



Aplaya Creations Limited

APLAYA CREATIONS LIMITED

CIN : L17122MH1996PLC100018

Date- 04/09/2017

To
BSE Limited
P.J Towers
Dalal Street
Mumbai-400001

Sub: Notice of 34th Annual General Meeting

Ref: Scrip Code-511064

Dear Sir

Pursuant to Regulation 30(12) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find the attached herewith Revised Notice of 34th Annual General Meeting of the members of the Company to be held on Wednesday, 27th September 2017 at 10:00 A.M at D-615, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri(w), Mumbai-400053.

Thanking You

Yours Faithfully

For Aplaya Creations Limited

Pratyaksh Shivam
Company Secretary



STRI

KAXIAA

Regd. Office: D-615, Crystal Plaza, Opposite Infinity Mall, New Link Road,
Andheri West, Mumbai-400053, Ph-022-40045341, Fax-022-40045341

Corp. Office: DSM-438, DLF Tower, Shivaji Marg, New Delhi-110015, Ph-011-47038343

Email: info@aplaya creations.com Website: www.aplaya creations.com



APLAYA CREATIONS LIMITED

(CIN: L17122MH1996PLC100018)

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

Corp. Office- DSM-438, DLF TOWERS, SHIVAJI MARG, NEW DELHI- 110015

Tel.: 022-40045341; E-mail ID: einsedutech@gmail.com; Website: www.aplayacreations.com

NOTICE OF 34TH ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS

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

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

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

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

3. Item No. 3: To appoint statutory auditors and fix their remuneration.

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

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.

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

PLACE: Mumbai

DATE: 11.08.2017

By order of the Board
For APLAYA CREATIONS LIMITED

Sd/-

Raushan Kumar Thakur
Managing Director
(DIN: 07837321)

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

Item No. 4:

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

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

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

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

Item no.5:

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

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

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

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

Item No. 6:

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

Information required to be furnished under Reg. 36 of SEBI (LODR) Regulations, 2015 for Directors retired by rotation/Appointment of Director /Reappointment/ratifications:

Name of Director	Mr. Ivan Anil William D'souza
Date of Birth	12/09/1969
Date of Appointment	11/08/2017
Qualification	B.Com
Expertise in Specific Functional Area	Finance, Accounts and Taxation
Executive & Non-Executive Director	Non-Executive Director
Promoter Group	No
Independent Director	Yes
Other Directorship	<ol style="list-style-type: none"> 1. Ally's Infrastructure Pvt Ltd. 2. Agni Advertising Services Pvt Ltd 3. Fresh Integrated Marketing & Communications Solutions Pvt. Ltd. 4. Vix Multitrade India Pvt. Ltd.

Item No. 7:

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

Information required to be furnished under Reg. 36 of SEBI (LODR) Regulations, 2015 for Directors retired by rotation/Appointment of Director /Reappointment/ratifications:

Name of Director	Mrs. Rukiya Anwer Begum Pasha
Date of Birth	06/07/1947
Date of Appointment	11/08/2017
Qualification	Graduate
Expertise in Specific Functional Area	Commerce
Executive & Non-Executive Director	Non-Executive Director
Promoter Group	No
Independent Director	Yes
Other Directorship	1. Ally's Infrastructure Pvt Ltd.

Item No. 8:

The Board at its meeting held on May 30, 2017, appointed Ms. Shivani Shukla as additional director respectively with effect from such Board meeting dates pursuant to Section 161 of the Companies Act, 2013. Hence, she will hold office up to the date of the ensuing Annual General Meeting. The Company has received consent in writing to act as director in Form DIR 2 and intimation in Form DIR8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as

a Director. Accordingly, the Board recommends the resolution No. 8, in relation to appointment of Ms. Shivani Shukla as a Director, respectively, for the approval by the shareholders of the Company.

Information required to be furnished under Reg. 36 of SEBI (LODR) Regulations, 2015 for Directors retired by rotation/Appointment of Director /Reappointment/ratifications:

Name of Director	Ms. Shivani Shukla
Date of Birth	06/12/1990
Date of Appointment	30/05/2017
Qualification	B.Com, M.Com
Expertise in Specific Functional Area	Accounts
Executive & Non-Executive Director	Non-Executive Director
Promoter Group	No
Independent Director	Yes
Other Directorship	1. Sang Froid Labs India Ltd. 2. Vindyavasini Agency Pvt. Ltd.

Item No. 9:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 300,000,000 (Indian Rupees Thirty Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself, and the proxy need not be a member of the company. a person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. Pursuant to Reg. 42 of SEBI(LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from **21st September, 2017 to 27th September, 2017 (Both days inclusive)** for the purpose of AGM.
9. Members are requested to notify any correction /change in their name /address including Pin Code number immediately to the Companies Register/ Depository Participant .In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
10. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
11. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2016-17 is being sent through electronic mode only to the members whose email addresses are registered with the Company /Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.
12. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Reg. 44 of SEBI (LODR) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). Apart from e-facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are appended herein below.-

Renu Kathuria, Practicing Company Secretary (Membership. No. 34023), Faridabad has been appointed as the scrutinizer to conduct E-voting.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

14. All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.

15. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

16. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.

Information and other instructions relating to e-voting (NSDL) are as under:

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). Instructions for e-voting are given herein below.
2. The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on **Sunday, 24th Sept., 2017 (9:00 am) and ends on Tuesday, 26th Sept, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 22nd Sept., 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (i) Click on Shareholder - Login
 - (ii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (iii) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (iv) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (v) Select “EVEN” of “Aplaya Creations Limited”.
 - (vi) Now you are ready for remote e-voting as Cast Vote page opens.
 - (vii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (viii) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (ix) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (x) 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 signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kathuria.renu23@gmail.com with a copy marked to evoting@nsdl.co.in

A. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)USER ID/PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - III. 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).
 - IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd Sept. 2017.
 - V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd Sept.,2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or einsedutech@gmail.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM)
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Ms. Renu Kathuria, Practicing Company Secretary (Membership No. 34023) has been appointed as the Scrutinizer for the Annual General Meeting E-voting facility providing to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.aplayacreations.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

PLACE: Mumbai
DATE: 11.08.2017

By order of the Board
For APLAYA CREATIONS LIMITED
Sd/-
Raushan Kumar Thakur
Managing Director
(DIN: 07837321)



APLAYA CREATIONS LIMITED

(CIN: L17122MH1996PLC100018)

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

Corp. Office- DSM-438, DLF TOWERS, SHIVAJI MARG, NEW DELHI- 110015

Tel.: 022-40045341; E-mail ID: einsedutech@gmail.com; Website: www.aplayacreations.com

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 34th Annual General Meeting of the company, to be held on Wednesday, 27th day of September, 2017 at 10:00 A.M. at D-615, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri(W), Mumbai-400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2017		
2.	To appoint a Director in place of Ms. Pinki Gupta (DIN: 06365547), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint statutory auditors in place of retiring auditors		
4.	To adopt new set of MoA as per Companies Act, 2013		
5.	To adopt new set of MoA as per Companies Act, 2013		
6.	Regularization of Additional Director- Mr. Ivan Anil William D'souza		
7.	Regularization of Additional Director- Mrs. Rukiya Begum Anwer Pasha		
8.	Regularization of Additional Director- Ms. Shivani Shukla		
9.	Approval of the limits for the loans and investment by the company in terms of the provisions section 186 of the companies act, 2013		

* Applicable for investors holding shares in Electronic form.

Signed this ___ day of ___ 20___

Affix Revenue Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the Shareholder across Revenue Stamp

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
Please use existing User Id and 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

(CIN: L17122MH1996PLC100018)

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

Corp. Office- DSM-438, DLF TOWERS, SHIVAJI MARG, NEW DELHI- 110015

Tel.: 022-40045341; E-mail ID: einsedutech@gmail.com; Website: www.aplayacreations.com

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 34th Annual General Meeting of Aplaya Creations Limited at D-615, CRYSTAL PLAZA, NEW LINK ROAD, ANDHERI (WEST) MUMBAI -400053 on Wednesday, 27th September, 2017 at 10:00 a.m.

(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.



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Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: APLAYA CREATIONS LIMITED
Registered Office: D-615, CRYSTAL PLAZA, OPP. INFINITY MALL, NEW LINK ROAD, ANDHERI (W), MUMBAI- 400053
CIN: L17122MH1996PLC100018

BALLOT PAPER

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

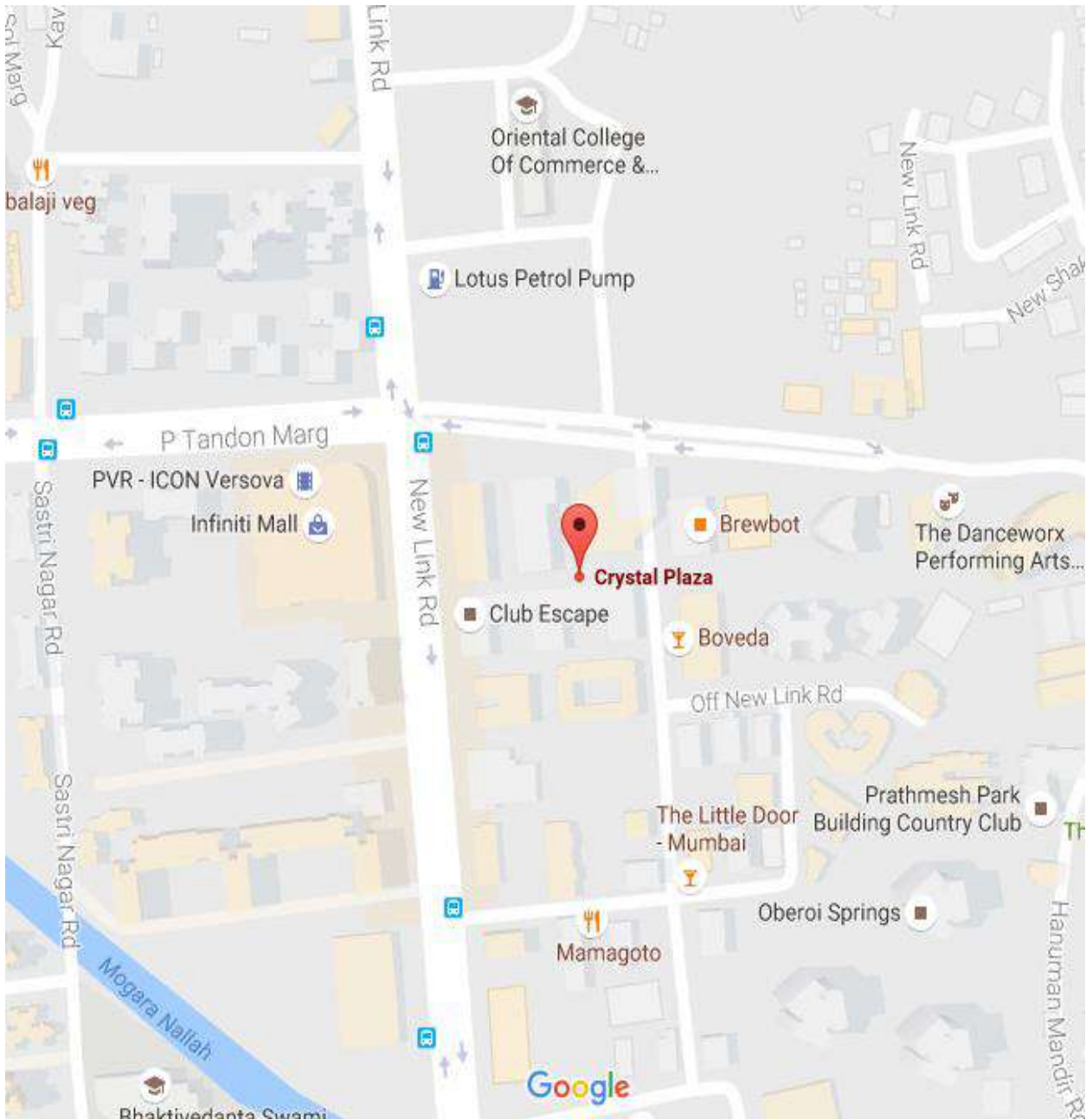
No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2017	Ordinary			
2.	To appoint a Director in place of Ms. Pinki Gupta (DIN: 06365547), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary			
3.	To appoint statutory auditors in place of retiring auditors	Ordinary			
4.	To adopt new set of MoA as per Companies Act, 2013	Special			
5.	To adopt new set of MoA as per Companies Act, 2013	Special			
6.	Regularization of Additional Director- Mr. Ivan Anil William D'souza	Ordinary			
7.	Regularization of Additional Director- Mrs. Rukiya Begum Anwer Pasha	Ordinary			
8.	Regularization of Additional Director- Ms. Shivani Shukla	Ordinary			
9.	Approval of the limits for the loans and investment by the company in terms of the provisions section 186 of the companies act, 2013	Special			

Place:

Date:

(Signature of the shareholder*)

ROUTE MAP OF 34TH ANNUAL GENERAL MEETING



VENUE OF AGM

D-615, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri(W), Mumbai-400053