



APLAYA CREATIONS LIMITED

(formerly Known As Eins Edutech Limited)

CIN: L17122MH1996PLC100018

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 that the following Special & Ordinary Resolutions seeking approval of Unrelated Shareholders (i.e. Shareholders other than those forming part of Promoters / Promoter Group and other related parties) in pursuance of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), for-

1. Approve shifting of registered office of the company from Mumbai, State of Maharashtra to NCT of Delhi and consequent amendment of Situation Clause of the Memorandum of Association of the company.
2. Approve appointment of Mr. Raushan Kumar Thakur as Managing Director of the company

is proposed to be passed by Postal Ballot/E- voting. Explanatory Statement pertaining to the proposed Special & Ordinary Resolutions setting out the material facts and the reasons thereof along with a Postal Ballot Form is annexed herewith.

The Company has appointed ACS Ms. Renu Kathuria, Proprietor, M/s. Renu Kathuria & Associates, Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice, record your assent (For) or dissent (Against) therein and return the completed Ballot Form in the enclosed self-addressed postage paid envelope. Postal Ballot Form(s) if sent by courier or by registered/speed post at the expense of shareholders or hand delivered will also be accepted. Duly completed Postal Ballot Form(s) should reach the Scrutinizer, on or before 5:00 p.m. on Friday, the 18th day of August, 2017, the last date for receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date will be considered invalid.

E-Voting Option

The Company is pleased to offer E-Voting facility also as an alternative which would enable you to cast your votes electronically, instead of sending Physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on E-Voting printed in this Notice. Upon completion of the scrutiny of the Postal Ballot Forms & E-voting by the shareholders, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot will be announced on Monday, the 21st day of August 2017 at the registered office of the Company. The results of the Postal Ballot will also be uploaded on the Company's website www.aplayacreations.com besides sending appropriate communications to the BSE Limited and Calcutta Stock Exchange. Last date of E-voting/receipt of completed Postal Ballot Forms i.e. Friday, the 18th day of August 2017, shall be the date on which the Special & Ordinary resolution would be deemed to have been passed by the Shareholders, if approved by requisite majority.

Special Business

Item No.-1

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM MUMBAI, STATE OF MAHARASHTRA TO NCT OF DELHI AND CONSEQUENT AMENDMENT OF SITUATION CLAUSE OF THE MOA OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as an Special Resolution:



ALTERATION OF CLAUSE II OF MEMORANDUM OF ASSOCIATION OF COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force, and subject to approval of Regional Director or the Central Government and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the Registered Office of the Company from "State of Maharashtra" to "NCT of Delhi"

RESOLVED FURTHER THAT the Clause-II of the Memorandum of Association of the Company be substituted by the following clause:

II. The registered office of the company will be situated in the "NCT of Delhi".

RESOLVED FURTHER THAT the aforesaid resolution becoming effective, the Registered Office of the company be shifted from State of Maharashtra to such place in the NCT of Delhi as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Board of Directors of the Company be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

Item No.-2

Approval of appointment of Mr. Raushan Kumar Thakur as Managing Director of the company

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

"RESOLVED THAT pursuant to Section 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and subject to such other approvals and consents as may be necessary, Mr. Raushan Kumar Thakur, be and is hereby appointed as Managing Director for a period of 5(five) years with effect from 06th July 2017 and that he shall not be entitled to any remuneration.

RESOLVED FURTHER THAT the duties of Managing Director so appointed as above shall, include, the overall supervision of the functioning of the company, handling day to day affairs of the company, regularly reporting to the Board on the activities of the company and to perform all other duties that the Board may delegate to the Managing Director from time to time.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to accept any modification which may be proposed or required by the Central Government and to do all such acts, deeds, things which may be necessary to give effect to this resolution."

By Order of the Board
For Apivya Creations Limited

Pratyaksh Shivam
Company Secretary

Place: Mumbai

Date: 06/07/2017

Notes:

1. Explanatory Statement for the proposed Special & Ordinary Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 along with the applicable rules thereunder setting out material facts is appended herein below.
2. The Postal Ballot Notice is being sent to the Members whose name appear in the Register of Members / Record of Depositories as at the close of business on Friday, the 07th day of July, 2017. The Postal Ballot Notice is being

sent by email to the Members whose email address is registered with the Company/ Depository Participants(s) for communication. For those Members who have not registered their email address, physical copy of the Postal Ballot Notice along with self-addressed postage paid envelope is being sent. The Postal Ballot Notice may also be accessed on Company's Website www.aplayacreations.com.

3. Unrelated Members whose names appears on the Register of Members / Records of Depositories as at the close of business on Friday, the 07th day of July, 2017. will be considered for the purpose of voting.
4. Voting period will commence on and from Thursday, the 20th day of July, 2017 at 9.00 a.m. and end on Friday, the 18th day of August, 2017 at 5.00 p.m.
5. Members can opt for only one mode of voting i.e. either by postal ballot or e-voting. In case any shareholder casts the vote(s) through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate thereof, he or she may send an email to the Company Secretary at kathuria.renu23@gmail.com. The Registrar and Share Transfer Agent/Company shall forward the same along with the self-addressed postage paid envelope to the shareholder.
7. In compliance with Sections 108 to 110 of the Companies Act, 2013 and the Rules made thereunder the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by National Securities Depository Limited (NSDL). The instructions and process for e-voting is mentioned in this Notice.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed Postage paid Envelope to the Scrutinizer so as the reach not later than 5.00 p.m. on Friday, the 18th day of August, 2017. Postal Ballot Forms received after the aforesaid date and time will be considered as if no reply has been received from the shareholder.
9. After completion of scrutiny of votes cast either electronically or through postal ballot, the Scrutinizer will submit his report to the Chairman and results of the voting shall be announced by the Chairman or any other Director of the Company on Monday, the 21st day of August, 2017 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company www.aplayacreations.com besides being sent to the Stock Exchanges on the said date.
10. The last date of e-voting / receipt of postal ballot forms for physical voting i.e. Friday the 18th day of August, 2017 shall be the date on which the Special & Ordinary resolution would be deemed to have been passed, if approved by requisite majority.



Instructions and process for E-voting are as under:

- A. Members whose shareholding is in dematerialised form and whose email addresses are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing the User-ID and Password:
- (i) Open email and open PDF file viz; "ORL 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.nsd.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) 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.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles. (vii) Select "EVEN" of "Aplaya Creations Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional members (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 email to einsedutech@gmail.com or kathuria.renu23@gmail.com with a copy marked to evotin@nsdl.co.in.
- B. For Members holding shares in dematerialised form whose email IDs are not registered with the Company/Depository Participants and Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice, it may be noted that the Initial User ID & Password is being provided in the Postal Ballot Form. Such members are requested to follow all steps from Sl. No. (ii) to (xii) above to cast vote. 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 "Forget User Details/Password" option available on or contact NSDL at the following toll free no.: 1800-222-990.
- C. 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 downloads section of or call on toll free no.: 1800-222-990.
- D. 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).

Explanatory Statement:
(Pursuant to Sec.102 of the Companies Act, 2013)

Shifting of Registered Office of the Company from State Of Maharashtra, to NCT Of Delhi

The Company was incorporated under the provisions of Companies Act, 1956 in the State of Maharashtra. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the State of Maharashtra.

It is proposed to relocate the Registered Office of the Company to DSM-438, DLF TOWERS, SHIVAJI MARG, NEW DELHI-110015.

The shifting of Registered Office from Maharashtra to NCT of Delhi will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to



the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Regional Director/Central Government.

The Board recommends the Resolution as set out above for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Appointment of Managing Director

At the Board Meeting held on 06th July, 2017, Mr. Raushan Kumar Thakur, was appointed as Managing Director of the Company for a period of 5(five) years with effect from 06th July 2017 and that he shall not be entitled to any remuneration.

A brief profile of Mr. Raushan Kumar Thakur the nature of his expertise, and the names of companies he holds directorships alongwith details of membership/ chairmanship on various committees of the Board of other companies, shareholding in the company and relationship between the directors inter-se is annexed to the notice.

Mr. Raushan Kumar Thakur is not entitled to any remuneration.

The Board of Directors place this resolution for appointment of Managing Director for confirmation by members and commend the same for approval.

None of the Directors, Key managerial persons or their relatives, in any way, concerned or interested in the said resolution.

ANNEXURE TO ITEM 2 OF THE NOTICE

Details of Managing Director

Name of Director	Raushan Kumar Thakur
Director Identification Number (DIN)	07837321
Date of birth	11-12-1992
Nationality	INDIAN
Date of appointment on Board	30-05-2017
Qualification	GRADUATE
Shareholding in the Company	NIL
List of Directorship held in other Companies	NIL
Membership/chairmanship of Audit & Stakeholder Relationship committee across all Public Companies	NIL

Place: Mumbai
Date: 06/07/2017

By Order of the Board
For Aplaya Creations Limited
Pratyaksh Shivam
Company Secretary



APLAYA CREATIONS LIMITED

(formerly Known As Eins Edutech Limited)

CIN: L17122MH1996PLC100018

POSTAL BALLOT FORM

Serial No.....

1. Name(s) & Address :
2. Name of the Joint Shareholders (if any) :
3. Registered Folio No./DP ID No./
Client ID No* (Applicable to investors
holding shares in dematerialized form) :
4. No. of shares held :

I/We hereby exercise my/our vote in respect of the Special & Ordinary resolution to be passed through postal ballot for the business stated in the Notice of the company by conveying my/our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item No.	Resolution Summary	No. of shares held	I assent to the resolution, Please tick (✓)	I dissent to the resolution, Please tick (✓)
1.	Special Resolution- To approve shifting of registered office of the company from State of Maharashtra to NCT of Delhi and consequent amendment of Situation Clause of the MoA of the company			
2.	Ordinary Resolution- Approval of appointment of Mr. Raushan Kumar Thakur as Managing Director of the company			

Place:

Date:

.....
(Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (E-voting Event Number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
July 20, 2017 at 9:00 AM	August 18, 2017 at 5:00 P.M.

Notes:

1. Please read the instructions printed below carefully before filling this form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot sent herewith.
2. The last date for the receipt of Postal Ballot forms by the Scrutinizer is August 18, 2017 upto 5:00 pm.

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: einsedutech@gmail.com Website: www.aplayacreations.com

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage paid envelope. However, envelope containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'
6. The votes of a Member will be considered invalid on any of the following grounds
 - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the Resolution in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. if the form other than the one issued by the company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 18th August, 2017. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at kathuria.renu23@gmail.com or einsdutech@gmail.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage paid envelope in as much as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e. 07th July, 2017.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.