

ANNUAL REPORT 2016-17



KAXIAA

STRI

APLAYA CREATIONS LIMITED



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Schedule of Annual General Meeting

34th Annual General Meeting

DATE	27TH SEPTEMBER 2017
DAY	WEDNESDAY
TIME	10:00 AM
PLACE	D-615, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW LINK ROAD, ANDHERI(W), MUMBAI- 400053
BOOK CLOSURE	21st SEPTEMBER 2017 TO 27th SEPTEMBER 2017

34TH ANNUAL REPORT 2016-2017

BOARD OF DIRECTORS (as on 31st March 2017)

Mr. Ramawtar Gupta
(Managing Director)

Ms. Pinki Gupta
(Non-Executive Director)

Mr. Pramod Kumar Gupta
(CFO & Executive Director)

Mr. Sachin Somaiya
(Independent Director)

Mr. Dipak Kumar Sharma
(Independent Director)

STATUTORY AUDITORS

M/S AGARWAL DESAI & SHAH
(Chartered Accountants)

SECRETARIAL AUDITORS

Renu Kathuria
(Practicing Company Secretary)

REGISTERED OFFICE:

D-615, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW
LINK ROAD, ANDHERI (W), MUMBAI -400053

REGISTRAR AND TRANSFER AGENTS:

M/S SKYLINE FINANCIAL SERVICES PVT. LTD.
D-153/A, OKHLA INDUSTRIAL AREA, PHASE-I
NEW DELHI-110020

COMMITTEES OF BOARD OF DIRECTORS (as on 31st March 2017)**AUDIT COMMITTEE**

Mr. Sachin Somiya
(Chairman & Independent Director)

Mr. Dipak Kumar Sharma
(Independent Director)

Mr. Pramod Kumar Gupta
(Director)

NOMINATION & REMUNERATION COMMITTEE

Mr. Dipak Kumar Sharma
(Chairman & Independent Director)

Mr. Sachin Somiya
(Independent Director)

Ms. Pinki Gupta
(Director)

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Sachin Somiya
(Chairman & Independent Director)

Mr. Dipak Kumar Sharma
(Independent Director)

Mr. Pramod Kumar Gupta
(Director)

KAXIAA**STRI****APLAYA CREATIONS LIMITED****(CIN: L17122MH1996PLC100018)****Regd. Off.: D-615, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW LINK ROAD, ANDHERI (W), MUMBAI- 400053****Corp. Office- DSM-438, DLF TOWERS, SHIVAJI MARG, NEW DELHI- 110015**Tel.: 022-40045341; E-mail ID: einsedutech@gmail.com; Website: www.aplayacreations.com**NOTICE OF 34TH ANNUAL GENERAL MEETING**

Notice is hereby given that 34th Annual General Meeting of the members of Aplaya Creations Ltd. will be held at the Registered office of the Company at **D-615, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai-400053**, on **Wednesday, 27th Sept, 2017** at **10:00am** to transact the following business:

ORDINARY BUSINESS**1. Item No. 1: Approval and Adoption of Audited Financial Statements of the Company for the year ended 31st March 2017 alongwith Auditors' Report and Boards' Report:**

To receive, consider and adopt the Audited Balance Sheet as on 31st March 2017 and Profit and Loss Account of the Company for the year ended 31st March 2017, together with Cash Flow Statement for the year ended 31st March 2017, Notes to Financial Statements, Boards' Report and Auditors' Report thereon and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

“RESOLVED THAT the Company do hereby adopt the Audited Balance Sheet as on 31st March 2017, the Profit & Loss Account for the year ended on that date along with Cash Flow Statement, Notes to Financial Statements, Boards' Report and Auditors' Report thereon for the year ending on that date.”

2. Item No. 2: To appoint a Director in place of Ms. Pinki Gupta (DIN: 06365547), who retires by rotation and being eligible offers himself for re-appointment.**3. Item No. 3: To appoint statutory auditors and fix their remuneration.**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Vijay Darji & Associates, Chartered Accountants (Firm Registration No. 118614W), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Agarwal Desai & Shah, Chartered Accountants (Firm Registration No. 124850W), to hold office from the conclusion of the 34th Annual General Meeting (AGM) until the conclusion of the 39th AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS**4. Item No. 4: Adoption of New Set of MoA as per Companies Act, 2013**

To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution by means of postal ballot and e-voting:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s), if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the company by a new set of Memorandum of Association.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

5. Item No. 5: Adoption of New Set of AoA as per Companies Act, 2013

To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution by means of postal ballot and e-voting:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s), if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Articles of Association of the company by a new set of Articles of Association.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

6. Item No. 6: Regularization of Additional Director, Mr. Ivan Anil William D’souza

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

“RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any ,Mr. Ivan Anil William D’souza, who was appointed as an Additional Director on August 11, 2017 be and is hereby appointed as Independent Director of the Company who is not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of 5 years w.e.f 28th September 2017.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

7. Item No 7: Regularization of Additional Director, Mrs. Rukiya Begum Anwer Pasha

“RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any ,Mrs. Rukiya Begum Anwer Pasha, who was appointed as an Additional Director on August 11, 2017 be and is hereby appointed as a Director of the Company who is liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

8. Item No 8: Regularization of Additional Director, Ms. Shivani Shukla

“RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Ms. Shivani Shukla, who was appointed as an Additional Director on May 30, 2017 be and is hereby appointed as Independent Director of the Company who is not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of 5 years w.e.f 28th September 2017.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

9. Item No. 9: Approval of the limits for the loans and investment by the company in terms of the provisions section 186 of the companies act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and such other provisions as may be applicable, if any, including any statutory modification or reenactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorized to agree to at its discretion to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/or any other securities of other body corporate, whether Indian or overseas and/or in various schemes of Mutual Funds or such other funds, in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum amount of Rs. 30 Crores (Rupees Thirty Crores only), notwithstanding that investments along with Company’s existing loans or guarantee / security or investments shall be in excess of the limits prescribed under Section 186 aforesaid or up to the limits so prescribed under Section 186, whichever is higher and that the Board or any Committee thereof is authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees and investment including the timing, amount and other terms and conditions of such loans, guarantees and investment and varying the same through transfer, sale, disinvestment or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things.”

PLACE: Mumbai

DATE: 11.08.2017

By order of the Board
For APLAYA CREATIONS LIMITED

Sd/-

Raushan Kumar Thakur
Managing Director
(DIN: 07837321)

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4:**

The existing Memorandum of Association ("MOA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of MOA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MOA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available on the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

Item no.5:

The existing Articles of Association ("AOA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AOA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AOA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available on the website of the Company. The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

Item No. 6:

The Board at its meeting held on August 11, 2017, appointed Mr. Ivan Anil William D'souza as additional director respectively with effect from such Board meeting dates pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office up to the date of the ensuing Annual General Meeting. The Company has received consent in writing to act as director in Form DIR 2 and intimation in Form DIR8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as a Director. Accordingly, the Board recommends the resolution No. 6, in relation to appointment of Mr. Ivan Anil William D'souza as Director, respectively, for the approval by the shareholders of the Company.