



Aplaya Creations Limited

APLAYA CREATIONS LIMITED

CIN : L17122DL1996PLC332121

Date: 7th September, 2019

Manager -Listing
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai -400 001

Scrip Code: 511064

SUB: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YAER 2018-19

Dear Sir,

Pursuant to Regulations 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"), Please find enclosed herewith Annual Report of the Company for the Financial year 2018-19.

Hard copy of the same is being dispatched at the office.

Kindly update the same in your records.

Thanking You

For APLAYA CREATIONS LIMITED

For APLAYA CREATIONS LTD.

AMIT MADAN
EXECUTIVE DIRECTOR *A. Madan*
Authorised Sign.

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 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 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 MADAN

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

approval of the Members.

The Board recommends the resolution for your approval. Mr. Amit Madaan (DIN: 08347122) 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.5

Mr. Raj Kumar (DIN: 08094820) was appointed as an Additional Director with effect from 13th August, 2018, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. He may be appointed for a maximum of two consecutive terms of upto 5 years each.

He is an Independent director of the company and has been holding the office of Directorship. As per existing terms of appointment, the period of his office is not liable to determination by retirement by rotation in terms of section 152 of the Act. The Company has also received declarations from him that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of them in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that he fulfills the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Directors

The Board of Directors recommends the resolution set out in the Notice for approval of the Members.

Mr. Raj Kumar (DIN: 08094820) is interested in his respective resolution to the extent of his appointment.

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

ITEM NO.6

Mr. Nimesh Gupta (DIN: 08220971) was appointed as an Additional Director with effect from 13th September, 2018, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. He may be appointed for a maximum of two consecutive terms of upto 5 years each.

He is an Independent director of the company and has been holding the office of Directorship. As per existing terms of appointment, the period of his office is not liable to determination by retirement by rotation in terms of section 152 of the Act. The Company has also received declarations from him that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of them in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that he fulfills the criteria of

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independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Directors

The Board of Directors recommends the resolution set out in the Notice for approval of the Members.

Mr. Nimesh Gupta (DIN: 08220971) is interested in his respective resolution to the extent of his appointment.

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

**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**

1. DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER PURSUANT TO REGULATION 36(3) SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Name	Mr. Azaz Khan	Mrs. Disha Sharma	Mr. Amit Madaan	Mr. Raj Kumar	Mr. Nimesh Gupta
Designation	Non Executive Director	Non Executive Director	Executive Director	Independent Director	Independent Director
Date of first appointment	13 th August, 2018	13 th September, 2018	31 st January, 2019	13 th August, 2018	13 th September, 2018
Qualification	Graduate	Graduate	Graduate	Graduate	Graduate
Experience & Profile	More than 5 years in multi industry	Having experience in Human resources and others.	More than 7 years experience in Accounts and finance	More than 8 years in multi industry	More than 9 years in multi industry
Directorship held in other Companies	1	1	Nil	Nil	1
Directorship held in Listed entities	Nil	Nil	Nil	Nil	Nil
Membership of Committees of the Board the Board (only Listed Entities) in which Chairmanship membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	Nil	Nil	Nil	Nil	Nil
No. of Board Meeting attended during the year	6	5	3	6	5
Terms & Conditions of appointment/ re-appointment	As per proposed Resolution and Explanatory Statement	As per proposed Resolution and Explanatory Statement	As per proposed Resolution and Explanatory Statement	As per proposed Resolution and Explanatory Statement	As per proposed Resolution and Explanatory Statement
Numbers of shares held in the Company	Nil	Nil	Nil	Nil	Nil
Past Remuneration	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors	Nil	Nil	Nil	Nil	Nil

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BOARD'S REPORT

To
the Members,
Aplaya Creations Limited,

Your Directors are pleased to present their report on the affairs of the company for the Financial Year ended March 31, 2019.

FINANCIAL PERFORMANCE

Particulars	(Amount in Rs. Lakhs)	
	Financial Year ended 31.03.2019	Financial Year ended 31.03.2018
Total Revenue	14713.02	1169.61
Profit before Interest, Tax & Depreciation	41.54	3.55
Less: Depreciation	0.21	0.48
Profit before Tax	41.33	3.07
Prior Period Expenses Income Tax for Previous Years TDS W/O	-	-
Profit before Tax after Extraordinary Items	41.33	3.07
Less: Provision for Income Tax		
i) Current Tax	10.58	0.91
ii) Deferred Tax	1.14	(0.28)
iii) Mat Credit		
iv) Excess Provision of Income tax Earlier year		
Net Profit/ (Loss)	29.61	2.44

KEY HIGHLIGHTS

During the period under consideration, the total Revenue for the year increased from Rs. 1146.10 lakhs in 2017-18 to Rs. 14,680.46 lakhs in 2018-19. The Net Profit for the year Increased to Rs. 29.61 Lakhs in 2018-19 from Rs. 2.44 Lakhs in the previous year.

STATE OF COMPANY'S AFFAIR

The Company is engaged in the trading business. We are the dealer in Fabrics and also deals in Investments in securities. All Trading heads are our Strategic Business Units and are headed by team of professionals.

DIVIDEND

No Dividend has been declared.

TRANSFER TO RESERVES:

During the year under review, the company has transferred Rs. 29,60,671 to the General Reserve.

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MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There are no material changes affecting the affairs of the company which have occurred between the end of the financial year on March 31, 2019 of the company to which the financial statements relate and the date of this report.

LISTING OF SHARES:

The equity shares of Aplaya Creations Ltd (Scrip Code: 511064) are listed and admitted to dealings on the Platform of BSE.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the Business during the financial year under review.

NUMBER OF MEETINGS OF THE BOARD

During the year, the Board of Directors of the Company has met on the following dates, in compliance with the provisions of the Companies Act, 2013:

S No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	29 th May, 2018	5	5	100%
2	14 th July, 2018	7	7	100%
3	23 rd July, 2018	7	7	100%
4	13 th August, 2018	7	7	100%
5	13 th September, 2018	6	6	100%
6	14 th November, 2018	6	6	100%
7	31 st January, 2019	6	6	100%
8	27 th February, 2019	6	6	100%

One resolution by circulation was also passed by the Board of Directors on 29th March, 2019.

SHARE CAPITAL

The Paid up Equity Share Capital as at March 31, 2019 stood at Rs. 14,38,00,000/- divided into 1,43,80,000 equity shares of Re. 1/- each fully paid.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2019, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

Your Company is managed and controlled by a Board comprising an optimum blend of Executives and Non-Executive Professional Directors. As on March 31, 2019. The Board of Directors consists of Five (5) Directors including one Executive Director, Two (2) Non-executive Independent Director and one (1) Non Executive and Non Independent Director including one Woman Director. All the Directors possess the requisite qualifications and experience in general corporate Management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company.

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CHANGES IN COMPOSITION OF BOARD.

The change in Composition of Directors during the financial year ended on March 31, 2019 were made as per companies Act 2013,

During the year under review, Ms. Shivani Shukla was resigned from the Company w.e.f. 29th May, 2019, on 14th July, 2018, Mr. Azaz Khan, Mr. Raj Kumar were appointed as additional directors which were ceased to act as Director because of non regularization in the Annual General meeting held on 10th August, 2018. However, they were again appointed as additional Directors w.e.f. 13th August, 2018.

On 13th September, 2018, Mr. Rahul Ishan, Mr. Nimesh Gupta, Ms. Disha Sharma were appointed as Additional directors and Mr. Shashwat Sinha, Ms. Sushma Khanna, Ms. Vishakha Gupta and Mr. Kanishk Kumar resigned from the Board of Directors of the Company.

On 14th November, 2018, Mr. Rahul Ishan resigned from the Board of Company. On 31st January, 2019, Mr. Amit Madaan was appointed as an Additional Director.

The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of their appointment as an Non Executive non Independent Director/Independent Director as the case may be, of the Company.

NONE OF THE DIRECTORS DISQUALIFIED

A certificate from the company secretary in practice has been obtained that none of the Director on the Board of the company has been debarred or disqualified from appointment or continuing as Director by the Board/Ministry of Corporate affairs.

KEY MANAGERIAL PERSONNEL

During the year, Mr. Shaswat Sinha was appointed as an Executive Director and Chief Financial Officer of the Company w.e.f. 29th May, 2018. On 23rd July, 2018, Ms. Suhani Mahajan was appointed as Company Secretary and Compliance officer. On 27th February, 2019, Ms. Suhani Mahajan resigned and Ms. Deeksha Verma joined as Company Secretary and Compliance officer.

SHIFTING OF REGISTERED OFFICE

During the year under review, Registered office from G-17, Krishna Apra Business Square, Neta Ji Subhash Place, Wazirpur District Centre Pitampura North West Delhi 110034 to UNIT No.: DTP208, 2ND FLOOR, DLF PRIME TOWERS, F-79-80 OKHLA INDUSTRIAL AREA, PHASE-1, NEW DELHI-110030

DECLARATION BY INDEPENDENT DIRECTORS

Independent directors had submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 read with Schedule IV of the Companies Act, 2013. The Board confirms that the independent directors meet the criteria as laid down under the Companies Act, 2013.

None of the Independent Director on the Board of the Company serve as an Independent Director in more than seven (7) Listed Companies nor holds the position of Whole time Director in any Listed Company. Independent Directors of the Company have been appointed in accordance with the applicable provisions of the Companies Act, 2013 ("Act") read with relevant rules.

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BOARD EVALUATION

Pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees and individual Directors. The performance of the Board and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The NRC reviewed the performance of the individual Directors, a separate meeting of Independent Directors was also held to review the performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors. This was followed by a Board Meeting that discussed the performance of the Board, its Committees and individual Directors.

The criteria for performance evaluation of the Board includes aspects like Board composition and structure, effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee meetings etc. The criteria for performance evaluation of the individual Directors includes aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there is no material departures;
- (b) they 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 and of the profit of the company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) they had prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF THE ANNUAL RETURN

The extracts of Annual Return in Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 are attached as **Annexure 'A' to this Report**.

STATUTORY AUDITORS

M/s. Manoj Raj and Associates, Chartered Accountants, (Registration Number : 017373N) who are Statutory Auditors of the Company were appointed until the conclusion of 40th Annual General

APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

Meeting.

Auditor's Report

Auditor's Report does not contain any observation(s)/qualification(s), hence does not call for any explanation.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

The Report given by M/s Manoj Raj & Associates, Statutory Auditors on the financial statement of the Company for the year ended 31st March, 2019 is part of the Annual Report.

Secretarial Auditors

The Board had appointed M/s Devesh Arora & Associates, Company Secretaries to carry out Secretarial Audit in accordance with the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year ended March 31, 2019.

Secretarial Auditors's Report

The Company will ensure the timely Compliances as mention in the by the Secretarial Audit Report.

A copy of the Secretarial Audit Report is annexed herewith as **Annexure -B** and forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

(A) Conservation of energy:

- (i) Steps taken or impart on conservation of energy :-No such steps were required as the Company is not into any manufacturing activities.
- (ii) Steps taken by the company for utilizing alternate sources of energy:-No such steps were required as the Company is not into any manufacturing activities.
- (iii) Capital Investment on energy conservation equipments:-NIL

(B) Technology absorption

(I) efforts made towards technology absorption:- As the Company is not using any borrowed technology no such steps are required.

(II) benefit derived:-NA

(III) In case of imported technology- N.A.

- a) The detail of technology imported
- b) The year of import
- c) Whether the technology been fully absorbed
- d) If not fully absorbed areas where absorption has not been taken place, and the reasons thereof

(IV) Expenses incurred on R & D: NIL

APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

FOREIGN EXCHANGE EARNINGS AND OUTGO

PARTICULARS	(Amount in Rs. 000)	
	CURRENT YEAR	PREVIOUS YEAR
Foreign Exchange Outgo	-	-
Foreign Exchange Earning	-	-

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future except that SEBI has vide its order No. WTM/MPB/EFD1-DRA4/33/2019 dated 27th March, 2019 restricted the company from Capital market for a period of 8 eights.

INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company's Internal Control Systems are commensurate with the nature of its business and the size and complexity of its operations.

The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the financial transactions and review various business processes. Independence of the Internal Auditors and therefore compliance is ensured by the direct report of internal audit division and Internal Auditors to the Audit Committee of the Board.

RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implement the Risk Management Policy for the Company including identification therein of elements of risk, if any, which is in the opinion of the Board may threaten the existence of the Company. These are discussed at the meeting of the Risk Management Committee and the Board of Directors of the Company.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The company has not made any investment and given guarantee under Sec 186 of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of Section 135 of the Companies Act, 2013, every company having networth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the preview of said section during the year.

APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

Your company does not have any unlisted/listed subsidiary company or Joint Ventures or any Associate Companies. Pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries, associates and joint venture companies in Form AOC-1 is attached as **Annexure C**.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013. Form for disclosure of particulars of contracts/arrangements as required under clause (h) of sub-section (3) of section 134 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014) is provided in the Board Report in the form AOC- 2 as **Annexure D**.

COMPOSITION OF COMMITTEES

Audit Committee

As per the provisions of Section 177 of the Companies Act, 2013 and SEBI LODR Regulations, your Company has Constituted an Audit committee. The Audit Committee comprises of majority of the Independent Directors .All the members of the Committee have experience in financial matters. The details of the composition of the committee are set out in the following table:

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

Our Company has constituted a nomination and remuneration committee ("Nomination and Remuneration Committee").The details of the composition of the Committee are set out in the following table:

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

Our Company has constituted a Stakeholders relationship Committee to redress the complaints of the shareholders. The committee currently comprises of three (3) Directors. Mr. Raj Kumar is the Chairperson of the Stakeholders relationship Committee / investor 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 II ANNUAL REPORT FY 2018-19

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has formulated a policy known as Nomination and Remuneration Policy to govern the appointment and payment of remuneration to directors and KMPs. The said policy is available on website www.aplayacreations.com

ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, as approved by Board on recommendation of Audit Committee.

CORPORATE GOVERNANCE

A separate section on Corporate Governance forming part of the Board' Report along with the Certificate from the Auditors of the Company confirming compliance of Corporate Governance norms as stipulated in Regulation 34 of the SEBI Listing Regulations is included in the Annual Report..

DEPOSITS

Your Company has neither accepted nor any fixed deposits was outstanding as of the Balance Sheet date.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

PARTICULARS OF EMPLOYEES

The statement containing particulars of employees as required under section 197(12) of the Companies At, 2013 read with rule 5 of the Companies (Appointment of Managerial Personnel) Rules, 2014 is given in **Annexure-D** and forms part of this Report. In terms of Section 136(1) of the Companies Act, 2013, the Report and the Accounts are being sent to the Members excluding the aforesaid Annexure. Any Member interested in obtaining a copy of the Annexure may write to the Company Secretary at the Registered Office of the Company.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

HUMAN RESOURCES

There are no employees as on date on the rolls of the Company who are in receipt of Remuneration which requires disclosures under Section 134 of the Companies Act, 2013 and Companies (Particulars of Employees) Rules, 1975. During the year under review, relationship with the employees is cordial.

GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.

APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

3. Issue of shares (including sweat equity shares/ ESOP) to employees of the Company under any scheme.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

The Board of Directors acknowledges with gratitude the co-operation extended by the Company's Bankers and also appreciates the continued trust and confidence reposed by the Shareholders in the management. They also place on record their appreciation for the valuable contribution and whole hearted support extended by the Company's employees at all levels.

By Order of the Board	
For Aplaya Creations Limited Sd/- (Amit Madaan) Executive Director DIN: 08347122 Residential Address: House No. 109, Bharat Nagar Ashok Vihar, North West Delhi New Delhi 110052 DL IN	For Aplaya Creations Limited Sd/- (Azaz Khan) Director DIN: 07827300 Residential Address: H. No. C-69/A, Near State Bank, Zakir Nagar, Jamia Nagar New Friends Colony, South Delhi Delhi 110025 DL IN

Place: New Delhi

Date: 03rd September, 2019

APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2019

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L17122DL1996PLC332121
2.	Registration Date	09/03/1983
3.	Name of the Company	Aplaya Creations Limited
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	Unit No. DPT-208, 2ND Floor, Dlf Prime Towers, F-79-80 Okhla Industrial Area, Phase-1, New Delhi South Delhi DL 110020
6.	Whether listed company	Yes (Listed on BSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Contact Officer : Mr. VirenderRana Skyline Financial Services Private Limited SEBI Regn. No.: INR000003241 D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020. Tel No.: +91-11- 26812682 Fax No.: +91-11-26812683 Email id.: viren@skylinerta.com Website : www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading	46909	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate Company	% of Shares Held	Applicable Section
1	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]	No. of Shares held at the end of the year[As on 31-March-2019]	% Change
--------------------------	----------------------------------------------------------------------	----------------------------------------------------------------	----------

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	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	13764500	0	13764500	9.57	13764500	0	13764500	9.57	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	13764500	0	13764500	9.57	13764500	0	13764500	9.57	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	46904537	0	46904537	32.62	36537477	0	36537477	25.41	7.21
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	97,68,708	140500	9909208	6.89	20123087	0	20123087	13.99	7.10
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	60823610	-	60823610	42.30	60854375	0	60854375	42.32	0.02

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Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify) HUF	120873 67	20000	120673 67	8.41	122041 14	0	1220411 4	8.49	0.08
Non Resident Indians	11781	0	11781	0.01	24040	0	24040	0.02	0.01
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	298997	0	298997	0.21	292407	0	292407	0.20	(0.01)
NBFC	0	0	0	0	0	0	0	0	0
Foreign Bodies - DR	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	1298750 00	160500	1300355 00	90.43	1298750 00	160500	13003550 0	90.43	1298750 00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1298750 00	160500	1300355 00	90.43	1298750 00	160500	13003550 0	90.43	1298750 00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1436395 00	160500	1438000 00	100	1438000 00	0	14380000 0	100	0

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 31/03/2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Westfield Apparles Private Limited	1,37,64,500	9.57	-	1,37,64,500	9.57	-	-
		1,37,64,500	9.57	-	1,37,64,500	9.57	-	-

iii) Change in Promoters' Shareholding (please specify, if there is no change) - Not Applicable

SN	Particulars	Shareholding	Cumulative Shareholding during the year
----	-------------	--------------	-----------------------------------------

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	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.				

iv) **Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<u>At the beginning of the year</u>				
1	Suresh Kumar Garg	4050000	2.82	-	-
2	Jagdish Chander Malhotra	3654500	2.54	-	-
3	Overall Logistics Private Limited	3428482	2.38	-	-
4	Amrapali Aadya Trading & Investment Pvt. Ltd.	2951461	2.05	-	-
5	Surabhi Dealmark Private Limited	2942448	2.05	-	-
6	Intelligent Money Managers Pvt Ltd	2711000	1.89	-	-
7	Rajender Kumar Jain	2390000	1.66	-	-
8	Veena Jain	2375000	1.65	-	-
9	Rohit Agarwal	2000000	1.39	-	-
10	Virander Kumar Goyal	2000000	1.39	-	-
	<i>Shareholding was sold or bought at various dates during the financial year 2018-19</i>				
	TOTAL			-	-
	<u>At the end of the year</u>				
1	Suresh Kumar Garg	4050000	2.82	-	-
2	Jagdish Chander Malhotra	3654500	2.54	-	-
3	Overall Logistics Private Limited	3138482	2.18	-	-
4	Surabhi Dealmark Private Limited	2942448	2.05	-	-
5	Amrapali Aadya Trading & Invest. P. L.	2895861	2.01	-	-
6	Globe Stocks And Securities Ltd.	2750000	1.91	-	-
7	Intelligent Money Managers Pvt Ltd	2711000	1.89	-	-
8	Veena Jain	2375000	1.65	-	-
9	Rohit Agarwal	2000000	1.39	-	-
10	Virander Kumar Goyal	2000000	1.39	-	-

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
		Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil

V. INDEBTEDNESS

-Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits (in Lakhs)	Unsecured Loans (in Lakhs)	Deposits (in Lakhs)	Total Indebtedness (in Lakhs)
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
* Addition	NIL	7.24	NIL	7.24
* Reduction	-	NIL	NIL	NIL
Net Change	NIL	7.24	NIL	7.24
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	7.24	NIL	7.24
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	7.24	NIL	7.24

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs.lakhs)
		-	
1	Gross salary	-	-

APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs.lakhs)
		-	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	
4	Commission - as % of profit - others, specify...	NIL	
5	Others, please specify	NIL	
	Total (A)	NIL	NIL

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount in Rs.
1	Independent Directors	NIL	NIL
	Fee for attending board committee meetings	Nil	Nil
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Non-Executive Directors		
	Fee for attending board committee meetings	NIL	NIL
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration (A+B)	Nil	Nil

C. Remuneration to Key Managerial Personnel other Than MD/Manager/WTD - NIL

SN	Particulars of Remuneration	Key Managerial Personnel (in Rs.)			
		CFO	CS		Total
1	Gross salary	3,00,000	1,53,000	-	453000

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	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		NIL	-	-	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		NIL	-	-	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		NIL	-	-	NIL
2	Stock Option		NIL	-	-	NIL
3	Sweat Equity		NIL	-	-	NIL
4	Commission		NIL	-	-	NIL
	- as % of profit			-		
	Others, specify...		NIL	-	-	NIL
5	Others, please specify		NIL	-	-	NIL
	Total		3,00,000	1,53,000		4,53,000

*Salary drawn for the Part of the year.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	Debar from Security Market for a period of 8 years	SEBI	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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ANNEXURE “B”

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2019

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

To,

The Members of **APLAYA CREATIONS LIMITED CIN:**

L17122DL1996PLC332121

Unit No. DPT-208, 2ND FLOOR, DLF

PRIME TOWERS, F-79-80 OKHLA

INDUSTRIAL AREA, PHASE-1, NEW

DELHI 110020

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

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

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

- I. The Companies Act, 2013 (“the Act”) and the Rules made thereunder to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the Company :-

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- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- f. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the Secretarial Standard-1, Secretarial Standard-2 and Secretarial Standard-3 formulated by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

We further report that:

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

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

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

We further report that during the audit period:

1. Company has Listed both on BSE and Calcutta Stock exchange (CSE):-

*Company status is active on BSE and regular in compliance and intimating necessary events as per SEBI LODR (Regulations), 2015 and other listing regulations/guidelines as per Listing Agreement with BSE.

* On Calcutta Stock Exchange Company has status is suspended from last 5-6 years approx... and the Company has only Rs.74,50,000/- listed on CSE with its previous name i.e THYROCARE LABORATORIES LTD.

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2. On June 14, 2017, SEBI has issued show caused notice (SCN) to the Company and to its Managing Director, in pursuant to SEBI Act, 1992 and SEBI (PFUTP) Regulations, 2003. The Company has made necessary correspondence in respect to the SCN and On March 27th, 2019, SEBI has issued order against Company to restrain it from accessing the securities market for a period of 8 years from the date of issue of order.
3. The company has not complied with Section 179(3) of the Companies Act, 2013, regarding filing of Form MGT-14 for appointment of KMP(s) in the company i.e. CS Deeksha Verma and CS Suhani Mahajan.
4. The Company has also not complied with the Rule 16A(3) of Companies (Acceptance of Deposit Rules), 2014, as per the MCA General Circular No. 05/2019 dated 12.04.2019 i.e. Non filing of E-form DPT 3.
5. There has been no instance of following transactions:
 - Public/ Rights/ Preferential issue of shares/ Debentures/ Sweat Equity.
 - Redemption/ Buy-Back of securities.
 - Major Decision taken by the Members in pursuance to section 180 of the Companies Act, 2013.
 - Merger/ Amalgamation/ Reconstruction etc.
 - Foreign Technical Collaborations.

For Devesh Arora & Associates

Company Secretaries

Sd/-

Devesh Arora (Prop.)

ACS No.: 49034/ CP No. : 17860

Place: New Delhi Date:

03/09/2019

Note:

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

To,

The Members of **APLAYA CREATIONS LIMITED**

Our report of even date is to be read along with this letter.

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

For Devesh Arora & Associates

Company Secretaries

Sd/-

Devesh Arora (Prop.)

ACS No.: 49034/ CP No. : 17860

Place: New Delhi Date:

03/09/2019

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)
Company does not have any subsidiary/ associate companies/ joint ventures.

Sl. No.	Particulars	Details
1.	Name of the subsidiary	NA
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	-
5.	Reserves & surplus	-
6.	Total assets	-
7.	Total Liabilities	-
8.	Investments	-
9.	Turnover	-
10.	Profit before taxation	=
11.	Provision for taxation	-
12.	Profit after taxation	-
13.	Proposed Dividend	NA
14.	% of shareholding	NA

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures				
1. Latest audited Balance Sheet Date				
2. Shares of Associate/Joint Ventures held by the company on the year end				
No.				
Amount of Investment in Associates/Joint Venture			N.A	
Extend of Holding%				
3. Description of how there is significant influence				
4. Reason why the associate/joint venture is not consolidated				
5. Net worth attributable to shareholding as per latest audited Balance Sheet			N.A	
6. Profit/Loss for the year				
i. Considered in Consolidation				
ii. Not Considered in Consolidation				

1. Names of associates or joint ventures which are yet to commence operations.

2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

Form No. AOC-2

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

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

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013

1. Details of contracts or arrangements or transactions not at arm's length basis: N.A

(a) Name(s) of the related party and nature of relationship

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts / arrangements/transactions

(d) Salient terms of the contracts or arrangements or transactions including the value, if any

(e) Justification for entering into such contracts or arrangements or transactions

(f) Date(s) of approval by the Board

(g) Amount paid as advances, if any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis: N.A

(a) Name(s) of the related party and nature of relationship

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts / arrangements/transactions

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

(e) Date(s) of approval by the Board, if any:

(f) Amount paid as advances, if any:

PARTICULARS OF EMPLOYEES

Information required with respect to Section 197(12) of the Companies Act, 2013 Read With Rule 5(1) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year under review

Name of Director/ KMP	Remuneration (In Rs.)	Ratio of Directors Remuneration to Median Remuneration	Percentage Increase in Remuneration
-	-	-	-

- (ii) The Median Remuneration of Employees is Rs. 35,000.
(iii) The Company has 7 Employees on the rolls of Company as on 31st March, 2019.
(iv) During the Year 2018-19, there was no increase in the salary of Employees.
(v) Affirmation that the remuneration is as per the remuneration policy of the Company.

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

Information required with respect to Section 197(12) of the Companies Act, 2013 Read With Rule 5(2) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014

None of the employee drawn remuneration more than of Rs. 1 Crore 2 Lakh per annum or Rs. 8.50 Lakh per month if any part of the year. Hence the provision of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014 are not applicable for the period under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Outlook

The industry body FICCI's economic outlook survey said the minimum and maximum growth estimate stood at 6.8 per cent and 7.3 per cent, respectively, for 2019-20.

The survey was conducted in May 2019 among economists belonging to the industry, banking and financial services sectors.

The median growth forecast for agriculture and allied activities was pegged at 3 per cent for FY20, while industry and services sectors are expected to grow by 6.9 per cent and 8 per cent, respectively, during the year.

The median growth forecast for IIP has been put at 4.4 per cent for FY20, with a minimum and maximum range of 3.3 per cent and 5.5 per cent, respectively.

Inflation is expected to remain moderate and the Wholesale Price Index (WPI) based inflation rate is projected at 3.1 per cent in 2019-20, with a minimum and maximum range of 2.1 per cent and 4 per cent, respectively. While, the Consumer Price Index (CPI) based inflation has a median forecast of 4 per cent for 2019-20, with a minimum and maximum range of 3.5 per cent and 4.1 per cent, respectively, it said.

"Concerns remain on external front with median current account deficit forecast pegged at 2.1 per cent of GDP for 2019-20. Median export growth is pegged at 4 per cent in 2019-20. Imports, on the other hand, are forecasted to grow at 3.8 per cent in the same year," it added.

With escalation in trade war clouding the global trade growth outlook, which is having an impact on overall world economic growth as well, the economists were less optimistic about the prospects of India's exports in the current year.

"The United States' withdrawal of generalized system of preferences benefits to India which are likely to come into effect from June 2019 have added to India's concerns on the export front. Nonetheless, the duty benefits that arose out of this are USD 190 million, implying a minimal impact on India's export sector," it said.

The economists noted that while greater trade protectionism can harm India's export growth, it also creates opportunities from re-localisation of trade flows. It was recommended that India must be proactive to spot and cease such opportunities to enhance its exports.

They also felt that US' decision to end waiver granted to countries amidst sanctions imposed on Iran is significant and will affect major oil importing countries including India.

"This becomes a major concern at a time when international prices of crude oil have been on the rise due to other factors such as supply constraints being undertaken by OPEC countries," it said.

India must focus on diversifying its export basket as well as markets to capture a greater share in world exports, it added.

"Venturing into new markets in South East Asia, Central Asia, Central America and African subcontinent can help in dealing with the protectionist stance amongst advanced countries," it said.

(source: ibef)

Opportunities, Threats & Risks

The company is mainly exposed to market risk, interest risk, credit risk. However, prudent business and risk management practices followed by the company over the years helps it to manage normal industry risk factors which includes economic/business cycle, fluctuations in the stock prices in the market besides the interest rate volatility. However, the company hopes to improve its performance on the strength of its long experience and its strong emphasis on the fundamentals.

Internal Control Systems

The Company has an Internal Control System which is commensurate with the size, scale and complexity of its operations. The Internal Auditors monitor the efficiency and efficacy of the internal control systems in the Company, compliance with operating systems/accounting procedures and policies of the Company. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board. The Company has adequate systems and procedures to provide assurance of recording transactions in all material respects. During the year, Internal Auditor of the Company reviewed the adequacy and operating effectiveness of the internal financial controls as per Section 134 (5) of the Companies Act, 2013 by covering the following broad areas:

- i. Material level assessment
- ii. Entity level assessment
- iii. Risk Control Matrix covering major processes and developing controls Internal audit and compliance.

The Company conducts its internal audit and compliance functions within the parameters of regulatory framework which is well commensurate with the size, scale and complexity of operations. The internal controls and compliance functions are installed, evolved, reviewed, and upgraded periodically. The Company has appointed, Internal auditor, to conduct internal audit covering all areas of operations including branches. The reports are placed before the Audit Committee of the Board.

The Audit Committee reviews the performance of the audit and compliance functions, the effectiveness of controls and compliance with regulatory guidelines and gives such directions to the Management as necessary / considered appropriate. The Company has framed a compliance policy to effectively monitor and supervise the compliance function in accordance with the statutory requirements.

Human Resources

Human Resource is the most vital factor to achieve the goals of any organization. Being a progressive organization, Aplaya Creations Limited firmly believes in the strength of its most vital asset. The company recognizes the importance of human value and ensures that encouragement both moral and financial is extended to each individual for motivating them to perform to the maximum capacity, to contribute towards developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. The company Industrial relations are cordial and satisfactory during the year under review.

Cautionary Note

Certain statements in this Report may be forward-looking and are stated as may be required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. Your Company does not undertake to update these statements.

Acknowledgement

Your directors take this opportunity to place on record their appreciation to all employees for their hard work, spirited efforts, dedication and loyalty to the Company which helped the Company for maintain its growth. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is to achieve business excellence, enhance Long term values for its stakeholders, maintaining excellent relations across all levels and proper Compliance with all applicable legal and regulatory requirements.

BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Non-Executive and Independent Directors.

BOARD MEETING:

As of March 31, 2019, the Board consisted of four Members. The Composition and the category of Directors on the Board of the Company were as under:

Name of Director	Category	No. of Meetings attended	Number of membership committee in other limited companies	Chairmanship/ Directorship Committee in other limited Companies	Directorship in other companies as on 31.03.2019
Mr. Amit Madaan	Executive and Non Independent Director	2	Nil	Nil	Nil
Mr. Raushan Kumar Thakur	Executive and Non Independent Director	8	Nil	Nil	Nil
Mr. Azaz Khan	Non-Executive and Non Independent Director	7	Nil	Nil	1
Ms. Disha Sharma	Non-Executive and Non Independent Director	4	Nil	Nil	1
Mr. Nimesh Gupta	Non-Executive and Independent Director	4	Nil	Nil	1
Mr. Raj Kumar	Non-Executive and Independent Director	7	Nil	Nil	Nil

During the year under review, Ms. Shivani Shukla was resigned from the Company w.e.f. 29th May, 2019, on 14th July, 2018, Mr. Azaz Khan, Mr. Raj Kumar were appointed as additional directors which were ceased to act as Director because of non regularization in the Annual General meeting held on 10th August, 2018. However, they were again appointed as additional Directors w.e.f. 13th August, 2018.

On 13th September, 2018, Mr. Rahul Ishan, Mr. Nimesh Gupta, Ms. Disha Sharma were appointed as Additional directors and Mr. Shashwat Sinha, Ms. Sushma Khanna, Ms. Vishakha Gupta and Mr. Kanishk Kumar resigned from the Board of Directors of the Company.

On 14th November, 2018, Mr. Rahul Ishan resigned from the Board of Company. On 31st January, 2019, Mr. Amit Madaan was appointed as an Additional Director.

During the financial year 2018-19, Eight Meetings of the Board of Directors were held on the following dates:

S No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
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1	29 th May, 2018	5	5	100%
2	14 th July, 2018	7	7	100%
3	23 rd July, 2018	7	7	100%
4	13 th August, 2018	7	7	100%
5	13 th September, 2018	6	6	100%
6	14 th November, 2018	6	6	100%
7	31 st January, 2019	6	6	100%
8	27 th February, 2019	6	6	100%

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisition of material nature of assets, mortgages, guarantees, donations, etc. are regularly placed before the Board. This is in addition to information with regard to actual operations; major litigation feedback reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings.

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE

Our Company has constituted an Audit Committee, as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI LODR Regulation.

The terms of reference of Audit Committee complies with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI LODR Regulation. The committee presently comprises following three (3) directors. Mr. Raj Kumar is the Chairman of the Audit Committee. The Company Secretary is the Secretary of our Audit Committee.

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval

10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

13. Discussion with internal auditors any significant findings and follow up there on.

14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

17. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

20. Mandatorily reviews the following information:

a. Management discussion and analysis of financial condition and results of operations;

b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;

c. Management letters / letters of internal control weaknesses issued by the statutory auditors;

d. Internal audit reports relating to internal control weaknesses; and

e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

21. Review the Financial Statements of its subsidiary company, if any.

22. Review the composition of the Board of Directors of its Subsidiary Company, if any.

23. Review the Vigil mechanism (whistle blowing) policy.

24. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

COMPOSITION AND ATTENDANCE AT MEETINGS:

During the year ended on 31st March, 2019, the composition of Audit Committee has been as under:

S. No.	Name of the Director	Status	Attendance	Nature of Directorship
1.	Mr. Raj Kumar	Chairman	3	Independent Director
2.	Mr. Nimesh Gupta	Member	3	Independent Director
3.	Mr. Raushan Kumar Thankur	Member	3	Executive & Non Independent Director

During the financial year 2018-19, Four (4) meeting of Audit Committee were held.

COMPOSITION AND MEETINGS OF STAKEHOLDER RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders relationship Committee ("Stakeholders relationship committee") to redress the complaints of the shareholders. The committee currently comprises of three (3) Directors. Mr. Raj Kumar is the Chairman of the Stakeholders Relationship Committee.

Role of stakeholder Relationship committee

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

During the year under review, the Composition of the Stakeholder Relationship Committee has been as under:

S. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Raj Kumar	Chairman	Independent Director
2.	Mr. Nimesh Gupta	Member	Independent Director
3.	Mr. Azaz Khan	Member	Non Executive & Non Independent Director

During the financial year 2018-19, Four (4) meeting of Audit Committee was held.

STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31ST MARCH, 2019

Number of Shareholders' Complaints received during the year	Nil
Number of Shareholders' Complaints resolved during the year	Nil
Number of Shareholders' Complaints Pending at the end of the year	Nil

NOMINATION & REMUNERATION COMMITTEE & ITS POLICY

Our Company has constituted a nomination and remuneration committee ("Nomination and Remuneration Committee"). The committee currently comprises of three (3) Directors. Mr. Nimesh Gupta is the Chairman of the Nomination and remuneration committee.

The terms of reference of the remuneration committee are as follows:

- The committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the

interest of the Company and the shareholders.

During the financial year 2018-2019, Four meetings of the Committee were held.

S. No.	Name of the Director	Status	Attendance	Nature of Directorship
1.	Mr. Nimesh Gupta	Chairman	3	Independent Director
2.	Mr. Raj Kumar	Member	3	Independent Director
3.	Mr. Azaz Khan	Member	1	Non Executive & Non Independent Director

REMUNERATION POLICY

The Company has paid remuneration of NIL to Executive cum Whole-Time Director. No remuneration has been paid by the company to Non-Executive Directors (in form of sitting fees and other expenses) during the year under review. The Company has also framed the remuneration policy and is updated on the Company's website.

During the period under review, No Salary has been paid to any Director.

DISCLOSURES

1. Related Party Transaction:

There are no materially significant related party transactions i.e. transactions material in nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. having potential conflict with the interest of the company at large.

2. Statutory Compliance, Penalties and Strictures:

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

3. Whistle Blower Policy: The Company has established a Whistle Blower Policy (WBP) to make the work place conducive to open communication regarding business practices and to protect the employees from unlawful victimization, retaliation or discrimination for their having disclosed or reported fraud, unethical behaviour, violation of Code of Conduct, questionable accounting practices, grave misconduct etc. and no personnel has been denied access to the Audit Committee.

4. Reconciliation of Share Capital Audit:

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is proposed to be carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

5. Non-Mandatory Requirements

The Company does not comply with the non-mandatory requirements.

6. Listing fees for the financial year 2019-20 have been paid to the Stock Exchanges where the shares of the Company are listed.

FINANCIAL CALENDAR

Tentative calendar of events for the financial year 2019-20 (April to March) is as under:

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Financial Calendar (Tentative) Results for the quarter ending

June 30, 2019	Upto 14 th August, 2019
September 30, 2019	Upto 14 th November, 2019
December 31, 2019	Upto 14 th February, 2020
March 31, 2020	Upto 30 th May, 2020

MEANS OF COMMUNICATION

The Quarterly, year to date, Annual financial results are regularly submitted to the Stock Exchange in accordance with provisions of the SEBI LODR Regulations and published and also uploaded on the Company's website - www.aplayacreations.com .

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date, time and Venue	Monday, 30 th 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
Financial year	1st April, 2018 to 31st March, 2019
Date of Book Closure	Monday, 23 rd September, 2019 to Sunday, 29 th September, 2019 (both days inclusive)
Stock Exchange	BSE
Stock Code/Symbol	511064 , APLAYA

The Market Price of the shares of the Company are listed at BSE Limited are as follows for FY 2018-19.

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)	Deliverable Quantity	% Deli. Qty to Traded Qty	Spread High-Low	Spread Close-Open
Apr-18	2.06	3.02	1.68	1.68	31317956	14343	81819350	19334134	61.73	1.34	-0.38
May-18	1.6	1.6	1.09	1.09	444784	566	621448	444784	100	0.51	-0.51
Jun-18	1.07	1.07	0.83	0.83	34092	22	32155	34092	100	0.24	-0.24
Jul-18	0.8	0.8	0.8	0.8	1500	2	1200	1500	100	0	0
Aug-18	0.76	0.76	0.7	0.7	2010	6	1512	2010	100	0.06	-0.06
Dec-18	0.67	0.67	0.58	0.58	5170	16	3214	5170	100	0.09	-0.09
Jan-19	0.56	0.57	0.37	0.37	1233771	500	639451	1233771	100	0.2	-0.19
Feb-19	0.36	0.37	0.3	0.3	159820	40	56391	159820	100	0.07	-0.06
Mar-19	0.3	0.3	0.24	0.24	996915	274	271875	988987	99.2	0.06	-0.06

GENERAL BODY MEETINGS

Location and time for the last three AGMs

Year	Date	Venue	Time	Special Resolution
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APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

2017-18	10 th August, 2018	SURAJMAL JAAT DHARAMSHALA, SANGAM VIHAR-110080	9.00 A.M.	Yes
2016-17	27 th September, 2017	D-615, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai-400053	10.00 A.M.	yes
2015-16	30 th September, 2016	D-615, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai-400053	10.30 A.M.	No

*No Postal Ballot was conducted during the Year.

CATEGORIES OF SHAREHOLDING AS AT 31.03.2019:

Category	No of Shares	Percentage of (%)
Indian Promoters	13764500	9.57
Mutual Fund	-	-
Body Corporate	37061678	25.77
Individual/HUF	92949782	64.64
NRI/ OCBs	24040	0.02
Total	143800000	100.00

DEMAT OF EQUITY SHARES

The Company has dematerialization connectivity with both the depository i.e. NSDL and CDSL. ISIN is INE099M01027.

REGISTRAR & TRANSFER AGENT/INVESTOR CORRESPONDENCE

Contact Officer : Mr. Virender Rana
Skyline Financial Services Private Limited
SEBI Regn. No.: INR000003241
Address: D-153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110 020.
Tel No.: +91-11- 26812682
Fax No.: +91-11-26812683
Email id.: viren@skylinerta.com
Website : www.skylinerta.com

COMPLIANCE OFFICER:

Ms. Deeksha Verma
Company Secretary & Compliance Officer
Email: info@aplayacreations.com
Website: www.aplayacreations.com

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

APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

A BRIEF PROFILE OF DIRECTOR IS GIVEN BELOW IN TERMS OF THE PROVISIONS OF SEBI LODR OF THE DIRECTOR BEING PROPOSED AS DIRECTOR

Name	Mr. Azaz Khan	Mrs. Disha Sharma	Mr. Amit Madaan	Mr. Raj Kumar	Mr. Nimesh Gupta
Designation	Non Executive Director	Non Executive Director	Executive Director	Independent Director	Independent Director
Date of first appointment	13 th August, 2018	13 th September, 2018	31 st January, 2019	13 th August, 2018	13 th September, 2018
Qualification	Graduate	Graduate	Graduate	Graduate	Graduate
Experience & Profile	More than 5 years in multi industry	Having experience in Human resources and others.	More than 7 years experience in Accounts and finance	More than 8 years in multi industry	More than 9 years in multi industry
Directorship held in other Companies	1	1	Nil	Nil	1
Directorship held in Listed entities	Nil	Nil	Nil	Nil	Nil
Membership of Committees of the Board the Board (only Listed Entities) in which Chairmanship membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	Nil	Nil	Nil	Nil	Nil
No. of Board Meeting attended during the year	6	5	3	6	5
Terms & Conditions of appointment/ re-appointment	As per proposed Resolution and Explanatory Statement	As per proposed Resolution and Explanatory Statement	As per proposed Resolution and Explanatory Statement	As per proposed Resolution and Explanatory Statement	As per proposed Resolution and Explanatory Statement
Numbers of shares held in the Company	Nil	Nil	Nil	Nil	Nil
Past Remuneration	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors	Nil	Nil	Nil	Nil	Nil

COMPLIANCE WITH CODE OF BUSINESS CONDUCT

As provided under Regulation 26(3) of the SEBI (LODR) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2019.

**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

CERTIFICATION BY THE DIRECTOR ON FINANCIAL STATEMENTS OF THE COMPANY

I, Amit Madaan, Director of Aplaya Creations Limited, to the best of my knowledge and belief certify that::

1. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of my knowledge, information and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;
7. I have indicated to the Auditors and the Audit Committee:
 - a) Significant changes in the Company's internal control over the financial reporting during the year;
 - b) All significant changes in accounting policies during the year, if any, and that the same

APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

- have been disclosed in the notes to the financial statements;
- c) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**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

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Aplaya Creations Limited,

We have reviewed the implementation of Corporate Governance procedures by Aplaya Creations Limited during the year ended 31st March, 2019, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of 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.

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

On the basis of our review and according to the information and explanations given to us, the company has complied with the conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015 with the Stock Exchanges in all material respects. There were no investors grievance is pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

For Manoj Raj and Associates
Chartered Accountants

Sd/-

FCA Manoj Kumar

Partner

M.No.095531

FRN: 017373N

Place: Mumbai

Date: 03.09.2019



Manoj Raj & Associates
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To
The Members
M/s APLAYA CREATIONS LIMITED

Report on the Ind AS Financial Statements

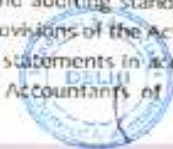
We have audited the accompanying Ind AS financial statements of M/s APLAYA CREATIONS LIMITED (CIN: L17122DL1996PLC332121) ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as



303, 304, Laxman Palace, 19, Veer Savarkar Block, Madhuban Road, Shakarpur, Delhi-110092
Ph : 011 - 42 44 47 27
Email : manojraj.associates@gmail.com

specified under Section 143(10) of the Act. 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view 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 the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS 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, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act;



- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

**For M/s Manoj Raj And Associates
Chartered Accountants**



(FCA Manoj Kumar)

Partner

M No.: 095531

FRN: 017373N

Date: 30-05-2019

Place: Delhi

M/S APLAYA CREATIONS LIMITED

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.



- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, No managerial remuneration is payable in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions, if any with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made preferential allotment during the year under review.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.



- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For M/s Manoj Raj And Associates
Chartered Accountants**



(FCA Manoj Kumar)

Partner

M No.: 095531

FRN: 017373N

Date: 30-05-2019

Place: Delhi

M/S APLAYA CREATIONS LIMITED

"Annexure B" to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/S APLAYA CREATIONS LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance



that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.


Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/s Manoj Raj And Associates
Chartered Accountants**



(FCA Manoj Kumar)

Partner

M No.: 095531

FRN: 017373N

Date: 30-05-2019

Place: Delhi

APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

APLAYA CREATIONS LIMITED
 17122DL1996PLC332121
 BALANCE SHEET AS AT 31st March, 2019

	Notes	31st March 2019 (Rupees)	31st March 2018 (Rupees)
ASSETS			
Non-current assets			
Tangible assets		397,236	73,987
(a) Property, plant and equipment	3		
(b) Capital Work-in-progress			
(c) Other Intangible Assets			
Financial Assets			
(i) Investments			
(ii) Loans			87,793
(iii) Other Financial Assets			
(e) Deferred tax assets (net)	4		
(f) Other non-current Assets			
Current Assets			
(a) Inventories	5	4,024,450	1,559,800
Financial assets			
(i) Investments	6	14,796,000	14,796,000
(ii) Trade receivables	7	1,131,359,386	265,542,747
(iii) Cash and cash equivalents	8	571,313	457,487
(iv) Bank Balance other than Cash and cash equivalents	9	9,484,281	1,586,073
(v) Loans	10	30,221,884	37,181,633
(vi) Other financial assets	11	659,106	1,350,013
(c) Other current assets	12	1,511,990	157,052
Total		1,193,025,645	322,792,586
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	13	143,800,000	143,800,000
(b) Other equity	14	85,158,604	82,197,933
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings			
(b) Provisions		26,009	
(c) Deferred Tax Liability (Net)			
(d) Other Non-current Liability			
Current liabilities			
(a) Financial liabilities			
(i) Borrowings		764,000	
(ii) Trade payables	15	959,574,086	95,163,660
(iii) Other financial liabilities	16	2,644,792	728,034
(b) Other Current Liabilities			902,958
(c) Provisions	17	1,058,155	
(d) Current tax liabilities (net)			
Total		1,193,025,645	322,792,586
Summary of significant accounting policies	1		0

The accompanying notes are an integral part of the financial statements.
 As per our report of even date

FOR
 Chartered Accountants
 Firm Regn. No. [Stamp]
 CA Manoj Jain
 Proprietor
 Membership No. [Stamp]
 Delhi, the 30th of May, 2019

For APLAYA CREATIONS LIMITED
 Shaswat Sinha
 Authorised Signatory
 PAN: DGZRS5102P

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

Raushan Kumar Thakur
 Managing Director
 Director
 DIN: 07837321

Deeksha Verma
 Company Secretary
 PAN: ATJPV3738Q

For Aplaya Creations Limited
 Raushan Kumar
 Director

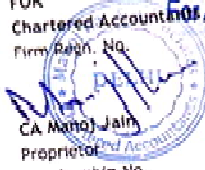
APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

APLAYA CREATIONS LIMITED
CIN: U74999DL1996PLC332121

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March, 2019

	Notes	31st March 2019 (Rupees)	31st March 2018 (Rupees)
REVENUE			
Revenue from operations	18	1,468,045,628	114,610,481
Other income	19	3,256,579	2,350,519
Total Revenue (I)		1,471,302,206	116,961,000
EXPENSES			
Purchases of stock-in-trade	20	1,461,572,689	111,486,244
Changes in inventories	21	(2,464,650)	541,500
Employee benefit expenses	22	1,307,047	1,405,733
Depreciation and amortization expenses	3	21,751	47,990
Other expenses	23	6,732,742	3,172,281
Total (II)		1,467,169,578	116,653,748
Profit/ (loss) before exceptional items and tax (I-II)		4,132,628	307,251
Exceptional items			91,183
Profit/ (loss) before tax		1,058,155	(28,395)
Tax Expense		113,802	244,463
Current Tax		2,960,671	
Deferred Tax			
Profit/ (loss) after tax (III)		-	-
OTHER COMPREHENSIVE INCOME			
Total Other Comprehensive Income (IV)		2,960,671	244,463
Total Comprehensive Income (III+IV)		2,960,671	244,463
Earning per equity share (EPS)			
[nominal value of share Re. 1]		0.021	0.002
Basic		0.021	0.002
Diluted			

The accompanying notes are an integral part of the financial statements.
As per our report of even date

FOR
Chartered Accountant
Firm Regn. No. 
CA Manoj Jain
Proprietor
Membership No.

APLAYA CREATIONS LIMITED
Shaswat Sinha
CFO
PAN: DGZPS5102P

Ravshan Kumar Thakur
Managing Director
DIN: 07817321

Amit Madaan
Director
DIN: 08347122

Deeksha Verma
Company Secretary
PAN: ATJPV3738Q

Delhi, the 30th of May, 2019

For Aplaya Creations Limited
For Aplaya Creations Limited

Amit Madaan
Director

Ravshan Kumar
Director

Director

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

A. Equity Share Capital

Balance as of 1st April 2017	14,38,00,000	Balance at the 31st March 2018	14,38,00,000
Balance as of 1st April 2018	14,38,00,000	Balance at the 31st March 2019	14,38,00,000

B. Other Equity

Particulars	Reserve & Surplus		Total
	Balance as at 1st April	Changes in equity share capital during the year	
Balance as at 1st April 2017			
Changes in equity for the year ended 31st March 2018			
Profit for the year	8,39,55,470	-	8,39,55,470
Changes in accounting estimates	2,44,463	-	2,44,463
Total Comprehensive Income	8,21,97,933	-	8,21,97,933
Balance as at 31st March 2018	8,21,97,933	-	8,21,97,933
Balance as at 1st April 2018	8,21,97,933	-	8,21,97,933
Changes in equity for the year ended 31st March 2019			
Profit for the year	25,60,671	-	25,60,671
Changes in accounting estimates	-	-	-
Total Comprehensive Income	8,51,58,604	-	8,51,58,604
Balance as at 31st March 2019	8,51,58,604	-	8,51,58,604

FOR Manoj Reji And Associates
Chartered Accountants
Firm Regn. No. 0116234



Dated, the 30th of May, 2018

For APLAYA CREATIONS LIMITED

Somavat Srma
Authorised Signatory
PAN: 002755305

Ruchan Kumar Thakur
Managing Director
DIN: 07833721

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

Armit Madhan
Director
DIN: 08347022

Divisha Verma
Company Secretary
PAN: AT JP497380Q

(Signature)

APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

APLAYA CREATIONS LIMITED

CIN: L17122DL1996PLC332121

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March, 2019

	31st March 2019 (Rupees)	31st March 2018 (Rupees)
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/ (loss) before tax and after extra- ordinary items	4,132,628	307,251
Adjustments for items:-		
Amount Written off/Written back	-	-
Interest paid	-	-
Profit on sale of Investments	-	-
Interest received	(539,090)	(2,350,519)
Exchange Difference	-	-
Profit on sale of fixed assets	-	-
Depreciation on Fixed Assets	21,751	47,990
Operating Profit before working capital changes	<u>3,615,289</u>	<u>(1,995,278)</u>
Working capital adjustments:-		
(Increase)/ decrease in trade receivables	(865,816,639)	(106,200,839)
(Increase)/ decrease in Inventories	(2,464,650)	541,500
(Increase)/ decrease in Other Financial assets	690,907	(1,350,013)
(Increase)/ decrease in Other current assets	(1,354,938)	(157,052)
Increase/ (decrease) in Current borrowings	764,000	-
Increase/ (decrease) in Financial Liabilities	-	-
Increase/ (decrease) in Trade payables	864,410,425	92,392,880
Increase/ (decrease) in Other current liabilities	1,916,758	623,034
(Increase)/ decrease in Other Short term Advances	6,959,749	14,820,005
Increase/ (decrease) in Other liabilities	-	(53,500)
Cash generated from operations	8,720,902	(1,379,263)
Direct Taxes Paid	1,213,352	-
Net cash flow from operating activities (A)	<u>9,934,254</u>	<u>(1,379,263)</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Sale/ (Purchase) of Fixed Assets	(345,000)	-
Sale/ (Purchase) of Non- current investments	-	-
Dividend Received	-	-
Interest Received	539,090	2,350,519
Net cash flow from investing activities (B)	<u>194,090</u>	<u>2,350,519</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	-	-
Repayment of Loans	-	-
Net proceeds from borrowings	-	-
Net cash flow from financing activities (C)	<u>-</u>	<u>-</u>
Net cash flow during the year (A + B + C)	10,128,344	971,256
Add: Opening cash and cash equivalents	2,043,560	1,072,304
Closing cash and cash equivalents	<u>12,171,903</u>	<u>2,043,560</u>
Components of cash and cash equivalents		
Cash in hand	571,313	457,487
Deposit with banks		
In current accounts	9,484,281	1,586,073
Total cash and cash equivalents (Note 15)	<u>10,055,594</u>	<u>2,043,560</u>
The accompanying notes are an integral part of the financial statements. As per our report of even date	(2,116,309)	(0)

FOR
Chartered Accountants
Firm Regn. No.
CA. Mahesh Jain
Proprietor
Membership No.

Delhi, the 30th of May, 2019

For APLAYA CREATIONS LIMITED

Shaswat Sinha Raushan Kumar Thakur
Authorized Signatory Managing Director
PAN: DGZP55102P DIN-07837321

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

Amit Madaan Diksha Verma
Director Company Secretary
DIN:08347122 PAN: AT JPV3738Q

For Aplaya Creations Limited For Aplaya Creations Limited

Raushan Kumar
Director

Director

Note 3
Property, plant and equipment:

Description	Useful Life (in Years)	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		Cost as at 01.04.2018	Additions during year	Sales/ Adj. during year	Cost as at 31.03.2019	Upto 01.04.2018	For the year	Adjusted in Sale	Upto 31.03.2019	As at 31.03.2019	As at 31.03.2018
Tangible assets:											
HTC mobile	5	8,000	-	-	8,000	8,000	-	-	8,000	-	-
Samsung mobile	5	13,000	-	-	13,000	13,000	-	-	13,000	-	-
Printer	5	15,900	-	-	15,900	15,900	-	-	15,900	-	-
Air Conditioner	5	120,225	-	-	120,225	118,317	862	-	119,174	1,051	1,913
Water Filter	5	8,277	-	-	8,277	8,140	62	-	8,202	75	137
Computer & accessories	3	187,640	-	-	187,640	187,640	-	-	187,640	-	-
Furniture & fixture	10	243,672	345,000	-	588,672	171,715	20,807	-	192,562	396,110	71,917
Total (Rs.)		596,714	345,000	-	941,714	522,717	21,751	-	544,678	397,236	73,987
Previous Year (Rs.)		596,714	-	-	596,714	474,717	47,990	-	522,727	73,987	121,977



APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

APLAYA CREATIONS LIMITED

CIN- L17122DL1996PLC332121

NOTES TO THE FINANCIAL STATEMENTS

4. Deferred tax assets (net)

	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
At the start of the year	87,793	59,398
Charge/ (credit) to Statement of Profit and Loss	(113,802)	28,395
At the end of year	(26,009)	87,793

4.1 Deferred tax asset recognized earlier on account of Carry forward of losses has been reversed as there is no virtual certainty supported by convincing evidences regarding sufficiency of taxable income in future.

4.2 The tax effect of significant timing differences that has resulted in deferred tax assets are given below:-

Particulars	For the year ended 31st March 2019			
	Opening balance	Recognized in Profit and loss	Recognized in OCI	Closing balance
Property, plant and equipment	87,793	(113,802)	-	(26,009)
Loss under the Income Tax Act 1961	-	-	-	-
Total	87,793	(113,802)	-	(26,009)

Particulars	For the year ended 31st March 2018			
	Opening balance	Recognized in Profit and loss	Recognized in OCI	Closing balance
Property, plant and equipment	59,398	28,395	-	87,793
Total	59,398	28,395	-	87,793

5. Inventories

	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
Closing stock	4,024,450	1,559,800
	4,024,450	1,559,800

6. Investments

	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
Investment	14,796,000	14,796,000

7. Trade receivables: Current

	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
Unsecured considered good:- Sundry Debtors	1,131,359,386	265,542,747
	1,131,359,386	265,542,747

8. Cash and cash equivalents

	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
Cash in hand (as certified)	571,313	457,487
	571,313	457,487

9. Other than Cash and cash Equivalent

	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
Balances with banks in current accounts	9,484,281	1,586,073
	9,484,281	1,586,073



APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

APLAYA CREATIONS LIMITED

CIN: L17107DL1006010332121

NOTES TO THE FINANCIAL STATEMENTS

10. Loans and advance

	31st March 2019 (Rupees)	31st March 2018 (Rupees)
Loan and Advance	30,221,884	37,181,633
	<u>30,221,884</u>	<u>37,181,633</u>

11. Other financial assets: Current

	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
Deposits	659,106	1,350,013
	<u>659,106</u>	<u>1,350,013</u>

12. Other current assets

	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
Unsecured, Considered good		
TDS receivable	30,868	157,052
GST Receivable	1,478,309	
Service Tax Receivable	2,813	
	<u>1,511,990</u>	<u>157,052</u>

13. Equity share capital

	No.	As at 31st March 2019 (Rupees)	No.	As at 31st March 2018 (Rupees)
Authorized shares				
Equity shares of INR 1 each	150,000,000	150,000,000	150,000,000	150,000,000
Issued, subscribed and fully paid-up shares	143,800,000	143,800,000	143,800,000	143,800,000

13.1 Reconciliation of number of equity shares and amount outstanding

	As at 31st March 2019 No.	(Rupees)	As at 31st March 2018 No.	(Rupees)
Equity Shares				
- At the beginning of the period	143,800,000	1,438,000,000	143,800,000	1,438,000,000
- Issued during the year	-	-	-	-
Total Outstanding at the end of the period	<u>143,800,000</u>	<u>1,438,000,000</u>	<u>143,800,000</u>	<u>1,438,000,000</u>

13.2 Terms and rights attached to equity shares

The company has issued only one class of equity shares having a par value of Re.1 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

13.3 Details of shareholders holding more than 5% shares in the company: -

	As at 31st March 2019		As at 31st March 2018	
	Nos.	% holding	Nos.	% holding
Westfield Apparels Private Limited	13,764,500	9.57%	13,764,500	9.57%
	<u>13,764,500</u>	<u>9.57%</u>	<u>13,764,500</u>	<u>9.57%</u>

As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding

11. Other equity

	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
Retained earnings		
Opening balance	82,197,933	81,951,470
Profit/ (loss) for the year	244,463	244,463
Change in Accounting estimates	-	-
	<u>82,442,397</u>	<u>82,197,933</u>
Closing balance	<u>82,442,397</u>	<u>82,197,933</u>



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APLAYA CREATIONS LIMITED

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NOTES TO THE FINANCIAL STATEMENTS

12. Borrowings: Non-current	As at 31st March 2019	As at 31st March 2018
	(Rupees)	(Rupees)
Finance lease obligations (On Car)*	-	-
Less: Current portion transferred to current liabilities	-	-
	<u>-</u>	<u>-</u>
* Finance lease obligation on vehicle is secured against respective vehicle		
13. Borrowings: Current	As at 31st March 2019	As at 31st March 2018
	(Rupees)	(Rupees)
Unsecured Loan from: -		
Others	764,000	-
	<u>764,000</u>	<u>-</u>
15 Trade Payables: Current	As at 31st March 2019	As at 31st March 2018
	(Rupees)	(Rupees)
Sundry creditors for goods and services (other than MSME)	959,574,086	95,163,660
	<u>959,574,086</u>	<u>95,163,660</u>
16 Other Financial liabilities	As at 31st March 2019	As at 31st March 2018
	(Rupees)	(Rupees)
Audit fees	50,000	-
TDS Payable	115,621	84,082
Duties & Tax	-	14,732,93
Expenses payable	2,479,171	629,219
	<u>2,644,792</u>	<u>728,034</u>
17 Provisions	As at 31st March 2019	As at 31st March 2018
	(Rupees)	(Rupees)
Provision for tax	1,058,155	902,958
	<u>1,058,155</u>	<u>902,958</u>
18 Revenue from operation	For the year ended	For the year ended
	31st March 2019	31st March 2018
	(Rupees)	(Rupees)
Sale of Products	1,468,045,628	114,610,481
	<u>1,468,045,628</u>	<u>114,610,481</u>
19 Other Income	For the year ended	For the year ended
	31st March 2019	31st March 2018
	(Rupees)	(Rupees)
Interest received	539,090	2,350,519
Other income	2,717,489	-
	<u>3,256,579</u>	<u>2,350,519</u>
20 Purchase of stock-in-trade	For the year ended	For the year ended
	31st March 2019	31st March 2018
	(Rupees)	(Rupees)
Purchase of Goods		
Fabric and reday made garments	1,461,572,689	111,486,244
	<u>1,461,572,689</u>	<u>111,486,244</u>



APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

APLAYA CREATIONS LIMITED

CIN- L17122DL1996PLC332121

NOTES TO THE FINANCIAL STATEMENTS

	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
21 Changes in inventories		
Opening stock	1,559,800	2,101,300
Less: Closing stock	4,024,450	1,559,800
Changes in inventories	<u>(2,464,650)</u>	<u>541,500</u>
22 Employee benefit expenses		
Salaries to staff	1,307,047	1,405,733
	<u>1,307,047</u>	<u>1,405,733</u>
23. Other administrative expenses		
Advertisement expenses	44,460	86,328
Administrative expenses	23,703	-
Auditor's remuneration (Note-32)	50,000	30,000
Bank charges	1,434	693
Computer expenses	50,000	-
Conveyance expenses	185,553	25,906
CHA Expense	197,164	-
Commission paid	-	1,664,000
Donation	11,000	-
Electricity and maintenance expenses	31,181	-
Freight	621,853	-
General expenses	127,010	-
Interest paid on govt dues	3,650	50
Job Work	2,673,000	-
Late Payment fee	150	2,875
Legal & professional charges	1,471,700	364,839
Listing fees	355,000	493,821
Miscellaneous expenses	25,625	16,977
Office expenses	45,580	8,750
Printing & stationery	16,479	7,473
ROC expenses	1,450	-
Rent, rate & taxes	570,600	398,040
RTA Expenses	55,773	-
Selling and distribution Exp.	105,000	52,826
Staff Welfare	50,402	-
Telephone expense	14,975	19,704
	<u>6,732,742</u>	<u>3,172,281</u>



APLAYA CREATIONS LIMITED II ANNUAL REPORT FY 2018-19

**INCOME TAX ACT
DEPRECIATION CHART FOR THE YEAR ENDED 31.03.2019**

PARTICULARS	RATE OF	WDV as on	ADDITION	ADDITION	GROSS BLOCK	DEPRECIATION	NET BLOCK AS ON
	DEP.	1st April 2018	BEFORE 180 DAYS	AFTER 180 DAYS			
P & M	15%	183,507	-	-	183,507	27,526	155,981
Computer	60%	114	-	-	114	68.40	46
Furniture & fixture	10%	174,488	0	-	174,488	17,449	157,039
TOTAL		358,108	-	-	358,108	45,043	313,065

WDV as per Companies Act	397,236
WDV as per Income Tax Act	313,065
Difference	(84,171)
DTL @ 30.9%	(26,009)

Opening DTA/DTL	87,793 DTA
Creation	(113,802) DTL
Closing Balance	(26,009) DTL



M/S APLAYA CREATIONS LIMITED
Notes to Financial Statement for the year ended 31st March 2019

Note

1A Corporate Information

M/S Aplaya Creations Limited is a public company domiciled in India and incorporated under the provision of the Companies Act, 1956.

Note

1B Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India. The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standard) Rules, 2015 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The company has also reclassified the previous year figure in accordance with the requirement applicable in the current year.

Note

1B.1 Summary of significant accounting policies

Presentation and disclosure of financial

a. statements

During the year ended 31 March 2019, the revised Schedule III notified under the companies Act, 2013 has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosure made in the financial statements. The company has also reclassified the previous year figure in accordance with the requirements applicable in the current year.



b. Tangible Fixed Assets

Fixed Assets are stated at Cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the assets to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

c. Investment

All investments are stated at cost i.e. cost of acquisition, inclusive of expense incidental to acquisition where applicable. Provision for any permanent diminutions in the value of investment is made which is considered to be appropriate. Income from investment is stated in revenue account in the year in which it is accrued and at gross value.

d. Revenue Recognition

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of goods. The company collects sales taxes and Goods and Service tax on behalf of government and therefore, these are not economic benefits following the company. Hence, they are excluded from revenue. Excise duty deducted from the revenue.

e. Income Taxes

Tax expenses comprises current and deferred tax. Current Income-Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India at the reporting date.

Deferred Income Taxes reflects the impact of timing difference between taxable income and accounting income originating during the current year and reversal of timing difference for the earlier years. Deferred Tax is measured using the tax rates and the tax laws enacted at the reporting date.



f. Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

g. Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statements comprises cash at bank and in hand and short-term investment with an original maturity of three months or less

h. Contingent Liabilities

A contingent liability is a possible obligation that arises from past event whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

For **Manoj Raj & Associates**
Chartered Accountants

FCA Manoj Kumar



M.No. : 095531

Place : Delhi

Dated : 30-05-2019

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

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the company, to be held on Monday, the 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2019.		
2.	To appoint Mr. Azaz Khan (DIN: 07827300) as Non Executive Director, liable to retire by rotation.		
3.	To appoint Mrs. Disha Sharma (DIN: 08142953) as Non Executive Director, liable to retire by rotation.		
4.	To appoint Mr. Amit Madaan (DIN: 08347122) as Non Executive Director, liable to retire by rotation.		
5.	To appoint Mr. Raj Kumar (DIN: 08094820) as an Independent Director		
6.	To appoint Mr. Nimesh Gupta (DIN: 08220971) as an Independent Director		

* Applicable for investors holding shares in Electronic form.

Signed this ___day of ____20___

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
across Revenue Stamp

Affix Revenue
Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

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

Attendance Slip

To be handed over at the entrance of the meeting hall)

Full name of the members attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the **36th Annual General Meeting** of the company, to be held on Monday, the 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 and at any adjournment thereof

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING- APLAYA CREATIONS LIMITED

