



Unleash your potential

Aptech Limited
Regd. office: Aptech House
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Mumbai - 400 093.
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29th May 2024

To,
BSE Limited
25th Floor, P J Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 532475

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051.
Symbol: APTECHT

Dear Sir/Madam,

Sub: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, we enclose herewith the Annual Secretarial Compliance Report for the year ended March 31, 2024 issued by M/s S G & Associates, Practicing Company Secretaries.

This is for your information and record.

Thanking you,

Yours faithfully,

For Aptech Limited

A.K Biyani
Company Secretary
Membership No. F8378
Place: Mumbai



Secretarial Compliance Report

Aptech Limited

For the Financial Year ended March 31, 2024.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Aptech Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at APTECH HOUSE, A 65, M.I.D.C, Marol Andheri (East), Mumbai, Maharashtra, India, 400093. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We S G & Associates, Practicing Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by **Aptech Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");



- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable.**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable.**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable.**
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **Not Applicable.**
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable.**
- (k) The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996. **Not Applicable.**
- (l) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **Not Applicable.**
- (m) The Securities and Exchange Board of India (Depositories and Participants) Regulation, 1996 and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including Specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Listing Regulation	Regulation 29 of SEBI (Listing obligation	Delay in submitting Reg 29- Prior Board	BSE and NSE	Imposed Penalty	Delay in submitting Reg 29- Prior Board	11,800 each	It is observed that, there was delay in	The penalty has been paid by	NA



	and Disclosure requirement)Regulation 2015	Meeting Intimation for the quarter 30 th June 2023			Meeting Intimation for the quarter 30 th June 2023		submission of prior Board meeting intimation for the quarter 30 th June 2023.	the Company during the year.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including Specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation	23	Non Submission of Related Party Disclosure for the Half year ended 31 st March, 2022	The Company has filed its Regulation 23(9).	Non Submission of Regulation 23(9) of SEBI (LODR)	Non Submission of Related Party Disclosure for the Half year ended 31 st March, 2022	64,900	The Company has submitted Regulation 23(9) for the half year ended 31 st March, 2022 by paying the fine levied on the Company amounting to Rs. 64,900/-	The penalty has been paid by the Company on 22.07.2022.	NA
2.	Violation under Securities and Exchange Board of India (Prohibition	Trading Window and PIT	Mr. Kallol Mukherjee brought 27 Equity Shares during	Company	Penalty Levied by Company	Traded Shares during period of Trading Window	Rs. 9740/-	On receipt of information about the violation of PIT	The fine was levied to the Designated	NA



	of Insider Trading) Regulations, 2015 by designated Person Mr. Kallol Mukherjee for buying Shares during trading window closure period.		trading window closure period without any prior intimation to the Compliance officer.			Closure without Intimation to the Company		Regulation Person With the recommendation of the audit Committee the Company issued warning letter to Mr. Kallol Mukherjee and levy penalty of Rs. 9740 /- towards the violation of Code of Conduct. The aforesaid penalty has been duly submitted to the Investor Protection and Education Fund of SEBI.	
3	Violation under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,	Trading Window and PIT	Mr. Neeraj Malik sold 10,000 Equity Shares amounting to Rs. 24,91,700 during	Company	Penalty Levied by Company	Traded Shares during period of Trading Window Closure without Intimation	Rs. 3,42,950/-	On receipt of information about the violation of Designated Person With the recommen	The fine was levied to the Designated Person



	2015 by designated Person Mr. Neeraj Malik by selling Shares during trading window closure period.		trading window closure period without any prior intimation to the Compliance officer.			to the Company		<p>ation of the audit Committee the Company issued warning letter to Mr. Neeraj Malik and levy penalty of Rs. 3,42,950 /- towards the violation of Code of Conduct.</p> <p>The aforesaid penalty has been duly submitted to the Investor Protection and Education Fund of SEBI.</p>		
4	Violation under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by designated	Trading Window and PIT	Mr. Vikas Jain sold 1,000 Equity Shares amounting to Rs. 3,41,646.49/- during trading window	Company	Penalty Levied by Company	Traded Shares during period of Trading Window Closure without intimation to the Company	Rs. 109,500 /-	On receipt of information about the violation of Regulation With the recommendation of the audit	The fine was levied to the Designated Person	NA



Person Mr. Vikas Jain by selling Shares during trading window closure period.	closure period without any prior intimation to the Compliance officer.					Committee the Company issued warning letter to Mr. Vikas Jain and levy penalty of Rs. 1,09,500/- towards the violation of Code of Conduct. The aforesaid penalty has been duly submitted to the Investor Protection and Education Fund of SEBI.
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	1. Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year,	NA	NA



<p>the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p>
<p>2. Other conditions relating to resignation of statutory auditor</p>		
<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p> <p>NA</p>



	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p>	NA	NA
	<p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	NA
3.	The listed entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	NA

III. I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)</p>	Yes	NA
2.	<p><u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of Directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the Regulations/ Circulars/</p>	Yes	NA



	Guidelines Issued by SEBI.		
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate Section on the website <p>Web-links provided in Annual Corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the Website</p>	Yes	NA
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	NA
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	NA
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	NA
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	NA
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently</p>	Yes NA	NA



	approved/ ratified/ rejected by the Audit committee		
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NA
11.	<u>Actions taken by SEBI or Stock Exchange (s), if any:</u> No Actions taken against the listed entity/ its promoters/Directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	NA
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	NA	NA

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is



neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai
Date: 16-05-2024

For SG and Associates
Practicing Company Secretary



Suhas S Ganpule
Proprietor

Membership No.12122

CP No. 5722

UDIN:A012122F000381073

For S G & ASSOCIATES
COMPANY SECRETARIES



SUHAS GANPULE
ACS NO. 12122
CP NO. 5722
PROPRIETOR

