

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the members of OK PLAY INDIA LIMITED will be held on Friday, the 30th day of September, 2016 at 10.00 A.M. at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat (Haryana) to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

(a) the standalone financial statements of the Company for the financial year ended on 31st March, 2016, 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.

(a) the consolidated financial statements of the Company for the financial year ended on 31st March, 2016, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors' Report and Auditors' report thereon.

2. To appoint a Director in place of Mr. Rajan Wadhwa (DIN 01412577), Whole-time Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.
3. To rectify appointment of Auditors and fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), appointment of M/s D. S. Chadha & Associates, Chartered Accountants (FRN-026723-N) as Statutory Auditors, be and is hereby ratified and approved for continuation in the office of Auditors up to the conclusion of 31st (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 MR. RAJAN HANDA (DIN 00194590) AS MANAGING 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 Mr. Rajan Handa (DIN 00194590) as Managing Director of the Company after the expiry of his current term for a period of three years from 1st March, 2017 to 28th 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:

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I. Salary

Basic Salary: Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) per month with effect from 1st March, 2015.

II. Allowances & Perquisites

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs. 3,50,000/- per month. Allowances and Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, Medical Reimbursement and Leave Travel concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, Use of Company's car with driver, Residential Telephones, Special Allowances etc.

For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, ceilings under each of the above heads shall be fixed/re-fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 3,50,000/- or to allow any other perquisite."

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

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

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

5. RE-APPOINTMENT & PAYMENT OF REMUNERATION TO JUSTICE TILAK RAJ HANDA (DIN 00194284) 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 Justice Tilak Raj Handa (DIN 00194284) as whole Time Director of the Company after the expiry of his current term for a period of three years from 1st March, 2017 to 28th 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. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with effect from 1st March, 2017.

II. Allowances & Perquisites

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs 1,50,000/- per month. Allowances and Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, Medical Reimbursement and Leave Travel concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, Use of Company's car with driver, Residential Telephones, Special Allowances etc.

For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, ceilings under each of the above heads shall be fixed/re-fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 1,50,000/- or to allow any other perquisite.

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

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

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

6. TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT in accordance with:

- a) the provisions of sections 42, 62 and other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014,
- b) the Listing Agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed and traded and in accordance with the Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”),
- c) the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),
- d) the relevant provisions of the Memorandum and Articles of Association of the Company,
- e) other applicable rules, regulations, statutes, notifications, clarifications and/or guidelines, if any, of SEBI, RBI, Government of India, Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance) and such other authorities as may be applicable;

and subject to

- f) the requisite approvals, consents, permissions or sanctions (if any), as may be required to be obtained from any banks or financial institutions or any regulatory authority, wherever necessary,
- g) the provisions of Foreign Exchange Management Act, 1999, as amended including the Foreign

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Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 as amended from time to time,

- h) further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the statutory or regulatory authorities including the BSE Limited which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to accept,
- i) subject to such conditions and modifications as may be considered appropriate by the Board;

consent and approval of the Company be and is hereby accorded to create, offer, issue and allot up to 6,50,931 (Six Lakh Fifty Thousand Nine Hundred Thirty One only) Equity shares ("Issue Shares") of Rs. 10/- (Rupees Ten only) each, on a preferential basis for cash at a price of Rs. 140.47/- (Rupees One Hundred Forty and Forty Seven paise Only) per Issue Share aggregating Rs. 9,14,36,277.57/- (Rupees Nine Crore Fourteen Lakh Thirty Six Thousand Two Hundred Seventy Seven and Fifty Seven paise Only), including premium of Rs. 130.47/- (Rupees One Hundred thirty and Forty Seven paise Only) per Issue Share, to the below mentioned proposed non – promoter investors ("Investors") and 6,00,000 (Six Lakh only) warrants ("Warrants") (1 Warrant convertible into 1 Equity Share of face value of Rs.10/-(Rupees Ten) each) at a price of Rs. 140.47/- (Rupees One Hundred Forty and Forty Seven paise Only) per Warrant aggregating Rs. 8,42,82,000.00/- (Rupees Eight Crore Forty Two Lakh Eighty Two Thousand Only), including premium of Rs. 130.47/- (Rupees One Hundred thirty and Forty Seven paise Only) per Warrant to Promoter (collectively referred as "Allottees" and individually "Allottee") aggregating Rs. 17,57,18,277.57/- (Rupees Seventeen Crore Fifty Seven Lakh Eighteen Thousand Two Hundred Seventy Seven and Fifty Seven paise Only) in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("Preferential Issue");

Sr. No.	Name of the proposed allottee	Category	No of Equity Shares / Warrants to be allotted	Consideration Payable (Rs.)
Equity Shares				
1.	Alfaccurate Advisors Pvt Ltd	Non – Promoter	17,797	24,99,944.59/-
2.	Seven Hills Capital	Non – Promoter	1,06,784	1,49,99,948.48/-
3.	Synthetic Fibre Trading Co.	Non – Promoter	35,594	49,99,889.18/-
4.	Emkay Fincap Limited	Non – Promoter	1,42,379	1,99,99,978.13/-
5.	Kirit Toprani	Non – Promoter	17,797	24,99,944.59/-
6.	Saboo Silk Exports Private Limited	Non – Promoter	17,797	24,99,944.59/-
7.	Dipco Private Limited	Non – Promoter	70,000	98,32,900.00/-
8.	Kalpna Sudhir Bheda	Non – Promoter	18,000	25,28,460.00/-
9.	Parul Vignesh Bheda	Non – Promoter	18,000	25,28,460.00/-
10.	Kesharmal C Jain HUF	Non – Promoter	24,916	34,99,950.52/-
11.	Jayesh N Shah	Non – Promoter	10,678	14,99,938.66/-
12.	Ravinder Chamanlal Mehra	Non – Promoter	1,00,000	1,40,47,000.00/-
13.	Keynote Capitals Limited	Non – Promoter	71,189	99,99,918.83/-
Warrants				
13.	Rajan Handa	Promoter	6,00,000	8,42,82,000.00/-

"RESOLVED FURTHER THAT the price of the Issue Shares and Warrants has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. 'Relevant Date' for the purpose of calculating the price of the Issue Shares is 31st August, 2016 the date which is 30 days prior to

the date of shareholders meeting for approving the Preferential Issue.”

“RESOLVED FURTHER THAT the allotment of the Issue Shares and Warrants pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders, provided that where the allotment of the said Issue Shares and Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of grant of such approval.”

“RESOLVED FURTHER THAT

- a) Warrants shall be convertible into equity shares of the Company not later than 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulations at the option of the warrant holder without any further approval of the shareholders prior to or at the time of conversion.
- b) The Warrants by itself do not give to the Warrants holder any rights of the shareholders of the company
- c) The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of Warrants. If the option to acquire equity shares pursuant to conversion of Warrants is not exercised as per above clause a, the amount paid under this clause c shall be forfeited by the Company.
- d) The aforesaid allotment of the Warrants and the equity shares to be allotted upon the conversion of Warrants shall be subject to the requirement of Lock-in/Non-transferability as per the requirements of SEBI (ICDR) Regulations.
- e) The equity shares to be allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company and shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.
- f) The allotment of Warrants, allotment of equity shares pursuant to conversion of Warrants, conditions of payment of consideration and other terms and condition thereof shall be subject to any statutory amendment and modification, notification, rules, regulations under any applicable law as may be for the time being in force”

“RESOLVED FURTHER THAT the allotment shall be made in dematerialized form.”

“RESOLVED FURTHER THAT the Issue Shares so issued and allotted as above shall be locked in as per the provisions of Chapter VII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Issue Shares shall be listed on the stock exchanges, where the existing equity shares of the Company are listed.”

“RESOLVED FURTHER THAT the Issue Shares so issued by the Company to the Allottees on a preferential basis shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, solicitors, scrutinizers or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the Preferential Issue or allotment of said Issue Shares and utilization of issue proceeds thereof.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, the any of the Director and Company Secretary of the Company be and are hereby severally authorised on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the Preferential Issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the Issue Shares on the relevant stock exchange(s) as appropriate, opening bank accounts on behalf of the Company, making,

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amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the stock exchanges where the securities of the Company are listed, including sub-delegating the above powers any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Dated: 1st September, 2016
Place: New Delhi

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

-Sd-
**Triloki Nat Verma
Company Secretary**

NOTES FOR MEMBERS ATTENTION

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A Person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. The proxy form is enclosed herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable, authorizing their representative to attend and vote on their behalf at the meeting.
- 3) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at this Annual General Meeting is attached.
- 4) The Register of members and share transfer books of the Company shall remain closed from 24th September, 2016 to 30th September, 2016 (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, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi- 110 020.
- 10) Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
- 11) To avail the facility of nomination, members may write to the Registrar and Share transfer agent for obtaining the Nomination Form.
- 12) Entry to the venue of the meeting will be strictly on Entry Slip available at the counters at the entrance and to be exchanged with Attendance Slip.
- 13) No Brief case or Bag will be allowed to be taken inside the venue of the meeting.
- 14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining

their demat accounts. Members holding shares in Physical form can submit their PAN to the Company/MAS Services Limited.

- 15) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars etc. from the Company electronically.
- 16) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23rd September, 2016, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9:00 A.M. on Tuesday, 27th September, 2016 and will end at 5.00 P.M. on Thursday, 29th September, 2016. 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: Appointment and payment of remuneration to Mr. Rajan Handa and Justice Tilak Raj Handa (Retd.)

Mr. Rajan Handa and Justice Tilak Raj Handa (Retd.) were appointed as Managing Director and Whole Time Director, respectively, in the meeting held on 30th September, 2011 with effect from 1st March, 2012 to 28th February, 2017. Their current term of appointment will expire on 28th February, 2017. The Nomination and Remuneration Committee at their meeting held on 12th August 2016, having regard to the various requirements stipulated in Schedule V, have recommended reappointment of Mr. Rajan Handa & Justice Tilak Raj Handa (Retd.) for a term of 3 years commencing from 1st March, 2017 to 28th February, 2020 on the terms and conditions mentioned in the proposed resolution subject to approval of the shareholders. As per conditions stipulated in the Schedule V, special resolution for payment of remuneration shall be for a period not exceeding 3 years.

Justice Tilak Raj Handa (Retd.) has attained the age of 91 Years. As per Schedule V of Companies Act, 2013, appointment of Justice Tilak Raj Handa (Retd.) requires passing of special resolution by the shareholders 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 Mr. Rajan Handa and Justice Tilak Raj Handa (Retd.) 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:

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I. GENERAL INFORMATION

- 1) Nature of Industry:
The Company is in the business of plastic moulded products such as point of presence products, industrial products, automobile products and children products.
- 2) Date of commencement of commercial Production:
The Company commenced its commercial production in the year 1990.
- 3) Financial Performance based on given indicators:

(Rs. In Lakhs)

	2013-14	2014-15	2015-16
Sales (Net of Excise)	10605.96	5664.71	9720.10
Profit Before tax	-101.72	-231.17	-438.69
Profit after tax	-417.36	-163.85	-199.41

- 4) Export performance, net foreign exchange earnings

	2013-14	2014-15	2015-16
Foreign Exchange Earnings	24.01	Nil	NIL

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

II. INFORMATION ABOUT THE APPOINTEES

- 1) Background details, recognition/awards

Mr. Rajan Handa is 56 years old. He is B. Tech and has over 34 years of Industrial Experience. He has held various positions handling process, production, technical services, project development, market development and implementation. He is the main driving force behind Company's growth right from the time of its incorporation.

Justice T. R. Handa (Retd.) is 91 years old and has vast experience in the areas of Legal, Administration, Arbitration and Industrial Relations.

Past remuneration

Mr. Rajan Handa

Period	Salary (In Rs.)	Perquisites & Allowance (In Rs.)	Retirement Benefits (In Rs.)	Total (In Rs.)
1.4.2014-31.03.2015	2275000	2265000	273000	4813000
1.4.2015-31.03.2016	42,00,000	42,00,000	504000	8904000

Justice T. R. Handa (Retd.)

Period	Salary (In Rs.)	Perquisites (In Rs.)	Retirement Benefits (In Rs.)	Total (In Rs.)
1.4.2014-31.03.2015	18,00,000	18,00,000	-	36,00,000
1.4.2015-31.03.2016	18,00,000	18,00,000	-	36,00,000

2) Job profile and suitability

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

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

3) Remuneration proposed

Details of remuneration payable to Mr. Rajan Handa, Managing Director, Justice T. R. Handa (Retd), Chairman are furnished in the resolutions under Item Nos. 4 and 5 respectively of the Notice.

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

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 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

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

III. OTHER INFORMATION

Reason of loss or inadequate profits:

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

Steps taken or proposed to be taken for improvement:

After the fire incident Company is in the process of procurement and installation of new Machines for improvement in the production process The Company continues to have a strong brand image in the

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market and the ongoing quality improvement efforts including improvement in process capabilities, reduction of scrap will enable the Company to meet new challenges in cost, quality and productivity.

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

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

Expected increase in productivity and profits in measurable terms :

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

DISCLOSURES

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

ITEM NO. 6: TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS

Your Company's business is growing and the funds are required by the Company for meeting its capital requirements and permissible business investments as allowed under applicable laws.

It is proposed to raise funds by issue of equity shares through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The Board at its meeting held on 1st September, 2016 approved the proposed issue of up to 6,50,931 (Six Lakh Fifty Thousand Nine Hundred Thirty One only) Equity shares ("Issue Shares") of Rs. 10/- (Rupees Ten only) each, on a preferential basis for cash at a price of Rs. 140.47/- (Rupees One Hundred Forty and Forty Seven paise Only) per Issue Share aggregating Rs. 9,14,36,277.57/- (Rupees Nine Crore Fourteen Lakh Thirty Six Thousand Two Hundred Seventy Seven and Fifty Seven paise Only), including premium of Rs. 130.47/- (Rupees One Hundred thirty and Forty Seven paise Only) per Issue Share, to the below mentioned proposed non –promoter investors ("Investors") and 6,00,000 (Six Lakh only) warrants ("Warrants") (1 Warrant convertible into 1 Equity Share of face value of Rs. 10/- each) at a price of Rs. 140.47/- each (Rupees One Hundred Forty and Forty Seven paise Only) per Warrant aggregating Rs. 8,42,82,000.00/- (Rupees Eight Crore Forty Two Lakh Eighty Two Thousand Only), including premium of Rs. 130.47/- (Rupees One Hundred thirty and Forty Seven paise Only) per Warrant to Promoter (collectively referred as "Allottees" and individually "Allottee") Rs. 17,57,18,277.57/- (Rupees Seventeen Crore Fifty Seven Lakh Eighteen Thousand Two Hundred Seventy Seven and Fifty Seven paise Only) in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("Preferential Issue");

Sr. No	Name of the proposed allottee	Category	Pre-Preferential Issue Holding (%)	No of Equity Shares /Warrants to be allotted	Consideration Payable(Rs.)	Post-Preferential Issue Holding (%)
Equity Shares						
1.	Alfaccurate Advisors Pvt Ltd	Non Promoter	Nil	17,797	24,99,944.59/-	0.09%
2.	Seven Hills Capital	Non Promoter	Nil	1,06,784	1,49,99,948.48/-	0.56%
3.	Synthetic Fibre Trading Co.	Non Promoter	Nil	35,594	49,99,889.18/-	0.19%
4.	Emkay Fincap Limited	Non Promoter	Nil	1,42,379	1,99,99,978.13/-	0.74%
5.	Kirit Toprani	Non Promoter	0.01%	17,797	24,99,944.59/-	0.10%
6.	Saboo Silk Exports Private Limited	Non Promoter	0.01%	17,797	24,99,944.59/-	0.10%
7.	Dipco Private Limited	Non Promoter	Nil	70,000	98,32,900.00/-	0.36%
8.	Kalpna Sudhir Bheda	Non Promoter	Nil	18,000	25,28,460.00/-	0.09%
9.	Parul Vignesh Bheda	Non Promoter	Nil	18,000	25,28,460.00/-	0.09%
10.	Kesharmal C Jain HUF	Non Promoter	Nil	24,916	34,99,950.52/-	0.13%
11.	Jayesh N Shah	Non Promoter	Nil	10,678	14,99,938.66/-	0.06%
12.	Ravinder Chamanlal Mehra	Non Promoter	1.30%	1,00,000	1,40,47,000.00/-	1.74%
13.	Keynote Capitals Limited	Non Promoter	Nil	71,189	99,99,918.83/-	0.37%
Warrants						
13.	Rajan Handa	Promoter	53.87%	6,00,000	8,42,82,000.00/-	53.49%#

Promoter holding assuming full conversion of Warrants

The proposed Preferential Issue and allotment of the Issue Shares and Warrants will *inter-alia* be governed by the Companies Act, 2013, read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company, the listing agreement entered into between the Company and BSE Limited where the equity shares of the Company are listed, the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“**SEBI ICDR Regulations**”) as amended from time to time and the terms of the Investment Agreement.

The issuance of the Issue Shares and Warrants to the allottees on a preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The satisfaction of these conditions is not necessarily within the control of the Company. The

OK PLAY INDIA LIMITED

Issue Shares allotted to the Investor shall rank *pari-passu* with all other equity shares of the Company in respect of all rights including dividend.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution set out in Item No. 6 of the Notice of the meeting by way of **Special Resolution**:

a	The objects of the above Preferential Issue	The Company's business is growing and the funds are required by the Company for meeting its capital requirements and permissible business investments as allowed under applicable laws.																																												
b	The proposal of the promoters, directors or key managerial personnel of the issue to subscribe to the offer	Promoters intend to subscribe to the Preferential Issue																																												
c	The shareholding pattern of the issuer before and after the preferential issue	<table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre Preferential Issue</th> <th>Allotted</th> <th colspan="2">Post Preferential Issue</th> </tr> <tr> <th>No of Shares</th> <th>%</th> <th>No of Shares</th> <th>No of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter (A)</td> <td>10869012</td> <td>60.44</td> <td>600000</td> <td>11469012</td> <td>59.63</td> </tr> <tr> <td>Public (B)</td> <td>7113088*</td> <td>39.56</td> <td>650931</td> <td>7764019*</td> <td>40.37</td> </tr> <tr> <td>Total (A) + (B)</td> <td>17982100</td> <td>100</td> <td>1250931</td> <td>19233031</td> <td>100</td> </tr> <tr> <td>Non – Promoter Non Public (C)</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Grand Total (A) + (B) + (C)</td> <td>17982100</td> <td>100</td> <td>1250931</td> <td>19233031</td> <td>100</td> </tr> </tbody> </table>				Category	Pre Preferential Issue		Allotted	Post Preferential Issue		No of Shares	%	No of Shares	No of Shares	%	Promoter (A)	10869012	60.44	600000	11469012	59.63	Public (B)	7113088*	39.56	650931	7764019*	40.37	Total (A) + (B)	17982100	100	1250931	19233031	100	Non – Promoter Non Public (C)	-	-	-	-	-	Grand Total (A) + (B) + (C)	17982100	100	1250931	19233031	100
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* Includes 25400 partly paid up shares																																														
# Promoter holding assuming full conversion of Warrants																																														
d	The time within which the preferential issue shall be completed	The issue and allotments under Preferential Issue process is to be completed within the statutory time limits prescribed by the regulatory authorities from the date of this meeting subject to all the necessary approvals being in place.																																												
e	The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and	Name of the Proposed Allottee		Post Preferential Issue Holdings	Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottee																																									
		Alfaccurate Advisors Pvt Ltd		0.09%	Rajesh Kothari & Prerana Kothari																																									
		Seven Hills Capital		0.56%	Krishnakumar Murlidhar Karwa, Priti Krishnakumar Karwa, Raunak Krishnakumar																																									

change in control, if any, in the issuer consequent to the preferential issue			Karwa & Krishnakumar Karwa HUF
	Synthetic Fiber Trading Co.	0.19%	Priti Krishnakumar Karwa, Satyanarayan Bankatlal Karwa Raunak Krishnakumar Karwa
	Emkay Fincap Limited	0.74%	99.99% is held by Emkay Global Financial Services Limited. Emkay Global Financial Services Limited is listed on BSE Limited and National Stock Exchange of India Limited.
	KiritToprani	0.10%	-
	Saboo Silk Exports Private Limited	0.10%	Vinod Kumar Saboo, Dinesh Kumar Saboo, Pushpadevi Saboo, Sangeetadevi Saboo, Sarita Saboo, Omprakash Saboo & Geetadevi Saboo
	Dipco Private Limited	0.36%	Ashok Karnani, Abhishek Karnani, Jai Karnani, Vishnu Karnani, Rekha Karnani and Shreepriya Karnani
	Kalpana Sudhir Bheda	0.09%	-
	Parul Vignesh Bheda	0.09%	-
	Kesharmal C Jain HUF	0.13%	
	Jayesh N Shah	0.06%	-
	Ravinder Chamanlal Mehra	1.74%	-
	Keynote Capitals Limited	0.37%	100% is held by Keynote Corporate Services Limited. Keynote Corporate Services Limited is listed on BSE Limited and National Stock Exchange of India Limited.
	Rajan Handa	53.49%	-
	The allotment would not result in any change in the control or management of the affairs of the Company		
f	An undertaking that the issuer shall re-	As the shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.	

OK PLAY INDIA LIMITED

	compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so	
g	An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.	As the shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.
h	Relevant Date	The Relevant Date shall be 31st August, 2016 which is 30 days prior to the date of Shareholders Meeting for approval of the preferential allotment.
i	Pricing of the issue	The equity shares shall be priced at Rs. 140.47/-per equity share as per the provisions of Chapter VII of the SEBI ICDR Regulations.
j	Payment and conversion terms	<p>Full consideration for Equity Shares shall be paid by the Investors before the time of allotment of such shares.</p> <p>For Warrants holder shall pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of Warrants and the remaining balance shall be paid on or before the allotment of Equity Shares upon conversion of Warrants.If the option to acquire equity shares pursuant to conversion of Warrants is not exercised within 18 months from the date of allotment of Warrants, the amount paid under this clause shall be forfeited by the Company.</p>
k	Auditor's Certificate	A copy of the Auditor's certificate certifying the compliance with SEBI (ICDR) Regulations, will be placed before the shareholders at the meeting and will also be open for inspection at the Registered Office of the Company from 11:00 a.m. to 5:00p.m. on any working day up to the date of the meeting.
l	Lock In	<p>The Equity Shares to be allotted on preferential basis and on conversion of Warrants shall be locked-in as prescribed under the provisions of Chapter VII of the SEBI ICDR Regulations.</p> <p>The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 6 months from the date of trading approval as per Regulations 78(6) of the SEBI (ICDR) Regulations.</p>
m	The total number of shares or other securities to be issued	6,50,931 Equity Shares of face value of Rs 10/-each and 6,00,000 Warrants converted into equal number of Equity Shares upon conversion (1 warrants will be converted into 1 Equity Share)
n	The class or classes of persons to whom	Non Promoter - Non QIBs and Promoter

	the allotment is proposed to be made	
o	The change in control, if any, in the company that would occur consequent to the preferential offer	The allotment of Issue Shares would not result in any change in the control or management of the affairs of the Company.
p	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Not Applicable
q	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter VII of the SEBI ICDR Regulations, and provisions of the listing agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed.

The Board of Directors of the Company believes that the aforesaid Preferential Issue is in the best interest of the Company and hence, recommends the special resolution for the approval of the shareholders.

Dated: 1st September, 2016

Place: New Delhi

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

-Sd-
**Triloki Nath Verma
Company Secretary**



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Plot No. 17-18, Roz-Ka-Meo
Industrial Estate, Thesil Nuh, Dist.
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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

Visit us:
investor.relations@okplay.in
info@okplay.in
www.okplay.in
www.okplay.co.in



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ANNUAL REPORT

2016

OK PLAY
INDIA
LIMITED



Letter by Chairman



Dear Shareholders,

It gives me immense pleasure in communicating with you for the Annual General Meeting and sharing the Annual Report of your company for the year ended 31st march 2016. I would like to take this opportunity, on behalf of everyone at OK Play India Ltd, to express my deepest appreciation to our customers, employees, investors and partners who have believed in us and supported us over the past year.

The year under review has been the one in which your company has passed through a volatile time but we have come out unscathed and have become healthier, stronger and more confident and have made great progress in our strategic development.

I repeat what I said on the occasion of our last Annual Report that your company has successfully designed and developed a plastic bodied E Rickshaw as per government specifications and which has been approved by Government of India. Now your company has been successful in receiving approvals from most of the State Transport Authorities for plying and sale of your company's E-Rickshaw in the brand name of "eRaaja". The strategic manufacturing and distribution model with which your company has successfully embarked in the sale of "eRaaja" is receiving rave reviews.

Your company has not stopped the buck with the launch of "eRaaja". Your company is continuously in the R & D mode and has developed a plastic body version of battery operated loader for which innumerable queries are pouring in. Further your company is in the process of developing new variants for passenger as well as cargo vehicles.

In the Automobile Sector implementation of Bharat IV emission norms have been deferred till March 2017 because of this your company's Auto division could not produce the desired results. However, now the company is confident that with the strategic innovations in plastic fuel tanks being supplied to the Automobile Industry your company will get a big boost in the coming year.

Your Toys and OPE division has already started looking at far horizons. Your company is in talks with buyers abroad for sale of your company's product which are manufactured under customized orders.

Our biggest challenge is not our competition, but our ability to grasp the future and manage ourselves. With our ambitious vision and unique strategies, we need professional attitude from all, It's been a big year, with considerable progress having been made - but the race is far from over. It feels like it's been a long time coming, but there are good early signs that our products are being accepted in all the markets.

We expect to see further validation and growth in the financial Year 2016-17.

Despite having to face stiff headwinds through the year, I must compliment the attitude and determination shown by the employees of your company to collectively withstand the turbulences during the year. I would also like to place on record my deep appreciation for the support and loyalty of your company's extended family of customers, dealers, supplier partners and Bankers and look forward to their continuing association in the years ahead.

With best wishes

Sincerely

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

CORPORATE INFORMATION

BOARD OF DIRECTORS

JUSTICE (RETD.) T. R. HANDA	CHAIRMAN & WHOLE – TIME – DIRECTOR
MR. RAJAN HANDA	MANAGING DIRECTOR
MRS. MAMTA HANDA	WHOLE – TIME – DIRECTOR
DR. RAJAN WADHERA	WHOLE – TIME – DIRECTOR
MR. SHALABH JASORIA	DIRECTOR
MR. VIJAYENDRA KUMAR JAIN	DIRECTOR
MR. AJAY VOHRA	DIRECTOR
MR. NARESH KUMAR	DIRECTOR

COMPANY SECRETARY

MR. TRILOKI NATH VERMA

AUDITORS

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

SECRETARIAL AUDITOR

M/S MUKESH AGGARWAL & CO.,
3029, SANT NAGAR, RANI BAGH,
OPP. M2K PITAMPURA,
NEW 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

REGISTRAR AND SHARE TRANSFER AGENT

MAS SERVICES LIMITED, T-34, IIND FLOOR,
OKHLA INDUSTRIAL AREA, PHASE-II,
NEW DELHI- 110 020.
TEL: 011-26387281
Email: info@masserv.com

REGISTERED OFFICE & WORKS:

PLOT NO. 17-18, ROZKA-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

VISIT US:

investor.relations@okplay.in
info@okplay.in
www.okplay.in
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DIRECTORS' REPORT

To

The Members,

The Directors have great pleasure in presenting the 27th Annual Report on the operations of the Company together with the audited Financial Results of the Company for the financial year ended 31st March, 2016.

FINANCIAL RESULTS OF COMPANY

	Rs. In Lakhs	
	Current Year ended on 31st March, 2016	Previous Year ended on 31st March, 2015
Sales (Gross)(including excise)	10233.26	595,3.40
Other Receipt	27.41	2250.25
Profit/(Loss) before exceptional and extraordinary items and Tax	497.48	(89.42)
Exceptional item: (Net gain/(Loss) on Exchange Fluctuation on FCCB/ECB	(143.75)	(141.75)
Exceptional item: Loss on account of Fire	792.43	0
Profit/(Loss) before extraordinary items and Tax	(438.69)	(231.17)
Provision for tax for earlier years	54.00	0
Profit/(Loss) before Tax	(384.69)	(231.17)
Current Tax	-	-
Provision for Tax for earlier years written back	(185.28)	(67.32)
Profit/(Loss) for the year	(199.41)	(163.85)

FINANCIAL RESULTS OF SUBSIDIARY COMPANY

	Rs. In Lakhs	
	Current Year ended on 31 st March, 2016	Previous Year ended on 31 st March, 2015
Sales (Gross) (including excise)	1358.39	1397.21
Other Receipt	2.46	6.16
Profit/(Loss) before exceptional and extraordinary items and Tax	(218.39)	(276.19)
Profit/(Loss) before extraordinary items and Tax	(218.39)	(276.19)
Provision for tax for earlier years	-	-
Profit/(Loss) before Tax	(218.39)	(276.19)
Current Tax	-	-
Deferred Tax Charge / Credit	66.79-	97.92
Profit/(Loss) for the year	(151.59)	(178.27)

OPERATIONS

The sales in the year under review have increased by Rs. 4279.86 Lakhs from Rs. 5953.40 Lakhs to Rs. 10233.26 Lakhs in the current year. This is an increase of 71.89% (Approx) in current year compared to the last year. During the year the Rupee weakened against the dollar and consequently there was an Exchanges Fluctuation Loss of Rs. 143.74 Lakhs in the current year.

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

OK PLAY INDIA LIMITED

After the fire incident Company is in the process of procurement and installation of new Machines for improvement in the production process. The Company continues to have a strong brand image in the market and the ongoing quality improvement efforts including improvement in process capabilities, reduction of scrap will enable the Company to meet new challenges in cost, quality and productivity.

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

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

There is no change in the nature of the Business of Company during the financial year. In the Financial Year 16-17, Company is entering into manufacturing and distribution of E-Vehicles. Company has got its designs registered in the name of E-RAAJA.

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

DIVIDEND

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

RESERVES

In absence of Net Profit during the year, the Board has decided not to transfer any amount in the reserves of Company.

FIXED DEPOSITS

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

NUMBER OF THE MEETING OF THE BOARD OF DIRECTORS

The Board met 10 (Ten) times during the financial year the details of which are given in the Corporate Governance Report. The Intervening period between the two meetings was within the period prescribed by the Companies Act, 2013.

CHANGE IN DIRECTORS / KEY MANAGERIAL PERSON:

Mr. Rakesh Kumar Bhatnagar resigned in the meeting of Board of Directors held on 14th August, 2015 stating his personal reasons.

Mr. Ajay Vohra and Mr. Naresh Kumar were appointed as Independent Director of the Company in the Annual general meeting held on 30th September, 2015.

In accordance with the provisions of the Companies Act, 2013 and the company's Articles of Association, Dr. Rajan Wadhwa (DIN- 01412577) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment as Directors. The Notice convening the Annual General Meeting includes the proposals for re-appointment of Director.

INDEPENDENT DIRECTORS

There are 4 (Four) Independent Director on the Board of Directors of Company. The Company has received declaration from all the Independent directors of the Company confirming that they meet with the criteria of independence as prescribed both under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "SEBI (LODR) Regulations, 2015").

The Policy for selection of Independent Directors as approved by the Board may be accessed on the Company's website at the link <http://www.okplay.co.in/corporate-governance1.html>

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Your Directors draw attention of the members to Note 27(6) to the financial statement which sets out related party disclosures.

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

Board of Directors, in its Meeting held on 14th August, 2014, after approval in the Audit Committee held on same date, approved the transactions pertaining to Related Party OK Play Auto Private Limited (100% wholly owned subsidiary of OK Play India Limited) and also sought approval of shareholders by way of special resolution pursuant to Section 188 of the Companies Act, 2013 read with applicable provisions of the Companies (Meeting of Board and its Powers) rules 2014.

The members of the Company have approved the transaction in the last Annual General Meeting held on 30th September, 2014. None of the Directors was concerned or interested in the resolution except, to the extent common directors such as Mr. Rajan Handa and Mrs. Mamta Handa, as they are the Director of the Subsidiary Company.

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

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

Details of material contracts or arrangement or transactions at arms length basis is mentioned in the Form AOC-2 published in this report.

HUMAN RELATIONS

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

INDUSTRIAL RELATIONS

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

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

OK PLAY INDIA LIMITED

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

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

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

CORPORATE GOVERNANCE

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

A certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance report, as stipulated the SEBI (LODR) Regulations, 2015, forms part of this report.

SUBSIDIARY AND ASSOCIATES COMPANY

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

The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link: http://okplay.co.in/policy_for_determining_material_subsidaries.pdf

The Company will make available the Annual Accounts of the subsidiary company and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary company will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary company. The Consolidated Financial statements presented by the Company include the financial results of its subsidiary company.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015 prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in this regard.

MANAGEMENT DISCUSSION AND ANALYSIS

A Management Discussion and Analysis Report highlighting the performance and prospects of the Company's plastic manufacture businesses (as stipulated under Regulation 34 of the SEBI (LODR) Regulations, 2015) is attached in a separate section and forms part of this report.

PARTICULARS OF EMPLOYEES

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

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

DEMATERIALIZATION OF SHARES

As on 31st March, 2016, 95.27 % (approx) of equity shares out of the total subscribed capital have been dematerialized.

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

AUDITORS

M/s D. S. Chadha & Associates, Chartered Accountants (FRN-026723-N), were appointed as Statutory Auditors by the members in the Last Annual General Meeting. Their appointment would be ratified at the ensuing Annual General Meeting for the remaining period of block of 5 years. Audit Committee has obtained a certificate and letter of consent from M/s D. S. Chadha & Associates, Chartered Accountants (FRN-026723-N) that his continuance in the office will be in accordance with the requirement of Companies Act, 2013, and they are not disqualified for re-appointment within the meaning of the said Act. Board of Director also recommends the ratification of appointment of M/s D. S. Chadha & Associates, Chartered Accountants (FRN-026723-N) as Auditor of the Company till the conclusion of 31st Annual General Meeting.

NOTES ON ACCOUNTS

The notes to the accounts referred to by the Auditors in their report are self-explanatory and may be treated as information/explanation submitted by the Board.

The auditor's report presented by Statutory Auditors on the accounts of the Company for the financial year ended 31st March, 2016 is self explanatory and requires no comments.

INTERNAL AUDITOR

The Board of Directors has appointed, M/s. Jain Sanjeev Kumar & Associates, Chartered Accountants (FRN- 08231C) for conducting Internal Audit.. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

The Board of Directors has appointed M/s. Mukesh Agarwal & Co., Company Secretaries (COP- 3851), for conducting Secretarial Audit for the financial year 2015-16. Copy of Secretarial Audit Report is annexed as **Annexure-4** of this report.

Regarding observation made by Secretarial auditors, The Board of Directors submits that Company is in the process of inviting application and interviewing the candidate for the appointment of CFO.

LISTING OF SECURITIES

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

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

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

CORPORATE SOCIAL RESPONSIBILITY

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

SIGNIFICANT AND MATERIAL ORDERS

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

OK PLAY INDIA LIMITED

BOARD EVALUATION

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

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

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

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

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. There were no complaint received from any employee during the Financial Year 2015-2016 and hence no complaint is outstanding as on 31.03.2016 for redressal.

REMUNERATION POLICY

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

ACKNOWLEDGEMENT

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

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

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

**-Sd-
Justice T. R. Handa (Retd.)
Chairman-cum-Whole-time Director**

**-Sd-
Rajan Handa
Managing Director**

**Place: New Delhi
Dated: 12th August, 2016**

ANNEXURE-1: EXTRACT OF ANNUAL RETURN

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

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

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of Plastic Moulded Toys, School Furniture, Playground Equipment, Infrastructuer and Automotive Products and Point of Purchase	31004, 32402, 30921, 30922, 22207, 22208, 222209	100
# All the operations of the company are considered as a single business segment for the purpose of Accounting Standard 17, 'Segment Reporting'(AS17)), issued by the Institute of Chartered Accountants of India.			
* Based on NIC Code 2008 issued by dipp.nic.in/English/acts_rules/Press_Notes/NIC-2008.pdf			

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

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

OK PLAY INDIA LIMITED

A. Promoters									
(1) Indian									
a) Individual/ HUF	10,869,002	-	10,869,002	60.44 %	10,869,012	-	10,869,012	60.44%	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%
Sub Total (A) (1)	10,869,002	-	10,869,002	60.44 %	10,869,012	-	10,869,012	60.44%	0.00%
(2) Foreign									
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%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	10,869,002	-	10,869,002	60.44 %	10,869,012	-	10,869,012	60.44%	0.00%

B. Public Shareholding									
1. Institutions									
a) Mutual Funds		5,600	5,600	0.03%		5,600	5,600	0.03%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FII's			-	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%
Sub-total (B)(1):-	-	5,600	5,600	0.03%	-	5,600	5,600	0.03%	0.00%

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,689,213	16,800	1,706,013	9.49%			-	0.00%	- 100.00 %
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,006,891	771,069	1,777,960	9.89%	988091	742869	1,730,960	9.63%	-2.64%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2,472,062	-	2,472,062	13.75%	2812771	0	2,812,771	15.64 %	13.78%
c) Others (specify)									
Non Resident Indians	425,606	86,800	512,406	2.85%	405205	84400	489,605	2.72%	-4.45%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members	638,757	-	638,757	3.55%	247207		247,207	1.37%	- 61.30%
Trusts	300	-	300	0.00%	300		300	0.00%	0.00%
Foreign Bodies - DR			-	0.00%	1809845	16800	1,826,645	10.16 %	0.00%
Sub-total (B)(2):-	6,232,829	874,669	7,107,498	39.53%	6,263,419	844,069	7,107,488	39.53 %	0.00%
Total Public (B)	6,232,829	880,269	7,113,098	39.56%	6,263,419	849,669	7,113,088	39.56 %	0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	17,101,831	880,269	17,982,100	100.00 %	17,132,431	849,669	17,982,100	##### #	0.00%

OK PLAY INDIA LIMITED

(ii) Shareholding of Promoter								
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	9,686,852	53.87%	41.25%	9,686,862	53.87%		0.00%
2	Mamta Handa	1,000,000	5.56%	0	1,000,000	5.56%		0.00%
3	Anandana Handa	500	0.00%	0	500	0.00%		0.00%
4	Raghav Handa	2,500	0.01%	0	2,500	0.01%		0.00%
5	Rishab Handa	2,500	0.01%	0	2,500	0.01%		0.00%
6	Rajesh Chopra	12,150	0.07%	0	12,150	0.07%		0.00%
7	Sangeeta Chopra	74,400	0.41%	0	74,400	0.41%		0.00%
8	Geetanjali Chopra	26,050	0.14%	0	26,050	0.14%		0.00%
9	Gaurav Chopra	56,350	0.31%	0	56,350	0.31%		0.00%
10	Rajesh Chopra (HUF)	7,700	0.04%	0	7,700	0.04%		0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)							
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			10,869,002	60.44%	10,869,002	60.44%
	Changes during the year	28-05-15	Transfer	10	0.00%	10,869,012	60.44%
					0.00%		0.00%
						0.00%	
	At the end of the year			10,869,012	60.44%	10,869,012	60.44%
	10 Shares were purchased by Mr. Rajan Handa on 28th May, 2015. Except this there is no change in Promoters' shareholding						

(iv) Shareholding Pattern of top ten Shareholders							
<i>(Other than Directors, Promoters and Holders of GDRs and ADRs):</i>							
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
1	Name: VIJAY KUMAR AGARWAL HU F						
	At the beginning of the year	01-04-15		160,650	0.89%	160,650	0.89%
	Changes during the year	15-05-15	Transfer	80,000	0.44%	80,650	0.45%
		30-06-15	Transfer	80,000	0.44%	650	0.00%
		18-09-15	Transfer	60,000	0.33%	60,650	0.34%
		09-10-15	Transfer	50,000	0.28%	10,650	
		11-12-15	Transfer	10,000	0.06%	650	0.00%
		04-03-16	Transfer	70,000	0.39%	70,650	0.39%
		11-03-16	Transfer	70,650	0.39%	-	
	At the end of the year	31-03-16	Transfer	-	0.00%	-	0.00%
2	Name: ANSHU AGGARWAL						
	At the beginning of the year	01-04-15		145,645	0.81%	145,645	0.81%
	Changes during the year	10-04-15	Transfer	20,000	0.11%	125,645	0.70%
		24-04-15	Transfer	125,000	0.70%	645	0.00%
		18-09-15	Transfer	125,000	0.70%	125,645	0.70%
		30-09-15	Transfer	30,000	0.17%	155,645	0.87%
		20-11-15	Transfer	100,000	0.56%	55,645	0.31%
		31-12-15	Transfer	27,000	0.15%	28,645	0.16%
		01-01-16	Transfer	5,355	0.03%	23,290	0.13%
		08-01-16	Transfer	10,105	0.06%	13,185	0.07%
		22-01-16	Transfer	90,000	0.50%	103,185	0.57%
		12-02-16	Transfer	30,000	0.17%	133,185	0.74%
		26-02-16	Transfer	25,000	0.14%	108,185	0.60%
		11-03-16	Transfer	25,000	0.14%	133,185	0.74%
	At the end of the year	31-03-16		133,185	0.74%	133,185	0.74%
3	Name: GANESH STOCKINVEST PVT.LTD.						
	At the beginning of the year	01-04-15		32,400	0.18%	32,400	0.18%
	Changes during the year	10-04-15	Transfer	20,000	0.11%	52,400	0.29%
		01-05-15	Transfer	25,000	0.14%	77,400	0.43%
		15-05-15	Transfer	80,000	0.44%	157,400	0.88%

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		30-06-15	Transfer	80,000	0.44%	237,400	1.32%
		14-08-15	Transfer	20,000	0.11%	217,400	1.21%
		28-08-15	Transfer	104,000	0.58%	321,400	1.79%
		04-09-15	Transfer	90,000	0.50%	231,400	1.29%
		11-09-15	Transfer	77,400	0.43%	154,000	0.86%
		30-09-15	Transfer	25,000	0.14%	179,000	1.00%
		23-10-15	Transfer	37,000	0.21%	142,000	0.79%
		30-10-15	Transfer	45,000	0.25%	97,000	0.54%
		20-11-15	Transfer	100,000	0.56%	197,000	1.10%
		27-11-15	Transfer	20,000	0.11%	217,000	1.21%
		11-12-15	Transfer	52,000	0.29%	165,000	0.92%
		25-12-15	Transfer	22,000	0.12%	187,000	1.04%
		31-12-15	Transfer	27,000	0.15%	160,000	0.89%
		01-01-16	Transfer	90,000	0.50%	70,000	0.39%
		22-01-16	Transfer	15,000	0.08%	85,000	0.47%
		29-01-16	Transfer	8,000	0.04%	93,000	0.52%
		05-02-16	Transfer	65,555	0.36%	158,555	0.88%
		12-02-16	Transfer	13,942	0.08%	172,497	0.96%
		19-02-16	Transfer	20,000	0.11%	192,497	1.07%
		04-03-16	Transfer	1,000	0.01%	191,497	1.06%
		11-03-16	Transfer	11,000	0.06%	180,497	1.00%
		18-03-16	Transfer	88,445	0.49%	268,942	1.50%
	At the end of the year	31-03-16		40,000	0.22%	308,942	1.72%
4	Name: SPA SECURITIES LIMITED						
	At the beginning of the year	01-04-15		424,872	2.36%	424,872	2.36%
		10-04-15	Transfer	5,858	0.03%	430,730	2.40%
		17-04-15	Transfer	305,543	1.70%	125,187	0.70%
		24-04-15	Transfer	18,287	0.10%	106,900	0.59%
		01-05-15	Transfer	6,462	0.04%	113,362	0.63%
		08-05-15	Transfer	4,658	0.03%	118,020	0.66%
		15-05-15	Transfer	24,495	0.14%	93,525	0.52%
		22-05-15	Transfer	184	0.00%	93,709	0.52%
		29-05-15	Transfer	1,746	0.01%	91,963	0.51%
		05-06-15	Transfer	1,030	0.01%	90,933	0.51%
		12-06-15	Transfer	1,451	0.01%	92,384	0.51%

	19-06-15	Transfer	754,729	4.20%	847,113	4.71%
	26-06-15	Transfer	92,741	0.52%	754,372	4.20%
	30-06-15	Transfer	900	0.01%	753,472	4.19%
	03-07-15	Transfer	8,919	0.05%	762,391	4.24%
	10-07-15	Transfer	14,866	0.08%	747,525	4.16%
	17-07-15	Transfer	59,310	0.33%	688,215	3.83%
	24-07-15	Transfer	62,658	0.35%	625,557	3.48%
	31-07-15	Transfer	14,786	0.08%	610,771	3.40%
	07-08-15	Transfer	196,840	1.09%	413,931	2.30%
	14-08-15	Transfer	38,094	0.21%	375,837	2.09%
	21-08-15	Transfer	183,282	1.02%	559,119	3.11%
	28-08-15	Transfer	7,736	0.04%	551,383	3.07%
	04-09-15	Transfer	8,739	0.05%	542,644	3.02%
	11-09-15	Transfer	17,195	0.10%	525,449	2.92%
	18-09-15	Transfer	22,064	0.12%	547,513	3.04%
	23-09-15	Transfer	110	0.00%	547,403	3.04%
	25-09-15	Transfer	11,930	0.07%	535,473	2.98%
	30-09-15	Transfer	46,548	0.26%	582,021	3.24%
	09-10-15	Transfer	107	0.00%	582,128	3.24%
	16-10-15	Transfer	70,261	0.39%	511,867	2.85%
	23-10-15	Transfer	3,273	0.02%	508,594	2.83%
	30-10-15	Transfer	4,825	0.03%	513,419	2.86%
	06-11-15	Transfer	7,601	0.04%	505,818	2.81%
	13-11-15	Transfer	7,683	0.04%	498,135	2.77%
	20-11-15	Transfer	4,853	0.03%	502,988	2.80%
	27-11-15	Transfer	25,865	0.14%	528,853	2.94%
	04-12-15	Transfer	11,621	0.06%	540,474	3.01%
	11-12-15	Transfer	11,930	0.07%	528,544	2.94%
	18-12-15	Transfer	10,898	0.06%	539,442	3.00%
	25-12-15	Transfer	4,478	0.02%	543,920	3.02%
	31-12-15	Transfer	517	0.00%	544,437	3.03%
	01-01-16	Transfer	1,701	0.01%	542,736	3.02%
	08-01-16	Transfer	5,395	0.03%	537,341	2.99%
	15-01-16	Transfer	3,534	0.02%	540,875	3.01%
	22-01-16	Transfer		0.01%		3.02%

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			1,426		542,301	
	29-01-16	Transfer	176	0.00%	542,125	3.01%
	05-02-16	Transfer	165,498	0.92%	376,627	2.09%
	12-02-16	Transfer	2,594	0.01%	374,033	2.08%
	19-02-16	Transfer	13,339	0.07%	360,694	2.01%
	26-02-16	Transfer	18,287	0.10%	378,981	2.11%
	04-03-16	Transfer	408	0.00%	378,573	2.11%
	11-03-16	Transfer	10	0.00%	378,583	2.11%
	18-03-16	Transfer	298,352	1.66%	80,231	0.45%
	25-03-16	Transfer	127	0.00%	80,358	0.45%
	31-03-16	Transfer	37,351	0.21%	117,709	0.65%
At the end of the year	31-03-15		117,709	0.65%	117,709	0.65%
5	Name: HONEY PARWAL					
At the beginning of the year	01-04-15		238,112	1.32%	238,112	1.32%
Changes during the year	10-04-15	Transfer	12,489	0.07%	225,623	1.25%
	17-04-15	Transfer	3,000	0.02%	222,623	1.24%
	24-04-15	Transfer	13,361	0.07%	209,262	1.16%
	01-05-15	Transfer	5,000	0.03%	204,262	1.14%
	08-05-15	Transfer	5,000	0.03%	199,262	1.11%
	15-05-15	Transfer	483	0.00%	198,779	1.11%
	12-06-15	Transfer	452	0.00%	199,231	1.11%
	24-07-15	Transfer	125,000	0.70%	74,231	0.41%
	31-07-15	Transfer	140	0.00%	74,371	0.41%
	20-11-15	Transfer	1,400	0.01%	72,971	0.41%
	04-12-15	Transfer	13,618	0.08%	59,353	0.33%
	11-12-15	Transfer	900	0.01%	58,453	0.33%
	04-03-16	Transfer	25,380	0.14%	33,073	0.18%
At the end of the year	31-03-16		33,073	0.18%	33,073	0.18%
6	Name: SANDEEP PARWAL					
At the beginning of the year	01-04-15		154,652	0.00%	154,652	0.86%
Changes during the year			-	0.00%	154,652	0.86%
At the end of the year	31-03-16		154,652	0.00%	154,652	0.86%
7	Name: ZEALOUS FINANCIAL SERVICES PVT. LTD.					
At the beginning of the year	01-04-15		552,684	3.07%	552,684	3.07%

	Changes during the year	07-08-15	Transfer	302,684	1.68%	250,000	1.39%
		23-09-15	Transfer	198,851	1.11%	51,149	0.28%
		06-11-15	Transfer	406	0.00%	51,555	0.29%
		13-11-15	Transfer	12	0.00%	51,567	0.29%
		05-02-16	Transfer	50,000	0.28%	1,567	0.01%
	At the end of the year	31-03-16	Transfer	1,562	0.01%	5	0.00%
8	Name: KANAV PARWAL						
	At the beginning of the year	01-04-15		171,874	0.96%	171,874	0.96%
	Changes during the year	10-04-15	Transfer	2,000	0.01%	169,874	0.94%
		24-07-15	Transfer	125,000	0.70%	44,874	0.25%
		27-11-15	Transfer	5	0.00%	44,879	0.25%
		18-12-15	Transfer	1,213	0.01%	43,666	0.24%
	At the end of the year	31-03-16		43,666	0.24%	43,666	0.24%
9	Name: SUNIL RAWAL						
	At the beginning of the year	01-04-15		40,000	0.22%	40,000	0.22%
	Changes during the year	24-07-15	Transfer	260,000	1.45%	300,000	1.67%
		31-07-15	Transfer	5,400	0.03%	305,400	1.70%
		07-08-15	Transfer	59,000	0.33%	364,400	2.03%
		14-08-15	Transfer	5,000	0.03%	369,400	2.05%
		21-08-15	Transfer	30,100	0.17%	399,500	2.22%
		28-08-15	Transfer	31,263	0.17%	430,763	2.40%
		25-09-15	Transfer	6,500	0.04%	424,263	2.36%
		30-10-15	Transfer	5,000	0.03%	419,263	2.33%
		27-11-15	Transfer	6,102	0.03%	413,161	2.30%
		25-12-15	Transfer	5,100	0.03%	408,061	2.27%
		08-01-16	Transfer	63,816	0.35%	471,877	2.62%
		22-01-16	Transfer	2,550	0.01%	469,327	2.61%
		26-02-16	Transfer	5	0.00%	469,322	2.61%
	At the end of the year	31-03-16		469,322	2.61%	469,322	2.61%
10	Name: SPA SECURITIES LTD						
	At the beginning of the year	01-04-15		150,000	0.83%	150,000	0.83%
	Changes during the year	31-03-16		150,000	0.83%	-	0.00%
	At the end of the year	31-03-16		-	0.00%	-	0.00%

OK PLAY INDIA LIMITED

(v) Shareholding of Directors and Key Managerial Personnel:							
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
1	Name : Rajan Handa, Managing Director						
	At the beginning of the year			9,686,852	53.87%	9,686,852	53.87%
	Changes during the year	28-05-15	Transfer	10	0.00%	9,686,862	53.87%
	At the end of the year			9,686,862	53.87%	9,686,862	53.87%
2	Name: Justice Tilak Raj Handa(Retd.), Whole Time Director						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
3	Name : Mrs. Mamta Handa, Whole Time Director						
	At the beginning of the year			1,000,000	5.56%	1,000,000	5.56%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			1,000,000	5.56%	1,000,000	5.56%
4	Name: Dr. Rajan Wadhwa, Whole Time Director						
	At the beginning of the year			36,300	0.20%	36,300	0.20%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			36,300	0.20%	36,300	0.20%
5	Name: Mr. Shalabh Jasoria, Independent Director						
	At the beginning of the year			2,375	0.01%	2,375	0.01%
	Changes during the year		Transfer	2,375	0.01%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
5	Name: Mr. Vijendra Kumar Jain, Independent Director						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
5	Name: Mr. Naresh Kumar, Independent Director						

				-	0.00%	-	0.00%
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
6	Name: Mr. Ajay Vohra, Independent Director						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
7	Name: Mr. Triloki Nath Verma, Company Secretary						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%

V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	7322.18	1098.66	-	8,420.84
ii) Interest due but not paid	14.15	-	-	14.15
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	7336.33	1098.66	-	8,434.99
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	(3.80)	(15.32)	-	(19.12)
Net Change	(3.80)	(15.32)	-	(19.12)
Indebtedness at the end of the financial year				
i) Principal Amount	7300.83	1028.18	-	8,329.01
ii) Interest due but not paid	31.71	55.15	-	86.86
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	7332.53	1083.33	-	8,415.87

OK PLAY INDIA LIMITED

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 Wadhwa	(Rs/Lac)
	Designation	Managing Director	Chairman & Whole Time Director	Whole Time Director	Whole Time Director	
	Gross salary	84	36	36	12.47	168.47
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	- others, specify	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	84.00	36	36	12.47	168.47

B. Remuneration to other Directors						
SN.	Particulars of Remuneration	Name of Directors				Total Amount
		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	-	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD					
SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name	-	-	Triloki Nath Verma	(Rs/Lac)
	Designation	CEO	CFO	CS	
1	Gross salary	-	-	8.9	8.9
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	8.90	8.90

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

OK PLAY INDIA LIMITED

FORM NO. AOC -2

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

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

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

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

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

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

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

Name(s) of the related party and nature of relationship	Nature of the contracts/ arrangements/transactions	Duration of the contracts/ arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Justice T. R. Handa (Retd.)	Payment of remuneration as per approval of Shareholders under Section 197	28 th February, 2017	As per resolution passed by shareholders	14-08-2014	Nil
Mr. Rajan Handa	Payment of remuneration as per approval of Shareholders under Section 197	28 th February, 2017	As per resolution passed by shareholders	14-08-2014	Nil
Mrs. Mamta Handa	Payment of remuneration as per approval of Shareholders under Section 197	19 th June, 2016	As per resolution passed by shareholders in 27 th Annual General Meeting	14-08-2015	Nil
Mr. Rajan Wadhwa	Payment of remuneration as per approval of Shareholders under section 197	30 th September, 2017	As per resolution passed by shareholders in 27 th Annual General Meeting	14-08-2014	Nil
Mr. Rishab Handa	Payment of remuneration as per approval of Shareholders under section 197	-	As per resolution passed by shareholders in 27 th Annual General Meeting	14-08-2015	Nil
Mr. Raghav Handa	Payment of remuneration as per approval of Shareholders under section 197	-	As per resolution passed by shareholders in 27 th Annual General Meeting	14-08-2015	Nil
OK Play Auto Private Limited	Sale purchase of Goods	-	See Note 27(6) of Annual A/c	14-08-2014	Nil
Rave India	Purchase of Goods	No Formal Contract	See Note 27(6) of Annual A/c	14-08-2014	Nil
A & A Labels	Purchase of Goods	No Formal Contract	See Note 27(6) of Annual A/c	14-08-2014	Nil
Anupam Arts	Purchase of Goods	No Formal Contract	See Note 27(6) of Annual A/c	14-08-2014	Nil

OK PLAY INDIA LIMITED

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

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

A. CONSERVATION OF ENERGY

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

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

POWER CONSUMPTION*:

	Current Year Ending 31.03.2016	Previous Year Ending 31.03.2015
a. Electricity Purchased		
1. Units	1674758	1770513
2. Total Amount (Rs. in Lakhs)	153.86	144.57
3. Rate / unit	9.19	8.17
b. HSD Fuel Consumption		
1. Quantity (K.ltrs) (for production purpose)	232.34	342.24
2. Total Amount (Rs. in Lakhs)	107.51	187.45

* Allocated Figures

B. TECHNOLOGY ABSORPTION

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

Research and Development:-

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

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

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

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

c. **Future plan of Action.**

Further development of moulds and products based on market requirement.

d. Expenditure on Research and Development:-

The following Expenditure was incurred on conducting R&D.

		Rs. in Lakhs
a	Capital (Development & Manufacturing of Moulds)	814.61
b	Recurring	NIL
c	Total	814.61
d	Total R&D expenditure as a percentage of total turnovers	8.38%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

a. Earnings

Foreign exchange earnings during the year were -NIL(Previous year -NIL)

b. Outgo

Foreign exchange outgo during the year was Rs. 270601848.82/-
(Previous year Rs. 140199671.08/-)

for **OK PLAY INDIA LTD.**

Place: New Delhi
Date: 12th August, 2016

-Sd-
Justice T. R. Handa
Chairman cum Whole Time Director

OK PLAY INDIA LIMITED

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

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

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

Name of Director	2016	2015
Justice T.R. Handa (Retd.), Chairman	15.66	16.67
Mr. Rajan Handa, Managing Director	36.54	19.44
Mrs. Mamta Handa, Whole time Director	15.66	16.67
Mr. Rajan Wadhera, Whole time Director	5.11	5.44
Mr. Shalabh Jasoria	Not Applicable	Not Applicable
Mr. Vijyendra Kumar Jain	Not Applicable	Not Applicable
Mr. Naresh Kumar	Not Applicable	Not Applicable
Mr. Ajay Vohra	Not Applicable	Not Applicable

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

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

Name of Director	% Increase
Justice T.R. Handa (Retd.), Chairman	0
Mr. Rajan Handa, Managing Director	100
Mrs. Mamta Handa, Whole time Director	0
Mr. Rajan Wadhera, Whole time Director	0
Mr. Shalabh Jasoria, Independent Director	-
Mr. Vijyendra Kumar Jain, Independent Director	-
Mr. Naresh Kumar, Independent Director	-
Mr. Ajay Vohra, Independent Director	-
Mr. Triloki Nath Verma, Company Secretary	-

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

The percentage increase in the median remuneration of employees in the financial year is around 7.36%.

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

The number of permanent employees as on 31st March, 2016 is 157.

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

The average percentile increase in the employees other than the Key Managerial Personnel for during the period is around 3.58% while the average percentile increase in the remuneration of the Key Managerial Personnel is 25.98%. The Gross sales has been increased from 1023325525/- from 595339877.54. This increment is in line with the approval of shareholders in the Annual general Meeting held in 2014.

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

Yes

Name of Top Ten Employees in terms of remuneration drawn:

Sr. No	Name	Designation	Remuneration received	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	Age	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule(2) above	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Mr. Harish Sharma	Gm - Sales - E Rickshaw	493557	Permanent	B. Tech (Mech.), 30	12-01-16	59	NIL	No
2	Mr. Abhishek Goyal	General Manager	2237484	Permanent	B.E.(Production), 12	04-09-14	39	NIL	No
3	Mr. Rakesh Bhat	Agm - Quality	1665537	Permanent	B. E. Mech) , 10	14-06-10	42	NIL	No
4	Mr. Ajay Gupta	Dgm - Accounts	1347584	Permanent	B. Com, 23	13-04-15	45	NIL	No
5	Mr. Himanshu Sarup Sharma	Dgm - Mkt	742553	Permanent	PGDCA, 8	01-09-15	37	NIL	No
6	Mr. Pramod Kumar Bansal	Manager- Purchase	1207932	Permanent	M.Com, 25	01-10-02	50	NIL	No
7	Mr. Mrigender Singh	Associate- MD Affair	1173528	Permanent	MBA, 18	01-03-05	43	NIL	No
8	Mr. Arun Makheja	Dm - Administration	1113384	Permanent	PGDBM, 12	16-02-15	38	NIL	No
9	Mr. Anil Kumar Solanki	Manager - Development	1112616	Permanent	DIPLOMA, 24	01-11-02	52	NIL	No
10	Mr. Davis A. V.	Manager - Process	1112616	Permanent	DIPLOMA, 23	01-05-09	49	NIL	No

OK PLAY INDIA LIMITED

ANNEXURE-4: SECRETARIAL AUDIT REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[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 KA MEO 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 the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2016, 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 31st March, 2016 according to the provisions of:

- (i). Companies Act, 2013 and the rules made there under and The Companies Act, 1956 and rules made there under to the extent applicable.
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB).
 - a. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. **Not Applicable**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **Not Applicable**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **Not Applicable**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **Not Applicable**
- (vi). RBI Act, 1934 **Not Applicable**
- (vii). Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. **Not Applicable**
- (viii). Industrial and Labour Laws which inter- alia includes **(based on the confirmation received from the Management)**
 - i. The Minimum Wages Act, 1948
 - ii. The Payment of Bonus Act, 1965
 - iii. The Payment of Gratuity Act, 1972
 - iv. The Employee's Provident Fund & Miscellaneous Provisions Act, 1952
 - v. The Employee's State Insurance Act, 1948 etc.
 - vi. Factory Act, 1948
 - vii. Equal Remuneration Act, 1976
 - viii. Punjab Fund Welfare Act, 1965
 - ix. Payment of Wages Act, 1936
 - x. The Workmen's Compensation Act, 1923
 - xi. The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959

xii. Contract Labour (Regulation and Abolition) Act, 1970

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

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

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

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

- The Company has not appointed CFO during the audit period as required under Section 203 of Companies Act, 2013.

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

- The Company was duly constituted with proper Balance of Executive Directors, Non –Executives Directors as required under clause 49 of the listing agreement/ Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 30.09.2015.

We further report that:

The Board of Directors of the Company was not constituted upto 30th September, 2015. After changes in the constitution of Board and appointment of Independent Directors in the Annual General Meeting held on 30th September, 2015, Board of Directors is duly constituted in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with optimum number of Executive, Non-executive 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.

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.

FOR MUKESH AGARWAL & CO.

S/d

Mukesh Kumar Agarwal

M No-F5991

C P No.3851

Place : Delhi

Date : 12th August, 2016

OK PLAY INDIA LIMITED

ANNEXURE-5: CERTIFICATE FROM COMPANY SECRETARY ON CORPORATE GOVERNANCE

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the members of OK PLAY INDIA LIMITED

I have examined the compliance of the conditions of corporate governance by OK Play India Limited for the year ended 31st March, 2016 as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the Stock Exchanges for the period 1st April 2015 to 30th November 2015 and 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 1st December 2015 to 31st March 2016.

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 Agreement and/or Listing Regulations as may have been applicable except that Board was not duly constituted in the beginning of the year with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However the same has been properly constituted in accordance with provision of law on 30th September, 2015.

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.

Sd/-
Surbhi Basantani

Place: New Delhi
Date: 12th August, 2016

Practicing Company Secretary
M.N. 39452
COP NO-14993

REPORT OF THE DIRECTORS ON THE CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

2. BOARD OF DIRECTORS

The Board of Directors consists of 8 (Eight) Directors including one woman director out of which four are executive directors & four are non executive & independent directors. All the directors are eminent professionals with experience in Business, Industry, Finance and Law. The company has an executive Chairman. The Board is responsible for the management of the business and meets regularly for discharging its role and functions.

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

BOARD MEETINGS

During the year under review 10 (Ten) Board meetings were held i.e. on 6th April, 2015, 30th May, 2015, 3rd July, 2015, 30th July, 2015, 14th August, 2015, 14th November, 2015, 6th January, 2016, 25th January, 2016, 15th February, 2016 and 29th March, 2016. The Company had its last Annual General Meeting of Shareholders on 30th September, 2015.

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

Name of Director	Category of Directorship	Attendance		No. of other Directorships	No. of Board Committees	
		Board Meeting	Last AGM		As Chairman	As Member
Justice T. R. Handa (Retd.)	Chairman & Whole-Time Director	7	No	0	1	0
Mr. Rajan Handa	Managing Director	10	Yes	4	0	2
Mrs. Mamta Handa	Whole-Time Director	9	No	4	0	1
Dr. Rajan Wadhwa	Whole-Time Director	9	Yes	1	0	2
Mr. Shalabh Jasoria	Non Executive Director (Independent)	7	Yes	7	3	0
Mr. Vijayendra Kumar Jain	Non Executive Director (Independent)	4	No	0	0	2
Mr. Naresh Kumar	Non Executive Director (Independent)	01	No	19	0	0
Mr. Ajay Vohra	Non Executive Director (Independent)	02	No	1	0	1

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.

OK PLAY INDIA LIMITED

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.

A. AUDIT COMMITTEE

The Company has a qualified and independent audit Committee comprising of two Independent and one Executive Director of the Company. The Chairman is an independent Director. The terms of reference of the Audit Committee are in consonance with provisions of the Companies Act, 2013 and the guidelines set out in the SEBI (LODR) Regulations, 2015.

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

COMPOSITION

The Audit Committee comprises of the following Directors: -

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

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

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

During the year under review the Committee met on 30th May, 2015, 14th August, 2015, 14th November, 2015 & 25th January, 2016

B. NOMINATION AND REMUNERATION COMMITTEE

The nomination and remuneration committee, a constitution of which is a mandatory requirement, was constituted to meet the requirements of the SEBI (LODR) Regulations, 2015 read with the relevant Provision of the Companies Act, 2013 by the Board of Directors to recommend/review the remuneration package of Whole-Time-Directors. The Remuneration of the Managing Director and the Whole-Time-Directors were approved by the Remuneration Committee, Board of Directors and the shareholders of the Company on his re-appointment in the Annual General Meeting held on 30th September, 2015.

COMPOSITION

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

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

Meeting of Committee was held on 14th August, 2015. Sh. Shalabh Jasoria is Chairman of Committee. Non Executive Directors were not paid anything during the financial year 2015-2016 The details of amount provided towards Director's remuneration are as follows:

(In Rs.)

Name	Salary	Sitting Fees	Total
Justice T. R. Handa (Retd.)	3600000	NIL	3600000
Mr. Rajan Handa	8400000	NIL	8400000
Mrs. Mamta Handa	3816000	NIL	3816000
Mr. Rajan Wadhera	1275850	NIL	1275850
Mr. Shalabh Jasoria	NIL	NIL	NIL
Mr. Vijayendra Kumar Jain	NIL	NIL	NIL
Mr. Naresh Kumar	NIL	NIL	NIL
Mr. Ajay Vohra	NIL	NIL	NIL

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

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

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

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

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Nomenclature of the Shareholders/Investors Grievances Committee has been changed to Stakeholders Relationship Committee. The Committee looks into resolution and redressal 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 Stakeholders Committee comprises of the following:-

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

Company Secretary acts as Secretary of Committee and Compliance Officer.

During the year the Company received 3 (Three) complaints from shareholders. All the complaints were attended promptly and resolved to the satisfaction of the shareholders.

Meeting of committee held on 30th May, 2015, 14th August, 2015, 14th November, 2015 and 25th January, 2016.

No grievance of any investor was pending as on 31st March, 2016.

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D. SHARE TRANSFER COMMITTEE

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

COMPOSITION

The Share Transfer Committee comprises of the following:-

Sr. No.	Name Of Director	Designation	Chairman/ Member	No. of Meeting Attended
1	Justice T. R. Handa	Chairman cum Whole-Time-Director	Chairman	20
2	Mr. Rajan Handa	Managing Director	Member	18
3	Mrs. Mamta Handa	Whole-Time-Director	Member	18

During the year the committee met 20 times on 13th April, 2015, 27th April, 2015, 11th May, 2015, 1st June, 2015, 8th June, 2015, 15th June, 2015, 22nd June, 2015, 29th June, 2015, 13th July, 2015, 20th July, 2015, 3rd August, 2015, 19th October, 2015, 26th October, 2015, 2nd November, 2015, 11th January, 2016, 15th February, 2016, 22nd February, 2016, 29th February, 2016, 21st March, 2016 and 28th March, 2016.

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.

E. RISK MANAGEMENT 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.

4. ANNUAL/ EXTRA-ORDINARY GENERAL MEETINGS

Year	AGM/ EGM	Location	Date	Time
2015	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat Haryana	30 th September, 2015	10.00 A.M.
2014	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat Haryana	30 th September, 2014	10.00 A.M.
2013	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujina, Police Station – Nuh, District – Mewat Haryana	30 th September, 2013	10.00 A.M.

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

(A) Year 2015

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

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

1. Amendment to Object Clause of the Memorandum of Association.
 2. Amendment to Clause IV of the Memorandum of Association
 3. To make investments, give loans, guarantees and provide securities upto an aggregate amount of Rs. 500 Crores.
- Mr. Puneet Kumar Pandey, Company Secretary was appointed as Scrutinizer of the Postal Ballot Process.

Voting Pattern was as under:

Particulars	Resolution No 1	Resolution No 2	Resolution No 3
Total No of Postal Ballot Paper received	39	38	39
No of Invalid postal Ballots	8	8	8
No of Valid Postal Ballots	31	30	31
No of Persons who voted electronically	28	28	28
Total No of Shares who voted for the resolution	59	58	59
Total No of Votes for the Resolution	10790348	10790248	10790348
Votes in Faour of Resolution	10789938	10789838	10782038
Vote against the Resolution	410	410	8310
Resolution Passed by % of Valid Votes received	99.99%	99.99%	99.92%

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

(B) Year 2014

1. Increase in borrowing limits up to a sum of Rs. 200 crore (Rupees two hundred crore) over and above the aggregate of the paid up capital of the Company and its free reserves
2. Payment of remuneration to managing director Mr. Rajan Handa (DIN 00194590)
3. Payment Of Remuneration To Whole Time Director Justice Tilak Raj Handa(DIN 00194284)
4. Appointment and payment of remuneration to Dr. Rajan Wadhra(DIN 01412577) as Whole Time Director
5. To render/sale, purchase all inputs, components and services as may be required to the OK Play Auto Private Limited on cost to cost basis.

(C) Year 2013

No Special Resolution was passed in the Annual General Meeting held in 2013.

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

Name of the Director	Mr. Rajan Handa	Justice T. R. Handa (Retd.)	Dr. Rajan Wadhra
Date of Birth	09 th December, 1959	1 st March, 1925	16 th October, 1958
Date of appointment/re-appointment	19.08.1988	19.08.1988	21-04-2007
Expertise in specific functional areas	He has wide experience in Production and overall management related functions.	He has wide experience in Legal, Administration, Arbitration and Industrial Relations	He has wide experience in Human Resource and Management Related Issues
Qualifications	B.E.	LLB.	P.H.D. (Human Resource)
Name of the other companies in which person holds the directorship	OK Play Auto Pvt. Ltd. OK Play Schooling Pvt. Ltd Cautious Exim Pvt. Ltd OK PLAY E VEHICLES PRIVATE LIMITED	NIL	SACRED EXIM LIMITED
Chairman/Member of Board Committees in other companies	NIL	NIL	NIL
Shareholding in the company	9686862 equity shares	NIL	36300
Relationship between directors	Son of Justice T. R. Handa, Chairman & Whole time Director Spouse of Mrs. Mamta Handa, Whole time Director	Father of Mr. Rajan Handa Managing Director Father-in Law of Mrs. Mamta Handa Whole time Director	None

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6. SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

As stipulated the Code of Independent Directors under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, a separate Meeting of the Independent Directors of the Company was held 25th January, 2016 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committee which is to effectively and reasonably perform and discharge their duties.

7. FAMILIARIZATION PROGRA FOR DIRECTORS

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

The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one-to-one meetings. Board members are also requested to access the necessary documents brochures, Annual Reports and internal policies available at our website to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made by Senior Management, at the Board/Committee meetings on business and performance updates of the Company, global business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy etc. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Directors.

8. PROHIBITION OF INSIDER TRADING

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

9. MEANS OF COMMUNICATION

The Company published its Quarterly, Half Yearly Un-audited Financial Results and Audited Financial Results in the prescribed form. The results were forthwith sent to Stock Exchanges where the securities of the Company are listed and also published in the Newspapers namely Pioneer (English) & Veer Arjun (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. 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 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 30th May, 2016.

12. GENERAL SHAREHOLDERS INFORMATION

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

13. DISCLOSURES

Your Directors draw attention of the member to note 27(6) to the financial statement which sets out related party disclosures.

The Company has fulfilled all statutory compliances except the payment of listing fees to Delhi Stock Exchange, Ahmadabad and Jaipur Stock Exchange Ltd. where the securities of the Company are listed and appointment of CFO. Hon'ble BIFR has directed

Ahmadabad Stock Exchange Ltd. and Jaipur Stock Exchange Limited to waive off the arrears and allow the delisting of the company's shares from these stock exchanges. Company is in the process of appointment of CFO.

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

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

Other Disclosures are as under:

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

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

b) Code of conduct

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the directors and senior management. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been put on the Company's website (<http://okplay.co.in/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.

c) Review of Directors' Responsibility Statement

The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended 31st March, 2016 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

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

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

e) CEO/CFO Certifications

A Certificate from Managing Director forms Part part of this report.

f) Related Party Transactions

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

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

g) Vigil Mechanism/ Whistle Blower Policy

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

h) Disclosures of Risk Management

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

i) Proceeds from public issue, rights issue, preferential issue, FCCB issue.

During the year, the Company has not raised any funds from public issue, rights issue, preferential issue and FCCB issue.

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

OK PLAY INDIA LIMITED

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

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

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

l) Others:

The Board

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

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

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.

Audit Qualifications

There are no Qualifications from the Auditors on the Company's financial statements for the year under reference. However Company has no appointed CFO. Company is in the process of recruiting the suitable candidate to achieve a non qualified opinion.

Internal Auditor

The Internal Auditors directly report to the Audit Committee

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. New Developments and outlook

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

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

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

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

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

2. SEGMENT WISE PERFORMANCE

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

3. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

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

4. HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

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

Key functions

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

- Recruitment, selection, and on-boarding (resourcing)
- Organizational design and development
- Business transformation and change management
- Performance, conduct and behavior management
- Industrial and employee relations
- Safety and health management
- Human resources (workforce) analysis and workforce personnel data management
- Compensation, rewards, and benefits management

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

5. HRM strategy

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

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

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

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

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

6. CAUTIONARY STATEMENT

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

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

for **OK PLAY INDIA LTD.**

Place: New Delhi
Date: 12th August, 2016

-Sd-
Justice T. R. Handa
Chairman cum Whole Time Director

SHAREHOLDER'S DIARY- GENERAL SHAREHOLDERS INFORMATION

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

30th September, 2016 at 10.00 A.M. at Hakim Ji Ki Choupal, Opposite Batra Hospital, Village – Ujina, P. S. Nuh, District – Mewat (Haryana).

2. PARTICULARS OF FINANCIAL CALENDAR

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

3. DIVIDENT INFORMATION:

The Board of Directors' has not recommended any dividend.

4. LISTING INFORMATION

Shares of your Company are listed on following Stock Exchanges:

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

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

5. STOCK CODE

BSE	JAIPUR	AHMEDABAD
526415	-	41770

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

National Securities Depository Ltd.

Central Depository Services (I) Ltd.

ISIN Code No. of Shares INE 870B01016

7. BOOK CLOSURE

From: 23rd September, 2016 To: 30th September, 2016 (Both days inclusive)

8. INVESTOR SERVICE CELL

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

9. COMPLIANCE OFFICER:

Mr. Triloki Nath Verma, Company Secretary

10. ADDRESS FOR CORRESPONDENCE OK PLAY INDIA LIMITED

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

OK PLAY INDIA LIMITED

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 31ST MARCH, 2016

CATEGORY	Total No. of Shares	% to Total	Demat Shares	Physical Shares	% of D MAT Shares with Total No of Shares
A. PROMOTER'S HOLDING					
(Including Directors, Relatives & associates)	10869012	60.444	10869012	0	60.444
B. NON-PROMOTER'S HOLDING					
Banks, FIs, Mutual Funds, Insurance Companies, (Central/State Govt. Institutions/ Non-Govt. Institutions)	5600	0.031	0	5600	0
a. Private Corporate Bodies	1798645	10.002	1781845	16800	9.908
b. Indian Public	4543731	25.268	3800862	742869	21.136
c. NRIs / OCBs	489605	2.723	405205	84400	2.253
d. Trust	300	0.001	300	0	0.001
e. NBFCs registered with RBI	28000	0.156	28000	0	0.156
f. Others	247207	1.375	247207	0	1.375
GRAND TOTAL	17982100	100.00	17132431	849669	95.273

13. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2016

Share holding of nominal value	Shareholders		No. of Shares (4)	Share Amount		
	Rs. (1)	Rs. (2)		Nominal Amount in Rs. (5)	% to total (6)	
Upto 5000		6767	91.335	1043069	10430690	5.801
5001 to 10000		289	3.901	237672	2376720	1.322
10001 to 20000		132	1.782	196713	1967130	1.094
20001 to 30000		44	0.594	113245	1132450	0.630
30001 to 40000		21	0.283	74375	743750	0.414
40001 to 50000		23	0.310	108378	1083780	0.603
50001 to 100000		39	0.526	304123	3041230	1.691
100001 and above		94	1.269	15904525	159045250	88.446
Total		7409	100.00	17982100	179821000	100.00

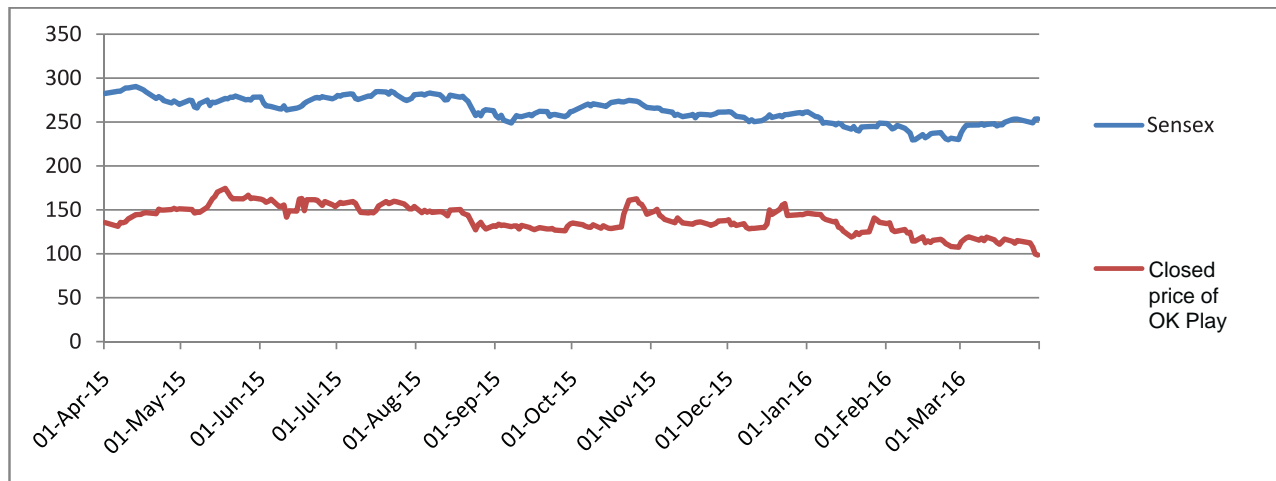
14. PLANT LOCATION

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

15. STOCK MARKET PRICE FOR THE YEAR 2015-2016

Month	High	Low
April, 2015	154.8	122
May, 2015	175.7	141.1
June, 2015	165	130.1
July, 2015	164.8	142.3
August, 2015	156.9	120
September, 2015	139.9	104
October, 2015	164	126.5
November, 2015	156.7	128.6
December, 2015	162	125.3
January, 2016	153.9	106
February, 2016	154.5	98.1
March, 2016	121	94.2

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.

OK PLAY INDIA LIMITED

CEO / CFO CERTIFICATE

To,
The Board of Directors
OK Play India Limited

A. We have reviewed financial statements and the cash flow statement Play India Limited for the year ended 31st March, 2016 and that to the best of their knowledge and belief:

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. They have indicated to the auditors and the Audit committee

- (1) significant changes in internal control over financial reporting during the year;
- (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Dated: 12th August, 2016
Place: Delhi

-Sd-
Justice T. R. Handa
Chairman Cum Whole-Time-Director

By order of the Board of Directors
for **OK PLAY INDIA LIMITED**
-Sd-
Rajan Handa
Managing Director

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 31st March, 2016 pursuant to the requirements of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dated: 12th August, 2016

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

By order of the Board of Directors
for **OK PLAY INDIA LIMITED**
-Sd-
Rajan Handa
Managing Director

INDEPENDENT AUDITORS' REPORT

To The Members of OK PLAY INDIA LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of OK PLAY INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's

judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Director's, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 27(1) to the financial statements
 - b. The Company did not have any long term contracts including derivative contracts for which there are any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

**Place: New Delhi
Dated: 27th May, 2016**

**sd/-
D. S. CHADHA
PROPRIETOR
M.N. 015727**

OK PLAY INDIA LIMITED

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Annexure referred to in Independent Auditors' Report of even date to the members of OK Play India Limited for the year ended 31 March 2016

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets are physically verified by the management according to a phased programme designed to cover all items over a period which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted during the year secured or unsecured loans to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, clause (iii) (a), (b) and (c) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (v) are not applicable to the company.
- (vi) According to the information and explanations given to us, the Central Government has prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of manufacturing activities of the company. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same.

- (vii) (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it except the following which are outstanding for more than six months.

Nature of the Dues	Amount (Rs)	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
Sales Tax	15,69,300.00	2009-10	30/04/2014	21/04/2016	
Sales Tax	3,01,565.00	2011-12	30/06/2015	17/05/2016	
Sales Tax	5,84,623.00	2012-13	04/05/2015		

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

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

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

Particulars	Amount of default as at balance sheet date (Rs.)	Period of default	Remarks
Indian Overseas Bank	6,25,001	1 month	Paid on 8 th April, 2016
Indian Overseas Bank	6,25,001	1 day	Paid on 16 th April, 2016
Indian Overseas Bank	16,77,044.00	Maximum period of 1 month	Paid on 16 th April, 2016
Indian Overseas Bank	4,14,09,875.00	1 day	Unpaid
Indian Overseas Bank	13,04,173.20	1 month	Paid on 5 th May, 2016
Indian Overseas Bank	18,66,486.17	1 day	Unpaid
Mentor Financial Services Ltd	1,80,000.00	1 day	Paid on 3rd May, 2016

OK PLAY INDIA LIMITED

- (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 give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

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

sd/-
**D. S. CHADHA
PROPRIETOR
M.N. 015727**

**Place: New Delhi
Dated: 27th May, 2016**

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 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

OK PLAY INDIA LIMITED

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, 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)

Place: New Delhi
Dated: 27th May, 2016

sd/-
D. S. CHADHA
PROPRIETOR
M.N. 015727

OK PLAY INDIA LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
EQUITY AND LIABILITIES			
<u>Shareholders' Funds</u>			
Share Capital	2	17,96,95,000.00	17,96,92,000.00
Reserves and Surplus	3	14,73,15,604.28	16,72,56,716.14
<u>Non-Current Liabilities</u>			
Long-Term Borrowings	4	18,99,57,027.87	33,30,36,502.17
Long Term Provisions	5	89,38,210.00	55,36,006.00
<u>Current Liabilities</u>			
Short-Term Borrowings	6	40,54,86,649.97	33,13,14,266.51
Trade Payables		13,81,18,552.89	7,72,90,430.57
Other Current Liabilities	7	38,54,62,139.97	23,95,73,512.36
Short-Term Provisions	8	65,14,036.00	1,16,01,113.00
Total		1,46,14,87,220.98	1,34,53,00,546.75
ASSETS			
<u>Non-Current Assets</u>			
Fixed Assets	9		
Tangible assets		36,22,59,782.56	30,89,91,367.75
Intangible assets		52,26,815.94	63,06,859.99
Capital work-in-progress		3,43,76,076.64	-
Intangible assets under development		9,27,25,521.12	4,45,95,109.12
Non-current investments	10	8,00,00,000.00	8,00,00,000.00
Deferred tax assets (net)	11	2,45,50,000.00	60,22,000.00
Long term loans and advances	12	65,63,433.00	60,74,103.00
<u>Current Assets</u>			
Inventories	13	27,01,84,853.62	11,41,80,004.72
Trade receivables	14	38,09,63,042.06	28,56,45,776.83
Cash and cash equivalents	15	99,43,253.17	1,22,97,968.24
Short-term loans and advances	16	13,01,37,570.54	19,96,08,470.10
Other current assets	17	6,45,56,872.33	28,15,78,887.00
Total		1,46,14,87,220.98	1,34,53,00,546.75
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 27		
For and on behalf of the Board			
S/d (Justice T.R.Handa)(Retd.) Chairman cum Wholetime Director DIN- 00194284	S/d (Rajan Handa) Managing Director DIN-00194590	S/d (Triloki Nath Verma) Company Secretary	
		As per our report of even date attached For D.S.Chadha & Associates Chartered Accountants (FRN 026723-N)	
		S/d (D.S.CHADHA) Proprietor M.No. 015727	
Place : New Delhi			
Date : 27th May, 2016			

OK PLAY INDIA LIMITED

OK PLAY INDIA LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No.	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Revenue from operations	18	972,010,233.43	566,471,656.26
Other Income	19	2,741,442.40	225,024,844.09
Total Revenue		974,751,675.83	791,496,500.35
Expenses:			
Cost of materials consumed	20	314,066,880.70	253,518,251.26
Purchase of Stock-in-Trade		369,145,208.58	122,051,040.28
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	(67,742,279.18)	(44,469,707.10)
Employee benefits expense	22	70,384,959.65	66,763,377.59
Financial costs	23	108,585,320.41	87,394,979.52
Depreciation and amortization expense	24	28,796,325.33	27,114,599.88
Other expenses	25	101,767,098.93	288,066,181.99
Total Expenses		925,003,514.42	800,438,723.42
Profit/(Loss) before exceptional and extraordinary items and tax		49,748,161.41	(8,942,223.07)
Exceptional item (Net (gain)/loss on Exchange Fluctuation on FCCB/ECB)		14,374,531.00	14,175,169.00
Exceptional item (Loss on account of Fire)		79,242,742.27	-
Profit/(Loss) before extraordinary items and tax		(43,869,111.86)	(23,117,392.07)
Provision of Tax for earlier years/(Excess Provision of Tax written back)		(5,400,000.00)	-
Profit/(Loss) before tax		(38,469,111.86)	(23,117,392.07)
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax charge/(credit)		(18,528,000.00)	(6,732,000.00)
Profit/(Loss) for the year		(19,941,111.86)	(16,385,392.07)
Earnings per equity share of face value of Rs 10 each: Basic and Diluted (in Rupees)	26	(1.11)	(0.91)
Significant Accounting Policies		1	
Notes on Financial Statements		2 to 27	
For and on behalf of the Board			
S/d (Justice T.R.Handa)(Retd.) Chairman cum Wholetime Director DIN- 00194284	S/d (Rajan Handa) Managing Director DIN-00194590	S/d (Triloki Nath Verma) Company Secretary	
		As per our report of even date attached For D.S.Chadha & Associates Chartered Accountants (FRN 026723-N)	
		S/d (D.S.CHADHA) Proprietor M.No. 015727	
Place : New Delhi Date : 27th May, 2016			

OK PLAY INDIA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	<u>Year ended</u> <u>31st March,2016</u>	<u>Year ended</u> <u>31st March,2015</u>
	<u>Rs</u>	<u>Rs</u>
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before Tax and extraordinary items	(4,38,69,111.86)	(2,31,17,392.07)
Adjustments for :		
Depreciation	2,87,96,325.33	2,71,14,599.88
Loss/(Profit) on fire/sale of Assets	10,66,711.07	1,87,15,579.49
Interest Received	(14,56,116.00)	(23,58,468.00)
Interest Payments	10,85,85,320.41	8,73,94,979.52
Exchange Fluctuation Loss/(Gain)	1,43,74,531.00	1,41,75,169.00
Operating Profit before Working Capital changes	10,74,97,659.95	12,19,24,467.82
Adjustments for :		
Trade and Other Receivables	12,17,04,749.44	(24,39,41,578.75)
Inventories	(15,60,04,848.90)	12,25,24,957.24
Trade and Other Payables	20,88,63,427.93	(8,97,78,091.57)
Cash generated from operations	28,20,60,988.42	(8,92,70,245.26)
Interest paid	(10,85,85,320.41)	(8,73,94,979.52)
Cash flow before extraordinary items	17,34,75,668.01	(17,66,65,224.78)
Direct taxes paid	-	(3,12,923.00)
Net Cash from Operating Activities	17,34,75,668.01	(17,69,78,147.78)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(16,87,88,395.80)	(6,97,84,070.57)
Sale of Fixed Assets	42,30,500.00	3,75,000.00
Interest Received	14,56,116.00	23,58,468.00
Net Cash used in Investing Activities	(16,31,01,779.80)	(6,70,50,602.57)

OK PLAY INDIA LIMITED

OK PLAY INDIA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	<u>Year ended</u> <u>31st March,2016</u> <u>Rs</u>	<u>Year ended</u> <u>31st March,2015</u> <u>Rs</u>
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Issue of Equity Share Capital	3,000.00	1,68,57,250.00
Loans & Advances paid	6,92,94,492.56	6,90,19,451.82
Proceeds from Long Term Borrowings	(15,61,98,479.30)	3,68,32,110.88
Proceeds from Short Term Borrowings	7,41,72,383.46	5,90,13,662.90
Net Cash used in Financing Activities	(1,27,28,603.28)	18,17,22,475.60
Net increase in Cash and Cash Equivalents	(23,54,715.07)	(6,23,06,274.75)
Cash and Cash Equivalents as at 1st April,2015	1,22,97,968.24	7,46,04,242.99
Cash and Cash Equivalents as at 31st March,2016	99,43,253.17	1,22,97,968.24

For and on behalf of the Board

S/d
(Justice T.R.Handa)(Retd.)
Chairman cum Wholetime Director
DIN- 00194284

S/d
(Rajan Handa)
Managing Director
DIN-00194590

S/d
(Triloki Nath Verma)
Company Secretary

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

S/d
(D.S.CHADHA)
Proprietor
M.No. 015727

Place : New Delhi
Date : 27th May, 2016

NOTE: 1 SIGNIFICANT ACCOUNTING POLICIES

- i. **Corporate Information**
The company was incorporated on 19th August, 1988 and is a public limited company listed on the Bombay Stock Exchange (BSE). The Company's registered office is at 17, Roj-ka-Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana-122103. The company manufactures Plastic Moulded Toys, School Furniture, Playground Equipment, Infrastructure & Automotive Products and Point-Of-Purchase Products.
- ii. **General**
These financial statements have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention on accrual basis and comply in all material aspects with the accounting standards notified under the Companies Act, 2013.
- iii. **Use of estimates**
The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.
- iv. **Fixed Assets including Intangible assets and Depreciation**
Fixed Assets are stated on cost basis including the cost of installation where incurred. Depreciation on fixed assets (other than intangible assets) including computer software has been provided according to Straight Line Method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. The Intangible Assets under development are depreciated once the development of asset is complete. Intangible assets comprising of product designs, technical know-how etc. are amortized over a period of ten years, the estimated minimum useful life of the related products.
- v. **Impairment**
An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.
- vi. **Investments**
Long Term Investments and current maturities of long term investments are stated at cost. Provision for diminution in the value is made only if such a decline is other than temporary.
- vii. **Inventories**
The closing stock of Raw Materials, Packing Material & Accessories, Stores & Spares and Work in Process have been valued at cost while the Finished Goods have been taken at lower of cost or net realisable value.

OK PLAY INDIA LIMITED

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

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

- x. **Employee benefits**
Company’s contribution to Government Administered Provident Fund and Employees’ State Insurance Corporation are charged to Profit & Loss Account. Defined benefit contributions in respect of gratuity are provided on the basis of actuarial valuation made at the end of the financial year. Actuarial gains or loss arising from such valuation are charged to revenue in the year in which they arise.

- xi. **Research & Development**
Expenditure on research & development which results in creation of capital assets is treated in the same way as expenditure on fixed assets. Other research & development expenditure is charged to the Profit and Loss statement.

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

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

OK PLAY INDIA LIMITED

Notes on Financial Statements for the Year ended 31st March, 2016

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

Note : 2 Share Capital

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
AUTHORIZED CAPITAL		
3,00,00,000 (Previous year 3,00,00,000) Equity Shares of Rs. 10/- each	30,00,00,000.00	30,00,00,000.00
	30,00,00,000.00	30,00,00,000.00
ISSUED CAPITAL		
1,80,38,000 (Previous year 1,80,38,000) Equity Shares of Rs. 10/- each	18,03,80,000.00	18,03,80,000.00
	18,03,80,000.00	18,03,80,000.00
SUBSCRIBED AND PAID UP CAPITAL		
1,79,82,100 (Previous year 1,79,82,100) Equity Shares of Rs. 10/- each	17,98,21,000.00	17,98,21,000.00
Less: Allotment Money unpaid 25,200 (Previous year 25,800) Equity Shares	1,26,000.00	1,29,000.00
Total	17,96,95,000.00	17,96,92,000.00

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

Particulars	AS AT 31.03.2016 No. of Shares	AS AT 31.03.2015 No. of Shares
Equity Shares at the beginning of the year	1,79,82,100	1,70,83,100
Add: Shares issued during the year	-	8,99,000
Equity Shares at the end of the year	1,79,82,100	1,79,82,100

Details of Shareholders holding more than 5% shares:

Name and Particulars	AS AT 31.03.2016	AS AT 31.03.2015
Number of Equity Shares held by Mr Rajan Handa	96,86,862	96,86,852
Percentage of Shares held	53.87%	53.87%
Number of Equity Shares held by Mrs Mamta Handa	10,00,000	10,00,000
Percentage of Shares held	5.56%	5.56%

Note : 3 Reserves & Surplus

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Capital Reserve	9,78,15,165.00	9,78,15,165.00
Share Premium Account	8,36,48,014.00	8,36,48,014.00
General Reserve	15,24,000.00	15,24,000.00
Surplus (Profit & Loss Account)	(3,56,71,574.72)	(1,57,30,462.86)
Balance brought forward from previous year	(1,57,30,462.86)	(1,02,09,427.18)
Add: Depreciation Reserve written back	-	1,08,64,356.39
Add/(less): Profit/(Loss) for the year	(1,99,41,111.86)	(1,63,85,392.07)
Total	14,73,15,604.28	16,72,56,716.14

Share Premium Account as on 31.3.2015	8,36,48,014.00	7,01,63,014.00
Add: Share Premium on NIL (Previous year 8,99,000)Equity Shares issued during the year at Rs 15/- per share	-	1,34,85,000.00
Share Premium Account as on 31.3.2016	8,36,48,014.00	8,36,48,014.00

OK PLAY INDIA LIMITED

OK PLAY INDIA LIMITED

Notes on Financial Statements for the Year ended 31st March, 2016

Note : 4 Long Term Borrowings

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Term Loans, Secured		
- From Bank	5,96,77,044.00	7,31,07,332.00
- Against Vehicles	24,58,275.98	70,29,579.17
- External Commercial Borrowing from Bank	11,87,70,147.00	19,07,06,517.00
Term Loans, Unsecured		
- From Other Parties	90,51,560.89	6,21,93,074.00
Total	18,99,57,027.87	33,30,36,502.17

4.1 Secured Term Loans are secured as below:

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

Against Vehicles : Secured against hypothecation of respective vehicles.

4.2 Term Loans from banks are collaterally secured by:

a) Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.

b) Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.

c) Hypothecation of all the Current Assets of the company.

d) First charge on other net block assets of the company.

e) Personal guarantees of two of the Directors of the company.

f) Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.

g) Second charge on entire fixed assets of the subsidiary company, OK Play Auto Private Limited.

h) Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.

i) Reinvestment Deposit Plan of the value of Rs.0.84 crores.

j) Corporate Guarantee of the Subsidiary Company, OK Play Auto Private Limited, restricted to Rs.91.21 crores

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

4.4 Term Loans are repayable as follows:

From Bank: Payable in monthly instalments upto year 2019-20

Against Vehicles: Payable in monthly instalments extending to year 2019-20

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

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

Note : 5 Long Term Provisions

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Provision for Gratuity/Leave Encashment	89,38,210.00	55,36,006.00
Total	89,38,210.00	55,36,006.00

OK PLAY INDIA LIMITED

Notes on Financial Statements for the Year ended 31st March, 2016

Note : 6 Short Term Borrowings

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Loan Repayable on Demand, Secured		
- Working Capital Loan from Bank	40,54,86,649.97	33,13,14,266.51
Total	40,54,86,649.97	33,13,14,266.51

6.1 Working Capital Loan from Bank is secured by:

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

6.2 Working Capital Loan from bank is collaterally secured by:

- a) Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- b) Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- c) Hypothecation of all the Current Assets of the company.
- d) First charge on other net block assets of the company.
- e) Personal guarantees of two of the directors of the company.
- f) Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.
- g) Second charge on entire fixed assets of the subsidiary company, OK Play Auto Private Limited.
- h) Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.
- i) Reinvestment Deposit Plan of the value of Rs.0.84 crores.

Note : 7 Other Current Liabilities

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Current maturities of long term debt		
- Foreign Currency Convertible Bonds	2,32,55,786.00	2,20,00,259.00
- Others	21,42,01,777.26	15,57,33,121.09
Interest accrued and due on borrowings	86,85,563.37	14,14,661.00
Sundry Creditors (Others)	1,87,07,522.32	2,11,31,741.25
Due to Directors	2,23,18,887.47	59,54,028.63
Customer Advances & Deposits	7,18,72,925.46	1,49,67,752.41
Direct/Indirect Taxes payable	1,29,85,790.56	57,35,047.01
Other Liabilities	1,34,33,887.53	1,26,36,901.97
Total	38,54,62,139.97	23,95,73,512.36

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

Note : 8 Short Term Provisions

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Provision for Taxation	65,14,036.00	1,16,01,113.00
Total	65,14,036.00	1,16,01,113.00

OK PLAY INDIA LIMITED

OK PLAY INDIA LIMITED Notes on Financial Statements for the Year ended 31st March, 2016

Note : 9 Fixed Assets

Particulars	Gross Block (Rs)			Depreciation (Rs)			Net Block (Rs)	
	As on 01.04.2015	Additions during the year	Deductions during the year	As on 01.04.2015	Additions during the year	Deductions during the year	As on 31.03.2016	As on 31.03.2015
Tangible Assets								
Land (Freehold)	1,28,77,328.60	-	-	-	-	-	1,28,77,328.60	1,28,77,328.60
Land (Leasehold)	4,05,81,791.69	16,88,113.00	-	1,16,92,268.60	10,41,202.00	-	2,95,36,434.09	2,88,89,523.09
Buildings	65,37,88,033.27	8,25,46,070.84	97,554.71	41,78,48,904.85	1,95,09,006.84	85,434.10	29,89,64,071.81	23,59,39,128.42
Plant and Equipment	1,59,50,370.79	2,11,371.10	-	77,19,643.41	16,83,710.05	-	67,58,388.43	82,30,727.38
Furnitures & Fixtures	3,83,54,142.00	-	-	1,73,78,055.41	42,24,353.39	52,50,198.54	1,14,66,642.74	2,09,76,086.59
Vehicles	1,41,83,869.70	13,67,387.22	1,05,35,289.00	1,21,05,296.03	7,89,044.00	-	26,56,916.89	20,78,573.67
Office Equipment	77,57,35,536.05	8,58,12,942.16	1,06,32,843.71	46,67,44,168.30	2,72,47,316.28	53,35,632.64	36,22,59,782.56	30,89,91,367.75
Intangible Assets								
Other Intangible Assets	1,39,45,814.93	-	-	85,08,498.90	13,99,216.02	-	40,38,100.01	54,37,316.03
Goodwill	57,78,527.64	4,68,965.00	-	49,08,983.68	1,49,793.03	-	11,88,715.93	8,69,543.96
Computer software	1,97,24,342.57	4,68,965.00	-	1,34,17,482.58	15,49,009.05	-	52,26,815.94	63,06,859.99
SUB TOTAL (A)								
Capital Work-in-progress	-	3,43,76,076.64	-	-	-	-	3,43,76,076.64	-
SUB TOTAL (B)								
Intangible Assets Under Development	4,45,95,109.12	4,81,30,412.00	-	-	-	-	9,27,25,521.12	4,45,95,109.12
SUB TOTAL (C)								
Total (A + B + C + D) (Current Year)	84,00,54,987.74	16,87,88,395.80	1,06,32,843.71	48,01,61,650.88	2,87,96,325.33	53,35,632.64	50,36,22,343.57	49,45,88,196.26
(Previous Year)	80,88,91,296.71	6,97,84,070.57	3,86,20,379.54	48,34,41,207.44	2,71,14,599.88	3,03,94,156.44	48,01,61,650.88	35,98,93,336.86

OK PLAY INDIA LIMITED

Notes on Financial Statements for the Year ended 31st March, 2016

Note : 10 Non Current Investments

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
<u>Trade -Unquoted, at cost</u>		
Investment in Equity of Subsidiary 80,00,000 (Previous year 80,00,000) Equity Shares of Rs 10/- each fully paid of subsidiary company OK Play Auto Private Limited	8,00,00,000.00	8,00,00,000.00
Total	8,00,00,000.00	8,00,00,000.00

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

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Deferred Tax Liabilities		
(i) Related to Fixed Assets	5,08,68,000.00	3,90,88,000.00
(ii) Deferred Revenue Expenditure allowed under the Income Tax Act, 1961	-	-
	5,08,68,000.00	3,90,88,000.00
Deferred Tax Assets		
(i) Disallowance under the Income Tax Act, 1961	2,71,18,000.00	2,94,63,000.00
(ii) Unabsorbed depreciation/carried forward of losses under the Income Tax Act, 1961	4,83,00,000.00	1,56,47,000.00
	7,54,18,000.00	4,51,10,000.00
Deferred Tax (Assets) / Liability	(2,45,50,000.00)	(60,22,000.00)

Note : 12 Long Term Loans and Advances

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
<u>Unsecured, Considered Good :</u>		
Earnest Money Deposit	7,14,740.00	7,14,740.00
Other Deposit	58,48,693.00	53,59,363.00
Total	65,63,433.00	60,74,103.00

Note : 13 Inventories

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
<u>At cost</u>		
Raw Materials	2,89,10,227.91	68,56,872.64
Work-in-Progress	2,67,90,508.92	3,17,44,239.00
Finished Goods	2,29,80,898.46	1,05,03,614.00
Stock-in-Trade	8,27,45,900.80	2,25,27,176.00
Stores & Spares	50,69,731.29	23,64,113.02
Packing Materials & Accessories	6,85,32,469.97	2,18,99,080.76
Others With Job Workers	2,11,82,049.00	1,62,11,595.00
Goods-in-transit	1,39,73,067.27	20,73,314.30
Total	27,01,84,853.62	11,41,80,004.72

OK PLAY INDIA LIMITED

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Notes on Financial Statements for the Year ended 31st March, 2016

Note : 14 Trade Receivables

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
<u>Due for more than six months</u>		
Unsecured, Considered Good	11,13,37,847.89	12,49,86,566.83
<u>Others</u>		
Unsecured, Considered Good	26,96,25,194.17	16,06,59,210.00
Total	38,09,63,042.06	28,56,45,776.83

Note : 15 Cash & Cash Equivalents

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
<u>Cash-in-Hand including imprest</u>	15,17,072.00	24,27,303.00
Sub Total (A)	15,17,072.00	24,27,303.00
<u>Balances with banks</u>		
- in current accounts	69,568.17	14,54,003.24
- in Fixed Deposits as margin money (maturity upto 12 months)	83,56,613.00	84,16,662.00
- in Fixed Deposits as margin money (maturity exceeding 12 months)	-	-
Sub Total (B)	84,26,181.17	98,70,665.24
Total [A + B]	99,43,253.17	1,22,97,968.24

Note :16 Short Terms Loans and Advances

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
<u>Other Loans & Advances</u>		
<u>Unsecured, Considered good</u>		
Advances to Creditors	11,86,34,729.77	18,83,84,118.69
Staff Advances	9,28,703.00	11,07,412.76
Advance Income Tax/TDS/Direct Taxes	26,45,955.00	24,96,948.00
Balance With Revenue Authorities (Indirect Taxes)	63,81,516.77	60,42,914.02
Prepaid Expenses	15,46,666.00	15,77,076.63
Total	13,01,37,570.54	19,96,08,470.10

Note : 17 Other Current Assets

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Insurance Claim Recoverable	-	22,25,27,136.27
Other Advances	6,45,56,872.33	5,90,51,750.73
Total	6,45,56,872.33	28,15,78,887.00

Note : 18 Revenue from Operations

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Sale of products	1,02,33,25,525.10	59,53,39,877.54
Less: Excise duty	5,13,15,291.67	2,88,68,221.28
Total	97,20,10,233.43	56,64,71,656.26

Note : 19 Other Income

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Interest income	14,56,116.00	23,58,468.00
Miscellaneous Receipts	12,85,326.40	1,39,239.82
Net gain on Foreign Currency Transactions	-	-
Other non-operating income	-	22,25,27,136.27
Total	27,41,442.40	22,50,24,844.09

Note : 20 Cost of Materials Consumed

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
<u>PURCHASES OF RAW MATERIALS</u>		
Purchases of Raw Material	23,08,34,021.87	17,45,71,137.37
Add: Opening Stock of Raw Material	68,56,872.64	2,03,77,993.64
	23,76,90,894.51	19,49,49,131.01
Less: Raw Material Lost in Fire	-	2,39,83,727.38
Less: Closing Stock of Raw Material	2,89,10,227.91	68,56,872.64
Sub-total (a)	20,87,80,666.60	16,41,08,530.99
<u>CONSUMPTION OF OTHER CONSUMABLES</u>		
Accessories Consumption	5,01,44,328.56	3,20,80,091.90
Packing Material Consumption	1,97,74,509.05	66,59,426.70
Stores & Spares Consumption	50,43,763.60	61,61,059.75
Sub-total (b)	7,49,62,601.21	4,49,00,578.35
<u>DIRECT/PRODUCTION EXPENSES</u>		
Power & Fuel	2,38,47,787.35	3,32,01,804.95
Repair & Maintenance		
- Plant & Machinery	19,27,587.61	25,68,368.47
- Buildings	1,54,522.72	3,75,317.95
Other Expenses	36,46,040.18	40,75,864.72
Excise Duty Pulverised Material	7,47,675.03	42,87,785.83
Sub-total (c)	3,03,23,612.89	4,45,09,141.92
Total (a+b+c)	31,40,66,880.70	25,35,18,251.26

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

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Opening Stock		
- Work-in-Progress	3,17,44,239.00	6,31,49,853.00
- Finished Goods	3,30,30,790.00	9,10,50,032.00
Sub-total (a)	6,47,75,029.00	15,41,99,885.00
Less: Loss due to Fire		
- Work-in-Progress	-	7,15,61,036.17
- Finished Goods	-	6,23,33,526.93
Sub-total (b)	-	13,38,94,563.10
Closing Stock		
- Work-in-Progress	2,67,90,508.92	3,17,44,239.00
- Finished Goods	10,57,26,799.26	3,30,30,790.00
Sub-total (c)	13,25,17,308.18	6,47,75,029.00
Total (a-b-c)	(6,77,42,279.18)	(4,44,69,707.10)

OK PLAY INDIA LIMITED

Note : 22 Employee Benefits Expense

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Salaries, Wages & Bonus	6,50,51,712.65	6,24,95,924.28
Contribution to Provident & other funds	36,67,856.00	28,17,583.00
Staff welfare expenses	16,65,391.00	14,49,870.31
Total	7,03,84,959.65	6,67,63,377.59

22.1 Defined Benefit Plan

Reconciliation of opening and closing balances of Defined Benefit obligation

	GRATUITY (FUNDED) 2015-16 (Rs.)	GRATUITY (FUNDED) 2014-15 (Rs.)
Present value of obligation at beginning of the year	33,99,798.00	40,34,934.00
Interest Cost	2,71,984.00	3,22,795.00
Current Service cost	4,74,477.00	4,99,531.00
Benefits paid	(10,39,075.00)	(13,93,818.00)
Actuarial (gain) / loss on obligation	26,75,959.00	(63,644.00)
Present value of obligation at year end	<u>57,83,143.00</u>	<u>33,99,798.00</u>

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

	GRATUITY (FUNDED) 2015-16 (Rs.)	GRATUITY (FUNDED) 2014-15 (Rs.)
Fair value of plan assets at beginning of year	26,52,186.00	33,53,385.00
Expected return on plan assets	1,57,487.00	2,33,784.00
Employer Contributions	-	4,58,835.00
Benefits paid	(10,39,075.00)	(13,93,818.00)
Actuarial gain / (loss) on plan assets	-	-
Fair value of plan assets at year end	<u>17,70,598.00</u>	<u>26,52,186.00</u>

Reconciliation of fair value of assets and obligations

	GRATUITY (FUNDED) 2015-16 (Rs.)	GRATUITY (FUNDED) 2014-15 (Rs.)
Present value of obligation at year end	57,83,143.00	33,99,798.00
Fair value of plan assets at year end	(17,70,598.00)	(26,52,186.00)
Net liability recognized in balance sheet	<u>40,12,545.00</u>	<u>7,47,612.00</u>

Expense recognized during the year

	GRATUITY (FUNDED) 2015-16 (Rs.)	GRATUITY (FUNDED) 2014-15 (Rs.)
Current Service cost	4,74,477.00	4,99,531.00
Interest Cost	2,71,984.00	3,22,795.00
Expected return on plan assets	(1,57,487.00)	(2,33,784.00)

Net actuarial (gain)/ loss recognized in the year	26,75,959.00	(63,644.00)
Net cost recognized in the year	<u>32,64,933.00</u>	<u>5,24,898.00</u>
Reconciliation showing movements during the year in the Net Liability		
	GRATUITY (FUNDED) <u>2015-16</u> (Rs.)	GRATUITY (FUNDED) <u>2014-15</u> (Rs.)
Net liability at beginning of year	7,47,612.00	6,81,549.00
Cost recognized in the year	32,64,933.00	5,24,898.00
Employer Contributions	-	(4,58,835.00)
Net liability at year end	<u>40,12,545.00</u>	<u>7,47,612.00</u>
Actual return on plan assets		
	GRATUITY (FUNDED) <u>2015-16</u> (Rs.)	GRATUITY (FUNDED) <u>2014-15</u> (Rs.)
Expected return on plan assets	1,57,487.00	2,33,784.00
Actuarial gain/ (loss) on plan assets	-	-
Actual return on plan assets	<u>1,57,487.00</u>	<u>2,33,784.00</u>
Actuarial assumptions		
	GRATUITY (FUNDED) <u>2015-16</u>	GRATUITY (FUNDED) <u>2014-15</u>
Mortality Rate (LIC)	LIC 2006-08 (Ultimate)	1994-96 (Ultimate)
Withdrawal Rate	1% to 3% Depending on Age	1% to 3% Depending on Age
Discount rate (per annum)	8%	8%
Salary Escalation	6%	6%

Note : 23 Financial Costs

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Bank Interest	7,98,56,852.37	6,87,63,280.00
Other Interest	2,12,61,570.35	1,06,23,237.53
Discounting Charges	-	1,01,939.00
Finance Charges	26,21,730.12	51,60,472.00
Bank Charges	10,34,858.53	5,33,958.99
Net loss on Foreign Currency Transactions	38,10,309.04	22,12,092.00
Total	10,85,85,320.41	8,73,94,979.52

Note : 24 Depreciation & Amortization expense

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Depreciation	2,87,96,325.33	2,71,14,599.88
Total	2,87,96,325.33	2,71,14,599.88

OK PLAY INDIA LIMITED

Note : 25 Other Expenses

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Fee & Registration	3,30,022.50	16,63,426.37
Balances written off/Bad Debts	-	17,44,349.88
Donation	25,200.00	23,600.00
Rent	9,84,920.00	17,35,920.00
Insurance	15,99,886.00	11,19,259.34
Travelling & Conveyance Expenses	1,09,21,956.51	85,86,945.47
Postage & Telephones	30,36,285.86	21,70,540.96
Printing & Stationery	14,66,793.05	9,37,032.81
Legal & Professional charges	78,93,373.96	45,48,687.23
Electricity & Water Expenses	32,80,135.59	20,93,519.80
Auditors' remuneration	2,43,250.00	2,25,000.00
Wealth Tax	52,770.00	1,14,950.00
Rates & Taxes	33,68,033.67	57,40,356.99
Miscellaneous expenses	28,95,095.23	17,44,763.94
Repair & Maintenance -Others	26,02,006.70	20,69,146.37
Loss on sale of Fixed Assets	10,66,711.07	10,08,382.25
Loss on account of Fire	-	22,25,27,136.27
Advertisement others	69,562.92	68,281.75
Prior period items	16,10,751.00	7,62,307.30
Advertisement	53,64,741.00	4,45,161.00
Business Promotion Expenses	19,30,595.53	12,99,299.97
Freight & Octroi	1,65,69,469.47	1,25,46,820.64
Discounts	3,62,59,959.24	1,47,88,085.65
Commission paid	66,171.53	-
Damaged Goods	1,29,408.10	1,03,208.00
Total	10,17,67,098.93	28,80,66,181.99

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

	31.03.2016 (Rs.)	31.03.2015 (Rs.)
For Audit Fee	1,70,000.00	1,70,000.00
For Tax Audit	55,000.00	55,000.00
In Other Capacity	18,250.00	Nil

Note : 26 Earnings Per Share(EPS)

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Net Profit available for equity share holders (Rs.)	(1,99,41,111.86)	(1,63,85,392.07)
Weighted average number of Equity Shares of Rs.10/- each outstanding during the year (No. of Shares)	1,79,82,100	1,79,82,100
Basic / Diluted Earnings per shares (Rs.)	(1.11)	(0.91)

OK PLAY INDIA LIMITED

Note : 27 Notes on Financial Statements

1. Contingent Liabilities and Commitments, not provided for :
 - (I) Contingent Liabilities
 - a) Claims against the company not acknowledged as debt:
 - (i) Claims against the Company, where legal cases are under way, but not acknowledged as debts amount to Rs. 70,68,518.12 (Previous Year Rs. 59,74,812.12)
 - (ii) Demand of penalty of Rs. 29,37,276/- (Previous Year Rs. 29,37,276/-) under the Central Excise Act is in dispute and pending before the Central Excise & Service Tax Appellate Tribunal.
 - b) Guarantees:
 - (i) Guarantees given to banks as counter guarantees for performance of contracts Rs.1,06,60,000 /- (Previous Year Rs. 7,06,60,000/-).
 - (ii) Letter of credit issued by banks- Nil (Previous year Rs. Nil)
 - (iii) Corporate Guarantee, restricted to Rs. 26.00 crores, given as security for the credit limits sanctioned by a bank to the subsidiary company, OK Play Auto Private Limited.
 - c) Other money for which the company is contingently liable:
 - (i) Security, in the form of charge on the properties and Residual value of Block assets, present and future, after netting the prime security for term loans, provided to a bank for the credit limits sanctioned by it to the subsidiary company, OK Play Auto Private Limited.
 - (II) Commitments
 - a) Estimated amount of contracts remaining to be executed on capital account and not provided for amount to Rs. Nil (Previous Year Rs. Nil).
2. In the opinion of the Management, the Current Assets, Loans and Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business atleast equal to the amount stated therein. The provision for all known liabilities have been made and are adequate.
3. There was a fire at the plant on the intervening night between 9th & 10th January, 2015 in which the company lost its stocks and part of the Building and Plant & Machinery. The company had incurred a loss of Rs 22.25 crores due to the fire which had been reflected in Other Expenses in the previous year. The company had filed a claim with the insurance company for the loss incurred which had been reflected in the Other Income and Other Current Assets in the previous year. During the year, the insurance company has paid the claim to the company as per its final loss assessment report. The final loss on account of fire, incurred by the company, has been reflected as Exceptional Item in the Statement of Profit and Loss for the year.
4. The Company has not received any intimation from suppliers regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been furnished.

OK PLAY INDIA LIMITED

5. All the operations of the company are considered as a single business segment for the purpose of Accounting Standard 17, 'Segment Reporting'(AS17)), issued by the Institute of Chartered Accountants of India.
6. Related Party Disclosures:
- (I) Relationships
- (a) Key Management Personnel
Justice T.R. Handa (Retd.)
Mr. Rajan Handa
Mrs. Mamta Handa
Dr. Rajan Wadhwa
- Relatives
Mr. Rishab Handa
Mr. Raghav Handa
- (b) Subsidiary Company
OK Play Auto Private Limited
- (c) Significant influence of key management personnel of the company
Rave India (A Printing unit of Rave Scans Pvt Ltd)
A&A Labels
Anupam Art Printer

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

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

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2016	Related Parties (Referred in (I)) 31.3.2015
Remuneration Paid	Rs. 1,90,91,830/-	Rs. 1,31,43,850/-

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

	<u>31.3.2016</u>	<u>31.3.2015</u>
Sales	: Rs 1,58,58,188.62	Rs 73,30,212.00
Purchases	: Rs 1,54,74,133.00	Rs. 85,03,222.08

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

	<u>31.3.2016</u>	<u>31.3.2015</u>
Purchases	: Rs 69,87,552.00	Rs. 3,46,93,531.00

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

	31.03.2016		31.03.2015	
	Value (Rs.)	Percentage	Value (Rs.)	Percentage
RAW MATERIAL				
Imported	111,337,612.51	53.33	4,34,02,506.03	26.45
Indigenous	97,443,054.09	46.67	12,07,06,024.96	73.55
	208,780,666.60	100.00	16,41,08,530.99	100.00
ACCESSORIES & COMPONENTS				
Imported	0.00	0.00	0.00	0.00
Indigenous	50,144,328.56	100.00	3,20,80,091.90	100.00
	50,144,328.56	100.00	3,20,80,091.90	100.00

8. Expenditure incurred in Foreign Currency

	31.03.2016 (Rs.)	31.03.2015 (Rs.)
a) Travelling	12,45,316.06	5,42,311.54
b) Telephone	14,347.00	1,32,665.57
c) Fees	35,909.00	54,027.98
d) Interest	1,52,61,552.00	1,61,57,994.00

9. Earning in Foreign Exchange

	31.03.2016 (Rs.)	31.03.2015 (Rs.)
FOB Value of Exports (Rs.)	Nil	Nil

10. CIF Value of Imports

	31.03.2016 (Rs.)	31.03.2015 (Rs.)
a) Raw Material	14,85,88,223.53	4,58,08,007.99
b) Accessories & Consumables	2,87,360.00	29,664.00
c) Finished Goods	6,27,27,559.24	Nil
d) Fixed Assets	1,34,74,113.00	Nil

For and on behalf of the Board

S/d
(Justice T.R.Handa)(Retd.)
Chairman cum Wholetime Director
DIN- 00194284

S/d
(Rajan Handa)
Managing Director
DIN-00194590

S/d
(Triloki Nath Verma)
Company Secretary

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

S/d
(D.S.CHADHA)
Proprietor
M.No. 015727

Place : New Delhi
Date : 27th May, 2016

OK PLAY INDIA LIMITED

INDEPENDENT AUDITORS' REPORT

To The Members of OK PLAY INDIA LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of OK PLAY INDIA LIMITED ("the Holding Company") and its subsidiary (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Profit and Loss Statement and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation and presentation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Director's, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors of the Holding Company and the Subsidiary Company as on 31 March, 2016 and taken on record by the Board of Directors of the respective companies, none of the directors of the Holding Company and its subsidiary company is disqualified as on 31 March, 2016, from being appointed as a director in terms of section 164(2) of the Act.

OK PLAY INDIA LIMITED

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - a. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group as referred to in Note 26(3) to the financial statements.
 - b. The Group did not have any material foreseeable losses on the long term contracts including derivative contracts.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary.

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

**Place: New Delhi
Dated: 27th May, 2016**

**sd/-
D. S. CHADHA
PROPRIETOR
M.N. 015727**

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 2016, 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 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

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

**Place: New Delhi
Dated: 27th May, 2016**

**sd/-
D. S. CHADHA
PROPRIETOR
M.N. 015727**

OK PLAY INDIA LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	17,96,95,000.00	17,96,92,000.00
Reserves and Surplus	3	6,89,87,544.32	10,87,70,549.20
Non-Current Liabilities			
Long-Term Borrowings	4	30,71,53,325.87	48,08,61,523.17
Long Term Provisions	5	89,38,210.00	55,36,006.00
Current Liabilities			
Short-Term Borrowings	6	44,59,88,829.26	37,19,57,233.91
Trade Payables		17,93,46,126.36	8,69,58,032.92
Other Current Liabilities	7	43,46,85,076.91	25,18,61,883.53
Short-Term Provisions	8	65,14,036.00	1,16,01,113.00
Total		1,63,13,08,148.72	1,49,72,38,341.73
ASSETS			
Non-Current Assets			
Fixed Assets	9		
Tangible assets		55,32,13,353.22	51,57,43,850.33
Intangible assets		69,90,735.11	82,37,360.71
Capital work-in-progress		3,62,96,189.92	5,24,395.53
Intangible assets under development		9,98,38,488.12	4,45,95,109.12
Non-current investments	10	-	-
Deferred tax assets (net)	10	5,95,42,000.00	3,43,35,000.00
Long term loans and advances	11	75,53,327.00	70,55,357.00
Current Assets			
Inventories	12	30,35,89,417.61	12,65,17,861.34
Trade receivables	13	39,50,16,174.19	29,26,86,506.48
Cash and cash equivalents	14	1,06,89,981.23	1,55,18,654.97
Short-term loans and advances	15	15,85,78,482.32	22,94,97,109.98
Other current assets	16	-	22,25,27,136.27
Total		1,63,13,08,148.72	1,49,72,38,341.73
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 26		
For and on behalf of the Board			
S/d (Justice T.R.Handa)(Retd.) Chairman cum Wholtime Director DIN- 00194284	S/d (Rajan Handa) Managing Director DIN-00194590	S/d (Triloki Nath Verma) Company Secretary	
		As per our report of even date attached For D.S.Chadha & Associates Chartered Accountants (FRN 026723-N)	
		S/d (D.S.CHADHA) Proprietor M.No. 015727	
Place : New Delhi Date : 27th May, 2016			

OK PLAY INDIA LIMITED

OK PLAY INDIA LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No.	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Revenue from operations	17	1,06,06,35,768.99	67,47,85,064.57
Other Income	18	29,87,633.58	22,56,41,098.83
Total Revenue		1,06,36,23,402.57	90,04,26,163.40
Expenses:			
Cost of materials consumed	19	37,42,65,324.06	32,59,10,158.61
Purchase of Stock-in-Trade		36,91,45,208.58	12,20,47,240.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(6,75,73,704.37)	(4,41,26,558.42)
Employee benefits expense	21	8,10,39,409.15	8,00,58,136.59
Financial costs	22	13,67,32,635.73	11,42,22,997.70
Depreciation and amortization expense	23	3,95,66,650.53	3,77,90,050.95
Other expenses	24	10,72,20,610.50	29,38,00,829.29
Total Expenses		1,04,03,96,134.18	92,97,02,854.72
Profit/(Loss) before exceptional and extraordinary items and tax		2,32,27,268.39	(2,92,76,691.32)
Exceptional item (Net (gain)/loss on Exchange Fluctuation on FCCB/ECB)		1,43,74,531.00	1,41,75,169.00
		7,92,42,742.27	-
Exceptional item (Loss on account of Fire) Profit/(Loss) before extraordinary items and tax		(7,03,90,004.88)	(4,34,51,860.32)
Provision of Tax for earlier years/(Excess Provision of Tax written back)		(54,00,000.00)	-
Profit/(Loss) before tax		(6,49,90,004.88)	(4,34,51,860.32)
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax charge/(credit)		(2,52,07,000.00)	(1,65,24,000.00)
Profit/(Loss) for the year		(3,97,83,004.88)	(2,69,27,860.32)
Earnings per equity share of face value of Rs 10 each:	25		
Basic and Diluted (in Rupees)		(2.21)	(1.50)
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 26		
S/d (Justice T.R.Handa)(Retd.) Chairman cum Wholetime Director DIN- 00194284	S/d (Rajan Handa) Managing Director DIN-00194590	S/d (Triloki Nath Verma) Company Secretary	
		As per our report of even date attached For D.S.Chadha & Associates Chartered Accountants (FRN 026723-N)	
		S/d (D.S.CHADHA) Proprietor M.No. 015727	
Place : New Delhi Date : 27th May, 2016			

OK PLAY INDIA LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Year ended 31st March,2016	Year ended 31st March,2015
	Rs	Rs
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before Tax and extraordinary items	(70,390,004.88)	(43,451,860.32)
Adjustments for :		
Depreciation	39,566,650.53	37,790,050.95
Loss/(Profit) on fire/sale of Assets	1,066,711.07	18,715,579.49
Interest Received	(1,485,832.00)	(2,474,818.00)
Interest Payments	136,732,635.73	114,222,997.70
Deferred Revenue Expenditure written off	-	-
Exchange Fluctuation Loss/(Gain)	14,374,531.00	14,175,169.00
Operating Profit before Working Capital changes	119,864,691.45	138,977,118.82
Adjustments for :		
Trade and Other Receivables	120,197,468.56	(235,208,179.59)
Inventories	(177,071,556.27)	120,812,327.50
Trade and Other Payables	277,357,964.82	(126,967,619.75)
Cash generated from operations	340,348,568.56	(102,386,353.02)
Interest paid	(136,732,635.73)	(114,222,997.70)
Cash flow before extraordinary items	203,615,932.83	216,609,350.72
Direct taxes paid	-	(312,923.00)
Net Cash from Operating Activities	203,615,932.83	(216,922,273.72)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(178,387,670.48)	(70,949,808.75)
Sale of Fixed Assets	10,516,258.20	375,000.00
Interest Received	1,485,832.00	2,474,818.00
Net Cash used in Investing Activities	(166,385,580.28)	(68,099,990.75)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Issue of Equity Share Capital	3,000.00	16,857,250.00
Loans & Advances paid	70,733,580.66	71,893,098.15
Proceeds from Long Term Borrowings	(186,827,202.30)	75,538,887.88
Proceeds from Short Term Borrowings	74,031,595.35	58,994,810.86
Net Cash used in Financing Activities	(42,059,026.29)	223,284,046.89
Net increase in Cash and Cash Equivalents	(4,828,673.74)	(61,738,217.58)
Cash and Cash Equivalents as at 1st April,2015	15,518,654.97	77,256,872.55
Cash and Cash Equivalents as at 31st March,2016	10,689,981.23	15,518,654.97

For and on behalf of the Board

s/d
(Justice T.R.Handa) (Retd.)
CHAIRMAN CUM
WHOLETIME DIRECTOR
DIN-00194284

s/d
(Rajan Handa)
MANAGING DIRECTOR
DIN-00194590

s/d
(Triloki Nath Verma)
COMPANY SECRETARY

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

Place : New Delhi
Dated : 27th May, 2016

s/d
(D.S.CHADHA)
Proprietor
M.No. 015727

OK PLAY INDIA LIMITED

NOTE: 1 SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

(1) BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

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

(2) PRINCIPLES OF CONSOLIDATION

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

a) The financial statements of the Company and its subsidiary Company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements"

b) The difference between the cost of investment in the subsidiary, over the net assets at the time of acquisition of shares in the subsidiary is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.

c) Minority Interest's share of net profit of consolidated subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

d) Minority Interest's share of net assets of consolidated subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

e) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

(3) OTHER SIGNIFICANT ACCOUNTING POLICIES

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

OK PLAY INDIA LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2016

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

Note : 2 Share Capital

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
<u>AUTHORIZED CAPITAL</u>		
3,00,00,000 (Previous year 3,00,00,000)		
Equity Shares of Rs. 10/- each	30,00,00,000.00	30,00,00,000.00
	30,00,00,000.00	30,00,00,000.00
<u>ISSUED CAPITAL</u>		
1,80,38,000 (Previous year 1,80,38,000)		
Equity Shares of Rs. 10/- each	18,03,80,000.00	18,03,80,000.00
	18,03,80,000.00	18,03,80,000.00
<u>SUBSCRIBED AND PAID UP CAPITAL</u>		
1,79,82,100 (Previous year 1,79,82,100)		
Equity Shares of Rs. 10/- each	17,98,21,000.00	17,98,21,000.00
Less: Allotment Money unpaid	1,26,000.00	1,29,000.00
25,200 (Previous year 25,800) Equity Shares		
Total	17,96,95,000.00	17,96,92,000.00

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

Particulars	AS AT 31.03.2016	AS AT 31.03.2015
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	1,79,82,100	1,70,83,100
Add: Shares issued during the year	-	8,99,000
Equity Shares at the end of the year	1,79,82,100	1,79,82,100

OK PLAY INDIA LIMITED

Note : 3 Reserves & Surplus

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Capital Reserve	9,78,15,165.00	9,78,15,165.00
Share Premium Account	8,36,48,014.00	8,36,48,014.00
General Reserve	15,24,000.00	15,24,000.00
Surplus (Profit & Loss Account)	(11,39,99,634.68)	(7,42,16,629.80)
Balance brought forward from previous year	(7,42,16,629.80)	(5,81,53,125.87)
Add: Depreciation Reserve written back	-	1,08,64,356.39
Add/(less): Profit/(Loss) for the year	(3,97,83,004.88)	(2,69,27,860.32)
Total	6,89,87,544.32	10,87,70,549.20

Share Premium Account as on 31.3.2015	8,36,48,014.00	7,01,63,014.00
Add: Share Premium on NIL (Previous year 8,99,000)Equity Shares issued during the year at Rs 15/- per share	-	1,34,85,000.00
Share Premium Account as on 31.3.2016	8,36,48,014.00	8,36,48,014.00

Note : 4 Long Term Borrowings

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Term Loans, Secured		
- From Bank	17,17,67,342.00	21,58,26,353.00
- Against Vehicles	24,58,275.98	70,29,579.17
- External Commercial Borrowing from Bank	11,87,70,147.00	19,07,06,517.00
Term Loans, Unsecured		
- From Other Parties	90,51,560.89	6,21,93,074.00
Loans From Directors	51,06,000.00	51,06,000.00
Total	30,71,53,325.87	48,08,61,523.17

4.1 Secured Term Loans are secured as below:

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

Against Vehicles : Secured against hypothecation of respective vehicles.

4.2 Term Loans from banks are collaterally secured by:

- 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.
- Hypothecation of all the Current Assets of the company.
- First charge on other net block assets of the company.
- Personal guarantees of two of the Directors of the company.
- Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.
- Second charge on entire fixed assets of the subsidiary company, OK Play Auto Private Limited.
- Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.
- Reinvestment Deposit Plan of the value of Rs.0.84 crores.
- Corporate Guarantee of the Subsidiary Company, OK Play Auto Private Limited, restricted to Rs.91.21 crores

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

4.4 Term Loans are repayable as follows:

From Bank: Payable in monthly instalments upto year 2019-20

Against Vehicles: Payable in monthly instalments extending to year 2019-20

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

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

Note : 5 Long Term Provisions

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Provision for Gratuity/Leave Encashment	89,38,210.00	55,36,006.00
Total	89,38,210.00	55,36,006.00

Note : 6 Short Term Borrowings

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Loan Repayable on Demand, Secured		
- Working Capital Loan from Bank	44,59,88,829.26	37,19,57,233.91
Total	44,59,88,829.26	37,19,57,233.91

6.1 Working Capital Loan from Bank is secured by:

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

6.2 Working Capital Loan from bank is collaterally secured by:

- a) Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- b) Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- c) Hypothecation of all the Current Assets of the company.
- d) First charge on other net block assets of the company.
- e) Personal guarantees of two of the directors of the company.
- f) Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.
- g) Second charge on entire fixed assets of the subsidiary company, OK Play Auto Private Limited.
- h) Residual value of prime security of the subsidiary company, OK Play Auto Private Limited.
- i) Reinvestment Deposit Plan of the value of Rs.0.84 crores.

Note : 7 Other Current Liabilities

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Current maturities of long term debt		
- Foreign Currency Convertible Bonds	2,32,55,786.00	2,20,00,259.00
- Others	24,53,05,777.26	15,57,33,121.09
Interest accrued and due on borrowings	1,17,64,779.37	14,14,661.00
Sundry Creditors (Others)	3,03,11,793.37	3,17,49,328.37
Due to Directors	2,23,18,887.47	59,54,028.63
Customer Advances & Deposits	7,18,72,925.46	1,49,67,752.41
Direct/Indirect Taxes payable	1,55,17,111.45	67,87,211.06
Other Liabilities	1,43,38,016.53	1,32,55,521.97
Total	43,46,85,076.91	25,18,61,883.53

OK PLAY INDIA LIMITED

7.1 The Board of Directors of the Company at its meeting held on 23rd July, 2007 issued zero coupon unsecured Foreign Currency Convertible Bonds ('FCCB') aggregating to USD 10 million, at par.

During the financial year 2010-11, the 'FCCB' of the face value of USD 9,760,000 had been bought back by the company at a discount of 24% to the face value of the 'FCCB' and subsequently a notice was given to the Clearing Houses, through the Trustees, requesting communication with the bondholders of the balance 24 bonds of the face value of USD 240,000. However, no response has been received and no claimant has come forth on the redemption date of 24th July, 2012 and till date. The premium payable on the redemption of the FCCB has been provided for.

Note : 8 Short Term Provisions

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Provision for Taxation	65,14,036.00	1,16,01,113.00
Total	65,14,036.00	1,16,01,113.00

OK PLAY INDIA LIMITED

OK PLAY INDIA LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2016

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

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Deferred Tax Liabilities		
(i) Related to Fixed Assets	6,75,93,000.00	5,34,54,000.00
(ii) Deferred Revenue Expenditure allowed under the Income Tax Act, 1961	-	-
	6,75,93,000.00	5,34,54,000.00
Deferred Tax Assets		
(i) Disallowance under the Income Tax Act, 1961	2,71,18,000.00	2,94,63,000.00
(ii) Unabsorbed depreciation/carried forward of losses under the Income Tax Act, 1961	10,00,17,000.00	5,83,26,000.00
	12,71,35,000.00	8,77,89,000.00
Deferred Tax (Assets) / Liability	(5,95,42,000.00)	(3,43,35,000.00)

Note : 11 Long Term Loans and Advances

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Unsecured, Considered Good :		
Earnest Money Deposit	7,14,740.00	7,14,740.00
Other Deposit	68,38,587.00	63,40,617.00
Total	75,53,327.00	70,55,357.00

Note : 12 Inventories

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
<u>At cost</u>		
Raw Materials	4,09,43,997.82	1,16,80,465.57
Work-in-Progress	2,75,40,324.15	3,40,81,620.78
Finished Goods	2,56,47,201.71	1,17,50,925.51
Stock-in-Trade	8,27,45,900.80	2,25,27,176.00
Stores & Spares	58,74,001.42	27,20,026.61
Packing Materials & Accessories	7,17,08,761.44	2,54,70,829.57
Others With Job Workers	2,11,82,049.00	1,62,11,595.00
Goods-in-transit	2,79,47,181.27	20,75,222.30
Total	30,35,89,417.61	12,65,17,861.34

Note : 13 Trade Receivables

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Due for more than six months		
Unsecured, Considered Good	12,01,70,381.02	12,62,01,267.99
Others		
Unsecured, Considered Good	27,48,45,793.17	16,64,85,238.49
Total	39,50,16,174.19	29,26,86,506.48

Note : 14 Cash & Cash Equivalents

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Cash-in-Hand including imprest	18,22,965.00	44,11,863.00
Sub Total (A)	18,22,965.00	44,11,863.00
Balances with banks		
- in current accounts	2,20,761.23	18,63,368.97
- in Fixed Deposits as margin money (maturity upto 12 months)	83,56,613.00	85,37,231.00
- in Fixed Deposits as margin money (maturity exceeding 12 months)	2,89,642.00	7,06,192.00
Sub Total (B)	88,67,016.23	1,11,06,791.97
Total [A + B]	1,06,89,981.23	1,55,18,654.97

Note :15 Short Terms Loans and Advances

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Other Loans & Advances		
Unsecured, Considered good		
Advances to Creditors	14,31,81,155.80	21,26,33,058.91
Staff Advances	9,49,246.00	14,95,658.76
Advance Income Tax/TDS/Direct Taxes	26,47,485.00	25,08,394.00
Balance With Revenue Authorities (Indirect Taxes)	1,00,24,690.52	1,11,30,758.68
Prepaid Expenses	17,75,905.00	17,29,239.63
Total	15,85,78,482.32	22,94,97,109.98

Note : 16 Other Current Assets

Particulars	AS AT 31.03.2016 (Rs)	AS AT 31.03.2015 (Rs)
Insurance Claim Recoverable	-	22,25,27,136.27
Other Advances	-	-
Total	-	22,25,27,136.27

OK PLAY INDIA LIMITED

OK PLAY INDIA LIMITED

Notes on Consolidated Financial Statements for the Year ended 31st March, 2016

Note : 17 Revenue from Operations

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Sale of products	1,12,79,30,306.31	71,92,20,215.65
Less: Excise duty	6,72,94,537.32	4,44,35,151.08
Total	1,06,06,35,768.99	67,47,85,064.57

Note : 18 Other Income

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Interest income	14,85,832.00	24,74,818.00
Miscellaneous Receipts	15,01,801.58	1,39,239.82
Net gain on Foreign Currency Transactions	-	4,99,904.74
Other non-operating income	-	22,25,27,136.27
Total	29,87,633.58	22,56,41,098.83

Note : 19 Cost of Materials

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
<u>PURCHASES OF RAW MATERIALS</u>		
Purchases of Raw Material	27,71,82,568.20	20,93,63,981.47
Add: Opening Stock of Raw Material	1,16,80,465.57	3,02,26,107.85
	28,88,63,033.77	23,95,90,089.32
Less: Raw Material Lost in Fire	-	2,39,83,727.38
Less: Closing Stock of Raw Material	4,09,43,997.82	1,16,80,465.57
Sub-total (a)	24,79,19,035.95	20,39,25,896.37
<u>CONSUMPTION OF OTHER CONSUMABLES</u>		
Accessories Consumption	5,96,96,818.97	4,32,57,433.74
Packing Material Consumption	2,06,81,028.11	85,06,492.35
Stores & Spares Consumption	56,21,888.55	83,43,897.55
Sub-total (b)	8,59,99,735.63	6,01,07,823.64
<u>DIRECT/PRODUCTION EXPENSES</u>		
Power & Fuel	3,33,79,435.97	4,95,67,944.32
Repair & Maintenance		
- Plant & Machinery	22,80,392.88	29,04,767.82
- Buildings	2,86,729.92	3,75,317.95
Other Expenses	36,52,318.68	47,40,622.68
Excise Duty Pulverised Material	7,47,675.03	42,87,785.83
Sub-total (c)	4,03,46,552.48	6,18,76,438.60
Total (a+b+c)	37,42,65,324.06	32,59,10,158.61

Note : 20 Changes in Inventories of Finished Goods and Work-in-Progress

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Opening Stock		
- Work-in-Progress	3,40,81,620.78	6,51,38,290.81
- Finished Goods	3,42,78,101.51	9,29,89,436.16
Sub-total (a)	6,83,59,722.29	15,81,27,726.97
Less: Loss due to Fire		
- Work-in-Progress	-	7,15,61,036.17
- Finished Goods	-	6,23,33,526.93
Sub-total (b)	-	13,38,94,563.10
Closing Stock		
- Work-in-Progress	2,75,40,324.15	3,40,81,620.78
- Finished Goods	10,83,93,102.51	3,42,78,101.51
Sub-total (c)	13,59,33,426.66	6,83,59,722.29
Total (a-b-c)	(6,75,73,704.37)	(4,41,26,558.42)

Note : 21 Employee Benefits Expense

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Contribution to Provident & other funds	36,67,856.00	28,17,583.00
Staff welfare expenses	21,05,377.50	20,06,552.31
Total	8,10,39,409.15	8,00,58,136.59

Note : 22 Financial Costs

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Bank Interest	10,69,59,505.37	9,39,98,436.00
Other Interest	2,12,86,928.35	1,08,57,286.53
Discounting Charges	-	1,01,939.00
Finance Charges	26,21,730.12	53,35,805.00
Bank Charges	17,93,304.45	17,17,439.17
Net loss on Foreign Currency Transactions	40,71,167.44	22,12,092.00
Total	13,67,32,635.73	11,42,22,997.70

Note : 23 Depreciation & Amortization expense

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Depreciation	3,95,66,650.53	3,77,90,050.95
Total	3,95,66,650.53	3,77,90,050.95

OK PLAY INDIA LIMITED

Note : 24 Other Expenses

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Fee & Registration	4,54,528.50	17,83,831.37
Balances written off/Bad Debts	-	17,44,706.68
Donation	25,200.00	23,600.00
Rent	11,16,920.00	18,59,920.00
Insurance	18,75,063.00	13,43,070.34
Travelling & Conveyance Expenses	1,16,21,243.69	92,25,473.65
Postage & Telephones	32,07,433.86	23,03,814.96
Printing & Stationery	17,06,375.05	11,05,773.98
Legal & Professional charges	82,05,211.96	49,00,063.23
Electricity & Water Expenses	35,81,275.59	24,03,534.80
Auditors' remuneration	3,18,250.00	2,60,000.00
Wealth Tax	52,770.00	1,14,950.00
Rates & Taxes	35,10,965.75	58,87,625.48
Miscellaneous expenses	34,82,606.23	25,84,143.84
Repair & Maintenance -Others	38,56,236.97	31,11,306.45
Loss on sale of Fixed Assets	10,66,711.07	10,08,382.25
Loss on account of Fire	-	22,25,27,136.27
Advertisement others	69,562.92	68,281.75
Prior period items	17,43,036.00	9,99,649.30
Advertisement	53,64,741.00	4,45,161.00
Business Promotion Expenses	19,30,595.53	12,99,299.97
Freight & Octroi	1,65,69,469.47	1,35,32,565.35
Discounts	3,72,66,834.28	1,51,73,000.62
Commission paid	66,171.53	-
Damaged Goods	1,29,408.10	95,538.00
Total	10,72,20,610.50	29,38,00,829.29

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

Note : 25 Earnings Per Share(EPS)

Particulars	FOR THE YEAR ENDED 31.03.2016 (Rs)	FOR THE YEAR ENDED 31.03.2015 (Rs)
Net Profit available for equity share holders (Rs.)	(3,97,83,004.88)	(2,69,27,860.32)
Weighted average number of Equity Shares of Rs.10/- each outstanding during the year (No. of Shares)	1,79,82,100.00	1,79,82,100.00
Basic / Diluted Earnings per shares (Rs.)	(2.21)	(1.50)

Note : 26 Notes on Consolidated Financial Statements for the year ended 31st March, 2016

- The subsidiary company considered in the consolidated financial statements is:

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

- Financial Information of Subsidiary Company

Name of Subsidiary Company	Rs in Lacs									
	Capital	Reserves	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	(740.98)	3186.08	3186.08	Nil	1201.06	(218.39)	(66.79)	(151.60)	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. 70,68,518.12 (Previous Year Rs. 59,74,812.12)
- (ii) Demand of penalty of Rs. 29,37,276/- (Previous Year Rs. 29,37,276/-) under the Central Excise Act is in dispute and pending before the Central Excise & Service Tax Appellate Tribunal.

b) Guarantees:

- (i) Guarantees given to banks as counter guarantees for performance of contracts Rs.1,06,60,000 /- (Previous Year Rs. 7,06,60,000/-).
- (ii) Letter of credit issued by banks-Rs.Nil (Previous year Rs.25,80,915/-)
- (iii) Corporate Guarantee, restricted to Rs. 26.00 crores, given as security for the credit limits sanctioned by a bank to the subsidiary company, OK Play Auto Private Limited.

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

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

(II) Commitments

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

4. In the opinion of the Management, the Current Assets, Loans and Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business atleast equal to the amount stated therein. The provision for all known liabilities have been made and are adequate.

5. There was a fire at the plant on the intervening night between 9th & 10th January, 2015 in which the company lost its stocks and part of the Building and Plant & Machinery. The company had incurred a loss of Rs 22.25 crores due to the fire which had been reflected in Other Expenses in the previous year. The company had filed a claim with the insurance company for the loss incurred which had been reflected in the Other Income and Other Current Assets in the previous year. During the year, the insurance company has paid the claim to the company as per its final loss assessment report. The final loss on account of fire, incurred by the company, has been reflected as Exceptional Loss in the Statement of Profit and Loss for the year.

6. Related Party Disclosures:

(I) Relationships

(a) Key Management Personnel

Justice T.R. Handa (Retd.)

Mr. Rajan Handa

Mrs. Mamta Handa

Dr. Rajan Wadhwa

Relatives

Mr. Rishab Handa

Mr. Raghav Handa

OK PLAY INDIA LIMITED

- (b) Significant influence of key management personnel of the company
Rave India (A Printing unit of Rave Scans Pvt Ltd)
A&A Labels
Anupam Art Printer

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

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

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2016	Related Parties (Referred in (I)) 31.3.2015
Remuneration Paid	Rs. 1,90,91,830/-	Rs. 1,31,43,850/-

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

Purchases : Rs 31.3.2016 69,87,552.00 31.3.2015 Rs 3,46,93,531.00

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

For and on behalf of the Board

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

sd/-
(Rajan Handa)
MANAGING DIRECTOR
DIN-00194590

sd/-
(Triloki Nath Verma)
COMPANY SECRETARY

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

Place: New Delhi
Dated: 27th May, 2016

sd/-
(D.S. CHADHA)
Proprietor
M.No.015727

ATTENDANCE SLIP

OK PLAY INDIA LIMITED

(CIN L28219HR1988PLC030347)

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

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

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 27th ANNUAL GENERAL MEETING of the Company being held on Friday, the 30th day of September, 2016 at 10.00 A.M. at Hakim Ji ki Choupal, opposite Batra Hospital, VIII-Ujina, P.S. - Nuh, Dist. Mewat (Haryana).

NAME OF THE SHAREHOLDER.....

NAME OF PROXY #.....

To be filled in case proxy attends instead of Shareholder

SIGNATURE OF THE SHAREHOLDER/PROXY*

*Strike out whichever is not applicable

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

PROXY FORM

OK PLAY INDIA LIMITED

(CIN L28219HR1988PLC030347)

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

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

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

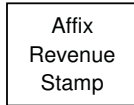
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Seventh Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2016 at 10.00 A.M. at Hakim Ji ki Choupal, opposite Batra Hospital, VIII-Ujina, P.S. - Nuh, Dist. Mewat (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

OK PLAY INDIA LIMITED

Resolution No.	Resolution Matter	For	Against
1	Ordinary Resolution: To receive, consider and adopt: the standalone and consolidated financial statements of the Company for the financial year ended on 31 st March, 2016		
2	Ordinary Resolution: To appoint a Director in place of Mr. Rajan Wadhera (DIN 01412577), Whole-time Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.		
3	Ordinary Resolution: To rectify appointment of Auditors and fix their remuneration		
4	Special Resolution: To re-appointment & payment of remuneration to Mr. Rajan Handa (DIN 00194590) as Managing Director		
5	Special Resolution: Re-appointment & payment of remuneration to Justice Tilak Raj Handa (DIN 00194284) as Whole-Time Director		
6	Special Resolution: To issue equity shares & warrants on Preferential Basis		

Signed thisday of 2016

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 27th 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





KIDS
TRUE COMPANIONS



THE
NEXT GENERATION
E-RICKSHAW





DREAM · THINK · CREATE

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

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