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# ANNUAL REPORT | 2013

OK PLAY INDIA LTD.



# CERTIFICATE



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

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



**OK PLAY INDIA LIMITED**  
17 - 18, Roz-Ka-Meo Industrial Estate,  
District - Mewat, Haryana - 122 103, India

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



Manufacture of Plastic Moulded Products

Registration No.: 02495/0  
IATF-Registration No.: 0121187  
Date of initial issue: 11 May 2011  
Valid until: 10 May 2014

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

Vienna, 11 May 2011

Quality Austria Training,  
Certification and Evaluation Ltd.

Konrad Scheiber  
General Manager

Gerald Perstcher  
Specialist representative

Quality Austria Training, Certification and Evaluation Ltd. is authorised as an institution for quality management certification by the Ministry of Economic Affairs, Agriculture, Fisheries, Forestry and Energy Management.

Quality Austria is a member of the Austrian Quality Association (ÖQA).

The certification and registration activities of Quality Austria are subject to regular audits and inspections conducted by the Federal Government of Austria.

Quality Austria is a member of the International Organisation for Standardisation (ISO).

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# LETTER BY CHAIRMAN

September 3, 2013

It gives me great pleasure in communicating with you for the Annual General Meeting and forwarding the Annual Report of your company for the year ended 31st March, 2013.

During the year under review, the Company's gross sales have increased by a substantial 49.34% over the last year. A big contributor to the increase in sales is the Rate Contract from the Government of Haryana for the supply of Dual Desks. In the current year too, the supplies for the Dual Desks are continuing and would put the company on a strong footing. Besides this Rate Contract, as you be aware, the Company has signed an agreement with Ashok Leyland Limited, for supply of roto moulded Plastic Fuel Tanks for LCV, ICV and HCV automotive segments plastic components requirement of Ashok Leyland Ltd and its joint venture companies. Apart from this, the Company has tied up with several other OEM's which would result in further increase in sales of the Company.

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

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

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

With best wishes,  
Sincerely



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



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

JUSTICE (RETD.) T.R.HANDA	Chairman & Whole -Time Director
SH. RAJAN HANDA	Managing Director
MRS. MAMTA HANDA	Whole -Time Director
DR. RAJAN WADHERA	Whole -Time Director
SH. SHALABH JASORIA	Director
SH. RAKESH KR. BHATNAGAR	Director
SH. VIJAYENDRA KUMAR JAIN	Director

### COMPANY SECRETARY

SH. DHIR SINGH BHATI

### AUDITORS

M/S S.P. MARWAHA & CO.  
22/44, WEST PATEL NAGAR,  
NEW DELHI-100008

### BANKERS

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

### REGISTERED OFFICE

PLOT NO. 17-18, ROZ-KA-MEO INDL. ESTATE,  
TEHSIL NUH, DISTRICT MEWAT  
HARYANA – 122103  
PHONES: 0124 – 2362335-36  
Websites: [www.okplay.in](http://www.okplay.in)

### 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)

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 24<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, 2013 at 10.00 A.M. at Hakim Ji ki Choupal, opposite Batra Hospital, Vill-Ujjina, P.S. - Nuh, Dist. Mewat (Haryana) to transact the following:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the financial year ended 31st March, 2013 and Balance Sheet of the Company as at that date along with Directors' Report and Auditors' report thereon and the Cash Flow Statement.
2. To appoint a Director in place of Mr. Rakesh Kumar Bhatnagar, Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. Rajan Wadhera, Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s S. P. Marwaha & Co., Chartered Accountants, the retiring auditors are eligible for re-appointment.

Dated: 3<sup>rd</sup> September, 2013  
Regd. Office: -  
17, Roz-Ka-Meo Industrial Estate  
Tehsil Nuh, Distt. Mewat,  
Haryana

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

### NOTES FOR MEMBERS ATTENTION

1. **A member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on a poll on his/her behalf and the proxy need not be a member of the Company.**
2. **THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED.**
3. The Register of members and share transfer books of the Company shall remain closed from 23.09.2013 to 30.09.2013 (both days inclusive).
4. Relevant details, in terms of clause 49 of the Listing Agreement, in respect of the Directors proposed to be appointed/re-appointed are given in the Report on Corporate Governance.
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 (DPs) in respect of their electronic share accounts and forward all other correspondence including physical share certificates for transfer to Company's Share Transfer Agents MAS SERVICES LIMITED, T-34, 1<sup>st</sup> 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 Company for obtaining the Nomination Form (Form 2B).
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.

Dated: 3<sup>rd</sup> September, 2013  
Regd. Office: -  
17, Roz-Ka-Meo Industrial Estate  
Tehsil Nuh, Distt. Mewat,  
Haryana

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

# OK PLAY INDIA LIMITED

## DIRECTORS' REPORT

To  
The Members,

The Directors have great pleasure in presenting the 24<sup>th</sup> Annual Report on the operations of the Company together with the audited Financial Results of the Company for the financial year ended 31<sup>st</sup> March, 2013.

### FINANCIAL RESULTS

Rs. In Lacs

	Current Year Ended 31st March , 2013	Previous Year Ended 31st March , 2012
Sales (Gross)	6615.65	4429.93
Other Receipt	34.52	41.77
Profit/(Loss) before exceptional and extraordinary items and Tax	(34.14)	(434.08)
Exceptional item: (Net gain/(Loss) on Exchange Fluctuation on FCCB/ECB)	(195.85)	(511.72)
Profit/(Loss) before extraordinary items and Tax	(229.99)	(945.80)
Provision for tax for earlier years	-	65.14
Profit/(Loss) before Tax	(229.99)	(1010.94)
Deferred Tax Credit	17.14	274.57
Profit/(Loss ) for the year	(212.85)	(736.37)

### OPERATIONS

The sales in the year under review have increased by Rs.2185.72 Lacs from Rs. 4429.93 Lacs to Rs. 6615.65 Lacs. This is an increase of 49.34 % (Approx) in current year compared to the last year. During the year the Rupee weakened against the dollar and consequently there was an Exchanges Fluctuation Loss of Rs. 195.85 Lacs in the current year.

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

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

### DIVIDEND

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

### FIXED DEPOSITS

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

### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the company's Articles of Association, Dr. Rajan Wadhwa and Sh. Rakesh Kumar Bhatnagar retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment as Directors. The Notice convening the Annual General Meeting includes the proposals for re-appointment of Directors.

### DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) That in the preparation of the Annual Accounts, the applicable standards have been followed along with proper explanation relating to material departures, if any;
- (ii) That the Company had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as on 31<sup>st</sup> March, 2013 and of the profit & loss account of the Company for that period;
- (iii) That your Company had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) That the accounts of your Company have been prepared on a going concern basis.

### **HUMAN RELATIONS**

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

### **INDUSTRIAL RELATIONS**

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

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

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

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

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

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

### **CORPORATE GOVERNANCE**

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

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

### **SUBSIDIARY COMPANY**

During the year under review, the company subscribed to 36,30,000 equity shares of OK Play Auto Private Limited. The Subsidiary Company is having a plastic manufacturing unit for auto sector. In accordance with general circular no. 2/2011 dated February 8, 2011 issued by the Ministry of Corporate Affairs, Government of India has granted general exemption under section 218(8) of the Companies Act 1956, As required under the circular, The Board of director has, at its meeting held on 14<sup>th</sup> day of August, 2013 passed a resolution giving consent for not attaching the Balance Sheet, Profit and Loss Account and other documents of the subsidiary company. The Company will make available the Annual Accounts of the subsidiary company and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary company will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary company. The Consolidated Financial statements presented by the Company include the financial results of its subsidiary company.

### **CONSOLIDATED FINANCIAL STATEMENTS**

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

# OK PLAY INDIA LIMITED

## MANAGEMENT DISCUSSION AND ANALYSIS

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

## PARTICULARS OF EMPLOYEES

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

## DEMATERIALIZATION OF SHARES

As on 31<sup>st</sup> March, 2013, 94.56% (approx) of equity shares out of the total subscribed capital have been dematerialized.

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

## AUDITORS

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

The Company has received letters the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and they are not disqualified for re-appointment within the meaning of Section 226 of the said Act.

## NOTES ON ACCOUNTS

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

## COST AUDITORS

The Company has appointed, M/s. Goyal & Goyal Associates, Cost Accountants for conducting Cost Audit for the financial year 2012-13.

## LISTING OF SECURITIES

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

## ACKNOWLEDGEMENT

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

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

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

Place: New Delhi  
Dated: 14th August, 2013

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



## ANNEXURE 'A' TO DIRECTORS' REPORT

Information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and forming part of the Director's report for the year ended 31<sup>st</sup> March, 2013 :

### A. CONSERVATION OF ENERGY

- a) Energy conservation measures taken:  
Energy conservation efforts are ongoing activities. During the year under review further efforts were made to ensure optimum utilization of fuel and electricity.
- b) Relevant data in respect of energy consumption is as below:

#### POWER CONSUMPTION:

		Current Year Ending 31.03.2013	Previous Year Ending 31.03.2012
a.	Electricity Purchased		
	1. Units	12785703	1352683*
	2. Total Amount (Rs. in Lacs)	85.71	73.74
	3. Rate / unit	6.70	5.45
b.	HSD Fuel Consumption		
	1. Quantity (K.ltrs) (for production purpose)	512.416	572.898*
	2. Total Amount (Rs. in Lacs)	217.01	219.73

\* Allocated Figures

### B. TECHNOLOGY ABSORPTION

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

#### Research and Development:

- a. **Specified Areas in which the Company carries out R&D: -**  
The focus on Research and Development activity during the current year continued on development of new products & variants thereof apart from improving the existing products and value engineering of products.
- b. **Benefit derived as a result of above R&D: -**  
During the year, various types of Furniture such as Dual Desks besides other items have been developed and production of the same commenced successfully.
- c. **Future plan of Action.**  
Further development of moulds and products based on market requirement.
- d. **Expenditure on Research and Development:-**  
The following Expenditure was incurred on conducting R&D.
- |   | Rs. in Lakhs |
|---|--------------|
| a. Capital (Development & Manufacturing of Moulds)          | 352.78       |
| b. Recurring  | 55.71        |
| c. Total  | 408.49       |
| d. Total R&D expenditure as a percentage of total turnovers | 6.17%        |

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

- a. **Earnings**  
Foreign exchange earnings during the year were Rs.33,47,961.42 /-  
(Previous year Rs. 37,32,706.12/-)
- b. **Outgo**  
Foreign exchange outgo during the year was Rs.6,76,07,267.81 /-  
(Previous year Rs. 5,59,90,820.00/-)

for OK PLAY INDIA LTD.

Sd/-

Justice T. R. Handa (Retd.)

Chairman cum Whole Time Director

Place: New Delhi  
Date: 14<sup>th</sup> August, 2013

# OK PLAY INDIA LIMITED

## REPORT OF THE DIRECTORS ON THE CORPORATE GOVERNANCE

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

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the higher level of management and your Company believes that good Corporate Governance contemplates that corporate actions balance the interest of all stakeholders and satisfy the tests of accountability, transparency, empowerment and integrity for the efficient and ethical conduct of businesses. OK Play's code of Corporate Governance has been drafted in compliance with the code of corporate governance as promulgated by the SEBI.

### 2. BOARD OF DIRECTORS

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

### BOARD MEETINGS

During the year under review 09 Board meetings were held i.e. on 21/04/12, 30/05/12, 07/06/12, 14/08/12, 19/09/12, 14/11/12, 15/12/12, 04/02/13 & 14/02/13. The Company had its last Annual General Meeting of Shareholders on 29/9/2012.

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

Name of Director	Category of Directorship	Attendance Board		No. of other Directorships	No. of Board Committees	
		Board Meeting	Last AGM		As Chairman	As Member
Justice T. R. Handa (Retd.)	Chairman & Whole-Time Director	09	Yes	0	1	1
Mr. Rajan Handa	Managing Director	09	Yes	4	0	2
Mrs. Mamta Handa	Whole-Time Director	09	No	4	0	1
Dr. Rajan Wadhera*	Whole-Time Director	09	Yes	1	0	2
Mr. S.M. Handa	Non Executive Director	09	No	0	0	2
Mr. Shalabh Jasoria	Non Executive Director	09	Yes	6	3	0
Mr. Rakesh Kumar Bhatnagar	Non Executive Director	05	No	0	0	0
Mr. Vijayendra Kumar Jain	Non Executive Director	07	No	0	0	0

### 3. COMMITTEE OF BOARD OF DIRECTORS

The Board of Directors had constituted four Committees of the Board, which are Audit Committee, Share Transfer Committee, Shareholders Grievances Committee and Remuneration Committee.

### 4. AUDIT COMMITTEE

The Company has a qualified and independent audit Committee comprising of two Non-executive Directors. The terms of reference of the Audit Committee are in consonance with provisions of section 292A of the Companies Act, 1956 and the guidelines set out in the Listing Agreements with the Stock exchanges.

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

### COMPOSITION

The Audit Committee comprises of the following Directors: -

SI.No.	Name Of Director	Designation	No. of Meeting Attended
1	Sh. Shalabh Jasoria	Independent & Non-executive	5
2	Dr. Rajan Wadhera	Whole-Time-Director	5
3	Sh. S. M. Handa	Independent & Non-executive	5

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

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

During the year under review the Committee met on 30/05/2012, 07/06/2012, 14/08/2012, 14/11/2012 & 14/02/2013

### 8. REMUNERATION COMMITTEE

The Remuneration Committee of Directors was reconstituted on 14/08/2012. The remunerations committee, a constitution of which is a non-mandatory requirement, was constituted by the Board of Directors to recommend/review the remuneration package of Whole-Time-Directors. The Remuneration of the Managing Director and the Whole-Time-Directors were approved by the Remuneration Committee, Board of Directors and the shareholders of the Company on his re-appointment.

#### COMPOSITION

The Remuneration Committee comprises of the following Directors: -

- |      |                              |                             |
|------|------------------------------|-----------------------------|
| I.   | 1. Sh. Shalabh Jasoria       | Independent & Non-executive |
| II.  | 2. Sh. Vijayendra Kumar Jain | Independent & Non-executive |
| III. | 3. Mr. S. M. Handa           | Independent & Non-Executive |

Sh. Shalabh Jasoria is the chairman of the Remuneration Committee. Non Executive Directors were not paid anything during the financial year 2012-2013. The details of amount provided towards Director's remuneration are as follows:

(In Rs.)

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

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

The Directors of the Company are appointed by the Shareholders upon recommendation of the Board of The Directors within the framework of the Companies Act, 1956 as well as the Articles of the Association of the Company. The resolution passed by these two governing bodies together with the service rules of the company covers the terms, conditions and remuneration of such appointment. There is no service contract separately entered into by the Company with the Directors. Further, the resolutions appointing these Directors, do not prescribe for the payment of any separate Severance Fees to them. However, the requirement of notice period is as per the service rules of the Company.

### 8. SHARE TRANSFER COMMITTEE

The Company's shares are compulsorily required to be traded in dematerialized form. Hence, the committee met at regular intervals considering the volume of transfers received in the physical segment. During the year the committee met 16 times.

# OK PLAY INDIA LIMITED

## 8. SHAREHOLDERS' GRIEVANCES COMMITTEE

### COMPOSITION

The Shareholders Grievances Committee comprises of the following:-

1. Mr. Rajan Handa Member
2. Dr. Rajan Wadhera Member
3. Mr. Shalabh Jasoria Member

The Shareholders/Investors Grievances Committee was constituted on 22<sup>nd</sup> March, 2003 in terms of Listing Agreement. The Committee looks into the redressal of shareholders/investors complaints. The Company Secretary attends the Shareholders Grievances Committee.

No grievance of any investor was pending as on 31<sup>st</sup> March, 2013.

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

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

## 8. ANNUAL/ EXTRA-ORDINARY GENERAL MEETINGS

Year	AGM/ EGM	Location	Date	Time
2013	EGM	Plot No.-17, Roz-Ka-Meo Industrial Estate, Tehsil-Nuh, District-Mewat, Haryana	21.01.2013	10.00 A.M.
2012	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujjina, Police Station – Nuh, District – Mewat Haryana	29/09/2012	10.00 A.M.
2011	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujjina, Police Station – Nuh, District – Mewat Haryana	30/09/2011	10.00 A.M.
2010	AGM	Hakim Ji Ki Choupal, opposite Batra Hospital, Village-Ujjina, Police Station – Nuh, District – Mewat Haryana	30/9/2010	10.00 A.M.

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

Special Resolution passed in the Extra Ordinary General Meeting held on 21.01 2013 to approve preferential issue for allotment of 10,00,000 equity shares and 10,00,000 Convertible Warrants.

### Details of Special resolution(S) passed in previous Three Annual General Meetings.

#### (A) Year 2012

To approve the re-appointment of Ms. Mamta Handa as Whole Time Director and remuneration payable to her.

#### (B) Year 2011

1. To approve the re-appointment of Mr. Rajan Handa as Managing Director and remuneration payable to him.
2. To approve the re-appointment of Justice T.R. Handa (Retd.) as Chairmen and Whole Time Director and remuneration payable to him.
3. To approve the re-appointment of Dr. Rajan Wadhera as Whole Time Director and remuneration payable to him.

#### (C) Year 2010

No Special Resolution was passed in the Annual General Meeting held in 2010.

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

Information Pursuant to Clause 49 IV (G) of the Listing Agreement

A brief resume of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting is given below:

Name of the Director	Dr. Rajan Wadhwa	Mr. Rakesh Kumar Bhatnagar
Date of Birth	16.10.1958	24.08.1957
Date of appointment/re-appointment	21.04.2007	25.08.2008
Expertise in specific functional areas	He has wide experience in human resources and management related functions.	He is having wide experience of more than 30 years in business and corporate interactions.
Qualifications	P.H.D. (Human Resources)	B.COM
Name of the other Indian public limited companies in which directorship held	NIL	NIL
Chairman/Member of Board Committees in other Indian public limited companies	NIL	NIL
Shareholding in the company	36300	NIL

#### 10. DISCLOSURES

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

#### 11. MEANS OF COMMUNICATION

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

#### 12. SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL

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

#### 13. CEO/CFO CERTIFICATION

In terms of requirements of clause 49 (V) of the Listing Agreement the CEO and CFO have submitted necessary certificate to the Board stating the particulars specified under the said clause. This certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors at their respective meetings on 10th June, 2013.

#### 14. GENERAL SHAREHOLDERS INFORMATION

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

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

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

# OK PLAY INDIA LIMITED

## SEGMENT WISE PERFORMANCE

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

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

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

## HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

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

### Key functions

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

Recruitment, selection, and on-boarding (resourcing)

Organizational design and development

Business transformation and change management

Performance, conduct and behaviour management

Industrial and employee relations

Safety and health management

Human resources (workforce) analysis and workforce personnel data management

Compensation, rewards, and benefits management

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

### HRM strategy

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

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

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

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

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

The Employee Strength of the company is 150.

### **CAUTIONARY STATEMENT**

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

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

Dated: 14th August, 2013

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

**Regd. Office :**

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

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

### **AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of OK PLAY INDIA LIMITED,

We have reviewed the compliance of conditions of corporate governance by OK PLAY INDIA LIMITED for the year ended 31st March, 2013, as stipulated in the Clause 49 of the Listing Agreement of the said Company with Stock Exchanges, with the relevant records and documents maintained by the Company and furnished to us.

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

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

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

We have been explained that no investor grievances are pending as on 31st March, 2013 for a period exceeding one month against the Company as per the records maintained by the Company.

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

Place: New Delhi

Date: 14<sup>th</sup> August, 2013

**A. S. BAJAJ**  
Partner  
M. No. 086120

# OK PLAY INDIA LIMITED

## SHAREHOLDER'S DIARY

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

30<sup>th</sup> September, 2013 at 10.00 A.M. at Hakim Ji Ki Choupal, Opposite Batra Hospital, Village – Ujina, P.S. Nuh, District – Mewat (Haryana).

### I. 2. PARTICULARS OF FINANCIAL CALENDAR

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

### 3. LISTING INFORMATION

Shares of your Company are listed on following Stock Exchanges:

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

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

### 4. STOCK CODE

BSE	JAIPUR	AHMEDABAD
526415	-	41770

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

National Securities Depository Ltd.

ISIN Code No. of Shares INE 870B01016

Central Depository Services (I) Ltd.

### 6. BOOK CLOSURE

From: 23<sup>rd</sup> September, 2013 To: 30<sup>th</sup> September, 2013 (Both days inclusive)

### 7. INVESTOR SERVICE CELL

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

### 8. COMPLIANCE OFFICER:

Mr. Dhir Singh Bhati, Company Secretary

### 9. ADDRESS FOR CORRESPONDENCE

17-18 Roz-Ka-Meo Industrial Estate  
Tehsil- Nuh, Distt. Mewat, Haryana-122 103

### 10. REGISTRAR AND SHARE TRANSFER AGENTS

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



**11. SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH, 2013**

CATEGORY	No. of Shares	% to Total
<b>A. PROMOTER'S HOLDING</b>		
(Including Directors, Relatives & associates)	10619002	62.530
<b>B. NON-PROMOTER'S HOLDING</b>		
Banks, FIs, Mutual Funds, Insurance Companies, (Central/State Govt. Institutions/ Non-Govt. Institutions)	5600	0.033
a. Private Corporate Bodies	1485288	8.746
b. Indian Public	4493545	26.461
c. NRIs / OCBs	348242	2.051
d. Others	30423	0.179
<b>GRAND TOTAL</b>	<b>16982100</b>	<b>100.00</b>

**12. DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2013**

Share holding of nominal value	Shareholders		Share Amount	
	Rs. (1)	Rs. (2)	Rs. (4)	% to total (5)
Upto -- 5000	7876	90.811	12729230	7.496
5001 to 10000	388	4.474	3227580	1.901
10001 to 20000	171	1.972	2579800	1.519
20001 to 30000	63	0.726	1639520	0.965
30001 to 40000	32	0.369	1129570	0.665
40001 to 50000	29	0.334	1370290	0.807
50001 to 100000	48	0.553	3562450	2.098
100001 and above	66	0.761	143582560	84.549
Total	8673	100	169821000	100

# OK PLAY INDIA LIMITED

## INDEPENDENT AUDITORS' REPORT

To the Members of OK PLAY INDIA LIMITED

### Report on the Financial Statements

1. We have audited the accompanying financial statements of OK PLAY INDIA LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

### Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 of India (the "Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
  - (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
  - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003, as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

8. As required by Section 227(3) of the Act, we report that:
- (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act;
  - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

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

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

**Place:** New Delhi  
**Date:** 10<sup>th</sup> June, 2013

**Annexure referred to in paragraph 7 of the Auditors' Report of even date to the members of OK Play India Limited for the year ended 31<sup>st</sup> March, 2013**

- i)
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
  - c) In our opinion and according to the information and explanations given to us, the Company has not disposed off any substantial part of fixed assets during the year.
- ii)
  - a) As explained to us, the inventories held by the Company were physically verified during the year by the management at reasonable intervals.
  - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii)
  - a) According to the information and explanations given to us, the Company has not granted during the year secured or unsecured loans to Companies, firms or other parties covered in the register maintained under section 301 of Companies Act, 1956. Accordingly, para (iii) (b), (c) and (d) of the order are not applicable.
  - e) According to the information and explanations given to us, the company has taken unsecured loan during the year from directors. The maximum amount involved during the year was Rs. 2,60,37,643/25.

# OK PLAY INDIA LIMITED

- f) According to the information and explanations given to us, in our opinion, the terms and conditions of unsecured loans taken by the company, are not, prima-facie, prejudicial to the interest of the Company.
- g) The Company has been regular in payment of principal amount as stipulated.
- iv) a) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventories, fixed assets and for the sale of goods and services.  
b) In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control.
- v) a) On the basis of the audit procedures performed by us, and according to the information and explanations and representations given to us, we are of the opinion that particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register maintained under that section.  
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act have been made at prices which are reasonable having regard to the prevailing market prices at that relevant time.
- vi) The Company has not accepted any deposits from the public during the year to which the directives issued by the Reserve Bank of India and the provisions of sections 58 A and 58 AA of the Companies Act, 1956 and the rules framed thereunder are applicable.
- vii) In our opinion, the company has an internal audit system commensurate with its size and the nature of its business.
- viii) The Central Government has prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 in respect of certain manufacturing activities of the company. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same.
- ix) (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, sales tax, wealth tax, custom duty, service tax, excise duty, cess and any other material statutory dues applicable to it except income tax amounting to Rs 65,14,036/- which is outstanding for more than six months.  
(b) According to the information and explanations given to us, there are no dues of income tax, wealth tax, service tax, custom duty and cess which have not been deposited with the appropriate authorities on account of any dispute except:
  - (i) disputed Sales Tax of Rs. 11,200/- pending before the Sales Tax Officer;
  - (ii) disputed Sales Tax of Rs. 23,624/- pending before the Assistant Commissioner, Sales Tax;
  - (iii) disputed penalty of Rs. 29,37,276/- under the Central Excise Act pending before the Central Excise & Service Tax Appellate Tribunal.
- x) The Company does not have accumulated losses at the end of the financial year March 31, 2013. Further, the Company has not incurred any cash losses during the financial year ended March 31, 2013 and in the immediately preceding financial year ended March 31, 2012.
- xi) In our opinion and according to information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions & banks.

- xii) As per records maintained by the Company, no loans or advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefits fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to this Company.
- xiv) As per the records maintained, the Company does not deal or trade in shares, securities, debentures and other investments.
- xv) The Company has given guarantees for loans taken by others from banks and financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prime facie prejudicial to the interest of the company.
- xvi) The term loans have been applied for the purpose for which the loans were obtained.
- xvii) According to the information and explanations given to us and on overall examination of the balance sheet of the company, we are of the opinion that funds raised on short term basis have not been used for long term investment.
- xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix) The Company has not issued any debenture during the year.
- xx) The Company has not raised any money by public issues during the year.
- xxi) On the basis of the audit procedures carried out by us and information and explanation given by the management, we state that no fraud on or by the Company has been noticed or reported during the course of our audit.

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

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

**Place:** New Delhi  
**Date:** 10<sup>th</sup> June, 2013

# OK PLAY INDIA LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2013

	Note No.	As At 31.03.2013 (Rs.)	As At 31.03.2012 (Rs.)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	169,691,000.00	159,691,000.00
Reserves and Surplus	3	199,514,647.33	211,997,377.80
Money received against share warrants		6,250,000.00	-
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	4	337,888,270.47	417,499,826.53
Long Term Provisions	5	5,619,313.00	5,573,668.00
<b>Current Liabilities</b>			
Short-Term Borrowings	6	208,206,789.85	219,295,442.11
Trade Payables		105,056,198.03	32,277,849.69
Other Current Liabilities	7	242,942,826.88	208,460,055.34
Short-Term Provisions	8	6,514,036.00	6,514,036.00
Total		<u>1,281,683,081.56</u>	<u>1,261,309,255.47</u>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	9		
Tangible assets		307,473,018.37	427,123,403.11
Intangible assets		9,028,206.52	9,889,984.42
Capital work-in-progress		-	280,000.00
Non-current investments	10	78,900,000.00	42,600,000.00
Deferred tax assets (net)	11	45,799,000.00	44,085,000.00
Long term loans and advances	12	1,825,369.00	1,319,237.00
Other non-current assets	13	67,159,846.02	61,588,803.15
<b>Current Assets</b>			
Inventories	14	177,485,373.80	136,783,241.27
Trade receivables	15	347,641,632.90	191,173,007.88
Cash and cash equivalents	16	114,490,211.62	79,393,681.60
Short-term loans and advances	17	131,880,423.33	267,072,897.04
Total		<u>1,281,683,081.56</u>	<u>1,261,309,255.47</u>
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 27		

As per our report of even date attached.

For and on behalf of the Board

**For S.P.Marwaha & Co.**

Chartered Accountants  
(FRN 000229-N)

**(A.S.BAJAJ)**

Partner  
M.No. 086120

Place : New Delhi

Date : 10th June, 2013

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

**(Rajan Handa)**  
Managing Director

**(Dhir Singh Bhati)**  
Company Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	Note No.	For the Year ended 31.03.2013	For the Year ended 31.03.2012
		(Rs.)	(Rs.)
Revenue from operations	18	612,731,153.99	415,859,524.59
Other Income	19	3,452,565.00	4,177,255.28
<b>Total Revenue</b>		<b>616,183,718.99</b>	<b>420,036,779.87</b>
<b>Expenses:</b>			
Cost of materials consumed	20	349,404,226.58	238,831,353.06
Purchase of Stock-in-Trade		8,762,791.83	1,032,928.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	(4,348,645.97)	277,581.84
Employee benefits expense	22	65,170,391.95	62,024,414.18
Financial costs	23	68,313,053.72	57,605,968.13
Depreciation and amortization expense	24	54,860,767.07	58,271,375.18
Other expenses	25	77,435,136.28	45,401,390.21
<b>Total Expenses</b>		<b>619,597,721.46</b>	<b>463,445,010.60</b>
Profit/(Loss) before exceptional and extraordinary items and tax		(3,414,002.47)	(43,408,230.73)
Exceptional items (Net (gain)/loss on Exchange Fluctuation on FCCB/ECB)		19,585,742.00	51,171,911.00
Profit/(Loss) before extraordinary items and tax		<b>(22,999,744.47)</b>	<b>(94,580,141.73)</b>
Provision of Tax for earlier years		-	6,514,036.00
Profit/(Loss) before tax		<b>(22,999,744.47)</b>	<b>(101,094,177.73)</b>
<b>Tax expense:</b>			
(1) Current tax		-	-
(2) Deferred tax charge/(credit)		(1,714,000.00)	(27,457,000.00)
Profit/(Loss) for the year		<b>(21,285,744.47)</b>	<b>(73,637,177.73)</b>
Earnings per equity share of face value of Rs 10 each:	26		
Basic and Diluted (in Rupees)		(1.25)	(4.61)
Significant Accounting Policies	1		
<b>Notes on Financial Statements</b>	2 to 27		

As per our report of even date attached.

For and on behalf of the Board

**For S.P.Marwaha & Co.**

Chartered Accountants  
(FRN 000229-N)

**(A.S.BAJAJ)**

Partner  
M.No. 086120

Place : New Delhi

Date : 10th June, 2013

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

**(Rajan Handa)**  
Managing Director

**(Dhir Singh Bhati)**  
Company Secretary

# OK PLAY INDIA LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	Year ended 31st March, 2013 Rs.	Year ended 31st March, 2012 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Tax and extraordinary items	(22,999,744.47)	(94,580,141.73)
Adjustments for :		
Depreciation	54,860,767.07	55,038,007.18
Loss/( Profit ) on sale of Assets	20,249,095.97	299,841.41
Interest Received	(3,452,005.00)	(3,178,905.00)
Interest Payments	68,313,053.72	57,605,968.13
Deferred Revenue Expenditure written off	-	3,233,368.00
Exchange Fluctuation Loss/(Gain)	19,585,742.00	51,171,911.00
Operating Profit before Working Capital changes	136,556,909.29	69,590,048.99
Adjustments for :		
Trade and Other Receivables	(156,468,625.02)	(30,106,932.12)
Inventories	(40,702,132.53)	(14,383,496.48)
Trade and Other Payables	174,229,765.88	33,327,624.01
Cash generated from operations	113,615,917.62	58,427,244.40
Interest paid	(68,313,053.72)	(57,605,968.13)
Cash flow before extraordinary items	45,302,863.90	821,276.27
Extraordinary items	-	-
<b>Net Cash from Operating Activities</b>	<b>45,302,863.90</b>	<b>821,276.27</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(59,560,246.93)	(41,456,254.02)
Sale of Fixed Assets	31,634,912.53	60,000.00
Interest Received	3,452,005.00	3,178,905.00
<b>Net Cash used in Investing Activities</b>	<b>(24,473,329.40)</b>	<b>(38,217,349.02)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Allotment/Share Warrants money received	6,250,000.00	10,723.00
Proceeds from Issue of Equity Share Capital	25,000,000.00	-
Investments made	(36,300,000.00)	(3,600,000.00)
Loans & Advances paid	134,686,341.71	40,122,075.17
Deferred Revenue Expenses	(5,571,042.87)	(5,437,345.15)
Proceeds from Long Term Borrowings	(98,709,651.06)	(47,199,237.09)
Proceeds from Short Term Borrowings	(11,088,652.26)	35,477,645.43
<b>Net Cash used in Financing Activities</b>	<b>14,266,995.52</b>	<b>19,373,861.36</b>
<b>Net increase in Cash and Cash Equivalents</b>	<b>35,096,530.02</b>	<b>(18,022,211.39)</b>
<b>Cash and Cash Equivalents as at 1st April,2012</b>	<b>79,393,681.60</b>	<b>97,415,892.99</b>
<b>Cash and Cash Equivalents as at 31st March, 2013</b>	<b>114,490,211.62</b>	<b>79,393,681.60</b>

As per our report of even date attached.

For and on behalf of the Board

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

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

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

**(Rajan Handa)**  
Managing Director

**(Dhir Singh Bhati)**  
Company Secretary

Place : New Delhi  
Date : 10th June, 2013



## NOTE : 1 SIGNIFICANT ACCOUNTING POLICIES

### i. General

These Accounts have been prepared on historical cost basis. All expenses and income to the extent considered payable and receivable, unless stated otherwise, have been accounted for on Mercantile basis.

### ii. Fixed Assets including Intangible assets and Depreciation

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

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

### iii. Investments

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

### iv. Inventories

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

### v. Provision for Current and Deferred Tax.

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

### vi. Provisions and Contingent Liabilities/Assets

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

### vii. Employee benefits

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

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

### viii. Research & Development

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

### ix. Revenue Recognition

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

### x. Foreign Currency transactions

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

# OK PLAY INDIA LIMITED

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

## NOTE : 2 SHARE CAPITAL

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
<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
	300,000,000.00	300,000,000.00
<b>ISSUED CAPITAL</b>		
1,70,38,000 (Previous year 1,60,38,000) Equity Shares of Rs. 10/- each	170,380,000.00	160,380,000.00
	170,380,000.00	160,380,000.00
<b>SUBSCRIBED AND PAID UP CAPITAL</b>		
1,69,82,100 (Previous year 1,59,82,100) Equity Shares of Rs. 10/- each	169,821,000.00	159,821,000.00
Less: Allotment Money unpaid 26,000 (Previous year 26,000) Equity Shares	130,000.00	130,000.00
<b>Total</b>	<b>169,691,000.00</b>	<b>159,691,000.00</b>

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

Particulars	As at 31.03.2013 No. of Shares	As at 31.03.2012 No. of Shares
Equity Shares at the beginning of the year	15,982,100	15,982,100
Add: Shares issued during the year	1,000,000	-
Equity Shares at the end of the year	<b>16,982,100</b>	<b>15,982,100</b>

Details of Shareholders holding more than 5% shares:

Name and Particulars	As at 31.03.2013	As at 31.03.2012
Number of Equity Shares held by Mr Rajan Handa	9,017,600	9,017,600
Percentage of Shares held	53.10%	56.42%

## NOTE : 3 RESERVES & SURPLUS

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
Capital Reserve	97,815,165.00	97,815,165.00
Share Premium Account	68,648,014.00	59,845,000.00
General Reserve	1,524,000.00	1,524,000.00
Surplus (Profit & Loss Account)	31,527,468.33	52,813,212.80
Balance brought forward from previous year	52,813,212.80	126,450,390.53
Less: Tax on Regular Assessment Paid		
Add/(less): Profit/(Loss) for the year	(21,285,744.47)	(73,637,177.73)
<b>Total</b>	<b>199,514,647.33</b>	<b>211,997,377.80</b>

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
Share Premium Account as on 31.3.2012	59,845,000.00	59,845,000.00
Add: Share Premium on 10,00,000 Equity Shares issued during the year at Rs 15/- per share	15,000,000.00	-
	<u>74,845,000.00</u>	<u>59,845,000.00</u>
Less: Provision of Premium payable on redemption of Foreign Currency Convertible Bonds	6,196,986.00	-
Share Premium Account as on 31.3.2013	<b>68,648,014.00</b>	<b>59,845,000.00</b>

#### NOTE : 4 LONG TERM BORROWINGS

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
<u>Term Loans, Secured</u>		
- From Bank	18,384,029.00	26,511,315.00
- Against Vehicles	4,663,490.47	3,839,119.60
- External Commercial Borrowing from Bank	302,930,803.00	353,760,645.00
<u>Term Loans, Unsecured</u>		
- From Other Parties	11,909,948.00	33,388,746.93
<b>Total</b>	<b>337,888,270.47</b>	<b>417,499,826.53</b>

##### 4.1 Secured Term Loans are secured as below:

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

Against Vehicles : Secured against hypothecation of respective vehicles.

##### 4.2 Term Loans from banks are collaterally secured by:

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

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

##### 4.4 Term Loans are repayable as follows:

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

Against Vehicles: Payable in monthly instalments extending to year 2017-18

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

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

# OK PLAY INDIA LIMITED

## NOTE : 5 LONG TERM PROVISIONS

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
Provision for Gratuity/Leave Encashment	5,619,313.00	5,573,668.00
<b>Total</b>	<b>5,619,313.00</b>	<b>5,573,668.00</b>

## NOTE : 6 SHORT TERM BORROWINGS

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
<u>Loan Repayable on Demand, Secured</u>		
- Working Capital Loan from Bank	158,285,090.60	207,558,442.11
Unsecured Loans From Directors	9,921,699.25	11,737,000.00
Unsecured Loans From Other Parties	40,000,000.00	-
<b>Total</b>	<b>208,206,789.85</b>	<b>219,295,442.11</b>

6.1 Working Capital Loan from Bank is secured by:

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

6.2 Working Capital Loan from bank is collaterally secured by:

- Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Hypothecation of all the Current Assets of the company.
- First charge on other net block assets of the company.
- Personal guarantees of two of the directors of the company.
- Pledge of Equity Shares of the company of the value of Rs. 10 crores 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.

## NOTE : 7 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
Current maturities of long term debt		
- Foreign Currency Convertible Bonds	19,183,905.00	12,499,272.00
- Others	115,589,938.01	51,327,080.59
Interest accrued but not due on borrowings	2,287,230.00	2,412,666.00
Sundry Creditors (Others)	56,690,582.59	114,292,700.35
Due to Directors	7,034,202.70	5,039,629.97
Customer Advances & Deposits	17,615,060.11	6,151,508.87
Direct/Indirect Taxes payable	16,179,554.27	10,381,772.32
Other Liabilities	8,362,354.20	6,355,425.24
<b>Total</b>	<b>242,942,826.88</b>	<b>208,460,055.34</b>

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

### NOTE : 8 SHORT TERM PROVISIONS

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
Provision for Taxation	6,514,036.00	6,514,036.00
<b>Total</b>	<b>6,514,036.00</b>	<b>6,514,036.00</b>

### NOTE : 9 FIXED ASSETS

Particulars	Gross Block (Rs)				Depreciation (Rs)				Net Block (Rs)	
	As on 01.04.2012	Additions during the year	Deductions during the year	As on 31.03.2013	As on 01.04.2012	Additions during the year	Deductions during the year	As on 31.03.2013	As on 31.03.2013	As on 31.03.2012
<b>Tangible Assets</b>										
Land (Freehold)	131,287,662.60	-	118,410,334.00	12,877,328.60	-	-	-	-	12,877,328.60	131,287,662.60
Buildings	58,093,643.69	78,893.00	3,060,947.00	55,111,589.69	15,445,829.86	1,535,221.98	401,131.00	16,579,920.84	38,531,668.85	42,647,813.83
Plant and Equipment	543,390,057.27	47,357,251.77	1,966,549.25	588,780,759.79	325,775,495.53	46,469,594.83	89,136.72	372,155,953.64	216,624,806.15	217,614,561.74
Furnitures & Fixtures	15,879,488.77	1,919,432.23	-	17,798,921.00	4,755,147.03	937,042.00	-	5,692,189.03	12,106,731.97	11,124,341.74
Vehicles	29,744,413.00	8,934,971.00	3,022,923.00	35,656,461.00	8,920,513.88	3,292,107.37	758,843.03	11,453,778.22	24,202,682.78	20,823,899.12
Office Equipment	12,288,507.79	550,868.93	-	12,839,376.72	8,663,383.71	1,046,192.99	-	9,709,576.70	3,129,800.02	3,625,124.08
<b>SUB TOTAL (A)</b>	<b>790,683,773.12</b>	<b>58,841,416.93</b>	<b>126,460,753.25</b>	<b>723,064,436.80</b>	<b>363,560,370.01</b>	<b>53,280,159.17</b>	<b>1,249,110.75</b>	<b>415,591,418.43</b>	<b>307,473,018.37</b>	<b>427,123,403.11</b>
<b>Intangible Assets</b>										
Other Intangible Assets	13,945,814.93	-	-	13,945,814.93	4,327,753.21	1,390,771.17	-	5,718,524.38	8,227,290.55	9,618,061.72
Computer software	4,673,697.64	718,830.00	-	5,392,527.64	4,401,774.94	189,836.73	-	4,591,611.67	800,915.97	271,922.70
<b>SUB TOTAL (B)</b>	<b>18,619,512.57</b>	<b>718,830.00</b>	<b>-</b>	<b>19,338,342.57</b>	<b>8,729,528.15</b>	<b>1,580,607.90</b>	<b>-</b>	<b>10,310,136.05</b>	<b>9,028,206.52</b>	<b>9,889,984.42</b>
Capital Work-in-progress	280,000.00	-	280,000.00	-	-	-	-	-	-	280,000.00
<b>SUB TOTAL (C)</b>	<b>280,000.00</b>	<b>-</b>	<b>280,000.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>280,000.00</b>
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (D)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total [A + B + C + D] (Current Year)</b>	<b>809,583,285.69</b>	<b>59,560,246.93</b>	<b>126,740,753.25</b>	<b>742,402,779.37</b>	<b>372,289,898.16</b>	<b>54,860,767.07</b>	<b>1,249,110.75</b>	<b>425,901,554.48</b>	<b>316,501,224.89</b>	<b>437,293,387.53</b>
(Previous Year)	768,845,022.89	41,456,254.02	717,991.22	809,583,285.69	317,610,040.79	55,038,007.18	358,149.81	372,289,898.16	437,293,387.53	

### Note : 10 Non Current Investments

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
Trade -Unquoted, at cost		
Investment in Equity of Subsidiary	78,900,000.00	42,600,000.00
78,90,000 (Previous year 42,60,000) Equity Shares of Rs 10/- each fully paid of subsidiary company OK Play Auto Private Limited		
<b>Total</b>	<b>78,900,000.00</b>	<b>42,600,000.00</b>

# OK PLAY INDIA LIMITED

## NOTE : 11 DEFERRED TAX ASSETS (NET)

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
Deferred Tax Liabilities		
(i) Related to Fixed Assets	33,399,000.00	33,094,000.00
(ii) Deferred Revenue Expenditure allowed under the Income Tax Act, 1961	-	-
	<b>33,399,000.00</b>	<b>33,094,000.00</b>
Deferred Tax Assets		
(i) Disallowance under the Income Tax Act, 1961	23,038,000.00	16,946,000.00
(ii) Unabsorbed depreciation/carried forward of losses under the Income Tax Act, 1961	56,160,000.00	60,233,000.00
	79,198,000.00	77,179,000.00
Deferred Tax Assets (Net)	<b>(45,799,000.00)</b>	<b>(44,085,000.00)</b>

## NOTE : 12 LONG TERM LOANS AND ADVANCES

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
<u>Unsecured, Considered Good :</u>		
Earnest Money Deposit	514,740.00	334,740.00
Other Deposit	1,310,629.00	984,497.00
Total	<b>1,825,369.00</b>	<b>1,319,237.00</b>

## NOTE : 13 OTHER NON CURRENT ASSETS

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
<u>Deferred Revenue Expenditure</u>		
- Advertisement Expenses	39,213,964.00	39,213,964.00
- Research & Development	27,945,882.02	22,374,839.15
Total	<b>67,159,846.02</b>	<b>61,588,803.15</b>

## NOTE : 14 INVENTORIES

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
<u>At cost</u>		
Raw Materials	51,136,993.45	29,169,774.24
Work-in-Progress	43,185,375.00	36,729,062.29
Finished Goods	13,752,948.00	18,975,472.76
Stock-in-Trade	7,692,283.00	4,577,424.98
Stores & Spares	11,243,785.76	4,323,904.49
Packing Materials & Accessories	39,390,039.59	28,925,814.94
Others With Job Workers	10,805,453.00	14,081,787.57
Goods-in-transit	278,496.00	-
Total	<b>177,485,373.80</b>	<b>136,783,241.27</b>

## NOTE : 15 TRADE RECEIVABLES

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
<u>Due for more than six months</u>		
Unsecured, Considered Good	97,990,891.43	85,941,664.07
<u>Others</u>		
Unsecured, Considered Good	249,650,741.47	105,231,343.81
<b>Total</b>	<b>347,641,632.90</b>	<b>191,173,007.88</b>

## NOTE : 16 CASH & CASH EQUIVALENTS

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
<b>Cash-in-Hand including imprest</b>	2,294,700.00	542,424.00
<b>Sub Total</b> (A)	2,294,700.00	542,424.00
<b>Balances with banks</b>		
- in current accounts	180,462.62	467,890.41
- in Fixed Deposits as margin money (maturity exceeding 12 months)	29,874,122.00	19,282,662.00
<b>Sub Total</b> (B)	30,054,584.62	19,750,552.41
<b>Cheques in Hand</b> (C)	82,140,927.00	59,100,705.19
<b>Total</b> [A + B + C]	<b>114,490,211.62</b>	<b>79,393,681.60</b>

## NOTE :17 SHORT TERMS LOANS AND ADVANCES

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
<u>Unsecured, Considered Good :</u>		
-Advance to Subsidiary Company	-	28,290.75
<u>Other Loans &amp; Advances</u>		
<u>Unsecured, Considered good</u>		
Advances to Creditors	123,367,181.53	261,681,631.32
Staff Advances	1,071,661.41	1,128,174.88
Advance Income Tax/TDS/Direct Taxes	2,622,196.00	2,276,973.00
Balance With Revenue Authorities (Indirect Taxes)	2,371,212.12	698,553.39
Earnest Money Deposit	-	400,000.00
Prepaid Expenses	2,448,172.27	859,273.70
<b>Total</b>	<b>131,880,423.33</b>	<b>267,072,897.04</b>

# OK PLAY INDIA LIMITED

## NOTE : 18 REVENUE FROM OPERATIONS

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Sale of products	661,565,280.58	442,993,472.83
Less: Excise duty	48,834,126.59	27,133,948.24
<b>Total</b>	<b>612,731,153.99</b>	<b>415,859,524.59</b>

## NOTE : 19 OTHER INCOME

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Interest income	3,452,005.00	3,178,905.00
Miscellaneous Receipts	560.00	402,674.28
Net gain on Foreign Currency Transactions	-	545,677.46
Other non-operating income	-	49,998.54
<b>Total</b>	<b>3,452,565.00</b>	<b>4,177,255.28</b>

## NOTE : 20 COST OF MATERIALS CONSUMED

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
<b><u>PURCHASES OF RAW MATERIALS</u></b>		
Purchases of Raw Material	265,585,811.93	122,475,978.16
Add: Opening Stock of Raw Material	29,169,774.24	19,638,745.48
	294,755,586.17	142,114,723.64
Less: Closing Stock of Raw Material	51,136,993.45	29,169,774.24
<b>Sub-Total (a)</b>	<b>243,618,592.72</b>	<b>112,944,949.40</b>
<b><u>CONSUMPTION OF OTHER CONSUMABLES</u></b>		
Accessories Consumption	31,998,333.15	53,760,593.34
Packing Material Consumption	9,560,123.57	11,964,769.30
Stores & Spares Consumption	5,560,174.33	7,315,222.33
<b>Sub-Total (b)</b>	<b>47,118,631.05</b>	<b>73,040,584.97</b>
<b><u>DIRECT/PRODUCTION EXPENSES</u></b>		
Power & Fuel	31,336,792.48	29,346,601.14
Repair & Maintenance		
- Plant & Machinery	1,898,190.66	875,331.27
- Buildings	1,922,748.93	579,750.67
Other Expenses	21,415,033.06	19,792,024.65
Excise Duty Pulverised Material	2,094,237.68	2,252,110.96
<b>Sub-total (c)</b>	<b>58,667,002.81</b>	<b>52,845,818.69</b>
<b>Total (a+b+c)</b>	<b>349,404,226.58</b>	<b>238,831,353.06</b>



## NOTE : 21 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Opening Stock		
- Work-in-Progress	36,729,062.29	33,356,260.38
- Finished Goods	23,552,897.74	27,203,281.49
<b>Sub-total (A)</b>	<b>60,281,960.03</b>	<b>60,559,541.87</b>
Closing Stock		
- Work-in-Progress	43,185,375.00	36,729,062.29
- Finished Goods	21,445,231.00	23,552,897.74
Sub-Total (B)	64,630,606.00	60,281,960.03
<b>Total (A-B)</b>	<b>(4,348,645.97)</b>	<b>277,581.84</b>

## NOTE : 22 EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Salaries, Wages & Bonus	60,530,931.25	57,768,896.36
Contribution to Provident & other funds	2,888,439.00	3,002,811.00
Staff welfare expenses	1,751,021.70	1,252,706.82
<b>Total</b>	<b>65,170,391.95</b>	<b>62,024,414.18</b>

### 22.1 Defined Benefit Plan

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

	GRATUITY (FUNDED) 2012- 13 (Rs.)	GRATUITY (FUNDED) 2011- 12 (Rs.)
Present value of obligation at beginning of the year	3,312,095	34,87,314
Interest Cost	264,968	2,78,985
Current Service cost	446,591	5,21,262
Benefits paid	(345,211)	(5,04,755)
Actuarial (gain) / loss on obligation	(22,366)	(4,70,711)
Present value of obligation at year end	<b>3,656,077</b>	<b>33,12,095</b>

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

	GRATUITY (FUNDED) 2012- 13 (Rs.)	GRATUITY (FUNDED) 2011- 12 (Rs.)
Fair value of plan assets at beginning of year	2,552,364	24,11,304
Expected return on plan assets	222,135	1,99,224
Employer Contributions	515,157	4,46,591
Benefits paid	(345,211)	(5,04,755)
Actuarial gain / (loss) on plan assets	-	-
Fair value of plan assets at year end	<b>2,944,445</b>	<b>25,52,364</b>

# OK PLAY INDIA LIMITED

## Reconciliation of fair value of assets and obligations

	<b>GRATUITY (FUNDED) 2012- 13 (Rs.)</b>	GRATUITY (FUNDED) 2011- 12 (Rs.)
Present value of obligation at year end	3,656,077	33,12,095
Fair value of plan assets at year end	<u>(2,944,445)</u>	<u>(2,552,364)</u>
Net liability recognized in balance sheet	<u>711,632</u>	<u>7,59,731</u>
<b>Expense recognized during the year</b>		
Current Service cost	446,591	5,21,262
Interest Cost	264,968	2,78,985
Expected return on plan assets	(222,135)	(199,224)
Net actuarial (gain)/ loss recognized in the year	<u>(22,366)</u>	<u>(470,711)</u>
Net cost recognized in the year	<u>467,058</u>	<u>1,30,312</u>
<b>Reconciliation showing movements during the year in the Net Liability</b>		
Net liability at beginning of year	759,731	10,76,010
Cost recognized in the year	467,058	1,30,312
Employer Contributions	<u>(515,157)</u>	<u>(4,46,591)</u>
Net liability at year end	<u>711,632</u>	<u>7,59,731</u>
<b>Actual return on plan assets</b>		
Expected return on plan assets	222,135	1,99,224
Actuarial gain/ (loss) on plan assets	<u>-</u>	<u>-</u>
Actual return on plan assets	<u>222,135</u>	<u>1,99,224</u>
Actuarial assumptions		
Mortality Rate (LIC)	1994-96 (Ultimate)	1994-96 (Ultimate)
Withdrawal Rate	1% to 3%	1% to 3%
	Depending on Age	Depending on Age
Discount rate (per annum)	8%	8%
Salary Escalation	6%	6%

## NOTE : 23 FINANCIAL COSTS

<b>Particulars</b>	<b>For the year ended 31.03.2013 (Rs)</b>	For the year ended 31.03.2012 (Rs)
Bank Interest	52,962,380.00	47,288,819.90
Other Interest	8,097,970.61	6,689,823.00
Discounting Charges	3,036,965.09	1,555,817.41
Finance Charges	1,212,585.00	416,029.00
Bank Charges	2,941,015.57	1,655,478.82
Net loss on Foreign Currency Transactions	62,137.45	-
<b>Total</b>	<u><b>68,313,053.72</b></u>	<u><b>57,605,968.13</b></u>

## NOTE : 24 DEPRECIATION & AMORTIZATION EXPENSE

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Depreciation	54,860,767.07	55,038,007.18
FCCB issue expenses written off	-	3,233,368.00
<b>Total</b>	<b>54,860,767.07</b>	<b>58,271,375.18</b>

## NOTE : 25 OTHER EXPENSES

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Fee & Registration	759,765.40	284,596.20
Balances written off	8,334,008.70	477,909.38
Donation	20,550.00	20,902.00
Rent	600,000.00	59,535.00
Insurance	749,010.90	657,140.96
Travelling & Conveyance Expenses	10,179,787.46	8,627,624.36
Postage & Telephones	2,215,913.09	2,272,877.21
Printing & Stationery	770,698.12	789,642.97
Legal & Professional charges	2,178,380.60	541,704.50
Electricity & Water Expenses	914,960.84	880,567.21
Auditors' remuneration	175,000.00	150,000.00
Wealth Tax	93,840.00	72,197.00
Rates & Taxes	1,874,422.82	2,974,076.21
Inspection Charges	1,110,626.00	-
Miscellaneous expenses	1,772,851.70	1,354,077.94
Repair & Maintenance -Others	3,148,951.54	2,185,627.66
Loss on sale of Fixed Assets	20,249,095.97	299,841.41
Advertisement others	68,600.00	98,184.00
Prior period items	491,547.67	21,625.72
Royalty paid	55,883.34	135,795.53
Advertisement	199,263.00	1,956,882.00
Business Promotion Expenses	456,835.79	491,694.76
Freight & Octroi	13,675,021.53	10,497,043.85
Discounts	6,635,981.58	8,582,775.70
Damaged Goods	704,140.23	1,969,068.64
<b>Total</b>	<b>77,435,136.28</b>	<b>45,401,390.21</b>

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

	31.03.2013 (Rs.)	31.03.2012 (Rs.)
For Audit Fee	120,000.00	100,000.00
For Tax Audit	55,000.00	50,000.00
In Other Capacity	Nil	NIL

# OK PLAY INDIA LIMITED

## NOTE : 26 EARNINGS PER SHARE(EPS)

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Net Profit available for equity share holders (Rs.)	(21,285,744.47)	(73,637,177.73)
Weighted average number of Equity Shares of Rs.10/- each outstanding during the year (No. of Shares)	16,982,100	15,982,100
Basic / Diluted Earnings per shares (Rs.)	(1.25)	(4.61)

## NOTE : 27 NOTES ON FINANCIAL STATEMENTS

1. Contingent Liabilities and Commitments, not provided for :
  - (I) Contingent Liabilities
    - a) Claims against the company not acknowledged as debt:
      - (i) Demand of penalty of Rs. 29,37,276/- (Previous Year Rs. 29,37,276/-) under the Central Excise Act is in dispute and pending before the Central Excise & Service Tax Appellate Tribunal.
    - b) Guarantees:
      - (i) Guarantees given to banks as counter guarantees for performance of contracts Rs.106,60,000 /- (Previous Year Rs. 163,63,000/-).
      - (ii) Letter of credit issued by banks Rs.272,86,102 /- (Previous year Rs. 199,60,878/-)
      - (iii) Corporate Guarantee, restricted to Rs. 19.48 crores, given as security for the credit limits sanctioned by a bank to the subsidiary company, OK Play Auto Private Limited.
    - c) Other money for which the company is contingently liable:
      - (i) Security, in the form of charge on the properties and Residual value of Block assets, present and future, after netting the prime security for term loans, provided to a bank for the credit limits sanctioned by it to the subsidiary company, OK Play Auto Private Limited.
  - (II) Commitments
    - a) Estimated amount of contracts remaining to be executed on capital account and not provided for amount to Rs. Nil (Previous Year Rs. Nil).
2. In the opinion of the Management, the Current Assets, Loans and Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business atleast equal to the amount stated therein. The provision for all known liabilities have been made and are adequate. However, the balances of parties are subject to confirmation.
3. Advertisement expenses in the nature of deferred revenue expenditure would be written off over the years when the benefit would be received.
4. The Company has not received any intimation from suppliers regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been furnished.
5. All the operations of the company are considered as a single business segment for the purpose of Accounting Standard 17, 'Segment Reporting'(AS17)), issued by the Institute of Chartered Accountants of India.
6. Related Party Disclosures:
  - (I) Relationships
    - (a) Key Management Personnel
      - Justice T.R. Handa (Retd.)
      - Mr. Rajan Handa
      - Mrs. Mamta Handa
      - Dr. Rajan Wadhwa

Relatives

Mrs. Usha Handa

(b) Subsidiary Company

OK Play Auto Private Limited

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

Sacred Exim Limited

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

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

Nature of Transactions	Related Parties (Referred in (I))
Remuneration Paid	Rs. 131,15,004/-
Sale of Products	Rs 15,172/-
Loan from directors	Max. Amount Rs. 260,37,643.25 Bal.on 31.03.2013 - Rs.99,21,699.25

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

Sales : Rs 2,99,087.56

Purchases : Rs 16,37,635.20

Investment : Rs 3,63,00,000.00

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

Job work done by Sacred Exim Limited : Rs 67,63,166.22

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

	31.03.2013		31.03.2012	
	Value (Rs.)	Percentage	Value(Rs.)	Percentage
<b>Raw Material</b>				
Imported	3,58,52,461.78	14.72	2,58,56,924.13	22.89
Indigenous	20,77,66,130.94	85.28	8,70,88,025.27	77.11
	<b>24,36,18,592.72</b>	<b>100.00</b>	<b>11,29,44,949.40</b>	<b>100.00</b>
<b>Accessories &amp; Components</b>				
Imported	15,76,472.62	4.93	26,28,027.99	4.89
Indigenous	3,04,21,860.53	95.07	5,11,32,565.35	95.11
	<b>3,19,98,333.15</b>	<b>100.00</b>	<b>5,37,60,593.34</b>	<b>100.00</b>

8. Expenditure incurred in Foreign Currency

	31.03.2013 (Rs.)	31.03.2012 (Rs.)
a) Travelling	11,65,998.55	5,91,563.18
b) Telephone	71,199.89	65,427.08
c) Fees	7,547.00	35,625.20
d) Interest	2,33,61,682.00	2,00,53,337.90
e) Royalty	55,883.34	1,35,795.53

# OK PLAY INDIA LIMITED

## 9. Earning in Foreign Exchange

	<b>31.03.2013 (Rs.)</b>	31.03.2012 (Rs.)
FOB Value of Exports (Rs.)	33,47,961.42	37,32,706.12

## 10. CIF Value of Imports

	<b>31.03.2013 (Rs.)</b>	31.03.2012 (Rs.)
a) Raw Material	334,09,312.40	321,32,873.11
b) Accessories & Consumables	26,21,620.77	21,08,832.00
c) Finished Goods	69,14,023.86	8,67,366.00

As per our report of even date attached.

For and on behalf of the Board

**For S.P.Marwaha & Co.**

Chartered Accountants  
(FRN 000229-N)

**(A.S.BAJAJ)**

Partner  
M.No. 086120

Place : New Delhi

Date : 10th June, 2013

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

**(Rajan Handa)**  
*Managing Director*

**(Dhir Singh Bhati)**  
*Company Secretary*

## **CONSOLIDATED INDEPENDENT AUDITORS' REPORT To the Board of Directors of OK PLAY INDIA LIMITED**

### **Report on the Consolidated Financial Statements**

1. We have audited the accompanying consolidated financial statements (the "Consolidated Financial Statements") of OK PLAY INDIA LIMITED ("the Company") and its subsidiary (the Company and its subsidiary constitute "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2013, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

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

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

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

6. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements notified under Section 211(3C) of the Companies Act, 1956.
7. Based on our audit and to the best of our information and according to the explanations given to us, in our opinion, the accompanying consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
  - (b) in the case of the consolidated Statement of Profit and Loss, of the loss of the Group for the year ended on that date; and
  - (c) in the case of the consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

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

**(A.S. BAJAJ)**

Partner

M. No. 086120

Place : New Delhi

Date : 10<sup>th</sup> June, 2013

# OK PLAY INDIA LIMITED

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2013

	Note No.	As At 31.03.2013 (Rs.)	As At 31.03.2012 (Rs.)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	169,691,000.00	159,691,000.00
Reserves and Surplus	3	198,543,550.92	211,997,377.80
Money received against share warrants		6,250,000.00	-
<b>Minority Interest</b>		1,086,355.00	1,099,894.00
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	4	473,447,307.47	511,231,326.53
Long Term Provisions	5	5,619,313.00	5,573,668.00
<b>Current Liabilities</b>			
Short-Term Borrowings	6	246,568,108.48	219,295,442.11
Trade Payables		115,048,945.63	32,277,849.69
Other Current Liabilities	7	270,653,484.63	224,910,700.37
Short-Term Provisions	8	6,514,036.00	6,514,036.00
<b>Total</b>		<b>1,493,422,101.13</b>	<b>1,372,591,294.50</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	9		
Tangible assets		523,313,846.21	452,204,675.71
Intangible assets		11,017,193.13	9,931,145.42
Capital work-in-progress		-	15,489,785.56
Deferred tax assets (net)	10	46,239,000.00	44,085,000.00
Long term loans and advances	11	2,154,089.00	1,319,237.00
Other non-current assets	12	67,159,846.02	62,201,661.15
<b>Current Assets</b>			
Inventories	13	200,113,055.57	136,783,241.27
Trade receivables	14	347,908,508.90	191,173,007.88
Cash and cash equivalents	15	126,268,595.62	80,982,033.22
Short-term loans and advances	16	169,247,966.68	378,421,507.29
<b>Total</b>		<b>1,493,422,101.13</b>	<b>1,372,591,294.50</b>
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 26		

As per our report of even date attached.

For and on behalf of the Board

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

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

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

**(Rajan Handa)**  
Managing Director

**(Dhir Singh Bhati)**  
Company Secretary

Place : New Delhi  
Date : 10th June, 2013



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	Note No.	For the Year ended 31.03.2013 (Rs.)	For the Year ended 31.03.2012 (Rs.)
Revenue from operations	17	612,673,665.53	415,859,524.59
Other Income	18	3,462,759.00	4,177,255.28
<b>Total Revenue</b>		<b>616,136,424.53</b>	<b>420,036,779.87</b>
<b>Expenses:</b>			
Cost of materials consumed	19	349,169,998.31	238,831,353.06
Purchase of Stock-in-Trade		8,762,791.83	1,032,928.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(4,971,165.23)	277,581.84
Employee benefits expense	21	65,687,611.95	62,024,414.18
Financial costs	22	69,177,690.92	57,605,968.13
Depreciation and amortization expense	23	55,425,615.73	58,271,375.18
Other expenses	24	77,722,518.90	45,401,390.21
<b>Total Expenses</b>		<b>620,975,062.41</b>	<b>463,445,010.60</b>
Profit/(Loss) before exceptional and extraordinary items and tax		<b>(4,838,637.88)</b>	<b>(43,408,230.73)</b>
Exceptional items (Net (gain)/loss on Exchange Fluctuation on FCCB/ECB)		19,585,742.00	51,171,911.00
Profit/(Loss) before extraordinary items and tax		<b>(24,424,379.88)</b>	<b>(94,580,141.73)</b>
Provision of Tax for earlier years		-	6,514,036.00
Profit/(Loss) before tax		<b>(24,424,379.88)</b>	<b>(101,094,177.73)</b>
<b>Tax expense:</b>			
(1) Current tax		-	-
(2) Deferred tax charge/(credit)		(2,154,000.00)	(27,457,000.00)
Profit/(Loss) for the year		<b>(22,270,379.88)</b>	<b>(73,637,177.73)</b>
Earnings per equity share of face value of Rs 10 each: 25			
Basic and Diluted (in Rupees)		(1.31)	(4.61)
<b>Significant Accounting Policies</b>	1		
<b>Notes on Financial Statements</b>	2 to 26		

As per our report of even date attached.

For and on behalf of the Board

**For S.P.Marwaha & Co.**

Chartered Accountants  
(FRN 000229-N)

**(A.S.BAJAJ)**

Partner  
M.No. 086120

Place : New Delhi

Date : 10th June, 2013

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

**(Rajan Handa)**  
Managing Director

**(Dhir Singh Bhati)**  
Company Secretary

# OK PLAY INDIA LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	Year ended 31st March, 2013 Rs.	Year ended 31st March, 2012 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Tax and extraordinary items	(24,424,379.88)	(94,580,141.73)
Adjustments for :		
Depreciation	55,425,615.73	55,112,194.84
Loss/( Profit ) on sale of Assets	20,249,095.97	299,841.41
Interest Received	3,462,199.00	(3,178,905.00)
Interest Payments	69,177,690.92	57,605,968.13
Deferred Revenue Expenditure written off	-	3,233,368.00
Exchange Fluctuation Loss/(Gain)	19,585,742.00	51,171,911.00
Operating Profit before Working Capital changes	143,475,963.74	69,664,236.65
Adjustments for :		
Trade and Other Receivables	(156,735,501.02)	(30,106,932.12)
Inventories	(63,329,814.30)	(14,383,496.48)
Trade and Other Payables	195,482,526.20	13,242,638.04
Cash generated from operations	118,893,174.62	38,416,446.09
Interest paid	(69,177,690.92)	(57,605,968.13)
Cash flow before extraordinary items	49,715,483.70	(19,189,522.04)
Extraordinary items	-	-
<b>Net Cash from Operating Activities</b>	<b>49,715,483.70</b>	<b>(19,189,522.04)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(237,622,690.88)	(56,599,388.84)
Sale of Fixed Assets	31,634,912.53	60,000.00
Interest Received	(3,462,199.00)	3,178,905.00
<b>Net Cash used in Investing Activities</b>	<b>(209,449,977.35)</b>	<b>(53,360,483.84)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from Issue of Share Capital	25,000,000.00	1,000,000.00
Allotment/Share Warrants money received	6,250,000.00	10,723.00
Loans & Advances paid	208,338,688.61	(17,211,179.08)
Deferred Revenue Expenses	(4,958,184.87)	(5,437,345.15)
Proceeds from Long Term Borrowings	(56,882,114.06)	(7,987,737.09)
Proceeds from Short Term Borrowings	27,272,666.37	35,477,645.43
<b>Net Cash used in Financing Activities</b>	<b>205,021,056.05</b>	<b>5,852,107.11</b>
<b>Net increase in Cash and Cash Equivalents</b>	<b>45,286,562.40</b>	<b>(66,697,898.77)</b>
<b>Cash and Cash Equivalents as at 1st April,2012</b>	<b>80,982,033.22</b>	<b>147,679,931.99</b>
<b>Cash and Cash Equivalents as at 31st March,2013</b>	<b>126,268,595.62</b>	<b>80,982,033.22</b>

As per our report of even date attached.

For and on behalf of the Board

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

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

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

**(Rajan Handa)**  
Managing Director

**(Dhir Singh Bhati)**  
Company Secretary

Place : New Delhi  
Date : 10th June, 2013

## Note : 1 Significant Accounting Policies on Consolidated Accounts

### (1) Principles of consolidation

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

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

### (2) Other significant accounting policies

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

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

## Note : 2 Share Capital

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
<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
	300,000,000.00	300,000,000.00
<b>ISSUED CAPITAL</b>		
1,70,38,000 (Previous year 1,60,38,000) Equity Shares of Rs. 10/- each	170,380,000.00	160,380,000.00
	170,380,000.00	160,380,000.00
<b>SUBSCRIBED AND PAID UP CAPITAL</b>		
1,69,82,100 (Previous year 1,59,82,100) Equity Shares of Rs. 10/- each	169,821,000.00	159,821,000.00
Less: Allotment Money unpaid	130,000.00	130,000.00
26,000 (Previous year 26,000) Equity Shares		
<b>Total</b>	<b>169,691,000.00</b>	<b>159,691,000.00</b>

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

Particulars	AS AT 31.03.2013 No. of Shares	AS AT 31.03.2012 No. of Shares
Equity Shares at the beginning of the year	15,982,100	15,982,100
Add: Shares issued during the year	1,000,000	-
Equity Shares at the end of the year	16,982,100	15,982,100

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## Note : 3 Reserves & Surplus

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
Capital Reserve	97,815,165.00	97,815,165.00
Share Premium Account	68,648,014.00	59,845,000.00
General Reserve	1,524,000.00	1,524,000.00
Surplus (Profit & Loss Account)	30,556,371.92	52,813,212.80
Balance brought forward from previous year	52,771,945.80	126,450,390.53
Less: Tax on Regular Assessment Paid		
Add/(less): Profit/(Loss) for the year	(22,270,379.88)	(73,637,177.73)
<b>Total</b>	<b>198,543,550.92</b>	<b>211,997,377.80</b>
Share Premium Account as on 31.3.2012	59,845,000.00	59,845,000.00
Add: Share Premium on 10,00,000 Equity Shares issued during the year at Rs 15/- per share	15,000,000.00	-
	74,845,000.00	59,845,000.00
Less: Provision of Premium payable on redemption of Foreign Currency Convertible Bonds	6,196,986.00	-
Share Premium Account as on 31.3.2013	68,648,014.00	59,845,000.00

## Note : 4 Long Term Borrowings

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
<u>Term Loans, Secured</u>		
- From Bank	148,837,066.00	120,242,815.00
- Against Vehicles	4,663,490.47	3,839,119.60
- External Commercial Borrowing from Bank	302,930,803.00	353,760,645.00
<u>Term Loans, Unsecured</u>		
- From Other Parties	11,909,948.00	33,388,746.93
Unsecured Loans From Directors	5,106,000.00	-
<b>Total</b>	<b>473,447,307.47</b>	<b>511,231,326.53</b>

### 4.1 Secured Term Loans are secured as below:

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

Against Vehicles : Secured against hypothecation of respective vehicles.

### 4.2 Term Loans from banks are collaterally secured by:

- Equitable Mortgage on the Company's property at 124, New Manglapuri, Mehrauli, New Delhi.
- Equitable mortgage of land and building at plot no.17-18, Rojka Meo Industrial Estate, Tehsil Nuh, District Mewat, Haryana.
- Hypothecation of all the Current Assets of the company.
- First charge on other net block assets of the company.
- Personal guarantees of two of the directors of the company.
- Pledge of Equity Shares of the company of the value of Rs. 10 crores 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.

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

### 4.4 Term Loans are repayable as follows:

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

Against Vehicles: Payable in monthly instalments extending to year 2017-18

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

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

**Note : 5 Long Term Provisions**

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
Provision for Gratuity/Leave Encashment	5,619,313.00	5,573,668.00
<b>Total</b>	<b>5,619,313.00</b>	<b>5,573,668.00</b>

**Note : 6 Short Term Borrowings**

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
<u>Loan Repayable on Demand, Secured</u>		
- Working Capital Loan from Bank	196,646,409.23	207,558,442.11
Unsecured Loans From Directors	9,921,699.25	11,737,000.00
Unsecured Loans From Other Parties	40,000,000.00	-
<b>Total</b>	<b>246,568,108.48</b>	<b>219,295,442.11</b>

6.1 Working Capital Loan from Bank is secured by:

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

6.2 Working Capital Loan from bank is collaterally secured by:

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

**Note : 7 Other Current Liabilities**

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
Current maturities of long term debt		
- Foreign Currency Convertible Bonds	19,183,905.00	12,499,272.00
- Others	136,589,938.01	66,327,080.59
Interest accrued but not due on borrowings	3,927,027.00	3,752,541.00
Sundry Creditors (Others)	61,129,903.06	114,297,417.35
Due to Directors	7,034,202.70	5,039,629.97
Customer Advances & Deposits	17,615,060.11	6,151,508.87
Direct/Indirect Taxes payable	16,283,612.55	10,394,672.32
Other Liabilities	8,889,836.20	6,448,578.27
<b>Total</b>	<b>270,653,484.63</b>	<b>224,910,700.37</b>

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

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

## Note : 8 Short Term Provisions

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
Provision for Taxation	6,514,036.00	6,514,036.00
<b>Total</b>	<b>6,514,036.00</b>	<b>6,514,036.00</b>

## Note : 9 Fixed Assets

Particulars	Gross Block (Rs)				Depreciation (Rs)				Net Block (Rs)	
	As on 01.04.2012	Additions during the year	Deductions during the year	As on 31.03.2013	As on 01.04.2012	Additions during the year	Deductions during the year	As on 31.03.2013	As on 31.03.2013	As on 31.03.2012
<b>Tangible Assets</b>										
Land (Freehold)	131,287,662.60	-	118,410,334.00	12,877,328.60	-	-	-	-	12,877,328.60	131,287,662.60
Land (Leasehold)	24,382,724.00	-	-	24,382,724.00	-	-	-	-	24,382,724.00	24,382,724.00
Buildings	58,093,643.69	91,558,817.02	3,060,947.00	146,591,513.71	15,445,829.86	1,677,529.65	401,131.00	16,722,228.51	129,869,285.20	42,647,813.83
Plant and Equipment	543,390,057.27	141,946,885.35	1,966,549.25	683,370,393.37	325,775,495.53	46,785,293.38	89,136.72	372,471,652.19	310,898,741.18	217,614,561.74
Furnitures & Fixtures	15,879,488.77	6,898,168.94	-	22,777,657.71	4,755,147.03	951,720.40	-	5,706,867.43	17,070,790.28	11,124,341.74
Vehicles	30,488,375.00	8,934,971.00	3,022,923.00	36,400,423.00	8,989,838.54	3,362,783.76	758,843.03	11,593,779.27	24,806,643.73	21,498,536.46
Office Equipment	12,318,507.79	812,160.83	-	13,130,668.62	8,669,472.45	1,052,862.95	-	9,722,335.40	3,408,333.22	3,649,035.34
<b>SUB TOTAL (A)</b>	<b>815,840,459.12</b>	<b>250,151,003.14</b>	<b>126,460,753.25</b>	<b>939,530,709.01</b>	<b>363,635,783.41</b>	<b>53,830,190.14</b>	<b>1,249,110.75</b>	<b>416,216,862.80</b>	<b>523,313,846.21</b>	<b>452,204,675.71</b>
<b>Intangible Assets</b>										
Other Intangible Assets	13,945,814.93	-	-	13,945,814.93	4,327,753.21	1,390,771.17	-	5,718,524.38	8,227,290.55	9,618,061.72
Goodwill	41,161.00	-	-	41,161.00	-	-	-	-	41,161.00	41,161.00
Computer software	4,673,697.64	2,681,473.30	-	7,355,170.94	4,401,774.94	204,654.42	-	4,606,429.36	2,748,741.58	271,922.70
<b>SUB TOTAL (B)</b>	<b>18,660,673.57</b>	<b>2,681,473.30</b>	<b>-</b>	<b>21,342,146.87</b>	<b>8,729,528.15</b>	<b>1,595,425.59</b>	<b>-</b>	<b>10,324,953.74</b>	<b>11,017,193.13</b>	<b>9,931,145.42</b>
<b>Capital Work-in-progress</b>	<b>15,489,785.56</b>	<b>-</b>	<b>15,489,785.56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15,489,785.56</b>
<b>SUB TOTAL (C)</b>	<b>15,489,785.56</b>	<b>-</b>	<b>15,489,785.56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15,489,785.56</b>
<b>Intangible Assets Under Development</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>SUB TOTAL (D)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total [A + B + C + D] (Current Year)</b>	<b>849,990,918.25</b>	<b>252,832,476.44</b>	<b>141,950,538.81</b>	<b>960,872,855.88</b>	<b>372,365,311.56</b>	<b>55,425,615.73</b>	<b>1,249,110.75</b>	<b>426,541,816.54</b>	<b>534,331,039.34</b>	<b>477,625,606.69</b>
(Previous Year)	794,109,520.63	56,599,388.84	717,991.22	849,990,918.25	317,611,266.53	55,112,194.84	358,149.81	372,365,311.56	477,625,606.69	

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
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## Note : 10 Deferred Tax Assets (Net)

### Deferred Tax Liabilities

(i) Related to Fixed Assets	40,393,000.00	33,094,000.00
(ii) Deferred Revenue Expenditure allowed under the Income Tax Act, 1961	-	-
	<b>40,393,000.00</b>	<b>33,094,000.00</b>

### Deferred Tax Assets

(i) Disallowance under the Income Tax Act, 1961	23,038,000.00	16,946,000.00
(ii) Unabsorbed depreciation/carried forward of losses under the Income Tax Act, 1961	63,594,000.00	60,233,000.00
	<b>86,632,000.00</b>	<b>77,179,000.00</b>

### Deferred Tax Assets (Net)

	<b>(46,239,000.00)</b>	<b>(44,085,000.00)</b>
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**Note : 11 Long Term Loans and Advances**

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
<u>Unsecured, Considered Good :</u>		
Earnest Money Deposit	514,740.00	334,740.00
Other Deposit	1,639,349.00	984,497.00
<b>Total</b>	<b>2,154,089.00</b>	<b>1,319,237.00</b>

**Note : 12 Other Non Current Assets**

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
<u>Deferred Revenue Expenditure</u>		
- Preliminary Expenses	-	612,858.00
- Advertisement Expenses	39,213,964.00	39,213,964.00
- Research & Development	27,945,882.02	22,374,839.15
<b>Total</b>	<b>67,159,846.02</b>	<b>62,201,661.15</b>

**Note : 13 Inventories**

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
<u>At cost</u>		
Raw Materials	72,221,813.70	29,169,774.24
Work-in-Progress	43,594,586.26	36,729,062.29
Finished Goods	13,966,256.00	18,975,472.76
Stock-in-Trade	7,692,283.00	4,577,424.98
Stores & Spares	11,513,114.02	4,323,904.49
Packing Materials & Accessories	39,390,039.59	28,925,814.94
Others With Job Workers	10,805,453.00	14,081,787.57
Goods-in-transit	929,510.00	-
<b>Total</b>	<b>200,113,055.57</b>	<b>136,783,241.27</b>

**Note : 14 Trade Receivables**

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
<u>Due for more than six months</u>		
Unsecured, Considered Good	98,091,891.43	85,941,664.07
<u>Others</u>		
Unsecured, Considered Good	249,816,617.47	105,231,343.81
<b>Total</b>	<b>347,908,508.90</b>	<b>191,173,007.88</b>

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## Note : 15 Cash & Cash Equivalents

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
<b>Cash-in-Hand including imprest</b>	3,854,716.00	1,664,570.00
<b>Sub Total</b>	<b>(A) 3,854,716.00</b>	<b>1,664,570.00</b>
<b>Balances with banks</b>		
- in current accounts	282,642.62	627,083.03
- in Fixed Deposits as margin money (maturity exceeding 12 months)	29,990,310.00	19,389,675.00
<b>Sub Total</b>	<b>(B) 30,272,952.62</b>	<b>20,016,758.03</b>
<b>Cheques in Hand</b>	<b>(C) 92,140,927.00</b>	<b>59,300,705.19</b>
<b>Total</b>	<b>[ A + B + C ] 126,268,595.62</b>	<b>80,982,033.22</b>

## Note : 16 Short Terms Loans and Advances

Particulars	AS AT 31.03.2013 (Rs)	AS AT 31.03.2012 (Rs)
<u>Other Loans &amp; Advances</u>		
<u>Unsecured, Considered good</u>		
Advances to Creditors	151,509,704.57	373,058,100.32
Staff Advances	1,412,370.77	1,128,174.88
Other Advances	5,000.00	-
Advance Income Tax/TDS/Direct Taxes	2,623,215.00	2,276,973.00
Balance With Revenue Authorities (Indirect Taxes)	11,116,972.07	698,553.39
Earnest Money Deposit	-	400,000.00
Prepaid Expenses	2,580,704.27	859,705.70
<b>Total</b>	<b>169,247,966.68</b>	<b>378,421,507.29</b>

## Note : 17 Revenue from Operations

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Sale of products	661,786,529.90	442,993,472.83
Less: Excise duty	49,112,864.37	27,133,948.24
<b>Total</b>	<b>612,673,665.53</b>	<b>415,859,524.59</b>

## Note : 18 Other Income

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Interest income	3,462,199.00	3,178,905.00
Miscellaneous Receipts	560.00	402,674.28
Net gain on Foreign Currency Transactions	-	545,677.46
Other non-operating income	-	49,998.54
<b>Total</b>	<b>3,462,759.00</b>	<b>4,177,255.28</b>



**Note : 19 Cost of Materials Consumed**

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
<b><u>PURCHASES OF RAW MATERIALS</u></b>		
Purchases of Raw Material	286,119,008.17	122,475,978.16
Add: Opening Stock of Raw Material	29,169,774.24	19,638,745.48
	<u>315,288,782.41</u>	<u>142,114,723.64</u>
Less: Closing Stock of Raw Material	72,221,813.70	29,169,774.24
<b>Sub-total (a)</b>	<b><u>243,066,968.71</u></b>	<b><u>112,944,949.40</u></b>
<b><u>CONSUMPTION OF OTHER CONSUMABLES</u></b>		
Accessories Consumption	31,998,333.15	53,760,593.34
Packing Material Consumption	9,560,123.57	11,964,769.30
Stores & Spares Consumption	5,725,282.73	7,315,222.33
<b>Sub-total (b)</b>	<b><u>47,283,739.45</u></b>	<b><u>73,040,584.97</u></b>
<b><u>DIRECT/PRODUCTION EXPENSES</u></b>		
Power & Fuel	31,443,705.82	29,346,601.14
Repair & Maintenance		
- Plant & Machinery	1,939,564.66	875,331.27
- Buildings	1,922,748.93	579,750.67
Other Expenses	21,419,033.06	19,792,024.65
Excise Duty Pulverised Material	2,094,237.68	2,252,110.96
<b>Sub-total (C)</b>	<b><u>58,819,290.15</u></b>	<b><u>52,845,818.69</u></b>
<b>Total (a+b+c)</b>	<b><u>349,169,998.31</u></b>	<b><u>238,831,353.06</u></b>

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

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Opening Stock		
- Work-in-Progress	36,729,062.29	33,356,260.38
- Finished Goods	23,552,897.74	27,203,281.49
<b>Sub-total (A)</b>	<b><u>60,281,960.03</u></b>	<b><u>60,559,541.87</u></b>
Closing Stock		
- Work-in-Progress	43,594,586.26	36,729,062.29
- Finished Goods	21,658,539.00	23,552,897.74
<b>Sub-total (B)</b>	<b><u>65,253,125.26</u></b>	<b><u>60,281,960.03</u></b>
<b>Total (A-B)</b>	<b><u>(4,971,165.23)</u></b>	<b><u>277,581.84</u></b>

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## Note : 21 Employee Benefits Expense

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Salaries, Wages & Bonus	61,015,927.25	57,768,896.36
Contribution to Provident & other funds	2,888,439.00	3,002,811.00
Staff welfare expenses	1,783,245.70	1,252,706.82
<b>Total</b>	<b>65,687,611.95</b>	<b>62,024,414.18</b>

## Note : 22 Financial Costs

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Bank Interest	53,826,717.00	47,288,819.90
Other Interest	8,097,970.61	6,689,823.00
Discounting Charges	3,036,965.09	1,555,817.41
Finance Charges	1,212,585.00	416,029.00
Bank Charges	2,941,315.77	1,655,478.82
Net loss on Foreign Currency Transactions	62,137.45	-
<b>Total</b>	<b>69,177,690.92</b>	<b>57,605,968.13</b>

## Note : 23 Depreciation & Amortization expense

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Depreciation	55,425,615.73	55,038,007.18
FCCB issue expenses written off	-	3,233,368.00
<b>Total</b>	<b>55,425,615.73</b>	<b>58,271,375.18</b>

## Note : 24 Other Expenses

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Fee & Registration	759,765.40	284,596.20
Balances written off	8,337,809.89	477,909.38
Donation	20,550.00	20,902.00
Rent	600,000.00	59,535.00
Insurance	814,289.90	657,140.96
Travelling & Conveyance Expenses	10,195,082.46	8,627,624.36
Postage & Telephones	2,216,113.09	2,272,877.21
Printing & Stationery	781,739.12	789,642.97
Legal & Professional charges	2,184,880.60	541,704.50
Electricity & Water Expenses	940,571.84	880,567.21
Auditors' remuneration	185,000.00	150,000.00
Wealth Tax	93,840.00	72,197.00

Rates & Taxes	1,902,335.25	2,974,076.21
Inspection Charges	1,110,626.00	-
Miscellaneous expenses	1,805,408.70	1,354,077.94
Repair & Maintenance -Others	3,201,062.54	2,185,627.66
Loss on sale of Fixed Assets	20,249,095.97	299,841.41
Advertisement others	68,600.00	98,184.00
Prior period items	491,547.67	21,625.72
Royalty paid	55,883.34	135,795.53
Advertisement	199,263.00	1,956,882.00
Business Promotion Expenses	456,835.79	491,694.76
Freight & Octroi	13,712,096.53	10,497,043.85
Discounts	6,635,981.58	8,582,775.70
Damaged Goods	704,140.23	1,969,068.64
<b>Total</b>	<b>77,722,518.90</b>	<b>45,401,390.21</b>

**Note : 25 Earnings Per Share(EPS)**

Particulars	For the year ended 31.03.2013 (Rs)	For the year ended 31.03.2012 (Rs)
Net Profit available for equity share holders (Rs.)	(22,270,379.88)	(73,637,177.73)
Weighted average number of Equity Shares of Rs.10/- each outstanding during the year (No. of Shares)	16,982,100	15,982,100
Basic / Diluted Earnings per shares (Rs.)	(1.31)	(4.61)

**Note : 26 Notes on Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2013**

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

Name of the subsidiary	Country of Incorporation	Proportion of ownership interest
OK Play Auto Private Limited	India	98.625%

2. Financial Information of Subsidiary Company

Name of Subsidiary Company	Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover/ Total	Profit Before Income	Provision for Taxation	Profit After Taxation	Proposed Dividend Taxation
OK Play Auto Private Limited	800.00	(10.26)	2905.98	2905.98	Nil	18.52	(14.25)	(4.40)	(9.85)	Nil

3. Contingent Liabilities and Commitments, not provided for :

(I) Contingent Liabilities

a) Claims against the company not acknowledged as debt:

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

b) Guarantees:

(i) Guarantees given to banks as counter guarantees for performance of contracts Rs.106,60,000 /- (Previous Year Rs. 163,63,000/-).

# OK PLAY INDIA LIMITED

- (ii) Letter of credit issued by banks Rs.272,86,102/- (Previous year Rs. 199,60,878/-)
- (iii) Corporate Guarantee, restricted to Rs. 19.48 crores, given as security for the credit limits sanctioned by a bank to the subsidiary company, OK Play Auto Private Limited.
- c) Other money for which the company is contingently liable:
- (i) Security, in the form of charge on the properties and Residual value of Block assets, present and future, after netting the prime security for term loans, provided to a bank for the credit limits sanctioned by it to the subsidiary company, OK Play Auto Private Limited.
- (II) Commitments
- a) Estimated amount of contracts remaining to be executed on capital account and not provided for amount to Rs. Nil (Previous Year Rs. Nil).
4. In the opinion of the Management, the Current Assets, Loans and Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business atleast equal to the amount stated therein. The provision for all known liabilities have been made and are adequate. However, the balances of parties are subject to confirmation.
5. Advertisement expenses in the nature of deferred revenue expenditure would be written off over the years when the benefit would be received.
6. Related Party Disclosures:
- (I) Relationships
- (a) Key Management Personnel  
Justice T.R. Handa (Retd.)  
Mr. Rajan Handa  
Mrs. Mamta Handa  
Dr. Rajan Wadhwa  
Relatives  
Mrs. Usha Handa
- (b) Significant influence of key management personnel of the company  
Sacred Exim Limited  
Note: Related party relationship is as identified by the company and relied upon by the Auditors.
- (II) (a) Transactions carried out with related parties referred in (I)(a) above, in ordinary course of business:
- | Nature of Transactions | Related Parties (Referred in (I))                                       |
|------------------------|---|
| Remuneration Paid      | Rs. 131,15,004/-  |
| Sale of Products       | Rs 15,172/-   |
| Loan from directors    | Max. Amount Rs. 260,37,643.25<br>Bal. on 31.03.2013 - Rs. 150,27,699.25 |
- (b) Transactions carried out with related parties referred in (I)(b) above, in ordinary course of business:  
Job work done by Sacred Exim Limited : Rs 67,63,166.22
7. All the operations of the company are considered as a single business segment for the purpose of Accounting Standard 17, 'Segment Reporting'(AS17)), issued by the Institute of Chartered Accountants of India.

As per our report of even date attached.

For and on behalf of the Board

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

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

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

**(Rajan Handa)**  
*Managing Director*

**(Dhir Singh Bhati)**  
*Company Secretary*

Place : New Delhi  
Date : 10th June, 2013

## OK PLAY INDIA LTD.

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

### PROXY FORM

Folio No. : \_\_\_\_\_ DP ID : \* \_\_\_\_\_

No. of shares held : \_\_\_\_\_ Client ID : \* \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of OK PLAY INDIA LIMITED hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my / our Proxy to attend and vote for me / us on my / our behalf at the 24th Annual General Meeting of Company to be held on Monday, the 30th September, 2013 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

\* Applicable for investors holding Shares in Electronic form

Affix  
Re. 1/-  
Revenue  
Stamp

### NOTES :

1. The proxy must be returned so as to reach the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.
2. Proxy cannot speak at the meeting or vote on a show of hands.

-----TEAR HERE-----

## OK PLAY INDIA LTD.

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

### ATTENDANCE SLIP

Folio No. : \_\_\_\_\_ DP ID : \* \_\_\_\_\_

No. of shares held : \_\_\_\_\_ Client ID : \* \_\_\_\_\_

Member's Name and Address : \_\_\_\_\_

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the TWENTY FOURTH ANNUAL GENERAL MEETING OF OK PLAY INDIA LTD. on Monday, the 30th September, 2013.

Members/Proxy's Name (In Block Letters): \_\_\_\_\_

Members/Proxy's Signature \_\_\_\_\_

### NOTE :

\*Applicable for investors holding Shares in Electronic form

1. Members / Proxies are requested to bring the duly signed attendance slip to the Meeting and hand it over at the entrance.
2. This attendance slip is valid in case shares are held on the date of meeting.







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



Investor.relations@okplay.In

Info@okplay.In



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## Corporate Office

124, New Manglapuri Mehrauli,  
New Delhi-110030, India.

ph: +91 11 46190000.

Fax: +91 11 46190090

## Registered Office & Works:

Plot No. 17-18, Roz-Ka-Meo  
Industrial Estate, Tehsil Nuh, Distt.  
Mewat Hartana-122103, India

PH: +91 124 2362335.

Fax: +91 124 2362326

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