

APLAYA CREATIONS LIMITED

36TH ANNUAL REPORT FOR FINANCIAL YEAR 2018-19

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COMPANY INFORMATION

BOARD OF DIRECTORS & KMP AS ON DATE OF THIS REPORT

Name of Director	Category
Mr. Amit Madaan	Executive and Non Independent Director
Mr. Azaz Khan	Non-Executive and Non Independent Director
Ms. Disha Sharma	Non-Executive and Non Independent Director
Mr. Nimesh Gupta	Non-Executive and Independent Director
Mr. Raj Kumar	Non-Executive and Independent Director

STATUTORY AUDITORS

M/s Manoj Raj & Associates
(Chartered Accountants)

SECRETARIAL AUDITORS

M/s. Devesh Arora & Associates
(Company Secretaries)

REGISTRAR & TRANSFER AGENT

SKYLINE FINANCIAL SERVICES PVT LTD
D-153 A, First Floor, Okhla Industrial Area
Phase - I New Delhi-110020

CORRESPONDENCE ADDRESS

Unit No. DPT-208, 2ND Floor, Dlf Prime Towers, F-79-80 Okhla Industrial Area,
Phase-1, New Delhi South Delhi DL 110020
Tel: 011 - 25705245
Email: info@aplayacreations.com
Website: www.aplayacreations.com

COMMETTEE OF BOARD OF DIRECTORS AS ON DATE

Audit Committee

S. No.	Name	Status	Designation
1	Mr. Raj Kumar	Independent Director	Chairman
2	Mr. Amit Madaan	Executive Director	Member
3	Mr. Nimesh Gupta	Non Executive and Independent Director	Member

Nomination and Remuneration Committee

S. No.	Name	Status	Designation
1	Mr. Nimesh Gupta	Independent Director	Chairperson
2	Mr. Raj Kumar	Independent Director	Member
3	Mr. Azaz Khan	Non Executive and Non Independent Director	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE / INVESTORS GRIEVANCE COMMITTEE

S. No.	Name	Status	Designation
1	Mr. Raj Kumar	Independent Director	Chairperson
2	Mr. Nimesh Gupta	Independent Director	Member
3	Mr. Azaz Khan	Non Executive and Non Independent Director	Member

APLAYA CREATIONS LIMITED

Regd. Office: Unit No. DPT-208, 2ND Floor, Dlf Prime Towers, F-79-80 Okhla Industrial Area, Phase-1, New Delhi South Delhi DL 110020;

CIN: L17122DL1996PLC332121

Website: www.aplayacreations.com

E-mail Id: info@aplayacreations.com **Ph:** 011-25705245

NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that Thirty Sixth Annual General Meeting (36th AGM) of the members of Aplaya Creations Limited will be held on Monday, 30th Day of September, 2019 at 10.30 A.M. at Crown Plaza, Plot No. 1 Community Centre, Pocket A, Okhla Phase I, OKhla Industrial Area, New Delhi-110020, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2019 and the Profit and Loss Account for the year ended as on that date together with the reports of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To appoint Mr. Azaz Khan (DIN: 07827300) as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Azaz Khan (DIN: 07827300) who was co-opted as an Additional Director on the board of the company with effect from 13th August, 2018 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member along with requisite deposit proposing his candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board, liable to retire by rotation”.

3. To appoint Mrs. Disha Sharma (DIN: 08142953) as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Disha Sharma (DIN: 08142953) who was co-opted as an Additional Director on the board of the company with effect from 13th September, 2018 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member along with requisite deposit proposing her candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board, liable to retire by rotation”.

4. To appoint Mr. Amit Madaan (DIN: 08347122) as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Amit Madaan (DIN: 08347122) who was co-opted as an Additional Director on the board of the company with effect from 31st January, 2019 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member along with requisite deposit proposing his candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a Director on the Board, liable to retire by rotation”.

5. To appoint Mr. Raj Kumar (DIN: 08094820) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, Mr. Raj Kumar (DIN: 08094820), who was appointed as an Additional Director with effect from 13th August, 2018 be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years w.e.f. 13th August, 2018.”

6. To appoint Mr. Nimesh Gupta (DIN: 08220971) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, Mr. Nimesh Gupta (DIN: 08220971), who was appointed as an Additional Director with effect from 13th August, 2018 be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years w.e.f. 13th September, 2018.”

For and on behalf of Board of Directors of
APLAYA CREATIONS LIMITED

SD/-

AMIT MADAAN

DIRECTOR

DIN: 08347122

ADDRESS: HOUSE NO. 109, BHARAT NAGAR ASHOK VIHAR,
NORTH WEST DELHI
NEW DELHI 110052 DL

Date: 03rd September, 2019

Place: New Delhi

NOTES:

- A. APPOINTMENT OF PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- B. Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- C.** Members/ Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- D. Queries at the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- E.** Members are requested to notify any change in their address/ mandate/ bank details immediately to the share transfer Agent of the Company- M/s Skyline Financial Services Pvt Ltd.,D-153/A, Okhla Industrial Area, Phase-I, New Delhi- 110 020.
- F. Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2019 to Sunday, 29th September, 2019 (both days inclusive).
- G. Inspection of Documents:** Documents referred to in the Annual General Meeting Notice is open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- H. Explanatory Statement:** Explanatory Statement as required under section 102 (1) of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed hereto.
- I. Voting through electronic means**
 1. Pursuant to Sec 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR), 2015 the company will provide e- voting facility to the members. All business to be transacted at Annual General Meeting can be transacted through the electronic voting system.
 2. The shareholders shall have one vote per equity share held by them. The facility of e- voting would be provided once for every folio/ client id irrespective of the number of joint holders.
 3. The Company has appointed Ms. khushboo, Practicing Company Secretary, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
 4. The scrutinizer will submit his final report to the Chairman within three working days after the conclusion of e-voting period.
 5. The results shall be declared within three days of the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL.

Instructions of Voting through electronic mode

- i. The Notice of the annual general meeting of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on 31st August, 2019.
- ii. NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose e- mail addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email address can use the details as provided.
- iii. Launch internet browser by typing the following URL <https://www.evoting.nsdl.com/>.
- iv. Click on Shareholder- Login.
- v. Put user ID and password as initial password noted in step (i) above.

Click Login

- vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share password with any other person and take utmost care to keep your password confidential.
 - vii. Home page of e-voting opens. Click on e- voting: Active Voting Cycles.
 - viii. Select “EVSN” of APLAYA CREATIONS LIMITED.
 - ix. Now you are ready for e-voting as Cast Vote page opens.
 - x. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - xi. Upon confirmation, the message “Vote caste successfully” will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatories who are authorized to vote, to the Scrutinizer through e- mail Cs.khushboorohilla@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com.
 - xv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - xvi. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. The e-voting period commences on 27th September, 2019 at 9.00 A.M. to 29th September, 2019 at 5.00 P.M.. During the period shareholders of the company, holding shares either in physical form or in dematerialized form as on the cutoff date of 23rd September, 2019, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is

cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

7. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, 23rd September, 2019.
8. Since the company is required to provide members facility to exercise their right to vote by electronic means, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut- off date of 23rd September, 2019 and not casting their vote electronically, may only cast their vote at the General meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2:

Mr. Azaz Khan (DIN: 07827300), who was appointed as an Additional Director of the Company with effect from 13th August, 2018, in terms of Section 161 of the Companies Act, 2013, he holds office until the date of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Azaz Khan (DIN: 07827300) for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Azaz Khan (DIN: 07827300) is an eminent Industrialist and brings rich and varied experience to the Board. The Board of Directors recommends the resolution set out in Item no. 2 of the Notice for approval of the Members.

The Board recommends the resolution for your approval. Mr. Azaz Khan (DIN: 07827300) is interested in the resolution to the extent of his appointment.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

ITEM NO. 3:

Mrs. Disha Sharma (DIN: 08142953), who was appointed as an Additional Director of the Company with effect from 13th September, 2018, in terms of Section 161 of the Companies Act, 2013, She holds office until the date of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Disha Sharma (DIN: 08142953) for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Mrs. Disha Sharma (DIN: 08142953) is an eminent Industrialist and brings rich and varied experience to the Board. The Board of Directors recommends the resolution set out in Item no. 3 of the Notice for approval of the Members.

The Board recommends the resolution for your approval. Mrs. Disha Sharma (DIN: 08142953) is interested in the resolution to the extent of her appointment.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

ITEM NO. 4:

Mr. Amit Madaan (DIN: 08347122), who was appointed as an Additional Director of the Company with effect from 31st January, 2019, in terms of Section 161 of the Companies Act, 2013, he holds office until the date of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Amit Madaan (DIN: 08347122) for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Amit Madaan (DIN: 08347122) is an eminent Industrialist and brings rich and varied experience to the Board. The Board of Directors recommends the resolution set out in Item no. 4 of the Notice for