,12,030.00	NIL
Current Tax Provision (R/off) "A"	24,25,000	NIL



Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
Deferred Tax Liability (a)	10,86,74,000.00	8,66,27,000.00
Deferred Tax Asset (b)	13,75,12,000.00	13,65,49,000.00
Deferred Tax Asset at year end, =(a-b)	(2,88,38,000.00)	(4,99,22,000.00)
Less: Opening Deferred Tax Asset(d)	(4,99,22,000.00)	(5,95,42,00.000)
Deferred Tax Provision "B" =(c-d)	2,10,84,000.00	96,20,000.00
Provision of Tax of earlier years written back "C"	(65,14,036.00)	NIL
Total Expenses / (Income) recognized in the Statement of Profit & Loss (A + B + C)	1,69,94,964.00	96,20,000.00

#### 9. CAPITAL MANAGEMENT

The Company manages its capital to ensure that the company will be able to continue as going concern through efficient allocation of capital towards expansion of business and optimization of working capital requirements. The management of the company reviews the capital structure of the company on regular basis

#### 10. FINANCIAL INSTRUMENTS

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Categorization of Financial Instruments			
(A) Financial assets at amortized cost			
<b>Non-Current</b>			
Loans	56,42,174.00	51,04,717.00	75,53,327.00
Other Financial Assets	89,38,287.00	3,91,738.00	2,89,642.00
<b>Current</b>			
Trade Receivables	22,93,39,265.47	30,27,22,713.88	39,50,16,174.19
Cash and Cash Equivalents	2,41,03,527.15	2,37,27,455.78	1,04,00,339.23
Other Financial Assets	11,25,140.00	21,35,039.96	9,28,703.00
(B) Financial liabilities at amortized Cost			
<b>Non-Current</b>			
Borrowings	85,44,46,816.45	36,70,88,560.93	30,70,76,846.87
<b>Current</b>			
Borrowings	26,50,44,397.10	42,59,03,649.19	44,59,88,829.26
Trade Payables	17,28,97,304.85	18,08,33,097.04	17,93,46,126.36

The fair value of the financial assets and liabilities are included at the amount that would be received to sell on asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

- Trade receivables, cash and cash equivalents, other bank balances, loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: Approximate their carrying amounts largely due to the short-term maturities of these instruments.

### Foreign Currency Risk

All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

The following table shows foreign currency exposures in USD on financial instruments at the end of the reporting period

Particulars	Foreign Currency Exposure (USD)		
	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Loans	5,42,600.00	24,17,600.00	36,67,600.00
Trade and Other Payables	15,53,965.00	10,49,034.51	9,27,393.00
Trade and Other receivables	Nil	(21840.00)	Nil
Net Exposure	20,96,565.00	34,44,794.51	4,594,993.00

### Foreign Currency Sensitivity

Since the net foreign currency exposure is not substantial, the foreign currency sensitivity is not material at the reporting date.

### Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rate. Since the company's borrowings which are affected by interest rate fluctuation is very insignificant to the size and operations of the company, therefore, a change in interest rate risk does not have a material impact on the company's financial statements in relation to fair value of financial instruments.

### Credit Risk

Credit Risk refers to the risk that counter party will default on its contractual obligations resulting in financial loss to the company.

Financial instruments that are subject to concentrations of credit risks principally consist of balance with banks, trade receivables, loans and advances. None of the financial instruments of the company result in material concentrations of credit risks.

### Liquidity Risk

The company manages liquidity risk through banking facilities by continuously monitoring forecast and actual cash flows.

As per our report of even data attached  
**For D.S. Chadha and Associates**  
**Chartered Accountants**  
**FRN-026723-N**

**For and on Behalf of Board of Director**

**(D.S. Chadha)**  
 Proprietor  
 M.No.-015727

**(Rajan Handa)**  
 Managing Director  
 DIN-00194590

**(Mamta Handa)**  
 Whole Time Director  
 DIN-00238019

Place : New Delhi  
 Dated : 30th May, 2018

**(Narayan Chandra Rout)**  
 Chief Financial Officer

**(Rakesh Bhardwaj)**  
 Company Secretary



ATTENDANCE SLIP

**OK PLAY INDIA LIMITED**

(CIN L28219HR1988PLC030347)

Registered Office: 17-18, 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 29th ANNUAL GENERAL MEETING of the Company being held on Saturday, the 29th day of September, 2018 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: 17-18, 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

Name of the Member(s):
Registered Address:
E-mail Id: Folio No./Client Id:
DP ID:

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

(1) Name: ..... Address: .....

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

(2) Name: ..... Address: .....

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

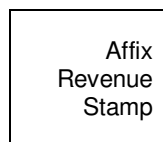
(3) Name: ..... Address: .....

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Ninenth Annual General Meeting of the Company, to be held on Saturday, the 29th day of September, 2018 at 10.00 A.M. at Hakim Ji ki Choupal, opposite Batra Hospital, Vill-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> 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, 2018, 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> To appoint a Director in place of Mrs. Mamta Handa (DIN 00238019), Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.		
3	<b>ORDINARY BUSINESS &amp; ORDINARY RESOLUTION:</b> To ratify appointment of Auditors and fix their remuneration		
4	<b>SPECIAL BUSINESS &amp; SPECIAL RESOLUTION:</b> Re-appointment & payment of remuneration to Mrs. Mamta Handa (DIN-00238019) as Whole Time Director		
5	<b>SPECIAL BUSINESS &amp; SPECIAL RESOLUTION:</b> Increase in the Remuneration of Mr. Rajan Handa (DIN-00194590) as Managing Director of the company		
6	<b>SPECIAL BUSINESS &amp; SPECIAL RESOLUTION:</b> Increase in the remuneration of Mr. Rajan Wadhera (DIN-01412577) as Whole Time Director of the Company		
7	<b>SPECIAL BUSINESS &amp; SPECIAL RESOLUTION:</b> Alteration of Articles of Association of the Company		

Signed this..... Day of..... 2018



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 29th 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 as he/she thinks appropriate.
4. Please complete all details including details of member(s) in the box before submission.

New Delhi  
नई दिल्ली

DWARKA  
द्वारका

HAUZ KHAS  
हौज़ खास

Badli  
बादली

Badsa  
बादसा

Farukh Nagar  
फारुख नगर

Rajiv Chowk

Faridabad  
फरीदाबाद

Khandewla  
खंडेवला

1 h 20 min  
71.6 km

1 h 17 min  
53.7 km

Bhiwadi  
भिवाड़ी

Tauru  
तावड़ू

1 h 29 min  
57.8 km

Palwal  
पलवल

Tapukara  
टपूकड़ा

Nuh  
नुहूँ

Mandkaula  
मंदकौला

Ujina

Malab  
मालब

Hathin  
हथीन  
ग्रामीण

Aurangabad  
औरंगाबाद

Bibirani  
बिबिरानी

Tijara  
तिजारा

Bhadas  
भादस

Bahin  
बहीन

Pinangwan  
पिनान्वान

Hod  
होड

Punhana

[www.okplay.in](http://www.okplay.in)  
[www.okplayev.com](http://www.okplayev.com)  
[www.okplay.co.in](http://www.okplay.co.in)



## **OK PLAY INDIA LIMITED**

### **Regd. Office & Works:**

Plot No. 17-18, Roz-Ka-Meo, Industrial Estate, Tehsil Nuh, Distt. Mewat, Haryana, India  
T: +91-124-2802000, 2362335  
F: +91-124-2362326

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### **Head Office:**

124, New Manglapuri, Mehrauli, New Delhi-110030, India.  
T: +91-11-46190000  
F: +91-11-46190090  
E: [investor.relations@okplay.in](mailto:investor.relations@okplay.in)