

CORPORATE GOVERNANCE REPORT

1 Name of Listed Entity **APLAYA CREATIONS LIMITED**
 2 SCRIIP ID **17112**
 3 Quarter & Half year ending on **30.09.2016**

1. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN/S & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	DIPAK KUMAR SHARMA	BTJPS3387E/06958300	Non-Executive Director/ Independent Director	9/30/2014	22	1	2	1
Mr.	RAMAWAR GUPTA	AGEPG2765Q/06355578	Executive Director/ Managing Director	2/12/2014		1	1	Nil
Ms.	PINKI GUPTA	AGEPG2767N/06365547	Non-Executive Director/ Non-Independent Director	9/30/2014		2	2	Nil
Mr.	PRAMOD KUMAR GUPTA	ABRPG4589Q/05300735	Executive Director	8/31/2013		1	1	Nil
Mr.	SACHIN SOMAIVA	AUWPF57073H/00561590	Non-Executive Director/ Independent Director	8/31/2013	34	1	2	1

*SPAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Mr. DIPAK KUMAR SHARMA Mr. PRAMOD KUMAR GUPTA Mr. SACHIN SOMAIVA	Non-Executive, Independent Director (Member) Executive Director (Member) Non-Executive, Independent Director (Chairman)
2. Nomination & Remuneration Committee	Mr. DIPAK KUMAR SHARMA Mr. RAMAWATAR GUPTA Mr. SACHIN SOMAIVA	Non-Executive, Independent Director (Chairman) Executive Director (Member) Non-Executive, Independent Director (Member)
3. Stakeholders Relationship Committee	Mr. DIPAK KUMAR SHARMA Mr. PRAMOD KUMAR GUPTA Mr. SACHIN SOMAIVA	Non-Executive, Independent Director (Member) Executive Director (Member) Non-Executive, Independent Director (Chairman)
*Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
9-Apr-16		0
9-May-16		29
30-May-16		20
	10-Aug-16	71
IV. Meeting of Audit Committees		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
10-Aug-16	Yes	30-May-16
		71
Maximum gap between any two consecutive meetings in number of days*		

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions

Whether prior approval of audit committee obtained	Subject	Compliance status (Yes/No/NA)
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA

Note: In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **YES**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee **YES**
 - b. Nomination & remuneration committee **YES**
 - c. Stakeholders relationship committee **YES**
 - d. Risk management committee (applicable to the top 100 listed entities) **NA**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **YES**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **YES**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation
PRATYAKSH SHIVAM
 COMPANY SECRETARY

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



Pratyaksh

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year

I Affirmation

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

For Aplaya Creations Limited
Pratyaksh Shivam
Company Secretary

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