



Unleash your potential

Aptech Limited
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September 02, 2024

To, BSE Limited 25 th Floor, P J Towers, Dalal Street, Mumbai – 400 001	To, The National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051
Scrip Code: 532475 Email: corp.comm@bseindia.com	Symbol: APTECHT Email: compliance@nse.co.in

Dear Sir/Madam,

Sub: Notice of the 24th Annual General Meeting of the Company.

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice and the Explanatory Statement of the 24th Annual General Meeting of the Company to be held on Thursday, September 26, 2024 at 12.00 noon (IST) via Video Conference / Other Audio-Visual Means (VC / OAVM) facility.

The said Notice forms part of the Annual Report for the Financial Year 2023-24.

Kindly take the same on record.

For Aptech Limited

A K Biyani
Company Secretary
Membership No: F8378
Encl.: as above

Notice of 24th Annual General Meeting



NOTICE

NOTICE is hereby given that the Twenty Fourth (24th) Annual General Meeting (“AGM”) of Aptech Limited will be held on Thursday, September 26, 2024 at 12.00 noon through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Standalone and Consolidated Financial Statement) of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.

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 applicable provisions of the Companies Act, 2013 and Rules thereunder, the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, comprising the Balance Sheet as on March 31, 2024, Statement of Profit and Loss and the Statement of Cash Flows for the year ended as on that date, together with the Annexures/Schedules/Notes thereon and the Reports of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted.”

2. To appoint a Director in place of Mr. Rajiv Agarwal (DIN: 00379990), who retires by rotation and being eligible offers himself for re-appointment.

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 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajiv Agarwal (DIN: 00379990), who retires by rotation and who has offered himself for re-appointment, be and is hereby re-appointed as a Director.

RESOLVED THAT any Director and/or the Company Secretary be and is hereby authorised by the Board of the Company to review, sign and file all Applications, Forms/ E-forms, Affidavits, Declarations, Letters and such other documents and perform such other compliance functions and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditor of the Financial year ended March 31, 2025, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provision of Section 148 and other applicable provisions, if any,

of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, Companies (Cost Records & Audit Rules), 2014 and other applicable Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on recommendation of the Audit Committee and approval of Board of Directors, the remuneration, as set out in the explanatory statement annexed to the notice convening the Meeting, to be paid to the Cost Auditors M/s SAPSJ & Associates, Firm Registration No. 000445 appointed by the Board to conduct the audit of cost records of the Company for the financial year ended March 31, 2025 be and hereby ratified.

RESOLVED FURTHER THAT Mr. Pawan Nawal, Chief Financial Officer and Mr. Akshar Biyani, Company Secretary of the Company be and are hereby severally authorized to submit the necessary intimation in form/ eform to various Authorities/Central Government for appointment of Cost Auditors by the Company and do such other acts as may be necessary for time to time to make the resolution effective.”

4. To Regularize the appointment of Mrs. Vandana Chamaria (DIN:07131829) as a Woman Director (Non – Executive, Independent) of the Company for the term of 5 years.

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 149, 150, 152, 161, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to appoint Mrs. Vandana Chamaria (DIN: 07131829) as an Independent Director with effect from August 02, 2024, who was appointed as an Additional Director (Non-Executive, Independent Category) to hold office upto the date of this Annual General Meeting in the terms of Section 161 of the Companies Act 2013 and she has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, in respect of whom the Company has received all statutory forms, undertakings, declarations, etc. as an Independent Director, not liable to retire by rotation, to hold office for a term of Five consecutive years i.e. August 02, 2024 upto August 01, 2029.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to sign

and file such applications, letters, e-forms, certified resolutions, disclosures, intimation and such other documents to all Ministry of Corporate Affairs, Stock Exchanges and applicable regulatory authorities and perform such other compliance functions to give effect to this resolution.”

5. To consider and approve appointment of Mr. Atul Jain (DIN: 07434943) as Managing Director and Chief Executive Officer for the term of 5 years with effect from August 03, 2024.

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 Sections 161, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification thereto or re-enactment thereof) and consent of the Members be and is hereby accorded to appoint Mr. Atul Jain (DIN: 07434943), as an Additional Director to hold office upto the date of the ensuing Annual General Meeting and appointment as Managing Director and Chief Executive Officer - Designate for a period of 5 years with effect from August 03, 2024 and further shall be re-designated/appointed as Managing Director and Chief Executive Officer (MD & CEO) of the Company with effect from November 01, 2024 to hold office as MD & CEO upto August 02, 2029 on following terms including the remuneration as specified below:

1. The Company to employ Mr. Atul Jain (DIN: 07434943) as Managing Director and Chief Executive Officer-Designate for a period of 5 years with effect from August 03, 2024 and further shall be re-designated/appointed as Managing Director and Chief Executive Officer with effect from November 01, 2024 and to hold office of Managing Director & CEO upto August 02, 2029 and the Company to issue Appointment letter for employment terms with him.
2. Mr. Jain to discharge such functions, exercise such powers and perform such duties as the Board shall from time to time determine and entrust to him, subject to such restrictions and/or limitations as the Board may in its discretion determine.
3. Mr. Jain to undertake such travel as may be needed in the interests of the Company’s business or as directed by the Board from time to time.

4. The Company to pay to Mr. Jain the following:

Remuneration: CTC INR 2.75 crores (INR Two Crores Seventy-Five Lakhs) p.a. In addition, the following will be provided:

- Joining Bonus: INR 25,00,000/- (INR Twenty-Five Lakhs) will be paid as Joining Bonus with the salary of the first month. Joining Bonus payout shall be subject to prevalent Income Tax rules.
- Group Term Life Insurance: coverage as per Company Policy.
- Group Health Insurance: coverage as per Company Policy.
- Company provided & Company maintained car: (up to INR 70.00 lakhs ex-showroom price, or as decided), with fuel & driver’s salary.
- Variable Pay: up to 40% of Total Annual CTC (Business Performance Linked as per KPIs approved by the Nomination & Remuneration Committee).
- Annual Increments as approved by the Nomination & Remuneration Committee.
- Official Mobile Bills (Rent + Usage) at actuals.

RESOLVED FURTHER THAT where in any financial year during the tenure of the Managing Director and Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company shall pay aforesaid specified remuneration by way of Salary, Supplementary Allowances, Medical expenses, Performance linked annual discretionary bonus, Annual Increments, Benefits and Perquisites in compliance with applicable provisions read with Schedule V of the Companies Act, 2013 or any modification(s) thereto.

RESOLVED FURTHER THAT Mr. Anuj Kacker, Whole-time Director and Interim CEO, Mr. Pawan Nawal, Chief Financial Officer and Mr. Akshar Biyani, Company Secretary be and are hereby severally authorized to make, sign, file and/or upload the necessary agreement(s), application(s), document(s), disclosure, intimations, return(s), form(s) on the website of Ministry of Corporate Affairs, Stock Exchanges and other regulatory bodies and that they be further authorized severally to do all such acts, deeds, matters and things as may be necessary for the purpose of giving full effect to the aforesaid resolution.”

NOTES:

1. Pursuant to the Ministry of Corporate Affairs ('MCA') General Circular No. 14/2020 dated April 08, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and various other circulars issued by the MCA and SEBI and in reference to the recent MCA General Circular No. 09/2023 dated September 25, 2023 and SEBI circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 (hereinafter collectively referred to as "Circulars"), the Annual General Meeting ('AGM/ Meeting') of the Company will be held through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') and accordingly physical attendance of the Members at the AGM venue is not required. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In line with the SEBI Circular SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024 and Circular SEBI/HO/ MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, all the Members whose PAN and KYC details are not registered/ updated with the Company are requested to do so by submitting the necessary documents and forms which are available on the website of the Company at <https://www.aptech-worldwide.com/pages/investor-relations/ updation-of-kyc-details.aspx>. Further incase of any queries/complaints, please write us at cs@aptech.ac.in.
6. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.aptech-worldwide.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM being convened through VC/OAVM thus the route map is not annexed to this Notice.
8. In compliance with the Circulars, the Notice of 24th Annual General Meeting and the Annual report for the Financial Year 2023-24 are being sent only by email to the Members whose email address is registered with the Company/Depositories/Depository Participants.
9. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic mode and with the Registrar & Share Transfer Agent ('RTA') of the Company in case the shares are held by them in physical form. However, for limited purposes like receiving the Notice of the forthcoming AGM and related documents, all the Members shall register their email address with the RTA as per the process given in the e-Voting instructions of the notes to this Notice.
10. In terms of the SEBI Listing Regulations, securities of the Listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, members are advised to dematerialize the shares held by them in physical form.
11. As per SEBI Circular SEBI/HO/MIRSD/POD- 1/P/ CIR/2024/37 dated May 7, 2024 read with Circular SEBI/ HO/MIRSD/ POD- 1/P/CIR/2024/81 dated June 10, 2024, payment of dividends/interest etc., will be made only in electronic mode to the Physical Shareholders who have updated their PAN, Contact Details, Bank Account Details and Specimen Signature with the Company or the RTA. Further, Shareholders holding shares in demat mode are requested to update their PAN, Contact Details, Bank Account Details and Specimen Signature with their respective Depository Participants in order to receive dividends electronically. However, the regulations now strictly require dematerialisation of the shares held by shareholders in physical form.
12. The Company has appointed M/s. Jay Mehta & Associates (FCS 8672), Practicing Company Secretary, as the Scrutinizer to scrutinize remote e-voting process and e-voting at the Meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting unblock 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. The Scrutinizer shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than forty-eight hours after the conclusion of the Meeting to the Chairman of the Company. The Chairman or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be communicated to the National Stock Exchange of India Limited and BSE Limited immediately after it is declared by the Chairman, or any other person authorised by the Chairman and the same shall also be available on the website of the Company <https://www.aptech-worldwide.com/> and on NSDL Website www.evoting@nsdl.com

25, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the Cut-off date i.e. Thursday, September 19, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 19, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system



A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER :-

The remote e-voting period begins on Sunday, September 22, 2024 at 10:00 A.M. and ends on Wednesday, September

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jay@csjaymehta.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their Login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on: 022 - 48867000 or send a request to evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@aptech.ac.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@aptech.ac.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Shareholders who would like to express their views have questions and raise any query concerning the Financial Statements/Annual Report of the Company, may send their questions 5 days in advance mentioning their name demat account number/folio number, email id, mobile number at cs@aptech.ac.in. The same will be replied by the company suitably.
6. Shareholders who wish to express their view/ask questions at the Annual General Meeting may register themselves as Speaker Shareholders by writing through their registered email id to the Company at cs@aptech.ac.in mentioning their name, demat account number/folio number (DP id/Client id), PAN and mobile number between September 16, 2024 to September 20, 2024 (both days inclusive).

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

Item No. 03:

In accordance with the provision of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014 the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company at the General Meeting.

The Board of Directors, on recommendation of Audit Committee, at its meeting held on Friday, August 02, 2024 approved the appointment and remuneration of the Cost Auditor M/s. SAPSJ & Associates to conduct the Audit of the cost records of the Company across various segment, for the Financial Year ended March 31, 2025, subject to ratification by the Members, the fixed remuneration is Rs. 68,500 plus goods and services tax and out of pocket expenses on actual if any.

The Cost audit is applicable to all business of the Company and carried out in accordance with Section 148 of the Act read with the Companies (Cost Record and Audit) Rules, 2014 as amended from time to time.

Accordingly, ratification by the members is being sought to the remuneration payable to the Cost Auditor for the Financial year ending March 31, 2025 by the way of an Ordinary Resolution as set out in Item No. 03 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out herein.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 03 of the Notice for approval of the Members.

Item No. 04:

The Board of Directors at their meeting held on August 02, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Vandana Chamaria (DIN:07131829), as an Additional director (Non-Executive, Independent) of the Company with effect from August 02, 2024 for a term of Five consecutive years upto August 01, 2029, under Section 149, 150, 152, 161 of the Act and Article of Association of the Company.

Pursuant to Regulation 17 (1C) of Listing Regulation, Mrs. Vandana Chamaria shall hold office until the date of next

General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mrs. Vandana Chamaria is eligible to be appointed as Woman Director (Non-Executive, Independent) for a term of up to five consecutive years. The Company has received notice under Section 160 of the Act from Mrs. Vandana Chamaria proposing her candidature as an Independent Director of the Company. The Company has also received a declaration of Independence from Mrs. Vandana Chamaria in terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstances of situations which exists or may be reasonably anticipated that could impair or impact her/his ability to discharge his/her duties as an Independent Director in terms of Section 164 (2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director Database maintained by Indian Institute of Corporate affairs.

For appointment of Mrs. Vandana Chamaria on the Board, the Nomination and Remuneration Committee took into consideration her rich and varied experience majorly into marketing, board management, business insight and brand building. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies of Mrs. Chamaria were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company. A brief profile of Mrs. Vandana Chamaria in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is provided in the Notice as Annexure I.

Except Mrs. Vandana Chamaria, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out herein.

The Board of Directors recommends the Special Resolution as set out in Item No. 04 of the Notice for approval of the Members.

Item. 05:

Dr. Anuj Kacker, Whole-time Director and Interim CEO of the Company retires from the Office effective October 31, 2024. Consequently, ceases to be Key Managerial Personnel (KMP) pursuant to Section 203 of the Companies Act 2013 effective the aforesaid date. It is hereby proposed to appoint Mr. Atul Jain as Managing Director and Chief Executive Officer-Designate of the Company with effect from August 03, 2024 and it is proposed to re-designate and appoint him as Managing Director and CEO with effect from November 01, 2024 to hold office as Managing Director and CEO upto August 02, 2029. A brief profile of Mr. Atul Jain in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is provided in the Notice as Annexure I.

The proposed remuneration and terms and conditions of appointment of Mr. Atul Jain, Managing Director and Chief Executive Director is given below:

1. The Company to employ Mr. Atul Jain as Managing Director and Chief Executive Office-Designate for a period of 5 years with effect from August 03, 2024 and further shall be re-designated/appointed as Managing Director and Chief Executive Officer with effect from November 01,

2024 and to hold office of Managing Director & CEO upto August 02, 2029 and the Company to issue Appointment letter for employment terms with him.

2. Mr. Jain to discharge such functions, exercise such powers and perform such duties as the Board shall from time to time determine and entrust to him, subject to such restrictions and/or limitations as the Board may in its discretion determine.
3. Mr. Jain to undertake such travel as may be needed in the interests of the Company's business or as directed by the Board from time to time.
4. The Company to pay to Mr. Jain the following:

Remuneration: CTC INR 2.75 crores (INR Two Crores Seventy-Five Lakhs) p.a. In addition, the following will be provided:

- Joining Bonus: INR 25,00,000/- (INR Twenty-Five Lakhs) will be paid as Joining Bonus with the salary of the first month. Joining Bonus payout shall be subject to prevalent Income Tax rules.
- Group Term Life Insurance: coverage as per Company Policy.
- Group Health Insurance: coverage as per Company Policy.
- Company provided & Company maintained car: (up to INR 70.00 lakhs ex-showroom price, or as decided), with fuel & driver's salary.
- Variable Pay: up to 40% of Total Annual CTC (Business Performance Linked as per KPIs approved by the Nomination & Remuneration Committee).
- Annual Increments as approved by the Nomination & Remuneration Committee.
- Official Mobile Bills (Rent + Usage) at actuals.

The Board considers that his association would benefit the Company as per his experience and hence it is desirable to appoint him as Managing Director and CEO. Accordingly, the Board recommend the resolution in relation to the appointment of Mr. Atul Jain as Managing Director & CEO for the approval of the Shareholders of the Company by the way of Special Resolution.

The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days (except Saturday, Sunday & Public Holidays) and will also be available during the Annual General Meeting ("AGM") till the conclusion of the AGM.

Except Mr. Atul Jain, none of the Directors and Key Managerial Personnel of the Company or their relatives are interested in the Resolution set out in item no. 05 of this Notice.

By Order of the Board of Directors

Sd/-
A.K Biyani
Company Secretary
F8378

Place: Mumbai
Date: August 02, 2024

Annexure I

Details of the Directors seeking appointment/ re-appointment required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2 General Meeting issued by the ICSI:

Name of the Director	Vandana Chamaria	Atul Jain	Rajiv Agarwal
Director Identification Number ('DIN')	07131829	07434943	00379990
Designation/ Category of Directorship	Non-Executive, Independent	Managing Director and Chief Executive Officer -Designate	Non-Executive Director
Age	45 years	57 years	53 years
Nationality	Indian	Indian	Indian
Date of first appointment of the Board	02-08-2024	03-08-2024	29-10-2006
Qualification	B. Sc (Hons) Economics, St. Xavier's College Kolkata and MBA, MDI Gurgaon	B. Tech, IIT Delhi and MBA, IIM Calcutta	B. Tech (Chemical), Institute of Technology, Benares Hindu University
Brief Resume/ Experience (including expertise in specific functional area).	<p>Mrs. Chamaria served as the Head of Business, Brand and Reputation Marketing at Google India prior to becoming an Independent Director at Sahyadri Farms Post Harvest Care Limited. During her tenure at Google, she contributed significantly to the growth of the ads business achieving huge gains in market share for Google. Before Google, she held pivotal roles as the General Manager of Marketing at Hero MotoCorp and as the Director and Head of Marketing at Yum Restaurants. Her illustrious career spans influential positions at GSK Consumer Healthcare, underpinned by a stellar educational foundation from St. Xavier's College and MDI.</p>	<p>Mr. Atul Jain has more than three decades of experience in sales, marketing, operations and business strategy in different industries, most notably with Orient Electric Ltd, LeEco Technology Pvt Ltd., Samsung Electronics and Coca-Cola India. His last assignment was as President with Aqualite Industries Ltd. Atul has held many leadership positions, including Executive VP and Business Unit Head for Orient Electric Ltd. He was also the VP-Sales for Samsung Electronics India Mobile business and Senior VP for Samsung's Consumer Durables business in India. He brings extensive institutional and B2C knowledge, as well as a strong track record of leadership through some of the most significant business technological shifts in the last 10-15 years. Atul Jain is the former Chairman of CII's Indian Fan Manufacturers Association (IFMA), where he oversaw the industry's transition to energy efficient products. He has also been involved with other industry associations like CEAMA and Delhi Management Association.</p>	<p>Mr. Rajiv Agarwal is Non-Executive and Non independent director on our Board. He graduated in Chemical Engineering from the Institute of Technology, Benares Hindu University in 1993. He is responsible for managing strategic investments of Rare Enterprises, Rekha Jhunjhunwala and Rare Trusts. Rare Enterprises is an asset management firm promoted by Late Mr. Rakesh Jhunjhunwala. At Rare Enterprises, he is responsible for Investment Management and Risk Management. He is responsible for providing strategic inputs as a Director on the Board of Nazara Technologies, Hungama Digital Entertainment, Alchemy Capital, Equis Capital, Concord Biotech and Fullife Healthcare. Prior to December 2005, Mr. Agarwal was with Accenture, a global management and technology consulting firm, for over 12 years and was responsible for sales and delivery of Strategy and Operations consulting work. As part of the Growth and Strategy team, he was responsible for growth of Accenture's Delivery Centre network for IT services in India. He has also worked with other Companies in India, UK, UAE and Indonesia. His rich industry exposure includes Oil and Gas, IT, BPO, Chemicals, Pharmaceuticals, Agrochemicals, Biotechnology, Iron and Steel, Textiles, Engineering and Construction, Railways and Airlines.</p>

Name of the Director	Vandana Chamaria	Atul Jain	Rajiv Agarwal
Nature of Expertise/ Experience in Specific areas	Marketing	Sales, Marketing, Operations and Business Strategy in different Industries	Strategy & Operations, Planning, General Management, Investment Management
Shareholding, if any in the Company as on March 31, 2024	Nil	Nil	81,340
Relationship with other Director and other Key Managerial Personnel of the Company	NA	NA	NA
Directorship in the Listed Indian Companies	NA	NA	3
Chairman/ Member of any committee of the Board Of Directors of Listed Indian Companies	NA	NA	1