



Ref: OK/BSE/2019-20/ 897

Date: September 04, 2019

BSE Limited,  
Phiroze Jeejeebhoy Tower, Dalal Street,  
Mumbai – 400001.

**SCRIP CODE: 526415.**

**Sub: Regulation 34 of SEBI (LODR) Regulations, 2015**

Dear Sir,

Please find enclosed herewith Annual Report inclusive of Notice of the 30<sup>th</sup> Annual General Meeting for the financial year 2018-19 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking you,

Yours faithfully,

**For OK PLAY INDIA LIMITED**

**MEENU GOSWAMI  
COMPANY SECRETARY**

**OK PLAY INDIA LIMITED**

**Corporate Office :** 124, New Manglapuri, Mehrauli, New Delhi - 110030 **Tel. :** +91 11 46190000 **Fax :** +91 11 46190090  
**Registered Office & Works :** Plot No. 17 & 18, Roz-Ka-Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana-122 103  
**Tel. :** +91 124 2362335-36 **Fax :** +91 124 2362326 **CIN L28219HR1988PLC030347**  
**Website :** www.okplay.in **Email :** info@okplay.in

# OK PLAY INDIA LIMITED

DREAM | THINK | CREATE



## 2018 - 2019 ANNUAL REPORT



# Letter from Managing Director

Dear Shareholders,

I am delighted to write and present to you the 30<sup>th</sup> Annual Report of your Company for the Financial Year 2018-19.

Over the last year, your Company has undertaken several key initiatives to drive and sustain long-term growth:

- 1) Strengthening its toy segment both in the domestic as well as in international market.
- 2) Entering into a technical know-how arrangement with M/s Floteks of Turkey, world leaders in the field of rotomoulded plastic automotive components to exploit the huge potential in this segment, presented by the implementation of the BS VI norms from the 1<sup>st</sup> of April 2020.
- 3) Augmenting the range and the offerings in its three wheeled E vehicles which will allow it to be eligible for the benefits under FAME 2 as well as increase penetration of its products in the market.



I am pleased to inform you that in the financial year ended on 31<sup>st</sup> March 2019, your Company has achieved a turnover of Rs.1,567,266,199.50 in comparison to the turnover of Rs.1,422,569,250.39 in the previous financial year.

From almost three decades, your Company has been delivering products aimed at not only meeting but also surpassing customer expectations. From water tanks to children toys and furniture, to point of purchase solutions, to high end automotive components and now electric vehicles- your products have touched the lives of almost all segments of our society. Your products are in use in over 100000 educational institutions. The brand is today synonymous with quality and I am extremely pleased when loyal customers come for repeat purchases and show their satisfaction for the products used.

We are in the process of augmenting our sales and service network in the E-Vehicles segment and would soon be present across the length and breadth of our country. Parallely, we are aggressively pursuing opportunities for B2B relationships and have already signed up MOU's with some of the leading players who would need our vehicles not only for their delivery needs but also in furtherance of their CSR initiatives. We are very confident on the potential of this segment. The Indian government has embarked on an ambitious plan to make India an e-mobility country by 2030.

We expect that with the ongoing encouragement and support of our shareholders, we shall be successful in achieving your Company's objectives in the near future. I would like to express my earnest appreciation for the valuable efforts of every employee of the organization without whose efforts the Company would not have been able to undertake the challenging targets in all areas of operations. I would like to express my gratitude to our Board of Directors, Customers, Suppliers, Dealers, Bankers and Financial Institutions. I value your ongoing trust and confidence in the Company.

**With Best Wishes,**

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

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

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

### CHIEF FINANCIAL OFFICER

MR. RABINDER SINGH

### COMPANY SECRETARY

MS. MEENU GOSWAMI

### AUDITORS

M/S D. S. CHADHA & ASSOCIATES,  
22/44, WEST PATEL NAGAR,  
NEW DELHI – 100008

### SECRETARIAL AUDITOR

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

### BANKERS

INDIAN OVERSEAS BANK, JANPATH  
INDIAN OVERSEAS BANK, MEHRAULI  
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 – 110020  
TEL: 011 – 26387281/41320335  
Email: [info@masserv.com](mailto:info@masserv.com)

### REGISTERED OFFICE & WORKS

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

### CORPORATE OFFICE

124, NEW MANGLAPURI, MEHRAULI,  
NEW DELHI-110030, INDIA  
PH.: +91 11 46190000  
FAX : + 91 11 46190090  
[Investor.relations@okplay.in](mailto:Investor.relations@okplay.in)

### VISIT US

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

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**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of OK PLAY INDIA LIMITED will be held on Monday, the 30<sup>th</sup> day of September, 2019 at 10.00 A.M. at Hakim Ji ki Choupal, Opposite Batra Hospital, Vill-Ujina, P.S. - Nuh, Dist. Mewat (Haryana) to transact the following:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (a) the standalone Ind AS financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2019, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors' Report and Auditors' report thereon.
  - (b) the consolidated Ind AS financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2019, 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 Dr. Rajan Wadhwa (DIN 01412577), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****3. 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 188,196,197,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 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 01 March,2020 to 28 February,2023 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 and the said remuneration be paid including perquisites subject to the same not exceeding the limits specified under Schedule V of the Companies Act 2013, as set out hereunder:

**I. Salary:**

Basic Salary: Rs. 7,00,000/- (Rupees Seven Lakh Only) per month with effect from 01<sup>st</sup> March, 2020.

**II. Allowances & Perquisites**

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs. 7,00,000/- per month. Allowances & Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, PF & retirement benefits and Leave Travel Concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, use of Company's car with driver, Residential Telephones, Special Allowances etc. For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, ceiling under each of the above heads shall be fixed/re-fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 7,00,000/- or to allow any other perquisite.

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

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

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

#### 4. RE-APPOINTMENT OF MR. SHALABH JASORIA (DIN:00194871) AS AN INDEPENDENT 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shalabh Jasoria (DIN : 00194871), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 01 October 2019.”

#### 5. RATIFICATION OF REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2019-20

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Goyal, Goyal & Associates, Cost Accountants (FRN 000100) appointed as the Cost Auditor by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20 on a remuneration of Rs 60,000/- per annum, be and is hereby ratified.”

#### 6. RELATED PARTY TRANSACTIONS WITH RMRS ELECTRIC VEHICLES PRIVATE LIMITED FOR SALE OF E-VEHICLES

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with RMRS Electric Vehicles Private Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale of Electric Vehicles and its accessories (as detailed in the Statement annexed to the Notice) for a sum not exceeding Rs. 200 crores, at arm's length basis and in the ordinary course of business, for the Financial Year 2019-20.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).”

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

Date : 14<sup>th</sup> August 2019  
Place : New Delhi

Meenu Goswami  
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, 2019 to 30th September, 2019 (both days inclusive).
- 5) Members attending the meeting are requested to bring their copy of the Annual Report as extra copies will not be supplied.
- 6) Members / proxies should bring the attendance slip duly filled in for attending the meeting.
- 7) 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.
- 8) All members are requested to notify immediately any change of address to their Depository Participants in respect of their electronic share accounts and forward all other correspondence for physical share certificates to Company's Share Transfer Agents i.e. MAS SERVICES LIMITED, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi- 110 020.
- 9) 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.
- 10) To avail the facility of nomination, members may write to the Registrar and Share transfer agent for obtaining the Nomination Form.
- 11) 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.
- 12) No Brief case or Bag will be allowed to be taken inside the venue of the meeting.
- 13) 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.
- 14) 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') 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 Monday, 23<sup>rd</sup> September, 2019, 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 Friday, 27<sup>th</sup> September, 2019 and will end at 5.00 P.M. on Sunday, 29<sup>th</sup> September, 2019. 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 instructions for e-voting is given on the back side of Attendance Slip attached with Annual Report. 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 3**

Mr. Rajan Handa was appointed as Managing Director in the meeting held on 30th September, 2016 with effect from 01st March 2017 to 28th February, 2020. His current term of appointment will expire on 28th February, 2020. The Nomination and Remuneration Committee at their meeting held on 27th April, 2019, having regard to the various requirements stipulated in Schedule V, have recommended reappointment of Mr. Rajan Handa for a term of 3 (Three) years commencing from 01st March 2020 to 28th February 2023 on the terms and conditions mentioned in the proposed resolution subject to approval of the shareholders. As per conditions stipulated in the Schedule V, special resolution for payment of remuneration shall be for a period

not exceeding 3 years.

The Nomination & Remuneration Committee at their meeting held on 27<sup>th</sup> April, 2019 having regard to various requirements stipulated in Schedule V, have fixed the remuneration payable to Mr. Rajan Handa, Managing Director of the Company.

The Notice read with the Explanatory Statement and contents therein may be treated as an abstract of the terms of remuneration payable to Mr. Rajan Handa under Section 190 of the Companies Act, 2013.

Hence, the proposed special resolution seeks approval of shareholders.

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

## I. GENERAL INFORMATION

### 1) Nature of Industry:

The Company is engaged in the business of plastic moulded products including toy, children playground equipment, school furniture, automotive components and electric vehicles.

### 2) Date of commencement of commercial Production:

The Company commenced its commercial production in the year 1990.

### 3) Financial Performance based on given indicators:

(Rs. in Lakhs)

	2016-17	2017-18	2018-19
Sales	7492.62	11104.68	11892.74
Profit before tax	133.42	65.51	778.85
Profit after tax	64.94	73.15	294.58

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

	2016-17	2017-18	2018-19
Foreign Exchange Earnings	448.54	80.40	93.91

## II. INFORMATION ABOUT THE APPOINTEE

### 1) Background details, recognition/awards

Mr. Rajan Handa, is 59 years old. He is B.Tech and has over 37 years of Industrial Experience. He has held various positions including handling process, production, technical services, project development, market development and implementation. He has been associated with the Company since its inception and has been instrumental in growing the business of the Company. His knowledge and experience has been invaluable to the Company and his presence on the Board has enabled the Company in maintaining the continuity in strategic leadership and governance.

Past remuneration

Period	Salary (In Rs.)	Perquisites & Allowance (In Rs.)	Retirement Benefits (In Rs.)	Total (In Rs.)
1.04.2017-31.03.2018	42,00,000	42,00,000	5,04,000	89,04,000
1.04.2018-31.03.2019	63,00,000	54,96,000	7,56,000	1,25,52,000

### 2) Job profile and suitability

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

### 3) Remuneration proposed

Details of remuneration payable to Mr. Rajan Handa, Managing Director are furnished in the resolution under item no. 3 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 and (d) industrial norms on remuneration package to 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 has no pecuniary relationship with the Company directly or indirectly except to the extent of the remuneration received / receivable by him from the Company and his respective holding in the Company's equity share capital.

**III. OTHER INFORMATION**

**Reason of loss or inadequate profits:**

The Company has operating profits during the financial year ended on 31st March, 2019. The management has taken various measures and as a result operating profit of the company is expected to increase in the current financial year.

**Steps taken for improvement**

The Company has launched a new range of theme based outdoor play stations and school furniture as per European standards. The Company is also receiving overwhelming response for its E-Rickshaw "E-RAAJA" and E-Loader.

The management of the company is very confident and expecting to achieve substantial growth in operating profit in the current financial year.

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

The Company is taking effective steps to improve operational efficiency to maintain the earnings. With continued focus on innovation and high technology and improving efficiency, Company is likely to achieve its production targets.

**DISCLOSURES**

The Shareholders of the Company have been informed about the remuneration of Mr. Rajan Handa through the disclosures made in the Corporate Governance Report forming part of the Annual Report.

Except Mr. Rajan Handa and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in this resolution. Your Directors recommend the above Special Resolution for approval. Please refer Table given in this Notice for disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II.

**Item No. 4**

Mr. Shalabh Jasoria (DIN 00194871) is an Independent Non-Executive Director of the Company. Pursuant to the Act, Mr. Shalabh Jasoria was appointed as an Independent Non-executive Director to hold office for five consecutive years for a term upto 30<sup>th</sup> September, 2019, by the members of the Company in the 25<sup>th</sup> AGM held on 30<sup>th</sup> September 2014. As per section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the company for another term of upto five consecutive years on the Board of the Company. He is a practicing Chartered Accountant and has vast experience in finance, taxation, audit and related matters; and member of the Board of Directors of OK Play India Limited since 2005. Performance Evaluation of Mr. Jasoria was carried out by the Nomination and Remuneration Committee covering the various aspects of SEBI Guidance Note and based on its recommendation, he is being proposed to be reappointed for a further period of five (5) years. In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and the Listing Regulations, Mr. Jasoria being eligible, offers himself for reappointment as an Independent Director for five consecutive years for a term upto 30<sup>th</sup> September, 2024. In the opinion of the Board, he fulfils the conditions specified under the Act, the Companies (Appointment & Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Shalabh Jasoria as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company on any working day excluding Saturday, upto the date of General Meeting between 11:00 a.m. and 1:00 p.m. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Shalabh Jasoria as an Independent Director. Except Mr. Shalabh Jasoria, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in this resolution. Your Directors recommend the above Special Resolution for approval. Please refer Table given in this Notice for disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II.



**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN ANNUAL GENERAL MEETING FOR 30<sup>TH</sup> SEPTEMBER, 2019**

Name of the Director	Mr. Rajan Handa	Mr. Shalabh Jasoria
DIN	00194590	00194871
Date of Birth	09.12.1959	27.06.1963
Date of Appointment	19.08.1988	26.07.2005
Qualification	B.E	Chartered Accountant
Experience & Expertise in specific functional area	He has wide experience in Production & overall management related functions.	He is Practicing Chartered Accountant and has vast experience in finance, taxations, audit and related matters.
Terms & Conditions of appointment/ re-appointment	As mentioned in the Explanatory Statement attached to this Notice	As per Company's Policy on Appointment of Board Members
Remuneration last drawn	As mentioned in Corporate Governance Report (forming part of Annual Report 2018-19)	
Shareholding in the Company as on 31.03.2019	10286862	NIL
Relationship with other directors and KMPs of the Company	Mrs. Mamta Handa- Wife	NIL
No. of Meetings of Board attended during the year	6	7
List of Companies* in which outside directorship held	<ol style="list-style-type: none"> <li>1. OK Play Auto Private Limited</li> <li>2. Cautious Exim Pvt. Limited</li> <li>3. RIRA E-Vehicles Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1.OK Play Auto Private Limited</li> <li>2.Headlines Financial Services Pvt. Ltd</li> <li>3. N A Cold Storages Pvt. Ltd.</li> <li>4.SriVinayak Constructions Pvt. Ltd.</li> <li>5.Lesure Finance and Investment Pvt. Ltd</li> <li>6.Bigur Finance Limited</li> <li>7.AtulyaTechplast Private Limited</li> </ol>
Chairman/Member of the Committees* of Board of Directors of Indian Companies	NIL	NIL

\* includes directorship/ committee positions in other Indian companies.

**Item No. 5**

The Board on the recommendation of the Audit Committee has appointed M/s Goyal, Goyal & Associates (FRN 000100) as the Cost Auditors of the Company for the financial year 2019-20 in its meeting held on 14th August, 2019. As per Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to Cost Auditors is to be ratified by the shareholders. Hence, this resolution is put for the consideration of the shareholders. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution.

Your Directors recommend the above Ordinary Resolution for approval.

**Item No. 6**

The company has recently acquired shares in RMRS Electric Vehicles Private Limited and is planning to expand its business through its newly acquired subsidiary company i.e "RMRS". Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the Members is being sought, to enter into related party transaction(s) with RMRS Electric Vehicles Private Limited for an amount not exceeding Rs. 200 crore for the Financial Year 2019-20.

Background and Details of the Transaction: RMRS Electric Vehicles Private Limited is in the business of selling, leasing and renting of E-vehicles. OK Play India Ltd. will manufacture E-vehicles and sell it to RMRS. This will lead to consistent, cost effective and assured supply of E-vehicles and accessories to RMRS Electric Vehicles Private Limited. This transaction will help the Company to manage manufacturing operations smoothly and ensure the supply of E-vehicles to its Subsidiary for uninterrupted operations and thereby productivity.

Benefits of sale of E-vehicles to RMRS :

- i. Operational efficiency, better control and specialist management as RMRS Electric Vehicles Private Limited is also into E-vehicles business.
- ii. The Company will enjoy better credit terms.
- iii. This transaction is essential for uninterrupted operations and increased productivity of the Company.

Approval being sought for Financial Year 2019-20: As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the Financial Year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

RMRS is a related party in terms of Regulation 2(1)(zb) of the Listing Regulations. The estimated value of transaction with RMRS for Financial Year 2019-20 is estimated upto Rs.200 crore, which would breach the materiality threshold of 10% of the annual consolidated turnover of the Company i.e. Rs. 15.67 crores as per last audited financial statements of FY 2018-19. Hence, it is proposed to secure Members' approval for the related party contract(s)/ arrangement(s) to be entered into with RMRS during the Financial Year 2019-20, as mentioned in Item No. 6 of the Notice.

**Pursuant to rule 15 of companies (meeting of board and its powers) rules 2014, as amended till date, particulars of the transactions etc. are as follows :**

Name of the related party	RMRS Electric Vehicles Private Limited
Name of the director or key managerial personnel who is related	Mr. Rajan Handa, Managing Director Mrs. Mamta Handa, Whole time Director
Nature of relationship	"RMRS" is the Subsidiary Company of OK Play India Limited.
Nature, material terms, monetary value and particulars of the contract or arrangements	The transaction involves sale of E-vehicles and its accessories on a continuous basis for an aggregate amount not exceeding Rs. 200 crore during Financial Year 2019-20.
Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

The related party contract/ transactions mentioned in this proposal will be entered on arm's length basis and in ordinary course of business operations. Considering the aggregate transactions of the Company and anticipated growth over next three to four years, approval of the Members is being sought. The Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice for approval of the Members. Excluding Mr. Rajan Handa, Managing Director and Ms. Mamta Handa, Whole-Time Director and their relatives to the extent of their shareholding, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives, is concerned or interested, in this resolution.

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

**Meenu Goswami  
Company Secretary**

**Date : 14<sup>th</sup> August, 2019  
Place : New Delhi**

**DIRECTORS' REPORT**

To  
The Members,  
Your Directors are pleased to present the 30<sup>th</sup> Annual Report along with Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2019.

**FINANCIAL RESULTS**

The highlights of the financial results are as under:

(In Rs.)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2018-19	2017-18	2018-19	2017-18
Revenue from Operations	1,189,274,013.92	1,090,421,758.75	1,567,266,199.50	1,422,569,250.39
Other Income	42,366,558.21	41,251,680.66	9,923,839.03	26,896,740.59
Profit /(loss) before exceptional Items and Tax	103,227,524.28	90,937,217.70	166,509,131.00	127,585,635.28
Exceptional item Gain/(loss)	(25,342,202.71)	(84,386,632.55)	(25,497,191.94)	(88,333,531.69)
<b>Profit/ (Loss) before Tax</b>	<b>77,885,321.57</b>	<b>6,550,585.15</b>	<b>141,011,939.06</b>	<b>39,252,103.59</b>
Less: Provision for Tax				
i) Current	16,105,000.00	1,237,000.00	29,127,000.00	2,425,000.00
ii) Earlier year Tax	95,438.00	(6,514,036.00)	834,254.00	(6,514,036.00)
iii) Deferred Tax	32,227,000.00	4,513,000.00	48,570,000.00	21,084,000.00
<b>Profit/ (Loss) after Tax</b>	<b>29,457,883.57</b>	<b>7,314,621.15</b>	<b>62,480,685.06</b>	<b>22,257,139.59</b>
Other Comprehensive Income/Loss	30,476.00	(403,573.00)	30,476.00	(403,573.00)
<b>Total Comprehensive Income/Loss</b>	<b>29,488,359.57</b>	<b>6,911,048.15</b>	<b>62,511,161.06</b>	<b>21,853,566.59</b>
Balance of profit/Loss for earlier years	(22,088,547.20)	(29,403,168.35)	(91,566,694.54)	(113,823,834.13)
Profit /loss transfer to Reserve	29,457,883.57	7,314,621.15	62,480,685.06	22,257,139.59
<b>Balance carried forward</b>	<b>7,369,336.37</b>	<b>(22,088,547.20)</b>	<b>(29,086,009.48)</b>	<b>(91,566,694.54)</b>



## **STATUS OF COMPANY'S AFFAIRS /BUSINESS OPERATIONS**

Your Company's Standalone Balance Sheet as at 31<sup>st</sup> March, 2019 reflects a healthy position. The Sales turnover of the company for the year under review stands at Rs. 1,189,274,013.92 as compared to Rs. 1,090,421,758.75 of the last year. There has been an increase of 9.06 % in the turnover of the Company. Further the Company earned a net profit of Rs. 29,457,883.57 compared to the net profit of Rs.7,314,621.15 of the last year. There has been an increase of 302.72 % in the net profit of the Company.

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 under review.

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.

### **TRANSFER TO RESERVE**

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

### **DIVIDEND**

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

### **TRANSFER TO IEPF**

During the Financial year 2018-19, no amount was liable to be transferred to IEPF.

### **INDEPENDENT DIRECTORS**

Declaration given by Independent Directors meeting the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 is received and taken on record.

### **AUDITORS AND AUDITORS' REPORT**

At the 27<sup>th</sup> Annual General Meeting, the shareholders had approved the appointment of M/s. D.S. Chadha & Associates, Chartered Accountants (ICAI Firm Registration No.026723-N) as the Statutory Auditors until the conclusion of the 31<sup>st</sup> Annual General Meeting to be held in the year 2020, subject to ratification by the shareholders every year, if so required under law. Pursuant to the recent amendment to Section 139 of the Companies Act, 2013 effective May 7, 2018, ratification by Shareholders every year for the appointment of the Statutory Auditors is no longer required and accordingly the Notice of ensuing Annual General Meeting does not include the proposal for seeking Shareholders approval for ratification of Statutory Auditors appointment.

M/s. D.S. Chadha & Associates has furnished a certificate of their eligibility and consent under Section 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for their continuance as the Auditors of the Company for the FY 2019-20. In terms of the Listing Regulations, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

The Statutory Auditors' Report for FY 2018-19 on the financial statements of the Company forms part of this Annual Report. The Statutory Auditors' report on the financial statements for FY 2018-19 does not contain any qualification, reservation or adverse remark or disclaimer. The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso to Section 143(12) of the Companies Act, 2013.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year under review, following changes occurred in the composition of Board of directors/KMP of the Company.

a) Mr. Vijayendra Kumar Jain, Independent Director, resigned with effect from 14<sup>th</sup> August, 2018.

- b) Mr. Triloki Nath Verma, Company Secretary of the Company resigned from the post of Company Secretary with effect from 27<sup>th</sup> April, 2018.
- c) Mr. Rakesh Bhardwaj, who was appointed as Company Secretary of the Company with effect from 28<sup>th</sup> April 2018 has resigned with effect from 22<sup>nd</sup> April, 2019.
- d) Ms. Meenu Goswami was appointed as Company Secretary of the Company with effect from 22<sup>nd</sup> April, 2019.
- e) Mr. Narayan Chandra Rout, Chief Financial Officer of the Company has resigned from the Company with effect from 30<sup>th</sup> September, 2018 and Mr. Rabinder Singh was appointed as Chief Financial Officer with effect from 27<sup>th</sup> March, 2019.
- f) In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Rajan Wadhwa, Director will retire by rotation at the forthcoming AGM of Company and being eligible, offers himself for reappointment.
- g) Mr. Shalabh Jasoria is being proposed for reappointment as Independent Director for another term of five consecutive years as the Board feels that his continued association would be of immense benefit to the Company and his appointment is recommended by Nomination and Remuneration Committee.

### **INTERNAL FINANCIAL CONTROLS FOR FINANCIAL STATEMENTS**

The company has in place adequate internal financial controls with reference to the financial statements and no significant weakness was found in the implementation of controls during the year under review. The Board has adopted policies and procedures for governance of orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. The Company's internal control system commensurate with the nature of its business, the size and complexity of its operations. The Audit Committee periodically reviews the adequacy of internal financial controls.

### **DEPOSITS**

The Company has not accepted any deposits from the public during the year under review. No amount on account of principal or interest on deposits from public was outstanding as on 31<sup>st</sup> March, 2019.

### **EXTRACT OF ANNUAL RETURN**

The extract of the Annual Return in Form MGT-9 pursuant to the provisions of Section 92 (3) of the Act, read with rule 12(1) of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure-I to this report. The same is also available on the Company's website viz. [www.okplay.co.in](http://www.okplay.co.in).

### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All related party transactions are entered on arm's length basis in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the listing regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or KMP etc. which may have potential conflict with the interest of the Company at large which warrants the approval of shareholders. All related party transactions are reported to the Audit Committee. Details of all related party transactions are reported to the Audit Committee for scrutiny/ review and referred for approval of the Board on a quarterly basis. Accordingly, the disclosure of related party transactions as required under Section 134 (3)(h) of the Companies Act, 2013 in Form AOC-2 forms part of the Annual Report. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. Transactions with related parties are conducted in a transparent manner with the interest of the Company as utmost priority. Details of such transactions are given in the accompanying Financial Statements. The Company's policy on Related Party Transactions is available at our website [www.okplay.co.in](http://www.okplay.co.in).

### **RISK MANAGEMENT**

The Company has a risk management mechanism in place to identify, evaluate, monitor and manage both business and non-business risks through the oversight of Board, senior management personnel and external advisors. The risk identified by the Company broadly fall in the category of operational risk, regulatory risk, financial & accounting risk. The Company has an elaborate Risk Charter and risk policy defining risk management governance model, risk assessment and prioritization process.

The objective of the mechanism is to minimize the impact of various risks identified, advance actions to mitigate it, monitor and report effectiveness of the process and procedures. In the opinion of the Board, none of the said risks which have been identified may threaten the existence of the Company and controls. The Audit Committee has additional oversight in the area of financial risk.

### **LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Particulars of Loans, Guarantees and Investments forms part of the Annual Report.

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

Statutory disclosures as required under Section 134 of the Companies Act, 2013, particulars relating to Conservation of Energy, technology absorption, foreign exchange earnings and outgo are given in Annexure - 2 which forms part of the report.

### **MATERIAL CHANGES AND COMMITMENTS**

There have not been any material changes and commitments affecting the financial position of the company which have occurred between the end of the Financial Year of the company to which the financial statement relate and the date of report.

### **EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION, ADVERSE REMARK OR DISCLAIMER BY THE STATUTORY AUDITOR OR SECRETARIAL AUDITOR**

The Statutory Auditors of the company have given an unqualified Audit report for the financial year 2018-19. Hence, there is no explanation or comments required from the Board of Directors of the company.

The Board of Directors has appointed Mr. Puneet Kumar Pandey, Company Secretary (COP- 10913), for conducting Secretarial Audit for the financial year 2018-2019. Copy of Secretarial Audit Report is annexed as Annexure-4 of this report.

#### **Observation by Secretarial Auditor:**

The Company is in the process of taking the Listing approval from BSE in respect of 6,00,000 Equity Shares allotted to Mr. Rajan Handa on 23 April, 2018 against the conversion of warrants into Equity shares.

#### **Reply by the company :**

Company has already applied for listing approval and is in the process of providing clarifications and reply on the application filed with BSE.

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

### **INTERNAL AUDITOR**

The Board of Directors appointed M/s I. P. Pasricha & Co., Chartered Accountants (FRN-000120N) as Internal Auditors for the Financial Year 2018-19. 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. Internal Auditors have submitted their Report to the Chairman of the Audit Committee and this was further reviewed by Management and taken on record.

### **CEO/CFO CERTIFICATION**

Mr. Rabinder Singh, CFO and Mr. Rajan Handa, Managing Director of the Company have certified to the Board that all the requirements of the Listing Obligations, *inter alia*, dealing with the review of financial statements and Cash flow statement for the year ended 31<sup>st</sup> March, 2019, transactions entered into by the Company during the said year, their responsibility for establishing and maintaining internal control systems for financial reporting and evaluation of the effectiveness of the internal control system and making of necessary disclosures to the Auditors and the Audit Committee have been duly complied with.

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS**

Corporate Governance stems from the belief and realization that corporate citizenship has a set of responsibilities, which must be fulfilled for a company to progress and succeed over the long term. In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis and a Report on Corporate Governance

along with Certificate from Auditors regarding compliance of conditions of Corporate Governance is annexed as Annexure- V to the Directors' Report.

A declaration by the Managing Director regarding the compliance with the Code of Conduct also forms part of this Annual Report.

#### **NUMBER OF THE MEETINGS OF THE BOARD & ATTENDANCE OF DIRECTORS**

There were Seven Board Meetings held during the Financial Year 2018-19. Details of the same forms part of the Corporate Governance Report.

#### **CORPORATE SOCIAL RESPONSIBILITY**

The provisions relating to Corporate Social Responsibility (CSR) as envisaged u/s 135 of the Companies Act, 2013 is not applicable to company.

#### **DISCLOSURE ON BOARD COMMITTEES**

Details already provided in the Corporate Governance Section of this Annual report.

#### **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has adhered to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There is no complaint received during the year and pending during the financial year under provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **VIGIL MECHANISM**

Details already provided in the Corporate Governance Section of this Annual report.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS**

The company has not received any order from the Courts, regulators or tribunals impacting the going concern status and company's operation in future.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

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

#### **SUBSIDIARY COMPANY**

There is no change in the subsidiary Company during the year. Details of subsidiary Company i.e. OK Play Auto Private Limited and its business operation during the year under review are covered in the Annual Report. Report on the performance and financial position of subsidiary company as per the provisions of 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 may be accessed on the Company's website at the link: [http://okplay.co.in/policy\\_for\\_determining\\_material\\_subsidaries.pdf](http://okplay.co.in/policy_for_determining_material_subsidaries.pdf)

The Company will make available the annual accounts of the subsidiary 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 are also available on website of the Company and are open for inspection at the registered office of the Company. The Consolidated Financial statements presented by the Company includes the financial results of its subsidiary company. Copy of Annual Report of the Company is available on the website of the Company i.e. [www.okplay.co.in](http://www.okplay.co.in).

#### **PARTICULARS OF EMPLOYEES**

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

## DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 as at 31<sup>st</sup> March, 2019 and of the Profit of the company for the year ended on that date;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis; and
- 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
- 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.

## COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

## COST RECORDS

During the year under review, M/s Goyal, Goyal & Associates, Cost Accountants (FRN-000100) was appointed as Cost Auditors for the Financial Year 2018-19. In terms of Section 148(1) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Company is required to maintain Cost records of the Company and accordingly such accounts and records are made and maintained.

## REMUNERATION POLICY

The Board has framed a policy for selection and appointment of Directors, Senior management and their remuneration. The Policy is uploaded on Company's website and the same can be accessed at the following link – <http://okplay.co.in/nomination-and-remuneration-policy.pdf>. The key principles governing the Remuneration Policy are as follows:

- Market competitiveness
- Role played by the individual
- Reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay
- Consistent with recognized best practices
- Aligned to any regulatory requirements.

## CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

In terms of the provisions of Section 178(3) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

**Qualifications:** The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry experience.

**Positive Attributes:** Apart from the duties of Directors as prescribed in the Companies Act, 2013, the Directors are expected to demonstrate high standards of ethical behavior, communication skills and independence in judgement. The Directors are also expected to abide by the respective Code of Conduct as applicable to them.

**Independence:** A Director will be considered independent if he/ she meets the criteria laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

### CHANGE IN CAPITAL

Allotment of 6,00,000 Equity Shares of Rs. 10/- (Rupees Ten each) at a premium of Rs. 130.47 (Rupees One Hundred Thirty and Forty Seven paisa only) to Mr. Rajan Handa, Promoter of the company on 23<sup>rd</sup> April, 2018. Subsequently the Paid-Up Equity Share Capital of the company is increased by Rs. 60,00,000/- (Rupees Sixty Lacs).

### 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.

### BOARD EVALUATION

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

### 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.**

**Date : 24<sup>th</sup> June, 2019  
Place : Mewat, Haryana**

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

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



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

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2019**

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

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

<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of Plastic Moulded Toys, School Furniture, Playground Equipment, Infrastructuer and Automotive Products and Point of Purchase	31004, 32402, 30921, 30922, 22207, 22208, 22209	100
# All the operations of the company are considered as a single business segment for the purpose of Ind AS-108, 'Segment Reporting (Ind AS-108), issued by the MCA.			
* Based on NIC Code 2008 issued by <a href="http://dipp.nic.in/English/acts_rules/Press_Notes/NIC-2008.pdf">dipp.nic.in/English/acts_rules/Press_Notes/NIC-2008.pdf</a>			

<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>					
S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	OK PLAY AUTO PRMATE LIMITED	U35990DL2009PTC195046	Subsidiary Company	100	2(87)(2)

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-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	10,869,012	-	10,869,012	58.41%	10,869,012	6,02,000	11,471,012	59.72%	1.31%
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	10,869,012	-	10,869,012	58.41%	10,869,012	6,02,000	11,471,012	59.72%	1.31%
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>TOTAL (A)</b>	10,869,012	-	10,869,012	58.41%	10,869,012	6,02,000	11,471,012	59.72%	1.31%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds /UTI	-	5,600	5,600	0.03%	-	5,600	5,600	0.03%	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Foreign Portfolio Investor	7,800	-	7,800	0.04%	7,800	-	7,800	0.04%	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-



<b>Sub-total (B)(1):-</b>	7,800	5,600	13,400	0.07%	7,800	5,600	13,400	0.07%	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1,140,036	16,700	1,156,736	6.22%	1,215,632	15,800	1,231,432	6.41%	0.19%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,162,697	690,069	2,852,766	15.33%	1,907,408	644,515	2,551,923	13.28%	-2.05%
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2,442,436	-	2,442,436	13.13%	2,732,026	-	2,732,026	14.22%	1.09%
c) Others (specify)									
Non Resident Indians	563,515	73,900	637,415	3.43%	575,312	70,200	645,512	3.36%	-0.07%
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Clearing Members	636,350	-	636,350	3.42%	562,810	-	562,810	2.93%	-0.49%
NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	6,945,034	780,669	7,725,703	41.52%	6,993,188	730,515	7,723,703	40.21%	-1.31%
<b>Total Public (B)</b>	6,952,834	786,269	7,739,103	41.59%	7,000,988	736,115	7,737,103	40.28%	-1.31%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>17,821,846</b>	<b>786,269</b>	<b>18,608,115</b>	<b>100%</b>	<b>17,870,000</b>	<b>1,338,115</b>	<b>19,208,115</b>	<b>100%</b>	<b>-</b>

<b>(ii) Shareholding of Promoter</b>								
SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajan Handa	9,686,862	52.06%	52.06%	10,286,862	53.55%	50.43%	1.50%
2	Mamta Handa	1,000,000	5.37%	-	1,000,000	5.21%	-	-0.16%
3	Anandana Handa	5,00	-	-	2,500	0.01%	-	0.01%
4	Raghav Handa	2,500	0.01%	-	2,500	0.01%	-	-
5	Rishab Handa	2,500	0.01%	-	2,500	0.01%	-	-
6	Rajesh Chopra	12,150	0.07%	-	12,150	0.06%	-	-0.01%
7	Sangeeta Chopra	74,400	0.40%	-	74,400	0.38%	-	-0.02%
8	Geetanjali Chopra	26,050	0.14%	-	26,050	0.14%	-	-
9	Gaurav Chopra	56,350	0.30%	-	56,350	0.29%	-	-
10	Rajesh Chopra (HUF)	7,700	0.04%	-	7,700	0.04%	-	-

<b>(iii) Change in Promoter's Shareholding (please specify, if there is no change)</b>									
Shareholder's Name	Shareholding at the beginning of the year		Date / Week Traded	Increase/ Decrease in share holding	Reason	Cumulative shareholding during the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
Rajan Handa	9,686,862	52.06%	23-04-18	600,000	Conversion of warrants into equity	10,286,862	53.55%	10,286,862	53.55%
Mamta Handa	1,000,000	5.37%	-	-	No Change	1,000,000	5.20%	1,000,000	5.20%
Anandana Handa	500	-	31-12-18	2,000	Purchase	2,500	0.01%	2,500	0.01%
Raghav Handa	2,500	0.01%	-	-	No Change	2,500	0.01%	2,500	0.01%
Rishab Handa	2,500	0.01%	-	-	No Change	2,500	0.01%	2,500	0.01%
Rajesh Chopra	12,150	0.07%	-	-	No Change	12,150	0.06%	12,150	0.06%
Sangeeta Chopra	74,400	0.40%	-	-	No Change	74,400	0.38%	74,400	0.38%
Geetanjali Chopra	26,050	0.14%	-	-	No Change	26,050	0.13%	26,050	0.13%
Gaurav Chopra	56,350	0.30%	-	-	No Change	56,350	0.29%	56,350	0.29%
Rajesh Chopra (HUF)	7,700	0.04%	-	-	No Change	7,700	0.04%	7,700	0.04%

<b>(iv) Shareholding Pattern of top ten Shareholders</b>							
<i>(Other than Directors, Promoters and Holders of GDRs and ADRs):</i>							
S.No.	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: MITHUN SECURITIES PRIVATE LIMITED						
	At the beginning of the year	01-04-2018		216,648	1.13%	216,648	1.13%
	Changes during the year	27-04-2018	Purchase	5,279	0.03%	221,927	1.16%
		04-05-2018	Sale	(5,279)	-0.03%	216,648	1.13%
		11-05-2018	Purchase	5,000	0.03%	221,648	1.15%
		18-05-2018	Purchase	5,000	0.03%	226,648	1.18%
		07-09-2018	Purchase	5,000	0.03%	231,648	1.21%
		21-09-2018	Sale	(5000)	-0.03%	226,648	1.18%
		02-11-2018	Purchase	30,000	0.16%	256,648	1.34%
	At the end of the year	31-03-2019		256,648	1.34%		
2	NAME: ZEALOUS FINANCIAL SERVICES PVT LTD						
	At the beginning of the year	01-04-2018		115,000	0.60%	115,000	0.60%
	Changes during the year	06-04-2018	Purchase	125,000	0.65%	240,000	1.25%
		13-04-2018	Sale	(124,286)	-0.65%	115,714	0.60%
		11-05-2018	Sale	(700)	0.00%	115,014	0.60%
		13-07-2018	Purchase	11,563	0.06%	126,577	0.66%
		10-08-2018	Sale	(350)	0.00%	126,227	0.66%
		07-12-2018	Purchase	9,314	0.05%	135,541	0.71%
		01-03-2019	Sale	(400)	0.00%	135,141	0.70%
		08-03-2019	Purchase	9,434	0.05%	144,575	0.75%
		15-03-2019	Sale	(2,391)	-0.01%	142,184	0.74%
		29-03-2019	Sale	(2,200)	-0.01%	139,984	0.73%
	At the end of the year	31-03-2019		139,984	0.73%		
3	NAME: EMKAY FINCAP LIMITED						
	At the beginning of the year	01-04-2018		142,379	0.74%	142,379	0.74%
	Changes during the year		No Change	-	-	-	-
	At the end of the year	31-03-2019		142,379	0.74%	142,379	0.74%

4	NAME: ISHAAN METALS PVT LTD						
	At the beginning of the year	01-04-2018		185,742	0.97%	185,742	0.97%
	Changes during the year		No Change				
	At the end of the year	31-03-2019		185,742	0.97%	185,742	0.97%
5	NAME: HARI CHAND AGGARWAL						
	At the beginning of the year	01-04-2018		118,002	0.61%	118,002	0.61%
	Changes during the year		No Change				
	At the end of the year	31-03-2019		118,002	0.61%	118,002	0.61%
6	NAME: RAJESH AGGARWAL						
	At the beginning of the year	01-04-2018		247,000	1.29%	247,000	1.29%
	Changes during the year		No Change				
	At the end of the year	31-03-2019		247,000	1.29%	247,000	1.29%
7	NAME: SANDEEP PARWAL HUF						
	At the beginning of the year	01-04-2018		127,105	0.66%	127,105	0.66%
	Changes during the year		No Change				
	At the end of the year	31-03-2019		127,105	0.66%	127,105	0.66%
8	NAME: MENTOR FINANCIAL SERVICES PRIVATE LIMITED						
	At the beginning of the year	01-04-2018		371,410	1.93%	371,410	1.93%
	Changes during the year	06-04-2018	Sale	(125,000)	-0.65%	246,410	1.28%
		13-04-2018	Purchase	28,643	0.15%	275,053	1.43%
		27-04-2018	Sale	(5,500)	-0.03%	269,553	1.40%
		04-05-2018	Sale	(5,000)	-0.03%	264,553	1.38%
		11-05-2018	Sale	(9,011)	-0.05%	255,542	1.33%
		18-05-2018	Sale	(51)	0.00%	255,491	1.33%
		25-05-2018	Purchase	733	0.00%	256,224	1.33%
		01-06-2018	Purchase	4,067	0.02%	260,291	1.36%
		08-06-2018	Purchase	11,790	0.06%	272,081	1.42%
		06-07-2018	Sale	(337)	0.00%	271,744	1.41%
		13-07-2018	Sale	(5)	0.00%	271,739	1.41%
		27-07-2018	Purchase	2,050	0.01%	273,789	1.43%
		10-08-2018	Sale	(432)	0.00%	273,357	1.42%

		31-08-2018	Purchase	11,045	0.06%	284,402	1.48%
		07-09-2018	Purchase	5,001	0.03%	289,403	1.51%
		14-09-2018	Sale	(200,000)	-1.04%	89,403	0.47%
		28-09-2018	Purchase	14,000	0.07%	103,403	0.54%
		26-10-2018	Purchase	41,500	0.22%	144,903	0.75%
		02-11-2018	Purchase	17,247	0.09%	162,150	0.84%
		30-11-2018	Purchase	130	0.00%	162,280	0.84%
		18-01-2019	Purchase	93,282	0.49%	255,562	1.33%
		15-02-2019	Purchase	31,600	0.16%	287,162	1.50%
		01-03-2019	Sale	(1,650)	-0.01%	285,512	1.49%
		08-03-2019	Sale	(1,553)	-0.01%	283,959	1.48%
		15-03-2019	Sale	(545)	0.00%	283,414	1.48%
		22-03-2019	Purchase	3,087	0.02%	286,501	1.49%
	At the end of the year	31-03-2019		286,501	1.49%		
9	NAME: SHANKAR SOMANI						
	At the beginning of the year	01-04-2018		208,900	1.09%	208,900	1.09%
	Changes during the year		No Change				
	At the end of the year	31-03-2019		208,900	1.09%	208,900	1.09%
10	NAME: SUNIL RAWAL						
	At the beginning of the year	01-04-2018		387,851	2.02%	387,851	2.02%
	Changes during the year	01-06-2018	Sale	(11,600)	-0.06%	376,251	1.96%
		27-07-2018	Sale	(2,000)	-0.01%	374,251	1.95%
		31-08-2018	Sale	(11,350)	-0.06%	362,901	1.89%
		28-09-2018	Sale	(14,000)	-0.07%	348,901	1.82%
		26-10-2018	Sale	(17,300)	-0.09%	33,1601	1.73%
		30-11-2018	Sale	(2,000)	-0.01%	329,601	1.72%
		28-12-2018	Sale	(14,800)	-0.08%	314,801	1.64%
		18-01-2019	Sale	(4,601)	-0.02%	310,200	1.61%
		25-01-2019	Sale	(7,600)	-0.04%	302,600	1.58%
		08-02-2019	Sale	(10,000)	-0.05%	292,600	1.52%

		15-02-2019	Sale	(24,514)	-0.13%	268,086	1.40%
		01-03-2019	Sale	(20,275)	-0.11%	247,811	1.29%
		15-03-2019	Sale	(18,500)	-0.10%	229,311	1.19%
		22-03-2019	Sale	(12,104)	-0.06%	217,207	1.13%
		29-03-2019	Sale	(2,900)	-0.02%	214,307	1.12%
	At the end of the year	31-03-2019		214,307	1.12%		

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	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	01-04-18		9,686,862	52.06%	9,686,862	52.06%
	Changes during the year	23-04-18	Conversion of warrants into equity	600,000	3.12%	10,286,862	53.55%
	At the end of the year	31-03-19		10,286,862	53.55%	10,286,862	53.55%
2	Name : Mrs. Mamta Handa, Whole Time Director						
	At the beginning of the year	01-04-18		1,000,000	5.37%	1,000,000	5.37%
	Changes during the year		No Change	-	-	-	-
	At the end of the year	31-03-19		1,000,000	5.37%	1,000,000	5.37%
3	Name: Dr. Rajan Wadhwa, Whole Time Director						
	At the beginning of the year	01-04-18		36,300	0.19%	36,300	0.19%
	Changes during the year		No Change	-	-	-	-
	At the end of the year	31-03-19		36,300	0.19%	36,300	0.19%
4	Name: Mr. Shalabh Jasoria, Independent Director			NONE			
5	Name Mr. Ajay Vohra, Independent Director			NONE			
6	Name Mr. Atul Nripraj Barar, Independent Director			NONE			
7	Name: Mr. Rakesh Bhardwaj, Company Secretary			NONE			
8	Name: Mr. Rabinder Singh, CFO			NONE			

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.				
				(Amt. Rs./Lacs)
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	4711.51	6622.81	-	11334.31
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	4711.51	6622.81	-	11334.31
<b>Change in Indebtedness during the financial year</b>				
* Addition	349.29	-	-	349.29
* Reduction	-	(616.40)	-	(616.40)
<b>Net Change</b>	349.29	(616.40)	-	(267.11)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	5060.80	6006.40	-	11067.20
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	5060.80	6006.40	-	11067.20

**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 (Rs/Lac)
		Mr. Rajan Handa	Mrs. Mamta Handa	Dr. Rajan Wadhwa	
	Name	Mr. Rajan Handa	Mrs. Mamta Handa	Dr. Rajan Wadhwa	
	Designation	Managing Director	Whole Time Director	Whole Time Director	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	117.96	36	17.15	171.11
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.25	-	-	0.25
	(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)	118.21	36	17.15	171.36
	Ceiling as per the Act	125.52	38.16	18.23	181.91

B. Remuneration to other Directors					
SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Shalabh Jasoria	Mr. Atul Nripaj Barar	Mr. Ajay Vohra	(Rs/Lac)
1	Independent Directors	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	-	Narayan Chandra Rout	Rakesh Bhardwaj	(Rs/Lac)
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	7.92	13.47	21.39
	(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	-	7.92	13.47	21.39



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		

## FORM NO. AOC -2

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

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

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

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
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 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
Mr. Rajan Handa (Managing Director)	Payment of remuneration as per approval of Shareholders under Section 197	1 <sup>st</sup> October, 2018 to 28 <sup>th</sup> February, 2020	As per resolution passed by shareholders in 29 <sup>th</sup> Annual General Meeting	04-09-2018	Nil
Mrs. Mamta Handa. (Whole-time Director)	Payment of remuneration as per approval of Shareholders under Section 197	20 <sup>th</sup> June, 2019 to 19 <sup>th</sup> June, 2022	As per resolution passed by shareholders in 29 <sup>th</sup> Annual General Meeting	04-09-2018	Nil
Dr. Rajan Wadhwa (Whole-time Director)	Payment of remuneration as per approval of Shareholders under section 197	1 <sup>st</sup> October, 2018 to 30 <sup>th</sup> September, 2020	As per resolution passed by shareholders in 29 <sup>th</sup> Annual General Meeting	04-09-2018	Nil
Mr. Rishab Handa. (Relative)	Payment of remuneration as per approval of Shareholders under section 197	Continuous Employment	As per resolution passed by shareholders in 26 <sup>th</sup> Annual General Meeting	14-08-2015	Nil
Mr. Raghav Handa (Relative)	Payment of remuneration as per approval of Shareholders under section 197	Continuous Employment	As per resolution passed by shareholders in 26 <sup>th</sup> Annual General Meeting	14-08-2015	Nil
OK Play Auto Private Limited (Wholly Owned Subsidiary Company)	Sale / purchase of Goods	1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019	As per resolution passed by shareholders in 25 <sup>th</sup> Annual General Meeting	27-05-2016	Nil
RMRS Electric Vehicles Private Limited ( Entity in which key managerial Personnel have control/significant influence)	Sale	1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019	As per approval of Audit Committee in its meeting held on 14 <sup>th</sup> August, 2018	14-08-2018	Nil
RIRA E-vehicles Private Limited ( Entity in which key managerial	Sale	1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019	As per approval of Audit Committee in its meeting held on 14 <sup>th</sup> August, 2018	14-08-2018	Nil

Personnel have control/significant influence)					
RMRS Electric Vehicles Private Limited ( Entity in which key managerial Personnel have control/significant influence)	Lease	28 <sup>th</sup> August, 2018 to 27 <sup>th</sup> July, 2019	As per Rent Agreement dated 28 <sup>th</sup> August ,2018	14-08-2018	Nil
RIRA E-vehicles Private Limited ( Entity in which key managerial Personnel have control/significant influence)	Lease	1 <sup>st</sup> July,2018 to 30 <sup>th</sup> May,2019	As per Rent Agreement dated 30 <sup>th</sup> June,2018	30-05-2018	Nil
OK Play Auto Private Limited  (Wholly Owned Subsidiary Company)	Receipt of Management Fees	1 <sup>st</sup> April,2018 to 31 <sup>st</sup> March,2019	As per approval of Audit Committee in its meeting held on 10 <sup>th</sup> November, 2018	10-11-2018	Nil

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

Energy conservation has always been given importance by the company. In this endeavor we have installed Solar Power System of size 427 KW having 1314 solar panels that generates 800 Volts DC supply.

We also conducted Energy Conservation Awareness Industrial Workshop in association with PCRA (Petroleum Conservation Research Association). The workshop aimed at providing awareness on the following topics:

- Energy Scenario and Energy Security
- Global Warming and Climate Change
- Energy Transformations
- Energy Conservation Act 2001
- Energy Efficiency Opportunities in Thermal utilities – Boiler, Furnace, Insulation, Heat Recovery and Heat Exchangers
- Energy Efficiency Opportunities in Electrical Utilities – motor, fan, pump, air compressor, DG Set, chillers, cooling towers, refrigeration system etc.
- Energy audit and its importance
- Challenges in Energy Conservation
- Initiatives by Government in promoting energy efficiency
- Actions taken at global level to combat climate change.

The training was very successful as our employees got to know the various opportunities available in the industrial setup and the industrial equipment being used at workplace. It also gave the employees awareness regarding how energy conservation can conserve our environment.

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

In order to improve the performance, efficiency and effectiveness of our products the R&D department of the company has done a very remarkable job during the financial year 2018-19. In toys, school furniture and playground equipment segment, R&D activities were involved in the development of new plastic school furniture, new designs of play stations and toys. In Electric Vehicle segment, through continuous and rigorous efforts of R&D, the new Dx model of E-Rickshaw was launched that had higher load carrying capacity, better mileage, faster charging, high stability, better interiors and smart features like IoT. The R&D efforts also designed and developed a customized Electric Loader capable of carrying 16 LPG cylinders to meet the need of delivering to the end consumers. R&D is further working on the development of Heavy Duty Loader where the capacity would increase from 16 LPG cylinders to 32 LPG cylinders. The R&D team is also deeply engaged in the design and development of a high speed electric auto rickshaw under the category L5 of electric vehicles.

**Expenditure on Research and Development:-**

The following Expenditure was incurred on conducting R&D

	Rs. in Lakhs
A Capital Expenditure	756.11
B Recurring Expenditure	NIL
C Total Expenditure	756.11
D Total R&D expenditure as a percentage of total turnover	6.14%

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

	Rs. in Lakhs
Foreign Exchange Earned	93.91
Outgo of Foreign Exchange	3340.70

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

**Date : 24<sup>th</sup> June, 2019  
Place : Mewat, Haryana**

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

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

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

The Information required under section 197 of the Companies Act,2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 are given below:

**(a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year**

<b>Name of Director</b>	<b>2019</b>	<b>2018</b>
Late Justice T.R. Handa (Retd.)*	-	20.13
Mr. Rajan Handa, Managing Director	69.29	69.36
Mrs. Mamta Handa, Whole-time Director	21.14	29.72
Dr. Rajan Wadhera, Whole-time Director	10.07	9.70
Mr. Shalabh Jasoria	-	-
Mr. Atul Nripraj Barar	-	-
Mr. Ajay Vohra	-	-

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

**(b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year**

<b>Name</b>	<b>% Increase in Remuneration in the financial year 2018-19</b>
Mr. Rajan Handa, Managing Director	40.42%
Mrs. Mamta Handa, Whole time Director	-
Dr. Rajan Wadhera, Whole-time Director	45.95%
Mr. Shalabh Jasoria, Independent Director	-
Mr. Atul Nripraj Barar, Independent Director	-
Mr. Ajay Vohra, Independent Director	-

Mr. Rakesh Bhardwaj, Company Secretary*	-
Mr. Triloki Nath Verma, Company Secretary**	-
Mr. Narayan Chandra Rout***	-

\*Resigned as Company Secretary w.e.f 22<sup>nd</sup> April,2019

\*\* Resigned as Company Secretary w.e.f 27<sup>th</sup> April,2018

\*\*\* Resigned as Chief Financial Officer w.e.f 30<sup>th</sup>September,2018

**(c) The percentage increase in the median remuneration of employees in the financial year**

The percentage increase in the median remuneration of employees (other than directors) in the financial year 2018-19 was around 47.48 %.

**(d) The number of permanent employees on the rolls of the company:175**

**(e) 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**

Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year i.e 2018-19 was 7% whereas percentage increase in the managerial remuneration in the financial year 2018-19 was 9.59 %

**(f) Affirmation that the remuneration is as per the remuneration policy of the company :**

The company affirms that the remuneration is as per the remuneration policy of the company.

**(g) The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules,2014,is provided in a separate annexure forming part of this report.Further the report and the accounts are being sent to the members excluding the aforesaid annexure.In terms of section 136 of the Companies Act,2013,the said annexure is open for inspection at the Registered Office of the company.Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.**

## ANNEXURE-4

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

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

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

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

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

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i). The Companies Act, 2013 and the rules made thereunder.
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB).
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;  
**(Not Applicable to the Company during the Audit Period)**
  - e. SEBI (Issue and Listing of Non-convertible Redeemable Preference shares) Regulations, 2013;  
**(Not Applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;  
**(Not Applicable to the Company during the Audit Period)**
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. **(Not Applicable to the Company during the Audit Period)**
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.  
**(Not Applicable to the Company during the Audit Period)**
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.  
**(Not Applicable to the Company during the Audit Period)**
- (vi) RBI Act, 1934.
- (vii) Non- Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank Direction, 2007. **Not Applicable**
- (viii) Industrial and Labour Laws which inter-alia includes (based on the confirmation received from Management)  
The Minimum Wages Act, 1948



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

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs
  - (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- During the period under review the Company has duly complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

**a) Observations/ Non Compliances/ Adverse Remarks/qualifications in respect of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

*The Company is in the process of taking the Listing approval from BSE in respect of 6,00,000 Equity Shares allotted to Mr. Rajan Handa on 23<sup>rd</sup> April 2018 against the conversion of Warrant into Equity shares.*

**b) Observations/ Non Compliances/ Adverse Remarks/qualifications in respect of Companies Act 2013 and relevant applicable rules: N.A**

**We further report that:**

The Board of Director of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

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

Date: 25.05.2019  
 Place: Tehsil Nuh, District Mewat

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

## Annexure-A

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

The Secretarial Audit Report of even date is to be read along with this letter.

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

Date:25.05.2019  
Place: Tehsil Nuh, District Mewat

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

## ANNEXURE-5

## CORPORATE GOVERNANCE CERTIFICATE

To  
The Members  
OK PLAY INDIA LIMITED  
17, ROZ KAMEO, INDUSTRIAL ESTATE,  
SOHNA, HARYANA-122103

I, Puneet Kumar Pandey, have examined the compliance of conditions of Corporate Governance by M/s OK Play India Limited ("the Company") for the year ended March 31, 2019, as stipulated under regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C,D, and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to review of procedure and implementation thereof, adopted by the Company for ensuring the compliance of above-referred conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the 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 under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

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

Puneet Kumar Pandey  
Company Secretary in Practice  
ACS No.: 29848  
C. P. NO. 10913

Place: Tehsil Nuh, District Mewat  
Date: 1st June, 2019

## REPORT OF THE DIRECTORS ON THE CORPORATE GOVERNANCE

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

Corporate Governance is a set of transparency and accountability which are integral part of our business and endeavour to ensure fairness for every stakeholder, our customers, investors, vendors and the communities wherever we operate. We always seek to ensure that our performance is driven by integrity, value and ethics. Responsible corporate conduct is integral to the way we do our business. It is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization.

The Board continues to hold and augment the standards of Corporate Governance by ensuring that the Company pursues policies and procedures to satisfy its legal and ethical responsibilities. In OK Play, we firmly believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance to bring objectivity and transparency in the Management. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

### 2. BOARD OF DIRECTORS

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

#### (b) BOARD MEETINGS

During the year under review 7 meetings of the Board were held on 23<sup>rd</sup> April, 2018, 30<sup>th</sup> May, 2018, 14<sup>th</sup> August, 2018, 4<sup>th</sup> September, 2018, 10<sup>th</sup> November, 2018, 14<sup>th</sup> February, 2019 and 19<sup>th</sup> March, 2019. The Company had its last Annual General Meeting of shareholders on 29<sup>th</sup> September 2018. The particulars of composition of the Board of Directors and attendance of Directors at Board Meetings, Annual General Meeting and also number of other directorships and committee membership/chairmanship are as follows :

Name of Director	Category of Directorship	Attendance		No. of other Directorships	No. of committee Membership in other companies		Directorship in other Listed-entities
		Board Meeting	Last AGM		Chairman	Member	
Mr. Rajan Handa	Managing Director	6	Yes	-	-	-	-
Mrs. Mamta Handa	Whole-Time Director	6	No	-	-	-	-
Dr. Rajan Wadhwa	Whole-Time Director	7	Yes	-	-	-	-
Mr. Shalabh Jasoria	Non-Executive Director (Independent)	7	Yes	1	-	-	-
Mr. Ajay Vohra	Non-Executive Director (Independent)	6	Yes	-	-	-	-
Mr. Atul Nripraj Barar	Non-Executive Director (Independent)	1	No	-	-	-	-
Mr. Vijayendra Kumar Jain*	Non-Executive Director (Independent)	1	No	-	-	-	-

\*Resigned w.e.f 14<sup>th</sup> August, 2018.

The other Directorships held by Directors as mentioned above do not include directorships of Private Limited Company, Directorship in the Company incorporated outside India and Companies as per Section 8 of the Companies Act, 2013.

As required in the SEBI (LODR) Regulations, 2015, the disclosure includes memberships/ chairpersonship of Audit Committee and Stakeholders' Relationship Committee in Indian public companies (listed and unlisted) only.

(c) No Director of the company is related to any other Director of the company excluding Mr. Rajan Handa and Mrs. Mamta Handa being, Husband and wife.

**(d) Number of Shares and convertible instruments held by non-executive directors:**

None of the Non-executive directors hold any share or convertible instruments in the Company.

**(e) Web link where details of familiarization programmes imparted to independent directors is disclosed;**

The Independent Directors have been familiarised with the Company, their roles and responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company etc. during the FY 2018-19, Independent Directors were taken through various aspects of the Company's business and operations. The details of familiarization programmes imparted to the Independent Directors during the FY 2018-19 are put up on the website of the Company.

**(f) The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board:**

(i) Knowledge - understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.

(ii) Behavioural Skills - attributes and competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders.

(iii) Strategic thinking and decision making.

(iv) Financial Skills.

(v) Technical/Professional skills and specialized knowledge to assist the ongoing aspects of the business.

(g) The Board confirms that the Independent Directors fulfill the conditions specified in Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the management.

**(h) Resignation of Independent Directors**

During the Financial year 2018-19, Mr. Vijendra Kumar Jain, has resigned w.e.f. 14<sup>th</sup> August, 2018 due to personal reasons.

### 3. AUDIT COMMITTEE

The Audit Committee comprises of three members, out of which two members are non-executive and independent Directors, including the Chairman. Five meetings of Audit Committee were held during the year viz. on 23<sup>rd</sup> April, 2018, 30<sup>th</sup> May, 2018, 14<sup>th</sup> August, 2018, 10<sup>th</sup> November, 2018 and 14<sup>th</sup> February, 2019. The composition of the Committee and details of their attendance at the meetings is as follows:

S.No.	Name of the Director	Number of Meetings	
		Held	Attended
1	Mr. Shalabh Jasoria (Chairman)	5	5
2	Dr. Rajan Wadhwa	5	5
3.	Mr. Ajay Vohra	5	5

Brief description of terms of reference:

- Review of the financial reporting process and the Company's financial statements.
- Review of the adequacy of accounting records as maintained in accordance with the provisions of the Companies Act, 2013.
- Review of the adequacy of internal control system.
- The detailed terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

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

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

The Nomination and Remuneration Committee of the Company comprises of three Directors, all Independent Non-Executive Directors including the Chairman. During the year under review meeting of Nomination and remuneration Committee was held on 14th August, 2018. The composition, names of the members, chairperson and attendance of the members at its meetings are as follow :

S.No.	Name of Director	Chairman / Member	No. of Meeting Attended	
			Held	Attended
1	Mr. Shalabh Jasoria	Chairman	1	1
2	Mr. Atul Nripraj Barar	Member	1	1
3	Mr. Vijendra Kumar Jain*	Member	1	1
4	Mr. Ajay Vohra**	Member	-	-

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

\*\* Appointed as Member w.e.f 14<sup>th</sup> August, 2018.

#### Performance Evaluation

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Annual Evaluation was conducted by the Board of its own performance and that of its Committee and Individual Directors. A Separate Meeting of Independent Directors was held on 19<sup>th</sup> March, 2019 to assess the performance of Non- Independent Directors and the Chairperson of the Company and the Board as a Whole. The performance evaluation of all the Independent Directors was conducted by the entire Board, excluding the Director being evaluated. The overall consensus was the performance of Directors, which was significant and it clearly met the guidelines issued by SEBI. Performance Evaluation is based on their contribution to Company's objectives and plans, efficient discharge of their responsibilities, participation in Board / Committee meetings and other relevant parameters.

#### 5. REMUNERATION

(a) There was no pecuniary relationship or transaction between the Non-Executive Directors and the Company during the Financial Year 2018-19.

(b) The Details of Remuneration paid to Managing Director and Whole Time Directors during the financial year ended 31<sup>st</sup> March, 2019 is as follows :

(Amount in Rs.)

Name of the Director	Basic Salary	Perquisites & other Benefits	Total
Mr. Rajan Handa	63,00,000.00	62,52,000.00	1,25,52,000.00
Mrs. Mamta Handa	18,00,000.00	20,16,000.00	38,16,000.00
Dr. Rajan Wadhwa	9,00,000.00	9,23,502.00	18,23,502.00
Mr. Shalabh Jasoria	-	-	-
Mr. Ajay Vohra	-	-	-
Mr. Atul Nripraj Barar	-	-	-

## 6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Regulations and the Companies Act, 2013. The Committee is headed by Mr. Shalabh Jasoria (Non- Executive and Independent Director).

Particulars	As on 31 <sup>st</sup> March, 2019
No. of shareholders' complaints received	Nil
No. of complaints not solved to the satisfaction of Shareholders	Nil
No. of pending complaints	Nil

The Company has designated an e-mail ID of the Compliance Officer, specifically, to look after investor grievances and to resolve them in a speedy manner, in compliance with the Listing Regulations.

### Compliance Officer

Name : Ms. Meenu Goswami

Designation : Company Secretary

E-mail id : investor.relations@okplay.in

## 7. GENERAL BODY MEETINGS:

(a) Details of the Annual General Meetings and Extra Ordinary General Meetings held during the last three years are as follows :

Financial Year	AGM/ EGM	Location	Date	Time	Details of Special resolutions passed
2017-2018	AGM	Hakim ji ki Choupal opposite Batra Hospital, Village Ujina, Police Station-Nuh, District-Mewat, Haryana	29 <sup>th</sup> Sep, 2018	10.00 AM	1. Reappointment & payment of Remuneration to Mrs. Mamta Handa, as Whole Time Director.  2. Increase in the Remuneration of Mr. Rajan Handa, Managing Director of the company.  3. Increase in the Remuneration of Dr. Rajan Wadhwa, Whole Time Director of the company.  4. Alteration of Articles of Association of the Company.
2016-2017	AGM	Hakim ji ki Choupal opposite Batra Hospital, Village Ujina, Police Station-Nuh, District-Mewat, Haryana	29 <sup>th</sup> Sep, 2017	10.00 AM	1. Reappointment & Payment of Remuneration to Dr. Rajan Wadhwa as Whole Time Director.  2. Regularization / Appointment of Mr. Atul Nripaj Barar as Independent Director.



2017-2018	EGM	Hakim ji ki Choupal opposite Batra Hospital, Village Ujina, Police Station-Nuh, District-Mewat, Haryana	11 <sup>th</sup> June, 2017	10.00 AM	1. To issue warrants on preferential basis to promoters.
2015-2016	AGM	Hakim ji ki Choupal opposite Batra Hospital, Village Ujina, Police Station-Nuh, District-Mewat, Haryana	30 <sup>th</sup> Sep, 2016	10.00 AM	1.Reappointment & payment of Remuneration to Mr. Rajan Handa, as Managing Director.  2.Reappointment & Payment of Remuneration to Justice Tilak Raj Handa, as Whole Time Director.  3.To issue Equity Shares on Preferential Basis.

- (b) Whether any special resolution passed last year through postal ballot – details of voting pattern - No Special Resolutions were passed during FY 2018-19 through Postal Ballot.
- (c) Person who conducted the postal ballot exercise: NA
- (d) Whether any special resolution is proposed to be conducted through postal ballot: At present there is no proposal to pass any special resolution through Postal ballot.
- (e) Procedure for postal ballot - Does not arise

**8. MEANS OF COMMUNICATION**

a) Quarterly Results	Published in the newspapers every quarter
b) Newspapers wherein results normally published	Pioneer (English) & Pioneer (Hindi)
c) Any website, where results are Published	www.okplay.co.in
d) Whether it also displays official news releases	Yes
e) Presentations made to institutional investors or to the analysts	No

**9. GENERAL SHAREHOLDER INFORMATION:**

- (a) Annual General Meeting
  - Date :30<sup>th</sup> September,2019
  - Time :10:00 A.M
  - Venue :Hakim Ji Ki Choupal, opposite Batra Hospital,Village- Ujina, Police Station – Nuh, District- Mewat,Haryana
- (b) Financial year: The Financial Year under review covers the period from 01<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019.
- (c) (Tentative Schedule for declaration of financial results during the F.Y 2019-20)
  - Financial Results for the Quarter ending 30<sup>th</sup> June 2019 : On or before August 14, 2019
  - ending 30<sup>th</sup> September, 2019 : On or before November 14, 2019
  - ending 31<sup>st</sup> December, 2019 : On or before February 14, 2020
  - and financial year ended 31<sup>st</sup> March,2020 : On or before end of May, 2020

- (d) Dividend: No Dividend has been recommended for the financial year 2018-19.
- (e) Listing of Equity Shares on Exchange: Shares of the company are listed on BSE Limited.
- (f) Stock Code: BSE- 526415

The Listing Fees for the financial year 2019-20 has been paid to BSE within the prescribed time period.

**(g) Market Price Data: High/Low during each month in last financial year:**

Month	BSE		SENSEX	
	High (Rs)	Low (Rs)	High (Rs)	Low (Rs)
April,2018	83.95	71.65	35,213.30	32,972.56
May,2018	79.90	60.05	35,993.53	34,302.89
June,2018	71.45	51.00	35,877.41	34,784.68
July,2018	74.85	55.00	37,644.59	35,106.57
August,2018	100.50	61.20	38,989.65	37,128.99
September, 2018	71.15	54.50	38,934.35	35,985.63
October, 2018	58.90	45.00	36,616.64	33,291.58
November, 2018	66.00	46.00	36,389.22	34,303.38
December, 2018	61.80	51.05	36,554.99	34,426.29
January, 2019	61.00	45.85	36,701.03	35,375.51
February, 2019	48.50	35.75	37,172.18	35,287.16
March,2019	54.00	39.05	38,748.54	35,926.94

- (h) **Performance in comparison to broad based Indices**  
During the period i.e. 1 April 2018 to 31st March 2019, Company's stock price on BSE fell by 46.24%, whereas BSE (Sensex) rose by 17.08%.
- (i) **Registrar to an Issue and share transfer agents**  
MAS Services Limited,  
T – 34, Okhla Industrial Area, Phase - II, New Delhi – 110 020  
Phone No.: 011-26387281/82/83 Fax No. – 011-26387384  
E-Mail: [info@masserv.com](mailto:info@masserv.com)
- (j) **Share Transfer System**  
Registrar and Share Transfer Agent carry out share transfer system in accordance with the SEBI Guidelines and supervision of Share Transfer Committee.

Distribution of Shareholding as on 31<sup>st</sup> March, 2019

Shareholding of Nominal value	Shareholders		Shareholding	
	Number	% to Total	No.	% of Total
1-5000	8177	89.006	1211326	6.306
5001-10000	469	5.105	389571	2.028
10001-20000	239	2.602	354358	1.845
20001-30000	73	0.795	188852	0.983
30001-40000	48	0.522	167937	0.874
40001-50000	28	0.305	133623	0.696
50001-100000	57	0.620	424733	2.211
100001- to above	96	1.045	16337715	85.056
<b>TOTAL</b>	<b>9187</b>	<b>100</b>	<b>19208115</b>	<b>100</b>

**(k) Dematerialization of shares**

As on March 31<sup>st</sup>, 2019, 93.03 % shares of the Company were held in dematerialized form.

**(l) Liquidity:** The shares of the Company are listed on BSE Ltd. The shares of the Company are adequately liquid.

**(m) Outstanding Instruments and their Impact on Equity:**

During the year, 600000 Equity Shares were allotted against conversion of warrants to Mr. Rajan Handa on 23.04.2018. These shares are pending for listing approval with BSE.

As per the approval granted by members of the Company at the Extra Ordinary General Meeting held on 11<sup>th</sup> June, 2017 and In-Principal approval issued by BSE Limited on 19<sup>th</sup> July, 2017, the Company had issued share warrants Rs. 170.76 each convertible into equity shares (1 warrant equal to 1 equity share of face value of Rs. 10/- each). Since the Warrant holders did not exercise the conversion option within 18 months from the date of their allotment, so the entitlement of the conversion has been lapsed and upfront amount received by the company on such warrants has been forfeited as per the terms.

The Board of Directors of the company at its meeting held on 23<sup>rd</sup> July 2007 issued Zero coupon unsecured Foreign currency convertible Bonds ("FCCB") aggregating to USD 10 Million at par. During the financial year 2010-11 the "FCCB" of the face value of USD 97,60,000 has been bought back by the Company at a discount of 24% to the face value of the FCCBs and subsequently a notice was given to the clearing houses, through the trustees, requesting communication with the bondholders of the balance 24 bonds of the face value of USD 2,40,000. However, no response has been received and no claimant has come forth on the redemption date 24<sup>th</sup> July 2012 and till date.

**(n) Commodity price risk or foreign exchange risk and hedging activities;**

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

**(o) Plant Location:**

OK PLAY INDIA LIMITED  
Plot No. 17-18, Roz-Ka-Meo, Industrial Estate, Tehsil Nuh, Distt. Mewat  
Haryana – 122103

**(p) Address for Correspondence**

MAS Services Limited,  
T – 34, Okhla Industrial Area, Phase - II, New Delhi – 110 020  
Phone No. – 011-26387281/82/83 Fax No. – 011-26387384  
E-Mail: info@masserv.com

Or

The Company Secretary  
OK Play India Limited  
Plot No. 17-18, Roz-Ka-Meo, Industrial Estate, Nuh, Distt. Mewat, Haryana-122103  
Email: meenu.goswami@okplay.in  
Website: www.okplay .in

**(q) Credit rating**

The following is the list of credit ratings obtained by the Company during financial year 2018-19:

Long Term Debts	BBB-
Short Term Debts	A3

**10. OTHER DISCLOSURES:**

- (a) Details of transactions with the related parties as specified in Indian Accounting Standards (Ind AS 24) have been reported in the Financial Statements. There was no transaction of a material nature with any of the related parties which was in conflict with the interest of the Company.
- (b) **Disclosure of Non Compliance by Company:** BSE has levied penal charges of Rs. 57,500/- for late submission of the financial result under the Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for quarter ended on 30<sup>th</sup> June, 2017.
- Except as stated above, there were no penalties or stricture imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matters related to capital market during the last three years.
- (c) **Vigil Mechanism and 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.
- (d) **Compliance with mandatory requirements and adoption of the non-mandatory requirements:** The Company has complied with all mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.
- (e) **Policy on Material Subsidiary and dealing with related party transactions:** Policy on Material Subsidiary and dealing with related party transactions is hosted on the website of the company and can be accessed through <http://okplay.co.in/corprate-governance1.html>
- (f) **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):** Funds utilized for working capital requirement and business needs.
- (g) Certificate from Mr. Puneet Kumar Pandey, Practising Company Secretary which forms integral part of this report confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- (h) **Recommendations of Committees of the Board:** There were no instances during the financial year 2018-19, wherein the Board had not accepted recommendations made by any committee of the Board.
- (i) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, given below:

Payment to Statutory Auditors	FY 2018-19 ( in Rs.)
Statutory Audit	2,25,000
Tax Audit Fees	75,000
Other Services including reimbursement of expenses	39,500
<b>Total</b>	<b>3,39,500</b>

- (j) The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect as mandated under “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.” The Company has a policy for prevention of sexual harassment of its women employees. During the year, no complaints were reported.
- (k) **CEO/CFO Certification:** In terms of requirements of Regulation 17(8) of The SEBI (LODR) Regulations, 2015, the Managing Director & CFO have submitted necessary certificate to the Board stating the particulars specified under the said Regulation. This certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.
- (l) **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/corprategovernance1.html>).

The Code has been circulated to all the members of the Board and Senior Management and compliance is affirmed by them. A declaration signed by the Managing Director is published in this Report.

11. **Disclosure with respect to demat suspense account/unclaimed suspense account:** Not Applicable
12. **Extent to which the discretionary requirements specified in Part E of Schedule II of the Listing Regulations have been adopted:**
- Chairman`s Office:** The Company does not have a full time Chairman. All the Directors including Independent Directors are appointed/ re-appointed by the Shareholders from time to time.
  - Shareholders' Rights:** The Company does not send Half-yearly declaration of financial performance to each household of shareholders. Quarterly financial results are displayed on the Company's website and therefore Half-yearly declaration is not sent.
  - Modified Opinion in Auditors Report:** The Company's financial statements for the year ended March 31, 2019 do not contain any modified audit opinion.
  - Reporting of Internal Auditor:** The Internal Auditor reports directly to the Audit Committee.
13. **Compliance with corporate governance requirement**  
Company has duly complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (l) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
The Members of

O K PLAY INDIA LIMITED  
17, Roz Ka Meo Industrial Estate,  
Sohna, Haryana-122103

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **OK Play India Limited** having CIN L28219HR1988PLC030347 and having registered office at 17, Roz Ka Meo Industrial Estate, Sohna, Haryana-122103, produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Rajan Handa	00194590	19/08/1988
2.	Mr. Shalabh Jasoria	00194871	26/07/2005
3.	Mrs. Mamta Handa	00238019	20/06/2010
4.	Mr. Atul Nripraj Barar	00805515	04/09/2017
5.	Mr. Rajan Wadhwa	01412577	21/04/2007
6	.Mr. Ajay Vohra	03332920	01/10/2015

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place:** New Delhi

**Date:** 01.06.2019

**Signature:**

**Name:** Mr. Puneet Kumar Pandey

**Membership No:** A29848

**CP No:** 10913



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. INDUSTRY STRUCTURE, DEVELOPMENTS AND OUTLOOK

Indian market continues to provide lot of growth opportunities and will remain a key focus for us. India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years. India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest Start-up base in the world with over 4,750 technology Start-ups. The GST Council has also proposed for reduction in GST rate on electric vehicles. This could improve the lagging EV infrastructure in the country as well as boost the government's flagship manufacturing scheme 'Make in India' and drastically cut down vehicular pollution in the country. EVs shall serve the dual purpose of improving the health of the Indian economy by improving the manufacturing sector, generating employment as well as the environmental health of our country. The current requirement is a well laid out roadmap for an ambitious EV rollout over a practical time frame along with an integrated plan for setting up the necessary infrastructure across the length and breadth of the country, in consultation with all stakeholders. The Confederation of Indian Industry also urged the government to be technology-agnostic in its approach as the transportation sector is witnessing huge and transformative innovations both in vehicles and batteries. According to estimates by the Society of Indian Automobile Manufacturers (SIAM), the industry's turnover is close to half of the manufacturing GDP, supports 37 million jobs and contributes 11 per cent of the GST revenues.

It is expected that the initiatives of automotive sector for clean air, inter-alia, includes implementation of fuel efficiency norms, BS-VI emission standards, cleaner fuels, electric mobility etc. which would facilitate in achieving target of 20% -30% reduction of PM2.5 and PM10 concentration by 2024. The company has over the last 3 years made extensive progress in its Electric Vehicle Division and is today considered to be far ahead of its competitors in the three wheeled segment. The company is in advanced talks with several B2B customers for supply of its Electric Vehicles. Keeping the above in mind, the huge growth in the sector and the country's focus on E-mobility, there is great potential for our sales growth in E-Vehicles.

OK Play already enjoys a leadership position in the Indian Toy Market, especially in the institutional segment. With the growing demand of all these products and multiple increases in its product range, OK Play expects quantum jump in its sales in this segment.

The production of fuel tank/ plastic moulded products is also increasing as a result of signing of the exclusivity agreements with clients in auto and other sectors. Company is also exploring opportunities through direct contact with its clients. The Company also sees 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 segments. Focus has been on making presence felt across all business segments of Company through its innovative designs and engineering excellence.

### 2. OPPORTUNITIES AND THREATS

The Electric Vehicles (EV) segment is also expected to grow as Government is focusing on this environment friendly form of mobility. Advancement in technologies globally are making EVs an increasingly viable alternative, particularly in urban areas. India's automotive industry has been vanguard in fulfilling its commitments responsibly towards social, economic and environmental issues in the country and has taken transforming initiatives by upgrading and adopting advanced engine technology, cleaner fuels, electric mobility etc. for reducing its impact on environment, particularly on the air quality. Presently, India is set for leapfrogging by skipping BS-V emission norms to comply with BS-VI emission norms in the year 2020. This is the shortest



migration time taken by any country in the history of the roll out of emission norms across the globe. The automotive sector, being highly responsible and sensitive to the cause of environment and related issues, has been adopting multi-prolonged steps to improve its environmental performance at various stages of manufacturing, assemblage of vehicles, use of vehicles, end-of-life vehicles, depolluting, recycling and final disposal of vehicles. Therefore, transformative push for electric vehicles presents challenges along with opportunities. We are driving innovation by leveraging on the industry growth trends, building our existing brands, fulfilling evolving consumer aspirations and creating eco-efficient quality products.

The domestic toy industry is a stable, low-growth industry that is also mature and subject to a highly fragmented retail channel of distribution. The industry is highly competitive with low barriers to entry and traditional toy manufacturers are seeing increasing competition from digital gaming products and digital media. Competitors include large and small manufacturers, as well as marketers with strong capabilities with respect to recognizing shifting consumer interests and bringing new products to market.

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

Company manufactures plastic moulded products ranging from electric vehicles, automotive components to children playground equipments and all the operations of the Company are considered as a single business segment due to homogeneity of plastic products.

### **4. RISKS AND CONCERNS**

Our success as an organization depends on our ability to identify opportunities and leverage them while mitigating the risks that arise while conducting our business. The Company has in place a Risk Management Policy which establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk. The Internal Audit facilitates the execution of risk management practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Through this program, each function carried on project sites, addresses opportunities and risks through a comprehensive approach aligned to the Company's objectives. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status. This risk management process, which is facilitated by internal audit, covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlights risks associated with chosen strategies. The Audit Committee of the Board of the Company has been entrusted with the task to frame, implement and monitor the risk management plan for the Company and it is responsible for reviewing the risk management plan and ensuring its effectiveness with an additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Risk Management policy of the Company is placed on the website of the Company on [www.okplay.co.in](http://www.okplay.co.in).

### **5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The internal controls are designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets. Internal Control is an integral component of an organization's management that provides reasonable assurance of the effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The Board has ultimate responsibility for management of risks and ensuring the effectiveness of internal control systems. This system forms an integral part of the entire cycle of planning, budgeting, management, accounting and auditing. It supports the effectiveness and the integrity of every step of the process and provides continuous feedback to

management. The Company carefully considers the appropriate balance between controls and risk in their programs and operations. We treasure integrity and transparency as the core value in all our business dealings. We have dedicated Internal Auditors who make sure that transactions taking place under due authority / power are received and reported in a prudent manner. These systems are reviewed by the Audit Committee in its quarterly meetings and suggestions are given to strengthen and regularly improve their application, keeping in view the dynamic business environment. Internal and external audits are conducted on a regular basis to ensure transparency and statutory compliance. During the year, due care has been exercised by the Company with respect to all the requirements of the Company Law and Listing Regulations.

## 6. OPERATIONS AND FINANCIAL REVIEW

The operations and financial review is covered in the Directors' Report and is to be read as a part of this report itself.

## 7. HUMAN RESOURCES/INDUSTRIAL RELATIONS

The quality and dynamism of a Company's Human Resources make a significant contribution in creating enlarged societal value. The Company considers its employees as its key resource and the major driving force behind the performance and success of the Company. Building of managerial and technical competencies is an area of constant focus. The Company has a total strength of 175 employees as on 31<sup>st</sup> March, 2019. We constantly strive to improve our operations, integrate our business through the value chain and optimize our performance through operational efficiencies and innovative technological solutions. The Company continues to set a fine record of industrial harmony with positive outcomes of effective performance. For now, and hopefully in the future, the Company foresees no major internal or external developments in this area which shall adversely affect the business of the Company.

## 8. DISCLOSURE OF ACCOUNTING TREATMENT

The Financial Statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.

## 9. KEY FINANCIAL RATIOS

<b>STANDALONE</b>	<b>2018-19</b>	<b>2017-18</b>	<b>Change (%)</b>
Debtors Turnover Ratio	14.08%	19.70%	-5.62%
Inventory Turnover Ratio	39.26%	36.38%	2.88%
Interest Coverage Ratio	1.52%	1.05%	0.47%
Current Ratio	1.20%	1.66%	-0.46%
Debt Equity Ratio	0.97%	1.54%	-0.57%
Operating Profit Margin	24.61%	16.85%	7.76%
Net Profit Margin	2.48%	0.63%	1.85%
Return on Net Worth	4.77%	1.31%	3.45%

<b>CONSOLIDATED</b>	<b>2018-19</b>	<b>2017-18</b>	<b>Change (%)</b>
Debtors Turnover Ratio	11.70%	16.12%	-4.43%
Inventory Turnover Ratio	33.25%	31.49%	1.76%
Interest Coverage Ratio	1.86%	1.27%	0.59%
Current Ratio	1.03%	1.34%	-0.31%
Debt Equity Ratio	1.07%	1.89%	-0.82%
Operating Profit Margin	24.53%	17.42%	7.11%
Net Profit Margin	3.99%	1.54%	2.45%
Return on Net Worth	10.74%	4.79%	5.95%

## 10. CAUTIONARY STATEMENT

Statements in this Integrated Annual Report, particularly those that relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

**Place: Mewat, Haryana**

**Date: 24<sup>th</sup> June 2019**

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

**CEO / CFO CERTIFICATE**

To,  
The Board of Directors  
OK Play India Limited

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2019 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to Auditors and the Audit Committee;
  - i) That there are no significant changes in internal control over financial reporting during the year;
  - ii) That there are changes in accounting policies during the year on account of Ind AS adoption and the same have been disclosed in the notes to the financial statements; and
  - iii) That there are no instances of significant fraud of which we have become aware.

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

**Date : 30th May, 2019  
Place : New Delhi**

**-Sd-  
Rajan Handa  
Managing Director**

**-Sd-  
Rabinder Singh  
Chief Financial Officer**

**DECLARATION**

To the Members of  
OK PLAY INDIA LIMITED

I, Rajan Handa, Managing Director of the Company, hereby certify that the Board Members and Senior Management Personnel have affirmed compliance with the Rules of Code of Conduct for the financial year ended 31<sup>st</sup> March, 2019 pursuant to the requirements of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**Date : 30th May, 2019  
Place : New Delhi**

**-Sd-  
Rajan Handa  
Managing Director**

## INDEPENDENT AUDITORS' REPORT

### To the Members of OK PLAY INDIA LTD Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the Standalone financial statements of OK PLAY INDIA LIMITED (“the Company”), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements including a summary of significant accounting policies and other explanatory information, (hereinafter referred to as “Ind AS Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the “Auditor's Responsibilities for the Audit of the Standalone Financial Statements” section of our report. We are independent of the Company in accordance with the “Code of Ethics” issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with the requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	How the matter addressed in our audit
<p><b>Recoverability assessment of Trade Receivable</b> The Company has a net trade Receivable of Rs. 16,74,59,302 as at 31<sup>st</sup> March 2019.</p> <p>Trade receivables of the company mainly in relation of sales of goods in the ordinary course of business. The increasing challenges over the economy and operating environment in the industry have increased the risks of default on receivables from the customers. In particular, in the event of insolvency of customers, the Company is exposed to potential risk of financial loss.</p> <p>The recoverable amount was estimated by management based on their specific recoverability assessment on individual debtor with reference to the aging profile, historical payment pattern and the past record of default of the customer. Management would make specific provision, if considered prudent, against individual balances with reference to the recoverable amount.</p> <p>For the purpose of impairment assessment, significant judgments and assumptions, including the credit risks of customers, the timing and amount of realization of these receivables, are required for the identification of impairment events and the determination of the Impairment charge.</p>	<p>We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> <li>· Tested the accuracy of aging of trade receivables at year end on a sample basis;</li> <li>· Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management,</li> <li>· Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment the credit profile of the customers, historical payment pattern of customers and latest correspondence with customers and to consider if any additional provision should be made; and</li> <li>· Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis.</li> </ul> <p>We found the key judgments and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence</p>

#### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS Standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materially and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work, and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought



to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **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 Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Standalone Financial Statements;
  - d. In our opinion, the aforesaid Standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015 as amended;
  - e. On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 with reference to the financial statement of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure B".
  - g. With respect to the other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provision of section 197 of the Act.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements as referred to in Note 28 to the Standalone financial statements.
    - ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Chartered Accountants  
(FRN 026723-N)

Place: New Delhi  
Dated: 30<sup>th</sup> May, 2019

**POOJA GARG**  
Partner  
M.N. 404676

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

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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets are physically verified by the management according to a phased programme designed to cover all items over a period which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted during the year secured or unsecured loans to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, clause (iii) (a), (b) and (c) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of grant of loans, making investments and providing guarantees and securities as applicable.
- (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, goods and service tax, duty of customs, cess and other material statutory dues applicable to it.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- (c) 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, goods and service tax, and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks.
- (ix) According to the information and explanations given to us, the Company has raised new term loans during the year but has not raised any money by way of initial public offer or further public offer (including debt instruments). The term loans outstanding at the beginning of the year and those raised during the year have been applied for the purpose for which the loans were raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements etc. as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made during the year, private placement of warrants (convertible into equity shares) on preferential basis. The requirement of section 42 of Companies Act, 2013 have been complied with and the amount raised has been used for the purpose for which the funds were raised.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) In our opinion and according to the information and explanations provided to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

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

Chartered Accountants

(FRN 026723-N)

Place: New Delhi  
Dated: 30<sup>th</sup> May, 2019

**POOJA GARG**  
Partner  
M.N. 404676

## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR'S 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 with reference to standalone financial statement of OK Play India Limited ('the Company') as of 31 March 2019 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 with reference to the financial statement 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 with reference to the financial statement 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 with reference to the financial statement 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 with reference to the financial statement and their operating effectiveness. Our audit of internal financial controls with reference to the financial statement included obtaining an understanding of internal financial controls with reference to the financial statement, 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 auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 with reference to the financial statement.

### Meaning of Internal Financial Controls with reference to these Standalone Financial Statements

A company's internal financial control with reference to these Standalone financial statement 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 with reference to the financial statement 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 with reference to the financial statement

Because of the inherent limitations of internal financial controls with reference to the financial statement, 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 with reference to the financial statement to future periods are subject to the risk that the internal financial control with reference to the financial statement may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statement and such internal financial controls with reference to the financial statement were operating effectively as at 31 March 2019, based on the internal financial controls with reference to the financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

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

Chartered Accountants  
(FRN 026723-N)

Place: New Delhi  
Dated: 30<sup>th</sup> May, 2019

**POOJA GARG**  
Partner  
M.N. 404676

## STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant, and equipment	2 (a)	697,055,748.42	490,677,867.06
(b) Capital work-in-progress	2 (b)	-	139,533,018.01
(c) Intangible assets	2 (c)	258,748,938.18	202,106,033.26
(d) Intangible Assets under development	2 (d)	-	1,684,511.00
(e) Financial Assets			
(i) Investments	3	80,618,202.00	80,618,202.00
(ii) Loans	3	8,067,664.00	4,300,280.00
(iii) Other financial assets	3	247,227.00	8,608,141.00
(f) Deferred tax assets (net)	4	-	13,189,000.00
<b>Total Non - Current Assets</b>		<b>1,044,737,779.60</b>	<b>940,717,052.33</b>
<b>Current assets:</b>			
(a) Inventories	5	466,940,503.24	396,697,272.10
(b) Financial assets			
(i) Trade receivables	6	167,459,302.65	214,785,745.57
(ii) Cash and cash equivalents	7	23,745,833.71	23,024,031.80
(iii) Other financial assets	8	1,070,751.75	1,125,140.00
(c) Other current assets	9	352,217,607.16	352,646,346.83
<b>Total Current Assets</b>		<b>1,011,433,998.51</b>	<b>988,278,536.30</b>
<b>TOTAL ASSETS</b>		<b>2,056,171,778.11</b>	<b>1,928,995,588.63</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	10	191,959,650.00	185,958,150.00
(b) Other Equity	11	426,427,012.42	339,727,152.85
<b>Total Equity</b>		<b>618,386,662.42</b>	<b>525,685,302.85</b>
<b>Non-Current Liabilities:</b>			
(a) Financial liabilities			
(i) Borrowings	12	568,001,882.46	801,494,206.35
(ii) Other financial liabilities	13	116,289.00	178,126.00
(b) Provisions	14	11,167,530.00	7,299,317.00
(c) Deferred tax liabilities (net)	4	19,038,000.00	-
<b>Total Non - Current Liabilities</b>		<b>598,323,701.46</b>	<b>808,971,649.35</b>
<b>Current liabilities:</b>			
(a) Financial liabilities			
(i) Borrowings	15	318,207,171.72	237,872,777.24
(ii) Trade payables			
- Total outstanding dues of Micro Enterprises & Small Enterprises	16	167,855.00	-
- Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises		112,964,261.57	114,989,214.90
(b) Other current liabilities	17	392,009,125.94	240,334,644.29
(c) Provisions	18	16,113,000.00	1,142,000.00
<b>Total Current Liabilities</b>		<b>839,461,414.23</b>	<b>594,338,636.43</b>
<b>TOTAL LIABILITIES</b>		<b>1,437,785,115.69</b>	<b>1,403,310,285.78</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,056,171,778.11</b>	<b>1,928,995,588.63</b>

Significant Accounting Policies  
Notes to the Financial Statements

1  
2 to 28

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

For and on behalf of Board of Directors

(Pooja Garg)  
Partner  
M.No. 404676

(Rajan Handa)  
Managing Director  
DIN-00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date: 30th May, 2019

(Rabinder Singh)  
Chief Financial Officer

(Meenu Goswami)  
Company Secretary

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
<b>INCOME</b>			
Revenue from operations	19	1,189,274,013.92	1,090,421,758.75
Other income	20	42,366,558.21	41,251,680.66
<b>Total Income</b>		<b>1,231,640,572.13</b>	<b>1,131,673,439.41</b>
<b>EXPENSES</b>			
Cost of materials consumed	21	623,895,617.10	553,129,400.29
Purchases of Stock-in-Trade		78,970,821.18	136,701,342.99
Changes in inventories of finished goods, work-in- progress & Stock-in-Trade	22	(63,545,586.15)	(56,332,937.25)
Employee benefits expense	23	130,637,338.27	100,024,139.86
Finance costs	24	148,416,069.44	125,345,851.52
Depreciation and amortization expense	2	66,411,496.31	51,819,924.25
Other expenses	25	143,627,291.70	130,048,500.05
<b>Total expenses</b>		<b>1,128,413,047.85</b>	<b>1,040,736,221.71</b>
<b>Profit before exceptional items and tax</b>		103,227,524.28	90,937,217.70
<b>Exceptional items - Gains/ (Loss )</b>	26	(25,342,202.71)	(84,386,632.55)
<b>Profit before tax</b>		77,885,321.57	6,550,585.15
<b>Tax expense:</b>			
(1) Current tax		16,105,000.00	1,237,000.00
(2) Deferred tax charge/(Credit)		32,227,000.00	4,513,000.00
(3) Provision of Tax of earlier years/( written back)		95,438.00	(6,514,036.00)
<b>Profit / (Loss) for the year</b>		<b>29,457,883.57</b>	<b>7,314,621.15</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to statement of Profit and Loss:			
Re-measurement gains/ (losses) on defined benefit plans		38,476.00	(498,573.00)
Income tax effect		(8,000.00)	95,000.00
<b>Net other comprehensive income</b>		<b>30,476.00</b>	<b>(403,573.00)</b>
<b>Total Comprehensive Income for the year</b>		<b>29,488,359.57</b>	<b>6,911,048.15</b>
Earnings per equity share of face value of Rs10 each			
(1) Basic ( in Rs.)	27	1.54	0.37
(2) Diluted ( in Rs.)		1.54	0.34

Significant Accounting Policies  
Notes to the Financial Statements

1  
2 to 28

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

For and on behalf of Board of Directors

(Pooja Garg)  
Partner  
M.No. 404676

(Rajan Handa)  
Managing Director  
DIN- 00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date: 30th May, 2019

(Rabinder Singh)  
Chief Financial Officer

(Meenu Goswami)  
Company Secretary



**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31ST MARCH, 2019**

**A. EQUITY SHARE CAPITAL**

(Amount in Rs.)

Particulars	Balance at the beginning of the year as at 01.04.2017	Changes in Equity Share Capital during the year 2017-18	Balance at the end of the year as at 31.03.2018	Changes in Equity Share Capital during the year 2018-19	Balance at the end of the year as at 31.03.2019
Equity Share capital of Rs10 each	186,081,150.00	-	186,081,150.00	6,000,000.00	192,081,150.00
Less: Allotment money unpaid (@Rs.5/-per equity share)	125,500.00	(2,500.00)	123,000.00	(1,500.00)	121,500.00
Balance at the end of the year	185,955,650.00	2,500.00	185,958,150.00	6,001,500.00	191,959,650.00

**B. OTHER EQUITY FOR THE YEAR ENDED 31ST MARCH 2019**

Particulars	Money received against Share Warrants	Reserves and Surplus				Other Comprehensive Income	Total
		Capital Reserve	Share Premium	General Reserve	Retained earnings		
Balance as at the beginning of 1st April 2017	21,070,500.00	97,815,165.00	165,324,191.05	1,524,000.00	(29,403,168.35)	1,777,917.00	258,108,604.70
Total Comprehensive Income for the year	-	-	-	-	7,314,621.15	(403,573.00)	6,911,048.15
Proceeds from the issue of Share Warrants	74,707,500.00	-	-	-	-	-	74,707,500.00
<b>Balance as at 31st March 2018</b>	<b>95,778,000.00</b>	<b>97,815,165.00</b>	<b>165,324,191.05</b>	<b>1,524,000.00</b>	<b>(22,088,547.20)</b>	<b>1,374,344.00</b>	<b>339,727,152.85</b>
Balance as at the beginning of 1st April 2018	95,778,000.00	97,815,165.00	165,324,191.05	1,524,000.00	(22,088,547.20)	1,374,344.00	339,727,152.85
Total Comprehensive Income for the year	-	-	-	-	29,457,883.57	30,476.00	29,488,359.57
Forfeited Share Warrants	-	74,707,500.00	-	-	-	-	74,707,500.00
Issue of Shares	-	-	78,282,000.00	-	-	-	78,282,000.00
Proceeds from the issue of Share Warrants	(95,778,000.00)	-	-	-	-	-	(95,778,000.00)
<b>Balance as at 31st March 2019</b>	<b>-</b>	<b>172,522,665.00</b>	<b>243,606,191.05</b>	<b>1,524,000.00</b>	<b>7,369,336.37</b>	<b>1,404,820.00</b>	<b>426,427,012.42</b>

During the year 6,00,000 Equity shares of face value of Rs.10/- each have been issued at premium of Rs.130.47 per share.

**NATURE AND PURPOSE OF RESERVES**

(a) **Capital Reserve** : The Company recognises profit and loss on purchase, sale, issue or cancellation of its own equity instruments to capital reserve.

(b) **Share Premium** : Share Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

(c) **General Reserve** : The General Reserve is a free reserve which is used to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General Reserve will not be reclassified subsequently to Statement of Profit & Loss.

(d) **Retained Earnings** : Retained Earnings represent the amount of accumulated earnings of the Company.

(e) **Other Comprehensive Income** : Other Comprehensive Income consists of remeasurement of net defined benefit liability/asset, net of taxes.

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

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

(Pooja Garg)  
Partner  
M.No. 404676

(Rajan Handa)  
Managing Director  
DIN- 00194590

(Mamta Handa)  
Whole-Time Director  
DIN-00238019

Place: New Delhi  
Date: 30th May, 2019

(Rabinder Singh)  
Chief Financial Officer

(Meenu Goswami)  
Company Secretary



## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in Rs.)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Tax as per Statement of Profit & Loss	77,885,321.57	6,550,585.15
Adjustments for :		
Depreciation	66,411,496.31	51,819,924.25
Loss/( Profit ) on sale of Assets	12,709,286.36	(1,223,657.18)
Interest Received	(1,166,473.00)	(2,590,885.00)
Finance Costs	148,416,069.44	125,345,852.52
Re-measurement gains/(losses) on defined benefit plans	38,476.00	(498,573.00)
Exchange Fluctuation Loss/(Gain)	1,578,798.00	(687,545.20)
Operating Profit before Working Capital changes	305,872,974.68	178,715,701.54
Adjustments for :		
Trade and Other Receivables	47,326,442.92	75,703,401.26
Non-Current Assets - Other Financial Assets	8,360,914.00	(8,526,965.00)
Current Assets - Other Financial Assets	54,388.25	1,009,899.96
Inventories	(70,243,231.14)	(58,081,194.66)
Trade and Other Payables	27,238,679.62	(74,340,717.67)
Cash generated from operations	318,610,168.33	114,480,125.43
Direct taxes paid	(1,237,438.00)	-
<b>Net Cash from Operating Activities</b>	<b>317,372,730.33</b>	<b>114,480,125.43</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(208,267,736.94)	(238,082,759.10)
Sale of Fixed Assets	7,343,697.00	8,742,737.00
Interest Received	1,166,473.00	2,590,885.00
<b>Net Cash used in Investing Activities</b>	<b>(199,757,566.94)</b>	<b>(226,749,137.10)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Allotment/Share Warrants money received	(21,070,500.00)	74,707,500.00
Proceeds from Issue of Equity Share Capital	84,283,500.00	2,500.00
Loans & Advances paid	(3,338,644.33)	(63,014,693.86)
Finance Costs	(148,416,069.44)	(125,345,852.52)
Proceeds from Long Term Borrowings	(108,686,042.19)	359,997,983.47
Proceeds from Short Term Borrowings	80,334,394.48	(134,020,932.56)
<b>Net Cash used in Financing Activities</b>	<b>(116,893,361.48)</b>	<b>112,326,504.53</b>
<b>Net increase in Cash and Cash Equivalents</b>	<b>721,801.91</b>	<b>57,492.86</b>
<b>Cash and Cash Equivalents as at 1st April,2018</b>	<b>23,024,031.80</b>	<b>22,966,538.94</b>
<b>Cash and Cash Equivalents as at 31st March,2019</b>	<b>23,745,833.71</b>	<b>23,024,031.80</b>

Significant Accounting Policies  
Notes to the Financial Statements

1  
2 to 28

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

For and on behalf of Board of Directors

(Pooja Garg)  
Partner  
M.No. 404676

(Rajan Handa)  
Managing Director  
DIN 00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date : 30th May, 2019

(Rabinder Singh)  
Chief Financial Officer

(Meenu Goswami)  
Company Secretary

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

### NOTE 1

#### A. CORPORATE INFORMATION

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

#### B. SIGNIFICANT ACCOUNTING POLICIES

##### B.1A BASIS OF PREPARATION AND PRESENTATION

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS"), the provisions of the Companies Act, 2013 ("the Companies Act") as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company has consistently applied the accounting policies during the period presented in these financial statements.

##### B.1B BASIS OF MEASUREMENT

The financial statements have been prepared on the historical cost convention basis and/or accrual basis except for following assets and liabilities which have been measured at fair value as required by relevant Ind AS :

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

##### B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

###### (a) **Property, plant and equipment**

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

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

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

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

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

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

###### (b) **Intangible Assets**

Intangible Intangible assets acquired separately are measured at cost of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Amortization is recognized on a straight – line basis over their estimated useful lives.

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in statement of Profit & Loss when

the asset is de-recognised.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

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

**(c) Research and Development Expenditure**

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

**(d) Finance Cost**

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

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

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

**(e) Inventories**

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

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

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

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

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

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

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

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

**(h) Employee Benefits Expense**

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

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

**(i) Tax Expenses**

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

- **Current tax**

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

- **Deferred Tax**

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or

substantively enacted by the end of the reporting period. The carrying amount of Deferred Tax liabilities and assets are reviewed at the end of each reporting period.

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

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

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

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

**(k) Revenue Recognition**

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

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

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

Revenue from operations includes sale of goods and services.

**Interest Income**

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

**Dividends**

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

**(1) FINANCIAL INSTRUMENTS**

**i) Financial Assets:**

**A. Initial recognition and measurement**

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

**B. Subsequent measurement**

**a) Financial assets carried at amortized cost (AC)**

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

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

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

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

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

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

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

**D. Other Equity Investments**

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

### E. Impairment of financial assets

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

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

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

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

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

### ii) Financial Liabilities:

#### A Initial recognition and measurement

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

#### B. Subsequent measurement

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

### iii) De-recognition of financial instruments

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

### iv) Fair value measurement

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

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

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

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

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

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

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

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

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

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

Property, plant and equipment/intangible assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical



experience with similar assets and take into account anticipated technological changes. The depreciation/amortization for future periods is revised if there are significant changes from previous estimates.

**b) Recoverability of trade receivable**

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

**c) Provisions**

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

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

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

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

**e) Impairment of financial assets**

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

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

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

Particulars	Gross Block (Rs)		Depreciation (Rs)		Net Block (Rs)	
	As at 01.04.2018	Additions during the year	Deductions during the year	As at 31.03.2019	As at 31.03.2019	As at 31.03.2018
<b>NOTE 2(a) PROPERTY, PLANT &amp; EQUIPMENT</b>						
Land (Freehold)	12,997,328.60	-	-	-	12,997,328.60	12,997,328.60
Buildings	42,269,904.69	176,160,121.01	25,502,351.69	192,927,674.01	190,235,603.53	27,441,026.88
Plant and Equipment	914,139,430.77	68,967,640.54	6,869,334.00	976,237,737.31	447,200,195.99	421,590,900.69
Furniture & Fixtures	21,814,508.51	5,001,099.57	-	26,815,608.08	14,299,125.61	9,437,888.59
Vehicles	36,566,103.00	16,343,851.07	3,021,758.07	49,888,196.00	22,415,412.97	16,513,440.76
Office Equipment	17,412,507.87	5,422,612.69	-	22,835,120.56	16,201,765.76	2,697,281.54
<b>SUB TOTAL (a)</b>	<b>1,045,199,783.44</b>	<b>271,895,324.88</b>	<b>35,393,443.76</b>	<b>1,281,701,664.56</b>	<b>584,645,916.14</b>	<b>490,677,867.06</b>
<b>PREVIOUS YEAR</b>	<b>953,441,654.58</b>	<b>102,772,789.43</b>	<b>11,014,660.57</b>	<b>1,045,199,783.44</b>	<b>554,521,916.38</b>	<b>432,095,403.08</b>
<b>NOTE 2(b) CAPITAL WORK IN PROGRESS</b>						
Other Intangible Assets	139,533,018.01	36,627,103.00	176,160,121.01	-	-	139,533,018.01
Computer Software	139,533,018.01	36,627,103.00	176,160,121.01	-	-	139,533,018.01
<b>SUB TOTAL (b)</b>	<b>83,827,890.48</b>	<b>80,065,454.79</b>	<b>24,360,327.26</b>	<b>139,533,018.01</b>	<b>-</b>	<b>83,827,890.48</b>
<b>NOTE 2(c) INTANGIBLE ASSETS</b>						
Other Intangible Assets	226,057,589.47	75,610,947.85	-	301,668,537.32	46,877,129.26	199,766,916.18
Computer Software	7,786,092.64	1,978,993.22	-	9,765,085.86	5,807,555.74	2,339,117.08
<b>SUB TOTAL (c)</b>	<b>233,843,682.11</b>	<b>77,589,941.07</b>	<b>-</b>	<b>311,433,623.18</b>	<b>52,684,685.00</b>	<b>202,106,033.26</b>
<b>PREVIOUS YEAR</b>	<b>155,923,350.97</b>	<b>77,920,331.14</b>	<b>-</b>	<b>233,843,682.11</b>	<b>31,737,648.85</b>	<b>139,333,380.74</b>
<b>NOTE 2(d) INTANGIBLE ASSETS UNDER DEVELOPMENT</b>						
Other Intangible Assets	1,684,511.00	105,000.00	1,789,511.00	-	-	1,684,511.00
Computer Software	1,684,511.00	105,000.00	1,789,511.00	-	-	1,684,511.00
<b>SUB TOTAL (d)</b>	<b>-</b>	<b>1,684,511.00</b>	<b>-</b>	<b>1,684,511.00</b>	<b>-</b>	<b>-</b>
<b>PREVIOUS YEAR</b>	<b>1,420,260,994.56</b>	<b>386,217,368.95</b>	<b>213,343,075.77</b>	<b>1,593,135,287.74</b>	<b>637,330,601.14</b>	<b>834,001,429.33</b>
<b>Total [a + b + c + d] (Current Year)</b>	<b>1,193,192,896.03</b>	<b>262,443,086.36</b>	<b>35,374,987.83</b>	<b>1,420,260,994.56</b>	<b>586,259,565.23</b>	<b>655,257,674.30</b>
<b>Total [a + b + c + d] (Previous Year)</b>	<b>1,193,192,896.03</b>	<b>262,443,086.36</b>	<b>35,374,987.83</b>	<b>1,420,260,994.56</b>	<b>586,259,565.23</b>	<b>655,257,674.30</b>

1) Borrowing costs of Rs.1,92,74,481/- (Previous year Rs.1,54,54,111/-) have been capitalised in Building.

2) Refer Note No. 12 and 15



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

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>(I) Investments</b>		
Trade -Unquoted, at cost		
<b>Investment in Equity of Subsidiary Company</b>	80,000,000.00	80,000,000.00
80,00,000 (Previous year 80,00,000) Equity Shares of Rs 10/- each fully paid of wholly owned subsidiary OK Play Auto Private Limited		
Financial Assets measured at fair value through Profit & Loss	618,202.00	618,202.00
(above referred amount of Rs 618,202/- relates to adjustment made during the adoption of IndAS)		
<b>Total</b>	<b>80,618,202.00</b>	<b>80,618,202.00</b>
<b>(ii) Loans</b>		
<b>(Unsecured, considered good)</b>		
<b>Other Loans and Advances</b>		
Earnest money deposit	669,087.00	669,087.00
Security deposits	7,398,577.00	3,631,193.00
<b>Total</b>	<b>8,067,664.00</b>	<b>4,300,280.00</b>
<b>(iii) Other Financial Assets</b>		
<b>(Unsecured, considered good)</b>		
Fixed deposits more than 12 months maturity period	247,227.00	8,608,141.00
<b>Total</b>	<b>247,227.00</b>	<b>8,608,141.00</b>

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

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Deferred tax liabilities:</b>		
(i) Related to Property, plant, equipment & intangible assets	91,997,000.00	89,873,000.00
(ii) Deferred Revenue Expenditure allowed under the Income Tax Act, 1961	-	-
<b>Total - (A)</b>	<b>91,997,000.00</b>	<b>89,873,000.00</b>
<b>Deferred tax Assets:</b>		
(i) Disallowance under the Income Tax Act, 1961	2,406,000.00	97,144,000.00
(ii) Unabsorbed depreciation/carried forward of losses under the Income Tax Act, 1961	70,553,000.00	5,918,000.00
<b>Total - (B)</b>	<b>72,959,000.00</b>	<b>103,062,000.00</b>
<b>Deferred Tax ( Assets)/ Liabilities ( A-B)</b>	<b>19,038,000.00</b>	<b>(13,189,000.00)</b>

Net Deferred Tax (Assets) / Liability at the beginning	(13,189,000.00)	(17,702,000.00)
Charge / (credits) in statement of Profit & Loss relating to temporary differences	32,227,000.00	4,513,000.00
<b>Net Deferred Tax (Assets) / Liability at the end</b>	<b>19,038,000.00</b>	<b>(13,189,000.00)</b>

**NOTE: 5 INVENTORIES**

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
Raw Materials	42,539,525.83	44,650,982.34
Work-in-Progress	98,172,159.27	58,760,776.88
Finished Goods	74,392,322.00	52,661,459.55
Stock-in-Trade	66,248,473.82	63,845,132.51
Stores & Spares	20,522,063.54	19,390,575.75
Packing Materials & Accessories	164,015,958.78	147,648,730.55
Others With Job Workers	-	8,422,133.52
Goods-in-transit	1,050,000.00	1,317,481.00
<b>Total</b>	<b>466,940,503.24</b>	<b>396,697,272.10</b>

Inventories have been hypothecated to bank for credit facilities availed

**NOTE: 6 TRADE RECEIVABLES**

Particulars	As at 31.03.2019	As at 31.03.2018
Secured, considered good	-	-
Unsecured, considered good	167,459,302.65	214,785,745.57
With significant increase in Credit Risk	-	-
Credit Impaired	-	-
<b>Total (A+B)</b>	<b>167,459,302.65</b>	<b>214,785,745.57</b>

Trade receivables have been hypotheciated to bank for credit facilities availed.

**NOTE: 7 CASH AND CASH EQUIVALENTS**

Particulars	As at 31.03.2019	As at 31.03.2018
Cash on hand including imprest	57,911.00	4,727,989.00
Balances with banks :		
- In current accounts	1,293,123.71	11,322,784.80
- Fixed Deposits as margin money (maturity upto 12 months)	22,394,799.00	6,973,258.00
<b>Total</b>	<b>23,745,833.71</b>	<b>23,024,031.80</b>

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

Particulars	As at 31.03.2019	As at 31.03.2018
<b>(Unsecured, considered good)</b>		
Loans and advances to employees	1,070,751.75	1,125,140.00
<b>Total</b>	<b>1,070,751.75</b>	<b>1,125,140.00</b>

**NOTE: 9 OTHER CURRENT ASSETS**

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>(Unsecured, considered good)</b>		
Advance to creditors	20,852,858.44	30,604,460.15
Advances to Others	215,505,774.61	184,724,053.70
Advance Income Tax/TDS/Direct Taxes	8,601,452.96	5,693,997.06
Balance With Revenue Authorities (Indirect Taxes)	1,450,019.30	3,224,005.76
Prepaid Expenses	40,241,926.01	49,520,207.85
Loans and Advances to Related Party	65,565,575.84	78,879,622.31
<b>Total</b>	<b>352,217,607.16</b>	<b>352,646,346.83</b>

**NOTE: 10 EQUITY SHARE CAPITAL**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Authorized capital</b>		
3,00,00,000 (Previous Year 3,00,00,000) Equity Shares of Rs. 10/- each	300,000,000.00	300,000,000.00
<b>Total</b>	<b>300,000,000.00</b>	<b>300,000,000.00</b>
<b>Issued capital</b>		
1,92,64,015.00 (Previous Year 1,86,64,015) Equity Shares of Rs. 10/- each	192,640,150.00	186,640,150.00
<b>Total</b>	<b>192,640,150.00</b>	<b>186,640,150.00</b>
<b>Subscribed and paid-up capital</b>		
1,92,08,115 (Previous Year 1,86,08,115) Equity Shares of Rs. 10/- each	192,081,150.00	186,081,150.00
Less: Allotment Money unpaid 24,300 (Previous year 24,600) Equity shares	121,500.00	123,000.00
<b>Total</b>	<b>191,959,650.00</b>	<b>185,958,150.00</b>

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

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Equity Shares</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
At the beginning of the year	18,608,115	18,608,115
Add: Issued during the year	600,000	-
<b>Equity Shares at the end of the year</b>	<b>19,208,115</b>	<b>18,608,115</b>

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

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

Particulars	As at 31.03.2019	As at 31.03.2018
Number of Equity Shares held by Mr Rajan Handa	10,286,862	9,686,862
Percentage of Shares held	53.55%	52.06%
Number of Equity Shares held by Mrs. Mamta Handa	1,000,000	1,000,000
Percentage of Shares held	5.21%	5.37%

## NOTE: 11 OTHER EQUITY

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Capital Reserve: (A)</b>		
Opening Balance	97,815,165.00	97,815,165.00
Add: Forfeited Share Warrants	74,707,500.00	-
Closing Balance	<b>172,522,665.00</b>	<b>97,815,165.00</b>
<b>Money Received against share warrants: (B)</b>		
Opening Balance	95,778,000.00	21,070,500.00
Add: Issued during the year	(95,778,000.00)	74,707,500.00
Closing Balance	-	<b>95,778,000.00</b>
<b>Share Premium:(C)</b>		
Opening Balance	165,324,191.05	165,324,191.05
Add: On issue of shares during the year	78,282,000.00	-
Closing Balance	<b>243,606,191.05</b>	<b>165,324,191.05</b>
<b>General Reserve: (D)</b>	<b>1,524,000.00</b>	<b>1,524,000.00</b>
<b>Retained Earnings: (E)</b>		
Opening Balance	(22,088,547.20)	(29,403,168.35)
Add:- Total Profit for the year	29,457,883.57	7,314,621.15
Closing Balance	<b>7,369,336.37</b>	<b>(22,088,547.20)</b>
<b>Other Comprehensive Income: (OCI):F</b>		
Opening Balance	1,374,344.00	1,777,917.00
Add: Movement in OCI (net) during the year	30,476.00	(403,573.00)
Closing Balance	<b>1,404,820.00</b>	<b>1,374,344.00</b>
<b>Total:(A+B+C+D+E+F)</b>	<b>426,427,012.42</b>	<b>339,727,152.85</b>

## NOTE: 12 BORROWINGS (NON CURRENT)

Particulars	As at 31.03.2019	As at 31.03.2018
<b><u>Term Loans, Secured</u></b>		
- From Bank	143,374,704.00	161,819,400.00
- Against Vehicles	13,828,954.46	4,651,938.51
<b><u>Term Loans, Unsecured</u></b>		
- From Other Parties	410,798,224.00	635,022,867.84
<b>Total</b>	<b>568,001,882.46</b>	<b>801,494,206.35</b>

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

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

**Against Vehicles:** Secured against hypothecation of respective vehicles

## 12.2. Term Loans from banks are collaterally secured by:

- Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- Equitable Mortgage of land and building at Plot No-17-18, Roz ka Meo, Industrial Estate, Tehsil Nuh, District-Mewat, Haryana.
- Equitable Mortgage of Company's property at Plot No-33, Roz ka Meo, Industrial Estate, Tehsil Nuh, District-Mewat, Haryana.
- Hypothecation of all Current Assets of the company.
- First Charge on other net block assets of the company .
- Personal Guarantees of two of the Directors of the company.
- Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.
- Second Charge on entire fixed assets of the subsidiary Company, OK Play Auto Private Limited
- Residual value of prime security of the subsidiary Company, OK Play Auto Private Limited .
- Reinvestment Deposit Plan of value of Rs 2.21 Crores
- Corporate Guarantee of the Subsidiary Company, OK Play Auto Private Limited

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

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

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

Against Vehicles : Payable in monthly Installments extending to year 2023-24

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

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

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
Liability for corporate gurarantee	116,289.00	178,126.00
<b>Total</b>	<b>116,289.00</b>	<b>178,126.00</b>

Refer Note No. 28-1 (I) b(iii)

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

Particulars	As at 31.03.2019	As at 31.03.2018
Provision for Gratuity/Leave Encashment	11,167,530.00	7,299,317.00
<b>Total</b>	<b>11,167,530.00</b>	<b>7,299,317.00</b>

**NOTE: 15 BORROWINGS (CURRENT)**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Loan Repayable on Demand, Secured</b>		
Working capital loan from bank	318,207,171.72	237,872,777.24
<b>Total</b>	<b>318,207,171.72</b>	<b>237,872,777.24</b>

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

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

**15.2 Working Capital Loan from bank is collaterally secured by:**

- Equitable Mortgage on the Company's Property at 124, New Manglapuri, Mehrauli, New Delhi.
- Equitable Mortgage of land and building at Plot No 17-18, Roz ka Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Equitable Mortgage of Company's property at Plot No 33, Roz ka Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Hypothecation of all Current Assets of the company.
- First charge on other net block assets of the company.
- Personal Guarantees of two of the Directors of the company.
- Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.
- Second charge on entire fixed assets of the subsidiary Company, OK Play Auto Private Limited.
- Residual value of prime security of the subsidiary Company, OK Play Auto Private Limited.
- Reinvestment Deposit Plan of value of Rs 2.21 Crore.

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

Particulars	As at 31.03.2019	As at 31.03.2018
Trade Payables		
(A) Total outstanding dues of Micro Enterprises & Small Enterprises	167,855.00	-
(B) Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises	112,964,261.57	114,989,214.90
<b>Total</b>	<b>113,132,116.57</b>	<b>114,989,214.90</b>

## Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
a) Principal amount remaining unpaid to any supplier as at the end of the accounting year	167,855.00	-
b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
c) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
d) The amount of interest due and payable for the year	-	-
e) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
f) The amount of further interest due and payable even in the succeeding year until such date when the interest dues as above are actually paid	-	-

**NOTE: 17 OTHER CURRENT LIABILITIES**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Current maturities of long term debt</b>		
- Foreign Currency Convertible Bonds	24,419,421.00	22,840,623.00
- Others	196,091,749.43	71,223,630.73
Sundry Creditors (Others)	65,093,672.02	51,255,334.63
Due to Directors	4,561,706.89	770,337.19
Customer Advances & Deposits	32,870,283.35	64,553,806.60
Direct/Indirect Taxes payable	47,428,084.83	11,617,074.29
Other Liabilities	21,544,208.42	18,073,837.85
<b>Total</b>	<b>392,009,125.94</b>	<b>240,334,644.29</b>

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

**NOTE: 18 PROVISIONS (CURRENT)**

Particulars	As at 31.03.2019	As at 31.03.2018
Provision for taxation	16,113,000.00	1,142,000.00
<b>Total</b>	<b>16,113,000.00</b>	<b>1,142,000.00</b>

**NOTE: 19 REVENUE FROM OPERATIONS**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Net Sale of products	1,189,274,013.92	1,090,421,758.75
<b>Total</b>	<b>1,189,274,013.92</b>	<b>1,090,421,758.75</b>

**NOTE: 20 OTHER INCOME**

(Amount in Rs.)

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Interest Income	1,166,473.00	2,590,885.00
Miscellaneous Receipts	2,837,814.71	14,452,636.48
Profit on Sale of Assets	-	1,223,657.18
Other non-operating income	38,362,270.50	22,984,502.00
<b>Total</b>	<b>42,366,558.21</b>	<b>41,251,680.66</b>

**NOTE: 21 COST OF MATERIALS CONSUMED**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Opening Stock of Raw Materials	44,650,982.34	50,872,994.68
Add : Purchases during the year	460,482,911.55	369,905,756.26
	<b>505,133,893.89</b>	<b>420,778,750.94</b>
Less: Closing Stock of Raw Materials	42,539,525.83	44,650,982.34
Consumption of Raw Materials	<b>462,594,368.06</b>	<b>376,127,768.60</b>
Consumption of Accessories	140,413,002.67	122,353,671.36
Consumption of Packing Materials	20,888,246.37	54,647,960.33
<b>Total</b>	<b>623,895,617.10</b>	<b>553,129,400.29</b>

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

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
<b>Opening Stock</b>		
- Work-in-Progress	58,760,776.88	39,916,691.80
- Finished Goods	116,506,592.06	79,017,739.89
<b>Sub-total (a)</b>	<b>175,267,368.94</b>	<b>118,934,431.69</b>
<b>Closing Stock</b>		
- Work-in-Progress	98,172,159.27	58,760,776.88
- Finished Goods	140,640,795.82	116,506,592.06
<b>Sub-total (b)</b>	<b>238,812,955.09</b>	<b>175,267,368.94</b>
<b>Total ( a-b)</b>	<b>(63,545,586.15)</b>	<b>(56,332,937.25)</b>

**NOTE: 23 EMPLOYEE BENEFITS EXPENSE**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Salaries, wages and bonus	121,151,892.34	92,418,227.33
Contributions to Provident fund & Other Funds	6,071,360.00	5,405,945.00
Staff welfare expenses	3,414,085.93	2,199,967.53
<b>Total</b>	<b>130,637,338.27</b>	<b>100,024,139.86</b>



## Defined Benefit Plan

## 1. Reconciliation of opening and closing balances of Defined Benefit Obligation

(Amount in Rs.)

Particulars	GRATUITY (FUNDED)	
	2018-19	2017-18
Defined Benefit obligation, beginning of period	6,027,657	4,873,239
Interest Cost on DBO	466,541	380,679
Net Current Service Cost	1,087,601	1,018,155
Benefits Paid	(133,058)	(762,052)
Actuarial (Gain)/ Loss on obligation	(130,798)	547,636
Defined Benefit Obligation, End of Period	<b>7,317,943</b>	<b>6,027,657</b>

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

Particulars	GRATUITY (FUNDED)	
	2018-19	2017-18
Fair value of plan assets at the beginning	3,433,621	2,159,520
Expected return on plan assets	269,883	162,180
Employer contribution	-	1,824,910
Benefits Paid	(133,058)	(762,052)
Actuarial (Gain) / Loss on Asset	(92,322)	(49,063)
Fair value of plan assets at the end.	<b>3,478,124</b>	<b>3,433,621</b>

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

Particulars	GRATUITY (FUNDED)	
	2018-19	2017-18
Defined Benefit Obligation, End of Period	7,317,943	6,027,657
Fair value of plan assets, End of Period	(3,478,124)	(3,433,621)
<b>Net liability recognized in balance sheet</b>	<b>3,839,819</b>	<b>2,594,036</b>

## 4. Expense recognized during the year in Statement of Profit &amp; Loss

Particulars	GRATUITY (FUNDED)	
	2018-19	2017-18
Service Cost	1,087,601	1,018,155
Net Interest Cost	196,658	218,499
Net cost recognized during the year in the Statement of Profit & Loss	<b>1,284,259</b>	<b>1,236,654</b>

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

(Amount in Rs.)

Particulars	GRATUITY (FUNDED)	
	2018-19	2017-18
Remeasurements Due to :		
1. Effect of Change in Financial Assumptions	83,951	(285,407)
2. Effect of Experience Adjustments	(214,749)	833,043
3. Return on Plan Assets (Excluding Interest)	92,322	(49,063)
Total Remeasurements Recognized in OCI (Gain) / Loss	<b>(38,476)</b>	<b>498,573</b>

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

Particulars	GRATUITY (FUNDED)	
	2018-19	2017-18
Balance Sheet (Asset)/Liability, Beginning of Period	2,594,036	2,683,719
Total Charge / (Credit) Recognized in Profit and Loss	1,284,259	1,236,654
Total Remeasurements Recognized in OC (Income)/Loss	(38,476)	498,573
Employer Contribution	-	(1,824,910)
Balance Sheet (Asset)/Liability, End of Period	<b>3,839,819</b>	<b>2,594,036</b>

## 7. Actual Return on Plan Assets

Particulars	GRATUITY (FUNDED)	
	2018-19	2017-18
Expected return on Plan Assets	269,883	162,180
Remeasurement on Plan Assets	(92,322)	49,063
Actual Return on Plan Assets	<b>177,561</b>	<b>211,243</b>

## 8. Actuarial assumptions

Particulars	GRATUITY (FUNDED)	
	2018-19	2017-18
Discount Rate (per annum)	7.74%	7.86%
Salary Escalation Rate (per annum)	7.00%	7.00%

## 9. Sensitivity Analysis

Particulars	GRATUITY (FUNDED)
a) Defined Benefit Obligation - Discount Rate + 100 Basis Points	(655,977)
b) Defined Benefit Obligation - Discount Rate - 100 Basis Points	762,998
c) Defined Benefit Obligation - Salary Escalation Rate + 100 Basis Points	761,017
d) Defined Benefit Obligation - Salary Escalation Rate -100 Basis Points	(665,964)

**NOTE: 24 FINANCE COST**

(Amount in Rs.)

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Interest to banks	46,738,592.00	54,074,493.01
Interest to others	87,873,546.48	57,869,131.79
Finance charges	12,872,211.95	11,095,571.53
Bank charges	931,719.01	2,306,655.19
<b>Total</b>	<b>148,416,069.44</b>	<b>125,345,851.52</b>

**NOTE: 25 OTHER EXPENSES**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Consumption of stores and spare parts.	7,683,248.91	225,376.00
Power and fuel	48,387,370.18	43,107,033.35
Repairs to buildings	272,478.00	425,587.21
Repairs to machinery	7,204,368.38	2,964,745.15
Repair & Maintenance -Others	9,578,733.50	6,636,640.16
Outside Job work Expenses	2,536,171.53	2,350,974.04
Fee & Registration	1,142,859.08	1,179,764.50
Donation	45,000.00	139,100.00
Rent	1,549,152.16	1,099,636.40
Insurance	1,545,764.20	1,111,103.40
Travelling & Conveyance Expenses	6,392,334.07	3,858,611.50
Postage & Telephones	2,697,579.73	2,511,586.44
Printing & Stationery	1,825,969.16	1,879,116.37
Legal & Professional charges	3,929,772.05	3,841,688.86
Electricity & Water Expense	1,716,228.02	3,330,363.86
Auditors' remuneration	264,500.00	261,750.00
Rates & Taxes	922,552.00	2,700,159.70
Miscellaneous expenses	5,098,825.66	8,707,889.84
Loss on sale of Fixed Assets	399,087.26	-
Advertisement	524,571.00	307,596.50
Business Promotion Expenses	2,801,671.87	-
Net loss on Foreign Currency Transactions	3,979,022.42	-
Freight & Octroi	2,038,197.12	1,133,708.73
Discounts	30,979,585.21	41,355,482.18
Damaged Goods	112,250.19	920,585.86
<b>Total</b>	<b>143,627,291.70</b>	<b>130,048,500.05</b>

**25.1 PAYMENT TO AUDITORS AS FOLLOWS:**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
For Audit fee	170,000.00	170,000.00
For Tax Audit	55,000.00	55,000.00
In other capacity	39,500.00	36,750.00
<b>Total</b>	<b>264,500.00</b>	<b>261,750.00</b>

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

(Amount in Rs.)

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Gain on foreign exchange fluctuation	(1,578,798.00)	687,545.20
Loss on assets written off	(12,310,199.10)	-
Debit balances written off	(11,453,205.61)	(85,074,177.75)
<b>Total</b>	<b>(25,342,202.71)</b>	<b>(84,386,632.55)</b>

**NOTE 27 EARNINGS PER SHARE**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
(i) Total Comprehensive Income attributable to Equity Shareholders	29,488,359.57	6,911,048.15
(ii) Weighted average number of Equity Shares used as denominator for calculating basic EPS	19,171,951	18,608,115
(iii) Weighted average number of Equity Shares used as denominator for calculating diluted EPS	19,171,951	20,363,594
(iv) Basic Earnings Per share (Rs)	1.54	0.37
(v) Diluted Earnings Per share (Rs)	1.54	0.34

**NOTE: 28 NOTES ON STANDALONE FINANCIAL STATEMENTS**

## 1. Contingent Liabilities and Commitments, not provided for :

**(I) Contingent Liabilities**

- a) Claims against the company not acknowledged as debt:
- (i) Claims against the Company, where legal cases are under way, but not acknowledged as debts amount to Rs 4,285,800.00 (Previous year Rs 5,073,895.00).
- b) Guarantees:
  - (i) Guarantees given to banks as counter guarantees for performance of contracts Rs.1,930,800/- (Previous Year Rs. 1,558,200/-).
  - (ii) Letter of credit issued by banks- Nil (Previous year Rs. Nil).
  - (iii) Corporate Guarantee, restricted to Rs. 25.80 Cr, 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 has been made and is adequate.
  3. All the operations of the company are considered as a single business segment for the purpose of Ind AS 108 "Operating Segments".

## 4. Related Party Disclosures:

## (I) Relationships

## (a) Key Management Personnel

Mr. Rajan Handa - Managing Director  
 Mrs. Mamta Handa - Whole Time Director  
 Dr. Rajan Wadhera - Whole Time Director  
 Mr. Triloki Verma - Company Secretary till 27/4/2018  
 Mr. Rakesh Bhardwaj - Company Secretary  
 Mr. Narayan Chandra Rout – CFO till 29/9/2018  
 Mr. Rabinder Singh – CFO from 27/3/2019

## 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

RIRAE-Vehicles Private Limited  
 RMRS Electric Vehicles Private Limited

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

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

(Amount in Rs.)

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2019	Related Parties (Referred in (I)) 31.3.2018
Remuneration paid	23,053,848.15	18,714,898.00
Post retirement Benefits	1,840,493.00	Nil

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

(Amount in Rs.)

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2019	Related Parties (Referred in (I)) 31.3.2018
Sales (includes transfer of assets, raw material and accessories)	60,992,305.37	71,405,852.80
Purchases (includes transfer of assets, raw material and accessories)	74,242,449.00	56,136,690.00
Receipt of Management Fee as per Terms agreed	38,362,270.50	22,984,502.00

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

(Amount in Rs.)

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2019	Related Parties (Referred in (I)) 31.3.2018
Sales (includes transfer of assets, raw material and accessories)	12,958,709.01	Nil
Purchases (includes transfer of assets, raw material and accessories)	Nil	502,609.00
Advance for supply	3,458,419.62	Nil

**(III) Balance Outstanding at the end of the year**

(Amount in Rs.)

Related Party	Related Parties (Referred in (I)) 31.3.2019	Related Parties (Referred in (I)) 31.3.2018
Key Management Personnel (Credit)	5,181,233.89	1,248,445.19
OK Play Auto Private Limited (Debit)	65,565,575.84	78,879,622.31
RIRA E-Vehicles Private Limited (Debit)	Nil	Nil
RMRS Electric Vehicles Private Limited (Debit)	15,274,475.62	Nil

**(IV) Terms and conditions of transactions with related parties**

Transactions entered into with related party are made on terms equivalent to those that prevail in arm's length transactions.

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

**6. Taxation**

Income Tax Recognized in Statement of Profit &amp; Loss

(Amount in Rs.)

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Current Tax	16,105,000.00	1,237,000.00
Deferred Tax	32,227,000.00	4,513,000.00
Provision of Tax of earlier years / (written back)	95,438.00	(6,514,036.00)
Total Income Tax expenses /(income) recognized in the current year	48,427,438.00	(764,036.00)

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

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Profit Before Tax	77,885,321.57	6,550,585.15
Applicable Tax Rate	20.59%	19.06%
Computed Tax Expense (a)	16,034,095.00	1,248,214.00
Tax effect of:		
Exempted Income / Allowable deductions (b)	Nil	(11,783.00)
Expenses disallowed ( c)	71,441.00	Nil
Balance (a-b+c)	16,105,536.00	1,236,431.00
Current Tax Provision (R/off)"A"	16,105,000.00	1,237,000.00

(Amount in Rs.)

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Deferred Tax Liability (a)	91,997,000.00	89,873,000.00
Deferred Tax Asset (b)	72,959,000.00	103,062,000.00
Deferred Tax Asset at year end, c=(a-b)	19,038,000.00	(13,189,000.00)
Less: Opening Deferred Tax (Asset)/Liability (d)	(13,189,000.00)	(17,702,000.00)
Deferred Tax Provision "B" =(c-d)	32,227,000.00	4,513,000.00
Provision of Tax of earlier years/ (written back) "C"	95,438.00	(6,514,036.00)
Total Expenses / (Income) recognized in the Statement of Profit & Loss (A + B + C)	48,427,438.00	(764,036.00)

## 7. CAPITAL MANAGEMENT

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

## 8. FINANCIAL INSTRUMENTS

(Amount in Rs.)

Particulars	As at 31.3.2019	As at 31.3.2018
Categorization of Financial Instruments		
(A) Financial assets at amortized cost		
<b>Non-Current</b>		
Investments	80,618,202.00	80,618,202.00
Loans	8,067,664.00	4,300,280.00
Other Financial Assets	247,227.00	8,608,141.00
<b>Current</b>		
Trade Receivables	167,459,302.65	214,785,745.57
Cash and Cash Equivalents	23,745,833.71	23,024,031.80
Other Financial Assets	1,070,751.75	1,125,140.00
(B) Financial liabilities at amortized Cost		
<b>Non-Current</b>		
Borrowings	568,001,882.46	801,494,206.35
Other Financial Liabilities	116,289.00	178,126.00
<b>Current</b>		
Borrowings	318,207,171.72	237,872,777.24
Trade Payables	113,132,116.57	114,989,214.90

The fair value of the financial assets and liabilities mean the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. Trade receivables, cash and cash equivalents, other bank balances, loans, other current financial assets, current borrowings, trade payables and other current financial liabilities have been valued at their carrying amounts as this largely approximate to its fair value due to the short-term maturities of these instruments.

9. The Company's Board of Director's has overall responsibility for the establishment and oversight of the Company's risk management framework. Below note explains the risk which the entity is exposed to and how the entity manages the risk and related on financials, if any.

### (i) Foreign Currency Risk

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



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

### Foreign Currency Exposure

(Amount in USD)

Particulars	As at 31.3.2019	As at 31.3.2018
Loans	351,000.00	542,600.00
Trade and Other Payables	1,222,165.40	945,665.00
Trade and Other Receivables	Nil	Nil
Net Exposure	1573,165.40	1,488,265.00

### Foreign Currency Sensitivity

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

### (ii) Interest Rate Risk

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

### (iii) Credit Risk

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

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

### (iv) Liquidity Risk

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

As per our report of even date attached

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

**Chartered Accountants**

**(FRN-026723-N)**

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

(Pooja Garg)  
Partner  
M.No.-404676

(Rajan Handa)  
Managing Director  
DIN-00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date : 30th May, 2019

(Rabinder Singh)  
CHIEF FINANCIAL OFFICER

(Meenu Goswami)  
COMPANY SECRETARY

**INDEPENDENT AUDITORS' REPORT****To the Members of OK PLAY INDIA LIMITED****Report on the Audit of the Consolidated Financial Statements****Opinion**

We have audited the accompanying consolidated financial statements of OK PLAY INDIA LIMITED (hereinafter referred to as “the Holding Company”) and its subsidiary (the Holding Company and its subsidiary together referred to as “the Group”) comprising of the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Ind AS Financial Statements”).

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 Companies Act, 2013 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, 2019, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis of Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the “*Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*” section of our report. We are independent of the Group in accordance with the “*Code of Ethics*” issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules and we have fulfilled our other ethical responsibilities in accordance with the requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report-

Key Audit Matter	How the matter addressed in our audit
<p><b>Recoverability assessment of Trade Receivable</b> The Group has a net trade Receivable of Rs. 18,32,97,867 as at 31<sup>st</sup> March 2019.</p> <p>Trade receivables of the group companies mainly in relation of sales of goods in the ordinary course of business.</p> <p>The increasing challenges over the economy and operating environment in the industry have increased the risks of default on receivables from the Group's customers. In particular, in the event of insolvency of customers, the Group is exposed to potential risk of financial loss.</p> <p>The recoverable amount was estimated by management based on their specific recoverability assessment on individual debtor with reference to the aging profile, historical payment pattern and the past record of default of the customer. Management would make specific provision, if considered prudent, against individual balances with reference to the recoverable amount.</p> <p>For the purpose of impairment assessment, significant judgments and assumptions, including the credit risks of customers, the timing and amount of realization of these receivables, are required for the identification of impairment events and the determination of the Impairment charge.</p>	<p>We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> <li>· Tested the accuracy of aging of trade receivables at year end on a sample basis;</li> <li>· Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management,</li> <li>· Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment the credit profile of the customers, historical payment pattern of customers and latest correspondence with customers and to consider if any additional provision should be made; and</li> <li>· Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis.</li> </ul> <p>We found the key judgments and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence</p>

### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal

financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept by the Company so far as it appears from our examination of those books;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated statement of change in equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements;
- d. In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015 as amended;
- e. On the basis of written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporate in India is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A" which is based on the auditor's report of the company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operative effectiveness of the internal financial control over financial reporting of those companies for reasons stated therein.
- g. With respect to the other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provision of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Consolidated Ind AS Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group as referred to Note 27(3) to the Consolidated Ind AS Financial Statements;
  - (ii) The Group did not have any material foreseeable losses on long term contracts including derivative contracts;
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary ;

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

Chartered Accountants  
(FRN 026723-N)

Place: New Delhi  
Dated: 30<sup>th</sup> May, 2019

**POOJA GARG**  
Partner  
M.N. 404676

## **Annexure 'A' to the Independent Auditor's Report**

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

### **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 2019, we have audited the internal financial controls with reference to the Consolidated financial statement of OK Play India Limited ('the Holding Company') and its subsidiary company, which are 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 Act.

#### **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 with reference to these Consolidated Financial Statements**

A company's internal financial control with reference to these Consolidated financial statements 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;

(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 with reference to the Consolidated Financial Statements**

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

#### **Opinion**

In our opinion, to the best of our information and according to the explanation given to us the Holding Company and its subsidiary company, which are 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 2019, based on the internal financial controls with reference to Consolidated financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For D. S. CHADHA & ASSOCIATES**  
Chartered Accountants  
(FRN 026723-N)

Place: New Delhi  
Dated: 30<sup>th</sup> May, 2019

**POOJA GARG**  
Partner  
M.N. 404676

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant, and equipment	2( a )	889,025,483.15	670,815,113.21
(b) Capital work-in-progress	2( b )	2,354,570.39	139,533,018.01
(c) Intangible assets	2( c )	268,045,177.34	212,528,653.38
(d) Intangible Assets under development	2( d )	-	1,684,511.00
(e) Financial Assets			
(i) Loans	3	9,409,558.00	5,642,174.00
(ii) Other financial assets	3	597,730.00	8,938,287.00
(f) Deferred tax assets (net)	4	-	28,838,000.00
<b>Total Non - Current Assets</b>		<b>1,169,432,518.88</b>	<b>1,067,979,756.60</b>
<b>Current assets:</b>			
(a) Inventories	5	521,062,251.96	447,912,919.31
(b) Financial assets			
(i) Trade receivables	6	183,297,867.65	229,339,265.47
(ii) Cash and cash equivalents	7	24,706,999.39	24,103,527.15
(iii) Other financial assets	8	1,808,089.75	1,170,132.00
(c) Other current assets	9	289,542,342.04	274,665,371.99
<b>Total Current Assets</b>		<b>1,020,417,550.79</b>	<b>977,191,215.92</b>
<b>TOTAL ASSETS</b>		<b>2,189,850,069.67</b>	<b>2,045,170,972.52</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	10	191,959,650.00	185,958,150.00
(b) Other Equity	11	389,971,666.57	270,249,005.51
<b>Total Equity</b>		<b>581,931,316.57</b>	<b>456,207,155.51</b>
<b>Non-Current Liabilities:</b>			
(a) Financial liabilities			
(i) Borrowings	12	589,454,725.56	854,446,816.45
(b) Provisions	13	11,167,530.00	7,299,317.00
(c) Deferred tax liabilities (net)	4	19,732,000.00	-
<b>Total Non - Current Liabilities</b>		<b>620,354,255.56</b>	<b>861,746,133.45</b>
<b>Current liabilities:</b>			
(a) Financial liabilities			
(i) Borrowings	14	382,749,145.74	265,044,397.10
(ii) Trade payables	15		
- Total outstanding dues of Micro Enterprises & Small Enterprises		167,855.00	-
- Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises		125,282,714.31	172,897,304.85
(b) Other current liabilities	16	450,229,782.49	286,945,981.61
(c) Provisions	17	29,135,000.00	2,330,000.00
<b>Total Current Liabilities</b>		<b>987,564,497.54</b>	<b>727,217,683.56</b>
<b>TOTAL LIABILITIES</b>		<b>1,607,918,753.10</b>	<b>1,588,963,817.01</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,189,850,069.67</b>	<b>2,045,170,972.52</b>

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

 1  
 2 to 27

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

 (Pooja Garg)  
 Partner  
 M.No. 404676

 Place: New Delhi  
 Date: 30th May, 2019
**For and on behalf of Board of Directors**
 (Rajan Handa)  
 Managing Director  
 DIN-00194590

 (Rabinder Singh)  
 Chief Financial Officer

 (Mamta Handa)  
 Whole Time Director  
 DIN-00238019

 (Meenu Goswami)  
 Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019**

(Amount in Rs.)

Particulars	Note No.	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>INCOME</b>			
Revenue from operations	18	1,567,266,199.50	1,422,569,250.39
Other income	19	9,923,839.03	26,896,740.59
<b>Total Income</b>		<b>1,577,190,038.53</b>	<b>1,449,465,990.98</b>
<b>EXPENSES</b>			
Cost of materials consumed	20	812,527,740.40	734,794,278.21
Purchases of Stock-in-Trade		78,970,821.18	137,509,785.13
Changes in inventories of finished goods, work-in- progress and Stock-in-Trade	21	(65,941,068.27)	(52,871,350.99)
Employee benefits expense	22	159,380,962.48	121,324,500.84
Finance costs	23	163,653,918.13	144,754,267.32
Depreciation and amortization expense	2	79,775,192.51	63,736,994.53
Other expenses	24	182,313,341.10	172,631,880.66
<b>Total expenses</b>		<b>1,410,680,907.53</b>	<b>1,321,880,355.70</b>
<b>Profit/ (Loss) before exceptional items and tax</b>		166,509,131.00	127,585,635.28
<b>Exceptional items - Gains/ (Loss )</b>	25	(25,497,191.94)	(88,333,531.69)
<b>Profit before tax</b>		141,011,939.06	39,252,103.59
<b>Tax expense:</b>			
(1) Current tax		29,127,000.00	2,425,000.00
(2) Deferred tax charge/(Credit)		48,570,000.00	21,084,000.00
(3) Provision of Tax of earlier years/ (written back )		834,254.00	(6,514,036.00)
<b>Profit / (Loss) for the year</b>		<b>62,480,685.06</b>	<b>22,257,139.59</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to Statement of Profit and Loss:			
Re-measurement gains/ (losses) on defined benefit plans		38,476.00	(498,573.00)
Income tax effect		(8,000.00)	95,000.00
<b>Net other comprehensive income</b>		<b>30,476.00</b>	<b>(403,573.00)</b>
<b>Total Comprehensive Income for the year</b>		<b>62,511,161.06</b>	<b>21,853,566.59</b>
Earnings per equity share of face value of Rs10 each			
(1) Basic ( in Rs.)	26	3.26	1.17
(2) Diluted ( in Rs.)		3.26	1.07

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

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

(Pooja Garg)  
Partner  
M.No. 404676

Place: New Delhi  
Date: 30th May, 2019

1  
2 to 27

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

(Rajan Handa)  
Managing Director  
DIN-00194590

(Rabinder Singh)  
Chief Financial Officer

(Mamta Handa)  
Whole Time Director  
DIN-00238019

(Meenu Goswami)  
Company Secretary

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

## A. EQUITY SHARE CAPITAL

(Amount in Rs.)

Particulars	Balance at the beginning of the year as at 01.04.2017	Changes in Equity Share Capital during the year 2017-18	Balance at the end of the year as at 31.03.2018	Changes in Equity Share Capital during the year 2018-19	Balance at the end of the year as at 31.03.2019
Equity Share capital of Rs10 each	186,081,150.00	-	186,081,150.00	6,000,000.00	192,081,150.00
Less: Allotment money unpaid (@Rs.5/-per equity share)	125,500.00	(2,500.00)	123,000.00	(1,500.00)	121,500.00
Balance at the end of the year	185,955,650.00	2,500.00	185,958,150.00	6,001,500.00	191,959,650.00

## B. OTHER EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	Money received against Share Warrants	Reserves and Surplus				Other Comprehensive Income	Total
		Capital Reserve	Share Premium	General Reserve	Retained earnings		
Balance as at the beginning of 1st April 2017	21,070,500.00	97,815,165.00	165,324,191.05	1,524,000.00	(113,823,834.13)	1,777,917.00	173,687,938.92
Total Comprehensive Income for the year	-	-	-	-	22,257,139.59	(403,573.00)	21,853,566.59
Proceeds from the issue of Share Warrants	74,707,500.00	-	-	-	-	-	74,707,500.00
<b>Balance as at 31st March 2018</b>	<b>95,778,000.00</b>	<b>97,815,165.00</b>	<b>165,324,191.05</b>	<b>1,524,000.00</b>	<b>(91,566,694.54)</b>	<b>1,374,344.00</b>	<b>270,249,005.51</b>
Balance as at the beginning of 1st April 2018	95,778,000.00	97,815,165.00	165,324,191.05	1,524,000.00	(91,566,694.54)	1,374,344.00	270,249,005.51
Total Comprehensive Income for the year	-	-	-	-	62,480,685.06	30,476.00	62,511,161.06
Forfeited Share Warrants	-	74,707,500.00	-	-	-	-	74,707,500.00
Issue of Shares	-	-	78,282,000.00	-	-	-	78,282,000.00
Proceeds from the issue of Share Warrants	(95,778,000.00)	-	-	-	-	-	(95,778,000.00)
<b>Balance as at 31st March 2019</b>	<b>-</b>	<b>172,522,665.00</b>	<b>243,606,191.05</b>	<b>1,524,000.00</b>	<b>(29,086,009.48)</b>	<b>1,404,820.00</b>	<b>389,971,666.57</b>

## NATURE AND PURPOSE OF RESERVES

**(a) Capital Reserve :** The Group recognises profit and loss on purchase, sale, issue or cancellation of the Group's equity instruments to capital reserve.

**(b) Share Premium :** Share Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

**(c) General Reserve :** The General Reserve is a free reserve which is used to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General Reserve will not be reclassified subsequently to Statement of Profit & Loss.

**(d) Retained Earnings :** Retained Earnings represent the amount of accumulated earnings of the Group.

**(e) Other Comprehensive Income :** Other Comprehensive Income consists of remeasurement of net defined benefit liability/asset, net of taxes.

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

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

(Pooja Garg)  
 Partner  
 M.No. 404676

(Rajan Handa)  
 Managing Director  
 DIN- 00194590

(Mamta Handa)  
 Whole Time Director  
 DIN-00238019

Place: New Delhi  
 Date: 30th May, 2019

(Rabinder Singh)  
 Chief Financial Officer

(Meenu Goswami)  
 Company Secretary

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019** (Amount in Rs.)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) before Tax as per Statement of Profit & Loss	141,011,939.06	39,252,103.59
Adjustments for :		
Depreciation	79,775,192.51	63,736,994.53
Loss/( Profit ) on fire/sale of Assets	12,545,635.41	(1,223,657.18)
Interest Received	(1,189,869.00)	(2,612,645.00)
Finance Costs	163,653,918.13	144,754,267.32
Re-measurement gains/(losses) on defined benefit plans	38,476.00	(498,573.00)
Exchange Fluctuation Loss/(Gain)	1,578,798.00	(687,545.20)
Operating Profit before Working Capital changes	397,414,090.11	242,720,945.06
Adjustments for :		
Trade and Other Receivables	46,041,397.82	73,383,448.41
Non-Current Assets - Other Financial Assets	8,340,557.00	(8,546,549.00)
Current Assets - Other Financial Assets	(637,957.75)	1,009,899.96
Inventories	(73,149,332.65)	(65,351,979.80)
Trade and Other Payables	(6,949,610.56)	(46,935,522.17)
Cash generated from operations	371,059,143.97	196,280,242.46
Direct taxes paid	(3,164,254.00)	-
<b>Net Cash from Operating Activities</b>	<b>367,894,889.97</b>	<b>196,280,242.46</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(236,258,460.20)	(245,329,746.12)
Sale of Fixed Assets	9,073,697.00	8,742,737.00
Interest Received	1,189,869.00	2,612,645.00
<b>Net Cash used in Investing Activities</b>	<b>(225,994,894.20)</b>	<b>(233,974,364.12)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from Issue of Share Capital	84,283,500.00	2,500.00
Allotment/Share Warrants money received	(21,070,500.00)	74,707,500.00
Loans & Advances paid	(18,644,354.05)	(54,361,635.03)
Finance Costs	(163,653,918.13)	(144,754,267.32)
Proceeds from Long Term Borrowings	(139,915,999.99)	323,335,347.47
Proceeds from Short Term Borrowings	117,704,748.64	(160,859,252.09)
<b>Net Cash used in Financing Activities</b>	<b>(141,296,523.53)</b>	<b>38,070,193.03</b>
<b>Net increase in Cash and Cash Equivalents</b>	<b>603,472.24</b>	<b>376,071.37</b>
<b>Cash and Cash Equivalents as at 1st April,2018</b>	<b>24,103,527.15</b>	<b>23,727,455.78</b>
<b>Cash and Cash Equivalents as at 31st March,2019</b>	<b>24,706,999.39</b>	<b>24,103,527.15</b>

Significant Accounting Policies  
Notes to the Financial Statements

1  
2 to 27

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

(Pooja Garg)  
Partner  
M.No. 404676

Place: New Delhi  
Date: 30th May, 2019

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

(Rajan Handa)  
Managing Director  
DIN-00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

(Rabinder Singh)  
Chief Financial Officer

(Meenu Goswami)  
Company Secretary

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019****NOTE 1****(1) BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS**

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

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

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

**(2) PRINCIPLES OF CONSOLIDATION**

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

- a) The financial statements of the Company and its subsidiary Company are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b) Profits or losses resulting from intra-group transactions that are recognized in assets, such as inventory and property, plant & equipment, are eliminated in full.
- c) Offset (eliminate) the carrying amount of the parent's investment in the subsidiary and the parent's equity of the subsidiary.
- d) The difference between the cost of investment in the subsidiary, over the net assets at the time of acquisition of shares in the subsidiary is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.
- e) Minority Interest's share, if any, of net profit of consolidated subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- f) Minority Interest's share of net assets of consolidated subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- g) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's standalone financial statements.

**(3) Other significant accounting policies**

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

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

Particulars	Gross Block (Rs)		Depreciation (Rs)		Net Block (Rs)	
	As at 01.04.2018	As at 31.03.2019	As at 01.04.2018	As at 31.03.2019	As at 31.03.2019	As at 31.03.2018
<b>NOTE 2(a) PROPERTY, PLANT &amp; EQUIPMENT</b>						
Land (Freehold)	12,997,328.60	12,997,328.60	-	-	12,997,328.60	12,997,328.60
Land (Leasehold)	24,382,724.00	24,382,724.00	-	-	24,382,724.00	24,382,724.00
Buildings	136,537,063.16	287,194,832.48	25,502,351.69	4,033,862.02	266,413,027.10	106,596,967.21
Plant and Equipment	1,020,022,148.55	1,105,291,729.72	9,069,112.53	44,771,691.69	570,571,150.12	493,584,621.14
Furniture & Fixtures	27,528,765.98	32,698,654.13	5,059,888.15	2,503,547.96	17,442,632.81	12,589,681.13
Vehicles	38,653,483.00	51,975,576.00	3,021,758.07	4,783,751.34	23,957,509.49	17,736,056.54
Office Equipment	18,147,855.77	23,776,779.59	5,628,923.82	1,608,922.39	16,829,043.57	2,927,734.59
<b>SUB TOTAL (A)</b>	<b>1,278,269,369.06</b>	<b>1,538,207,624.52</b>	<b>37,593,222.29</b>	<b>57,701,775.40</b>	<b>649,182,141.37</b>	<b>670,815,113.21</b>
<b>PREVIOUS YEAR</b>	<b>1,177,044,139.90</b>	<b>1,278,269,369.06</b>	<b>11,014,660.57</b>	<b>47,460,053.52</b>	<b>607,454,255.65</b>	<b>613,554,356.82</b>
<b>NOTE 2(b) CAPITAL WORK IN PROGRESS</b>						
	139,533,018.01	38,981,673.39	176,160,121.01	-	-	139,533,018.01
<b>SUB TOTAL (B)</b>	<b>139,533,018.01</b>	<b>2,354,570.39</b>	<b>176,160,121.01</b>	<b>2,354,570.39</b>	<b>2,354,570.39</b>	<b>139,533,018.01</b>
<b>PREVIOUS YEAR</b>	<b>86,046,003.76</b>	<b>139,533,018.01</b>	<b>26,560,440.54</b>	<b>-</b>	<b>-</b>	<b>83,827,890.48</b>
<b>NOTE 2(c) INTANGIBLE ASSETS</b>						
Other Intangible Assets	236,023,993.47	311,634,941.32	75,610,947.85	21,532,716.81	48,775,126.37	208,781,593.91
Goodwill	466,946.00	466,946.00	-	-	-	466,946.00
Computer software	9,752,689.94	11,731,663.16	1,978,993.22	540,700.30	7,013,266.77	3,280,123.47
<b>SUB TOTAL (C)</b>	<b>246,243,629.41</b>	<b>323,833,570.48</b>	<b>77,589,941.07</b>	<b>22,073,417.11</b>	<b>55,788,393.14</b>	<b>212,528,653.38</b>
<b>PREVIOUS YEAR</b>	<b>188,232,298.27</b>	<b>246,243,629.41</b>	<b>-</b>	<b>16,276,941.01</b>	<b>33,714,976.03</b>	<b>150,885,263.25</b>
<b>NOTE 2(d) INTANGIBLE ASSETS UNDER DEVELOPMENT</b>						
	1,684,511.00	105,000.00	1,789,511.00	-	-	1,684,511.00
<b>SUB TOTAL (D)</b>	<b>1,684,511.00</b>	<b>105,000.00</b>	<b>1,789,511.00</b>	<b>-</b>	<b>-</b>	<b>1,684,511.00</b>
<b>PREVIOUS YEAR</b>	<b>-</b>	<b>1,684,511.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total [a + b + c + d] (Current Year)</b>	<b>1,665,730,527.48</b>	<b>1,864,395,765.39</b>	<b>215,542,854.30</b>	<b>79,775,192.51</b>	<b>704,970,534.51</b>	<b>1,024,361,295.60</b>
<b>Total [a + b + c + d] (Previous Year)</b>	<b>1,431,415,441.93</b>	<b>1,665,730,527.48</b>	<b>37,595,101.11</b>	<b>63,736,994.53</b>	<b>641,169,231.88</b>	<b>848,267,510.55</b>

1) Refer Note No. 12 and 14



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE: 3 NON-CURRENT FINANCIAL ASSETS

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>(i) Loans (Unsecured, considered good) Other Loans and Advances</b>		
Earnest money deposit	669,087.00	669,087.00
Security deposits	8,740,471.00	4,973,087.00
<b>Total</b>	<b>9,409,558.00</b>	<b>5,642,174.00</b>
<b>(ii) Other Financial Assets (Unsecured, considered good)</b>		
Fixed deposits more than 12 months maturity period	597,730.00	8,938,287.00
<b>Total</b>	<b>597,730.00</b>	<b>8,938,287.00</b>

## NOTE: 4 DEFERRED TAX ASSETS (NET)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Deferred tax liabilities:</b>		
(i) Relating to Property, plant and equipment and intangible assets	114,966,000.00	108,674,000.00
(ii) Deferred Revenue Expenditure allowed under the Income Tax Act, 1961	-	-
<b>Total - (A)</b>	<b>114,966,000.00</b>	<b>108,674,000.00</b>
<b>Deferred tax Assets:</b>		
(i) Disallowance under the Income Tax Act, 1961	2,406,000.00	97,144,000.00
(ii) Unabsorbed depreciation/carried forward of losses under the Income Tax Act, 1961	92,828,000.00	40,368,000.00
<b>Total - (B)</b>	<b>95,234,000.00</b>	<b>137,512,000.00</b>
<b>Deferred Tax (Assets)/ Liabilities (A-B)</b>	<b>19,732,000.00</b>	<b>(28,838,000.00)</b>
Net Deferred Tax (Assets) / Liability at the beginning	(28,838,000.00)	(49,922,000.00)
Charge/(Credits) in Statement of Profit & Loss relating to temporary differences	48,570,000.00	21,084,000.00
<b>Net Deferred Tax (Assets) / Liability at the end</b>	<b>19,732,000.00</b>	<b>(28,838,000.00)</b>

## NOTE: 5 INVENTORIES

Particulars	As at 31.03.2019	As at 31.03.2018
Raw Materials	86,275,256.49	70,718,910.27
Work-in-Progress	100,071,026.70	59,505,926.68
Finished Goods	76,800,906.14	53,828,279.20
Stock-in-Trade	66,248,473.82	63,845,132.51
Stores & Spares	21,264,998.73	19,816,388.21
Packing Materials & Accessories	168,226,042.08	152,093,637.07
Others With Job Workers	-	8,422,133.52
Goods-in-transit	2,175,548.00	19,682,511.85
<b>Total</b>	<b>521,062,251.96</b>	<b>447,912,919.31</b>

Inventories have been hypothecated to bank for credit facilities availed.

**NOTE: 6 TRADE RECEIVABLES**

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
Secured, considered good	-	-
Unsecured, considered good	183,297,867.65	229,339,265.47
With significant increase in Credit Risk	-	-
Credit Impaired	-	-
<b>Total</b>	<b>183,297,867.65</b>	<b>229,339,265.47</b>

Trade Receivables have been hypothecated to bank for credit facilities availed

**NOTE: 7 CASH AND CASH EQUIVALENTS**

Particulars	As at 31.03.2019	As at 31.03.2018
Cash on hand including imprest	524,045.00	5,629,104.00
Balances with banks: - In current account	1,788,155.39	11,501,165.15
Fixed Deposit as margin money (maturity upto 12 months)	22,394,799.00	6,973,258.00
<b>Total</b>	<b>24,706,999.39</b>	<b>24,103,527.15</b>

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

Particulars	As at 31.03.2019	As at 31.03.2018
<b>(Unsecured, considered good)</b>		
Loans and advances to employees	1,808,089.75	1,170,132.00
<b>Total</b>	<b>1,808,089.75</b>	<b>1,170,132.00</b>

**NOTE: 9 OTHER CURRENT ASSETS**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>(Unsecured, considered good)</b>		
Advance to Creditors	23,609,082.16	31,002,674.82
Advances to Others	215,509,275.61	184,727,554.70
Advance Income Tax/TDS/Direct Taxes	8,604,554.96	5,707,913.06
Balance With Revenue Authorities (Indirect Taxes)	1,450,019.30	3,254,952.56
Prepaid Expenses	40,369,410.01	49,972,276.85
<b>Total</b>	<b>289,542,342.04</b>	<b>274,665,371.99</b>

**NOTE: 10 EQUITY SHARE CAPITAL**

Particulars	As at 31.03.2019	As at 31.03.2018
Authorized Capital 3,00,00,000 (Previous year 3,00,00,000) Equity Shares of Rs.10/-each	300,000,000.00	300,000,000.00
<b>Total</b>	<b>300,000,000.00</b>	<b>300,000,000.00</b>
<b>Issued capital</b>		
1,92,64,015 (Previous year 1,86,64,015) Equity Shares of Rs.10/- each	192,640,150.00	186,640,150.00
<b>Total</b>	<b>192,640,150.00</b>	<b>186,640,150.00</b>
<b>Subscribed and paid-up capital</b>		
1,92,08,115 (Previous year 1,86,08,115) Equity Shares of Rs.10/- each	192,081,150.00	186,081,150.00
<b>Less</b> : Allotment money unpaid 24,300 Equity Shares (Previous year 24,600)	121,500.00	123,000.00
<b>Total</b>	<b>191,959,650.00</b>	<b>185,958,150.00</b>

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

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Equity Shares</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
At the beginning of the year	18,608,115	18,608,115
Add: Issued during the year	6,00,000	-
<b>Equity Shares at the end of the year</b>	<b>19,208,115</b>	<b>18,608,115</b>

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

**NOTE: 11 OTHER EQUITY**

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Capital Reserve: (A)</b>		
Opening Balance	97,815,165.00	97,815,165.00
Add: Forfeited Share Warrants	74,707,500.00	-
Closing Balance	<b>172,522,665.00</b>	<b>97,815,165.00</b>
<b>Money Received against share warrants: (B)</b>		
Opening Balance	95,778,000.00	21,070,500.00
Add: Issued during the year	(95,778,000.00)	74,707,500.00
Closing Balance	-	<b>95,778,000.00</b>
<b>Share Premium:(C)</b>		
Opening Balance	165,324,191.05	165,324,191.05
Add: On issue of shares during the year	78,282,000.00	-
Closing Balance	<b>243,606,191.05</b>	<b>165,324,191.05</b>
<b>General Reserve: (D)</b>	<b>1,524,000.00</b>	<b>1,524,000.00</b>
<b>Retained Earnings: (E)</b>		
Opening Balance	(91,566,694.54)	(113,823,834.13)
Add:- Total Profit for the year	62,480,685.06	22,257,139.59
Closing Balance	<b>(29,086,009.48)</b>	<b>(91,566,694.54)</b>
<b>Other Comprehensive Income: (OCI):F</b>		
Opening Balance	<b>1,374,344.00</b>	<b>1,777,917.00</b>
Add: Movement in OCI (net) during the year	30,476.00	(403,573.00)
Closing Balance	<b>1,404,820.00</b>	<b>1,374,344.00</b>
<b>Total:(A+B+C+D+E+F)</b>	<b>389,971,666.57</b>	<b>270,249,005.51</b>

**NOTE: 12 BORROWINGS (NON CURRENT)**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Term Loans, Secured</b>		
From Bank	164,494,104.00	214,042,800.00
Against Vehicles	14,162,397.56	5,381,148.61
<b>Term Loans, Unsecured</b>		
From Other parties	410,798,224.00	635,022,867.84
<b>Total</b>	<b>589,454,725.56</b>	<b>854,446,816.45</b>

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

From Bank: Exclusive charge/equitable mortgage on the factory land and building at 17-18, Roz ka Meo, Industrial Estate, Tehsil Nuh, District - Mewat, Haryana, Plant and Machinery and Assets created out of the term loan  
Against Vehicles: Secured against hypothecation of respective vehicles

**12.2. Term Loans from banks are collaterally secured by:**

- Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- Equitable Mortgage of land and building at Plot No-17-18, Roz ka Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Equitable Mortgage of Company's property at Plot No-33, Roz ka Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Hypothecation of all Current Assets of the company.
- First Charge on other net block assets of the company .
- Personal Guarantees of two of the Directors of the company.
- Pledge of 47.94 lacs Equity Shares of the company by one of the Directors.
- Second Charge on entire fixed assets of the subsidiary Company, OK Play Auto Private Limited
- Residual value of prime security of the subsidiary Company, OK Play Auto Private Limited
- Reinvestment Deposit Plan of value of Rs 2.21 Crores
- Corporate Guarantee of the Subsidiary Company, OK Play Auto Private Limited

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

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

Against Vehicles : Payable in monthly Installment extending to year 2023-24

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

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

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
Provision for Gratuity/Leave Encashment	11,167,530.00	7,299,317.00
<b>Total</b>	<b>11,167,530.00</b>	<b>7,299,317.00</b>

**NOTE: 14 BORROWINGS (CURRENT)**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Loan Repayable on Demand, Secured</b>		
Working capital loan from bank	382,749,145.74	265,044,397.10
<b>Total</b>	<b>382,749,145.74</b>	<b>265,044,397.10</b>

**14. 1 Working Capital Loan from Bank is secured by:**

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

**14. 2 Working Capital Loan from bank is collaterally secured by:**

- Equitable Mortgage on the Company's Property at 124, New Manglapuri, Mehrauli, New Delhi
- Equitable Mortgage of land and building at Plot No-17-18, Roz ka Meo, Industrial Estate, Tehsil Nuh, District: Mewat, Haryana.
- Equitable Mortgage of Company's property at Plot No-33, Roz ka Meo, Industrial Estate, Tehsil Nuh, District: Mewat, Haryana.
- Hypothecation of all Current Assets of the company
- First Charge on other net block assets of the Company.
- Personal Guarantees of two of the Directors of the company
- Pledge of 47.94 lacs Equity Shares of the company by one of the Directors
- Second Charge on entire fixed assets of the subsidiary Company, OK Play Auto Private Limited
- Residual value of prime security of the subsidiary Company, OK Play Auto Private Limited
- Reinvestment Deposit Plan of value of Rs 2.21 Crore

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

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
Trade Payables		
(A) Total outstanding dues of Micro Enterprises & Small Enterprises	167,855.00	-
(B) Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises	125,282,714.31	172,897,304.85
<b>Total</b>	<b>125,450,569.31</b>	<b>172,897,304.85</b>

**Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Particulars	As at 31.03.2019	As at 31.03.2018
a) Principal amount remaining unpaid to any supplier as at the end of the accounting year	167,855.00	-
b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
c) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
d) The amount of interest due and payable for the year	-	-
e) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
f) The amount of further interest due and payable even in the succeeding year until such date when the interest dues as above are actually paid	-	-

**NOTE: 16 OTHER CURRENT LIABILITIES**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Current maturities of long term debt</b>		
- Foreign Currency Convertible Bonds	24,419,421.00	22,840,623.00
- Others	227,403,721.63	102,327,630.73
Sundry Creditors (Others)	78,943,863.08	58,796,550.35
Due to Directors	4,561,706.89	770,337.19
Customer Advances & Deposits	32,870,283.35	64,553,806.60
Direct/Indirect Taxes payable	56,059,455.72	18,303,327.89
Other Liabilities	25,971,330.82	19,353,705.85
<b>Total</b>	<b>450,229,782.49</b>	<b>286,945,981.61</b>

The Board of Directors of the Company at its meeting held on 23rd July 2007 issued zero coupon unsecured Foreign Currency Convertible Bonds ("FCCB") aggregating to USD 10 Million at par. During the financial year 2010-11 the "FCCB" of the face value of USD 97,60,000 had been bought back by the company at a discount 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 240000. However, no response has been received and no claimant has come forth on the redemption date 24th July 2012 and till date. The premium payable on the redemption of the "FCCB" has been provided for.

**NOTE: 17 PROVISIONS (CURRENT)**

Particulars	As at 31.03.2019	As at 31.03.2018
Provision for taxation	29,135,000.00	2,330,000.00
<b>Total</b>	<b>29,135,000.00</b>	<b>2,330,000.00</b>

**NOTE: 18 REVENUE FROM OPERATIONS**

(Amount in Rs.)

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Net Sale of products	1,567,266,199.50	1,422,569,250.39
<b>Total</b>	<b>1,567,266,199.50</b>	<b>1,422,569,250.39</b>

**NOTE: 19 OTHER INCOME**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Interest Income	1,189,869.00	2,612,645.00
Miscellaneous Receipts	8,570,319.08	23,060,438.41
Profit on Sale of Assets	163,650.95	1,223,657.18
<b>Total</b>	<b>9,923,839.03</b>	<b>26,896,740.59</b>

**NOTE: 20 COST OF MATERIALS CONSUMED**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Opening Stock of Raw Materials	70,718,910.27	84,825,857.23
Add : Purchases during the year	623,977,660.46	497,307,130.37
	<b>694,696,570.73</b>	<b>582,132,987.60</b>
Less: Closing Stock of Raw Materials	86,275,256.49	70,718,910.27
Consumption of Raw Materials	<b>608,421,314.24</b>	<b>511,414,077.33</b>
Consumption of Accessories	179,785,043.13	164,935,004.19
Consumption of Packing Materials	24,321,383.03	58,445,196.69
<b>Total</b>	<b>812,527,740.40</b>	<b>734,794,278.21</b>

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

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
<b>Opening Stock</b>		
Work-in-Progress	59,505,926.68	41,234,201.71
Finished Goods	117,673,411.71	83,073,785.69
<b>Sub-total (a)</b>	<b>177,179,338.39</b>	<b>124,307,987.40</b>
<b>Closing Stock</b>		
Work-in-Progress	100,071,026.70	59,505,926.68
Finished Goods	143,049,379.96	117,673,411.71
<b>Sub-total (b)</b>	<b>243,120,406.66</b>	<b>177,179,338.39</b>
<b>Total( a-b)</b>	<b>(65,941,068.27)</b>	<b>(52,871,350.99)</b>

**NOTE: 22 EMPLOYEE BENEFITS EXPENSE**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Salaries, wages and bonus	147,661,568.38	111,753,310.40
Contributions to Provident fund & Other Funds	6,732,732.00	5,879,795.00
Staff welfare expenses	4,986,662.10	3,691,395.44
<b>Total</b>	<b>159,380,962.48</b>	<b>121,324,500.84</b>

**NOTE: 23 FINANCE COST**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Interest to banks	59,898,142.07	72,864,577.01
Interest to others	88,883,643.48	57,869,131.79
Finance charges	12,872,211.95	11,095,571.53
Bank charges	1,999,920.63	2,924,986.99
<b>Total</b>	<b>163,653,918.13</b>	<b>144,754,267.32</b>

**NOTE: 24 OTHER EXPENSES**

(Amount in Rs.)

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Consumption of stores and spare parts.	10,418,346.93	(1,586,322.68)
Power and fuel	59,820,773.75	66,759,366.37
Repairs to buildings	296,920.00	442,368.21
Repairs to machinery	8,649,229.56	8,287,358.97
Repair & Maintenance -Others	10,988,547.06	7,883,821.94
Outside Job work Expenses	2,541,602.23	2,682,362.14
Fee & Registration	1,335,603.08	1,590,896.26
Donation	45,000.00	139,100.00
Rent	1,750,152.16	1,271,636.40
Insurance	2,194,753.20	1,475,930.29
Travelling & Conveyance Expenses	9,925,922.62	7,380,017.97
Postage & Telephones	2,995,090.13	2,792,872.72
Printing & Stationery	2,196,043.09	2,396,868.21
Legal & Professional charges	4,929,384.93	4,994,343.76
Electricity & Water Expenses	10,140,750.50	3,850,394.02
Auditors' remuneration	339,500.00	336,750.00
Rates & Taxes	922,552.00	2,810,842.70
Miscellaneous expenses	6,606,886.85	10,859,403.66
Loss on sale of Fixed Assets	399,087.26	-
Advertisement	768,717.65	307,596.50
Business Promotion Expenses	2,875,559.87	-
Net loss on Foreign Currency Transactions	5,083,420.65	-
Freight & Octroi	2,038,197.12	1,133,708.73
Discounts	34,939,050.27	45,901,978.63
Damaged Goods	112,250.19	920,585.86
<b>Total</b>	<b>182,313,341.10</b>	<b>172,631,880.66</b>

**NOTE 25 EXCEPTIONAL ITEMS GAINS/(LOSS)**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Gain on foreign exchange fluctuation	(1,578,798.00)	687,545.20
Loss on Assets written off	(12,310,199.10)	-
Debit balances written off	(11,608,194.84)	(89,021,076.89)
<b>Total</b>	<b>(25,497,191.94)</b>	<b>(88,333,531.69)</b>

**NOTE 26 EARNINGS PER SHARE**

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
(i) Total Comprehensive Income attributable to Equity Shareholders	62,511,161.06	21,853,566.59
(ii) Weighted average number of Equity Shares used as denominator for calculating basic EPS	19,171,951	18,608,115
(iii) Weighted average number of Equity Shares used as denominator for calculating diluted EPS	19,171,951	20,363,594
(iv) Basic Earnings Per share (Rs)	3.26	1.17
(v) Diluted Earnings Per share (Rs)	3.26	1.07



**NOTE 27**

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

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

2. Financial Information of Subsidiary Company

(Rs. in Mn)

Name of Subsidiary Company	Equity Share Capital	Other Equity	Total Assets	Total Liabilities	Investments	Turnover / Total Income	Profit Before Taxation	Provision for Taxation	Profit for Taxation	Proposed Dividend
OK Play Auto Private Limited	80.00	(19.19)	296.62	296.62	Nil	517.48	63.33	30.10	33.22	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.7,201,423/- (Previous Year Rs.5,073,895/-)

b) Guarantees:

(i) Guarantees given to banks as counter guarantees for performance of contracts Rs.1,930,800/- (Previous Year Rs. 1,558,200/-).

(ii) Letter of credit issued by banks-Rs.Nil (Previous year Rs.Nil).

(iii) Corporate Guarantee, restricted to Rs. 25.80 Cr, given as security for the credit limits sanctioned by a bank to the subsidiary company, OK Play Auto Private Limited.,

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

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

(II) Commitments

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

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

5. Related Party Disclosures:

(I) Relationships

(a) Key Management Personnel

Mr. Rajan Handa - Managing Director

Mrs. Mamta Handa - Whole Time Director

Dr. Rajan Wadhwa - Whole Time Director

Mr. Triloki Verma - Company Secretary till 27/4/2018

Mr. Rakesh Bhardwaj - Company Secretary

Mr. Narayan Chandra Rout – CFO till 29/9/2018

Mr. Rabinder Singh – CFO from 27/3/2019

Mr. Sudhir Kanta Patro – Whole Time Director of subsidiary

Relatives

- Mr. Rishab Handa, - Mr. Raghav Handa, - Mrs. Kamal S Patro

(b) Significant influence of key management personnel of the company  
RIRA E-Vehicles Private Limited  
RMRS Electric Vehicles Private Limited

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

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2019	Related Parties (Referred in (I)) 31.3.2018
Remuneration Paid	28,352,807.15	18,714,898.00
Post retirement Benefits	1,840,493.00	Nil

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

Nature of Transactions	Related Parties (Referred in (I)) 31.3.2019	Related Parties (Referred in (I)) 31.3.2018
Sales (includes transfer of assets, raw material and accessories)	12,958,709.01	Nil
Purchases (includes transfer of assets, raw material and accessories)	Nil	502,609.00
Advance for supply	3,458,419.62	Nil

- (III) **Balance Outstanding at the end of the year**

Related Party	Related Parties (Referred in (I)) 31.3.2019	Related Parties (Referred in (I)) 31.3.2018
Key Management Personnel (Credit)	5,554,992.89	1,514,775.19
RIRA E-Vehicles Private Limited (Debit)	Nil	Nil
RMRS Electric Vehicles Private Limited ( Debit)	15,274,475.62	Nil

- (IV) **Terms and conditions of transactions with related parties**

Transactions entered into with related party are made on terms equivalent to those that prevail in arm's length transactions.

- All the operations of the company are considered as a single business segment for the purpose of Ind AS 108 "Operating Segments".
- The Group did not have any long term contracts including derivatives contracts for which there are any material foreseeable losses.
- TAXATION

Income Tax Recognized in Statement of Profit & Loss

(Amount in Rs.)

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Current Tax	29,127,000.00	2,425,000.00
Deferred Tax	48,570,000.00	21,084,000.00
Provision of Tax of earlier years / (written back)	834,254.00	(6,514,036.00)
Total Income Tax expenses / (income) recognized in the current year	78,531,254.00	16,994,964.00

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

(Amount in Rs.)

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Profit Before Tax	141,011,939.06	39,252,103.59
Computed Tax Expense (a)	29,071,241.00	8,702,611.00
Tax effect of :		
Exempted Income/Allowable deductions(b)	15,574.00	(6,290,581.00)
Expenses disallowed (c)	71,441.00	NIL
Balance (a-b+c)	29,127,108.00	2,412,030.00
Current Tax Provision (R/off) "A"	29,127,000.00	2,425,000.00

(Amount in Rs.)

Particulars	For the year ended 31.3.2019	For the year ended 31.3.2018
Deferred Tax Liability (a)	114,966,000.00	108,674,000.00
Deferred Tax Asset (b)	95,234,000.00	137,512,000.00
Deferred Tax (Asset)/Liability at year end, c=(a-b)	19,732,000.00	(28,838,000.00)
Less: Opening Deferred Tax (Asset)/Liability (d)	(28,838,000.00)	(49,922,000.00)
Deferred Tax Provision "B" =(c-d)	48,570,000.00	21,084,000.00
Provision of Tax of earlier years/ (written back) "C"	834,254.00	(6,514,036.00)
Total Expenses / (Income) recognized in the Statement of Profit & Loss (A + B + C)	78,531,254.00	16,994,964.00

#### 9. CAPITAL MANAGEMENT

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

#### 10. FINANCIAL INSTRUMENTS

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
Categorization of Financial Instruments		
<b>(A) Financial assets at amortized cost</b>		
<b>Non-Current</b>		
Loans	9,409,558.00	5,642,174.00
Other Financial Assets	597,730.00	8,938,287.00
<b>Current</b>		
Trade Receivables	183,297,867.65	229,339,265.47
Cash and Cash Equivalents	24,706,999.39	24,103,527.15
Other Financial Assets	1,808,089.75	1,170,132.00

<b>(B) Financial Liabilities at amortized cost</b>		
<b>Non-Current</b>		
Borrowings	589,454,725.56	854,446,816.45
<b>Current</b>		
Borrowings	3,827,49,145.74	265,044,397.10
Trade Payables	125,450,569.31	172,897,304.85

The fair value of the financial assets and liabilities mean the amount that would be received to sell on asset and paid to transfer a liability in an orderly transaction between market participants. Trade receivables, cash and cash equivalents, other bank balances, loans, other current financial assets, current borrowings, trade payables and other current financial liabilities have been valued at their carrying amounts as this largely approximate to its fair value due to the short-term maturities of these instruments.

11. The Company's Board of Director's has overall responsibility for the establishment and oversight of the Company's risk management framework. Below note explains the risk which the entity is exposed to and how the entity manages the risk and related on financials, if any.

**(i) Foreign Currency Risk**

All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date. The following table shows foreign currency exposures in USD on financial instruments at the end of the reporting period.

**Foreign Currency Exposure (USD)**

Particulars	As at 31.03.2019	As at 31.03.2018
Loans	351,000.00	542,600.00
Trade and Other Payables	1,277,605.40	1,553,965.00
Trade and Other receivables	Nil	Nil
Net Exposure	1,628,605.40	2,096,565.00

**Foreign Currency Sensitivity**

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

**(ii) Interest Rate Risk**

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

**(iii) Credit Risk**

Credit Risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. Financial instruments that are subject to concentrations of credit risks principally consist of balance with banks, trade receivables, loans and advances. None of the financial instruments of the company result in material concentrations of credit risks.

**(iv) Liquidity Risk**

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

As per our report of even date attached

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

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

(Pooja Garg)  
Partner  
M.No.-404676

(Rajan Handa)  
Managing Director  
DIN-00194590

(Mamta Handa)  
Whole Time Director  
DIN-00238019

Place: New Delhi  
Date : 30th May, 2019

(Rabinder Singh)  
Chief Financial Officer

(Meenu Goswami)  
Company Secretary



ATTENDANCE SLIP

**OK PLAY INDIA LIMITED**

(CIN L28219HR1988PLC030347)

Registered Office: 17-18, Roz-Ka-Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana

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

Phone: 0124 2362335 Fax: 0124 2362326

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

DP ID*	
CLIENT ID*	
FOLIO NO.*	

I hereby record my presence at the 30<sup>th</sup> ANNUAL GENERAL MEETING of the Company being held on Monday, the 30<sup>th</sup> day of September, 2019 at 10.00 A.M. at Hakim Ji ki Choupal, opposite Batra Hospital, Village-Ujina P.S.-Nuh, Dist. Mewat (Haryana).

NAME OF THE SHAREHOLDER .....

NAME OF PROXY #.....

# To be filled in case proxy attends instead of Shareholder

SIGNATURE OF THE SHAREHOLDER/PROXY\*

\*Strike out whichever is not applicable

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



PROXY FORM

**OK PLAY INDIA LIMITED**

(CIN L28219HR1988PLC030347)

Registered Office: 17-18, Roz-Ka-Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana

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

Phone: 0124 2362335 Fax: 0124 2362326

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

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

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

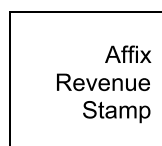
(2) Name: ..... Address: .....  
E-mail Id: .....Signature: ..... , or falling him/her

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the thirtieth Annual General Meeting of the Company, to be held on Monday, the 30<sup>th</sup> day of September, 2019 at 10.00 A.M. at Hakim Ji ki Choupal, opposite Batra Hospital, Village-Ujina, P.S.-Nuh, Dist. Mewat (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
1	<b>ORDINARY BUSINESS</b> To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2019, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors' Report and Auditors' report thereon		
2	<b>ORDINARY BUSINESS</b> To appoint a Director in place of Dr. Rajan Wadhera (DIN-01412577), Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.		
3	<b>SPECIAL BUSINESS &amp; SPECIAL RESOLUTION:</b> Re-appointment & payment of remuneration to Mr. Rajan Handa (DIN-00194590) as Managing Director		
4	<b>SPECIAL BUSINESS &amp; SPECIAL RESOLUTION:</b> Re-appointment of Mr. Shalabh Jasoria (DIN-00194871) as an Independent Director		
5	<b>SPECIAL BUSINESS &amp; ORDINARY RESOLUTION:</b> Ratification of remuneration of the Cost Auditor for the financial year 2019-20		
6	<b>SPECIAL BUSINESS &amp; ORDINARY RESOLUTION:</b> Related Party Transactions With RMRS Electric Vehicles Private Limited For Sale Of E-Vehicles		

Signed this..... Day of..... 2019



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 30th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in the box before submission.



New Delhi  
नई दिल्ली

DWARKA  
द्वारका

HAUZ KHAS  
हौज़ खास

Badli  
बादली

Badsa  
बादसा

Farukh Nagar  
फारुख नगर

Rajiv Chowk

Faridabad  
फरीदाबाद

Khandewla  
खंडेवला

1 h 20 min  
71.6 km

1 h 17 min  
53.7 km

Bhiwadi  
भिवाड़ी

Tauru  
तावड़ू

1 h 29 min  
57.8 km

Palwal  
पलवल

Tapukara  
टपूकड़ा

Nuh  
नुहूँ

Mandkaula  
मंदकौला

Ujina

Malab  
मालब

Hathin  
हथीन  
ग्रामीण

Aurangabad  
औरंगाबाद

Bibirani  
बिबिरानी

Tijara  
तिजारा

Bhadas  
भादस

Bahin  
बहीन

Pinangwan  
पिनान्वान

Hod  
होड

Punhana





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

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

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