



Unleash your potential

Aptech Limited
Regd. office: Aptech House
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Mumbai - 400 093.
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June 7, 2021

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, 2021 issued by M/s S G & Associates, Practicing Company Secretaries.

Kindly take the same on record.

For Aptech Limited

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

Secretarial Compliance Report

Aptech Limited

For the year ended 31.03.2021

I, Mr. SuhasSadanandGanpule, Proprietor of S G and Associates, Company Secretary in Practice 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 31.03.2021("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 thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

- (g) The Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014.

and circulars/ guidelines issued thereunder;

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

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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Violation under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by designated Person Mr. Easo Thampy by selling Shares during trading window closure period.	Mr. Easo Thampy Mathew (Senior Vice President & Function Head- Aptech Learning, Arena Animation & LAPA) sold 3000 Equity Shares amounting to Rs. 6,00,000 during trading window closure period without any prior intimation to the Compliance officer.	On receipt of information about violation of PIT Regulation With the recommendation of the audit Committee the Company issued warning letter to Mr. Easoand levy penalty of Rs. 1,26,975/- towards the violation of Code of Conduct. The aforesaid penalty has been duly submitted to the Investor Protection and Education Fund of SEBI.
2.	Violation under Securities and	Mr. ShivomNautiyal (Senior Executive -	On receipt of information about

<p>Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by designated Person Mr. Shivom Nautiyal by selling Shares during trading window closure period.</p>	<p>Finance & Accounts) sold 50 Equity Shares amounting to Rs. 9160/- and 100 Equity Shares amounting to Rs. 19,995/- during trading window closure period without any prior intimation to Compliance office.</p>	<p>violation of PIT Regulation With the recommendation of the audit Committee the Company issued warning letter and levy penalty of Rs. 6,000/- 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>
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	SEBI	Irregularities and non-disclosures of certain information	Vide order dated 1 st April 2020, SEBI restrained	The Company had submitted their representation to BSE Limited and National Stock Exchange Of India Ltd stating that the



SG & ASSOCIATES

Company Secretaries

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Gram Panchayat Road, Above Kajal
Jewellers, Goregaon (West), Mumbai - 62.

		<p>pertaining to GDR issue by Aptech Limited in October 2003 amounting to USD14.40 million when the Company was under the control of the erstwhile promoters.</p>	<p>Aptech Limited from accessing the Securities Market for a period of six months from the date of the order.</p>	<p>present promoters had taken control over the management of the Company in October 2005. SEBI Order records this fact and notes that the act in question was committed in 2003 when the Company was under the earlier management. There is no observation or any adverse remark against the present management of the Company or present office bearers or present Promoters.</p> <p>Further, The Company is directed to not access the securities and capital market for a period of six months.</p> <p>Further, the Adjudicating Officer of SEBI after careful examination of facts, legal position and submissions passed an Order dated May 12, 2021 and disposed off the SCN without any penalty or direction or any adverse findings against the Company.</p>
2.	SEBI	<p>Show Cause Notice no. EAD2/AP-SKS/OW/1598/1/2021 dated January 20, 2021 was issued by SEBI for not closing its trading window when</p>	<p>SEBI alleged that Aptech by not closing the trading window during the existence and discussion period of the alleged UPSI, has violated Clause 4 of the minimum</p>	<p>The Company has submitted reply dated February 19, 2021 stating inter alia that the arrangement with "Montana International preschool powered by Aptech" for operating pre-schools cannot be considered material under the Regulations 30 r/w Schedule III of the LODR</p>

		<p>alleged' Unpublished price sensitive information' was disclosed in press release dated September 7, 2016 titled "Aptech forays into preschool segment".</p>	<p>standard for Conduct of Conduct to monitor and report trading by insiders as specified in Schedule B r/w Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulation 2015</p>	<p>Regulations, is therefore not a material contract.</p> <p>Further, It was submitted by the Company that the obligation to close the trading window arises only when the information is material. It is an undisputed fact that the information with respect to collaboration was made in the regular course of business and was not material.</p>
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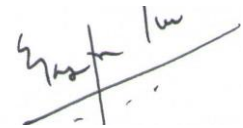
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

Place: Mumbai

Date: 28th May, 2021

For SG and Associates



Suhas Ganpule

ACS/ FCS No.: 12122

C P No.: 5722

UDIN: A012122C000383031