



Aptech Limited
Regd. office: Aptech House,
A-65, MIDC, Marol, Andheri (E),
Mumbai - 400 093.
T: 91 22 2827 2300
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www.aptech-worldwide.com

24th July, 2019

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: Voting results and Consolidated Report of Scrutinizer for the 19th Annual General Meeting of the Company

Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, enclosed herewith please find the voting results of the business transacted at the 19th Annual General Meeting of the Company held on Monday, 22nd July, 2019 at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai-400 021 at 4.00 p.m.

Further, enclosed herewith please find the consolidated report of scrutinizer on e-voting and poll issued by Mr. Jay Mehta, Practicing Company Secretary.

Kindly take the same on record.

For Aptech Limited

Ketan Shah
Company Secretary
Encl.: as above



VOTING RESULTS

Date of the AGM / EGM	22-07-2019
Total number of Shareholders on Record Date	63448
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	56
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public :	No video conferencing facility was made available.



Resolution required: (Ordinary)	1 - To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statement of the Company for the Financial Year ended 31 st March 2019, and the Reports of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,717,540	19,717,540	100.0000	19,717,540	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,717,540	100.0000	19,717,540	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,626,302	2,319,406	63.9606	2,319,406	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,319,406	63.9606	2,319,406	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	16,549,718	566,624	3.4238	566,621	3	99.9994	0.0005	0	0
	Poll		8,864	0.0536	8,864	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		575,488	3.4774	575,485	3	99.9995	0.0005	0	0
Total		39,893,560	22,612,434	56.6819	22,612,431	3	100.0000	0.0000	0	0



Resolution required: (Ordinary)	2- To appoint a Director in place of Mr. Rajiv Agarwal having DIN 00379990 who retires by rotation and is eligible for reappointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,717,540	19,717,540	100.0000	19,717,540	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,717,540	100.0000	19,717,540	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,626,302	2,319,406	63.9606	2,319,406	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,319,406	63.9606	2,319,406	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	16,549,718	566,624	3.4238	566,521	103	99.9818	0.0181	0	0
	Poll		8,864	0.0536	8,858	6	99.9323	0.0676	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		575,488	3.4774	575,379	109	99.9811	0.0189	0	0
Total		39,893,560	22,612,434	56.6819	22,612,325	109	99.9995	0.0005	0	0



Resolution required: (Special)	3 - To Re-appointment Mrs. Madhu Jayakumar DIN 00016921 as an Independent Director for a second term of 5 five consecutive years on the Board of the Company w.e.f 24th September, 2019.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,717,540	19,717,540	100.0000	19,717,540	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,717,540	100.0000	19,717,540	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,626,302	2,319,406	63.9606	2,319,406	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,319,406	63.9606	2,319,406	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	16,549,718	566,624	3.4238	566,601	23	99.9959	0.0040	0	0
	Poll		8,864	0.0536	8,858	6	99.9323	0.0676	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		575,488	3.4774	575,459	29	99.9950	0.0050	0	0
Total		39,893,560	22,612,434	56.6819	22,612,405	29	99.9999	0.0001	0	0



Resolution required: (Special)	4- To Approve the payment of remuneration made to Mr. Anil Pant of Rs. 2,49,81,016/- during the financial year ended 31st March 2019 and to waive recovery of remuneration paid to Mr. Pant in excess of the limits prescribed under the provisions of the Act read with Schedule V of the Act of Rs. 9,81,016/- for the said financial year.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,717,540	19,717,540	100.0000	19,717,540	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,717,540	100.0000	19,717,540	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,626,302	2,319,406	63.9606	2,203,795	115,611	95.0154	4.9845	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,319,406	63.9606	2,203,795	115,611	95.0155	4.9845	0	0
Public- Non Institutions	E-Voting	16,549,718	566,562	3.4234	566,343	219	99.9613	0.0386	0	62
	Poll		8,864	0.0536	8,864	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		575,426	3.477	575,207	219	99.9619	0.0381	0	62
Total		39,893,560	22,612,372	56.6818	22,496,542	115,830	99.4878	0.5122	0	62

All the Resolutions were passed with requisite majority.





To,
The Chairman,
Aptech Limited,
Aptech House, A-65, M.I.D.C.,
Marol, Andheri (East),
Mumbai - 400 093

Dear Sir,

Sub.: **Consolidated Scrutinizer's Report on remote e-voting conducted 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 from time to time, and voting at the Nineteenth Annual General Meeting of Aptech Limited, held on Monday 22nd July, 2019, at 4:00 P.M. at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021**

I, Jay Dilipkumar Mehta, proprietor of M/s Jay Mehta & Associates, Company Secretaries, appointed as Scrutinizer, by the Board of Directors of the Company, for the purpose of scrutinizing the remote e-voting as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and voting at the Nineteenth Annual General Meeting (AGM) of Aptech Limited (the Company) held on Monday 22nd July, 2019, at 4:00 P.M. at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021.

The Company had provide the members facility to cast their vote by electronic means, for all the items of business as set out in the Notice convening AGM, through remote e-voting services provided by Karvy Fintech Private Limited (Karvy).

The Company had also provided the facility for voting through e-voting system at the AGM for all those members who were present at the AGM but have not casted their votes by availing the remote e-voting facility.

The members, holding shares in physical form or in dematerialized form, as on cut-off date i.e. Monday 15th July, 2019, were entitled to vote on all the items of business as set out in the Notice convening AGM.

The remote e-voting period commenced on Thursday, 18th July, 2019 at 9:00 A.M. and ended on Sunday, 21st July, 2019 at 5:00 P.M. and the Karvy e-voting platform was blocked thereafter.



Thereafter, the votes cast under remote e-voting were unblocked in presence of two witness, Ms. Teena Thomas, Prathamesh CHS, Plot no. 357/13, Sector-3, Charkop, Kandivali (West), Mumbai - 400067 and Ms. Pooja Bhanushali, 304, Odhvaram Jyot, Siddhivinayak Park Road, Behind Secondary School, Bhayandar West, Thane_401101 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Teena Thomas



Pooja Bhanushali

I have duly scrutinized and reviewed the remote e-voting and votes tendered through e-voting at the AGM and submit my consolidated Report, on the resolution(s) as mentioned below:

a) **Resolution No. 1 -**

Adoption of Audited Accounts, Directors Report and Auditors Report for the Financial Year 2018-19:

(i) **Voted in favour of the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
90	22612431	100% (Rounded-off)

(ii) **Voted against of the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	3	0% (Rounded-off)

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



b) **Resolution No. 2 -**

Re-appointment of Mr. Rajiv Agarwal as Director retiring by rotation:

(i) **Voted in favour of the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
88	22612325	100%(Rounded-off)

(ii) **Voted against of the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
5	109	0%(Rounded-off)

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



c) **Resolution No. 3 -**

Re-appointment of Mrs. Madhu Jayakumar as an Independent Director:

(i) **Voted in favour of the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
88	22612405	100%(Rounded-off)

(ii) **Voted against of the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
5	29	0%(Rounded-off)

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL.



d) Resolution No. 4 -

Waiver of excess remuneration paid to Mr. Anil Pant for Financial Year 2018-19:

(i) Voted in favour of the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
82	22496542	99%(Rounded-off)

(ii) Voted against of the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
10	115830	1%(Rounded-off)

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

For Jay Mehta & Associates
Company Secretaries

Jay Mehta
Proprietor



F.C.S. No.: 8672
C.P. No.: 8694

Date: 24/07/2019
Place: Mumbai

Counter Signed:

A handwritten signature in black ink, appearing to read "Ketan H. Shah".

Ketan H. Shah
Company Secretary