



ANNUAL REPORT 2019-2020

Since its inception in 1990. **OK PLAY INDIA LTD.** has passionately pursued leadership in plastic moulding technology.



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Letter from Managing Director



Dear Shareholders,

I write to you with mixed emotions while I present the Annual Report for the Financial Year 2019-20.

The world is currently facing an extremely difficult time. The pandemic has caused industrial manufacturers around the world to adapt and brace themselves as they continue to face unique challenges to keep operations alive. As the cases rapidly multiplied, OK Play also rolled out a comprehensive plan to ensure employee safety as its top priority. While the pandemic isn't over, I am proud to share that despite all odds, the company has shown immense resilience, garnering the trust of employees and its customers. In adapting with the times, the new norms and the circumstances that continue to challenge us, the company has not only become more digitally inclined, agile and innovative, it is now also applying the several crucial lessons learnt in day to day operations to build a foundation for the future. I am certain that we have laid a strong base to build hereon.

We continue to evaluate the current and future requirements both in terms of resources and skill set needed by the Company to move towards a more sustainable growth. We have always ensured that the Company delivers products aimed not only at meeting customer expectations but, surpassing them. I am proud to say that our vision to touch lives in every small and big way has been realized by way of the several products that we continue to manufacture and add to our existing line. Starting out with water tanks, toys, playground equipment and furniture, to top of the line and innovative alternative automotive components and now electric vehicles- our products touch all realms of society. We are ecstatic to share that our products are in use in over 100000 educational institutions. The brand was built on a solid foundation of excellence, quality, novelty and customer satisfaction and I am satisfied that we continue to maintain and strive towards the same. OK Play is synonymous with quality and I am extremely pleased to say that our customer loyalty finds its roots in the same.

We have always endeavored to review our past challenges and manoeuvre our action plan to adapt to changing times. Our ability to withstand many a storm is testimony of our undying devotion and unwavering passion. This determination has further helped grow our business in

many verticals sometimes too novel for existing times. We continue to strive to ensure that good quality products at competitive rates reach customers locally.

The Company would not be where it is if it weren't for the support of all our ground staff and workers. I further take this opportunity to thank our Management team for their leadership and guidance, our shareholders for their staunch trust and confidence in us, our customers, suppliers and dealers for believing in our abilities and providing their ongoing support to our projects, operations and new initiatives. We look forward to their continued support in the years to come. Lastly, I hope the pandemic is behind us soon and that we continue to stand tall, unwavered and resilient.

With Best Wishes,

Rajan Handa
Managing Director

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the members of OK PLAY INDIA LIMITED will be held on Wednesday, the 30th day of December, 2020 at 11.00 A.M. to transact through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

(a) the standalone Ind AS financial statements of the Company for the financial year ended on 31st March, 2020, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors’ Report and Auditors’ report thereon.

(b) the consolidated Ind AS financial statements of the Company for the financial year ended on 31st March, 2020, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors’ Report and Auditors’ report thereon.

2. To appoint a Director in place of Mr. Rajan Handa (DIN 00194590), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

3. RE-APPOINTMENT OF STATUTORY AUDITORS

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

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and rules made thereunder M/s D.S. Chadha & Associates., Chartered Accountants (FRN: 026723-N) having offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of 31st Annual General Meeting until the conclusion of 36th Annual General Meeting at a remuneration to be fixed by the Board of Directors for the financial year ending 31st March 2021.”

SPECIAL BUSINESS:

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and subject to approval of the Central Government, if necessary, the consent of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Dr. Rajan Wadhera (DIN 01412577) as Whole-Time Director of the Company for a further period of three years from 01 October, 2020 to 30 September, 2023 with liberty to Board of Directors (hereinafter referred to as “ the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration be paid including perquisites subject to the same not exceeding the limits specified under Schedule V of the Companies Act 2013; as set out hereunder:

I. Salary:

Basic Salary: Rs. 1,00,000/- (Rupees One Lakh Only) per month with effect from 01st October, 2020.

II. Allowances & Perquisites

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs. 1,00,000/- per month. Allowances & Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, PF & retirement benefits and Leave Travel Concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, use of Company’s car with driver, Residential Telephones, Special Allowances etc.

For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, ceiling under each of the above heads shall be fixed/re-fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 1,00,000/- or to allow any other perquisite.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year or during the tenure of Dr. Rajan Wadhera (DIN- 01412577), as Whole-Time Director, the remuneration (including perquisites) as set out aforesaid be paid to him as minimum remuneration.

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

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

5. RE-APPOINTMENT OF MR. AJAY VOHRA (DIN:03332920)AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ajay Vohra (DIN : 03332920), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of three consecutive years with effect from 01 October 2020.”

6. RATIFICATION OF REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2020-21

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Goyal, Goyal & Associates, Cost Accountants (Firm Registration No. 000100) appointed as the Cost Auditor by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2020-21 on a remuneration of Rs. 60,000/- per annum, be and is hereby ratified.”

7. RE-CLASSIFICATION FROM PROMOTER GROUP CATEGORY TO NON-PROMOTER CATEGORY

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

“**RESOLVED THAT,** in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and pursuant to the communication received by Outgoing Promoters, the approval of the Company be and is hereby accorded to re-classify the following persons from the Promoter Category to Public Category (hereinafter individually & jointly referred to as the 'Outgoing Promoters'):

Promoter and Promoter Group	Number of Equity Shares
Ms. Anandana Handa	2,500
Mr. Gaurav Chopra	56,350
Ms. Geetanjali Chopra	26,050
Mr. Rajesh Chopra	12,150
Rajesh Chopra HUF	7,700
Ms. Sangeeta Chopra	74,400

RESOLVED FURTHER THAT on approval of the Stock Exchange upon application for re-classification of the aforementioned applicants, the Company shall effect such re-classification and the aforesaid applicants shall cease to be in the Promoter and Promoter group of the Company.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

Date: 13th November, 2020

Place: New Delhi

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

Sd/-
**Meenu Goswami
Company Secretary**

Notes :

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available
3. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mailmepkp@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
6. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors being reappointed at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is appended hereto and forms part of this Notice.
7.
 - a) The Register of Members and Share Transfer Books of the Company will remain closed from 24 December, 2020 to 30 December, 2020 (both days inclusive).
 - b) The remote e-voting period commences on Sunday, December 27, 2020 (09:00 a.m.) and ends on Tuesday, December 29, 2020 (05:00 p.m.). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 23, 2020, may cast their vote by remote e-voting
8. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83

Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with PIN Code number.

In case shares are in demat form, members are requested to update their bank detail with their depository participant .

The equity share capital of the company is 19208115 equity shares of Rs 10 each , out of which 92.85 % of the capital are in dematerialised form and the balance holding 6.85% of the capital are in physical form. **The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.**

9. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
10. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, atleast one week before the meeting.
11. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
12. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
14. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 31st AGM is being sent only through electronic mode; to those Members who have not registered their e-mail address so far are requested to register their e-mail address for

receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

16. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking re-appointment is annexed to the notice.

17. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given below.

INSTRUCTION FOR REMOTE EVOTING , EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax