

SEC:APL:RKD:100120:20
March 5, 2020

APLAB LIMITED
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BSE Limited
Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 517096

Sub: Intimation under amended Regulation 31A(8)(a) of SEBI (Listing Obligations and Disclosure Requirements) 2015 – Receipt of application by the Company for reclassification to Public Category from one of its promoters, viz, ZEE Entertainment Enterprises Limited

We wish to inform you that the Company has received an application dated 4th March, 2020 along with required declarations from ZEE Entertainment Enterprises Limited (ZEEL) forming part of Promoter Group of the Company for reclassifying it from “**Promoter Category**” to “**Public Category**” as permitted under the Provisions of amended Regulation 31A of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 {SEBI (LODR) 2015}. Pursuant to an inter-se transfer transaction amongst the promoters done in the month of January 2019, ZEEL now holds 4,75,000 equity shares of Rs 10/- each in the Company comprising 9.50% of the total paid share capital of the Company.

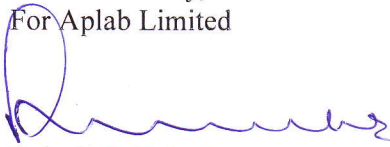
ZEEL has given the required declarations listed out in amended Regulation 31A(3)(b) and the requisite undertakings pursuant to amended Regulation 31A(4) of SEBI (LODR) 2015.

The aforesaid application is the subject matter of shareholders approval and approval from the Stock Exchange. The said application will be considered by the Board of Directors of the Company at the forthcoming Board Meeting and will be placed before the shareholders for approval in an Extra ordinary General Meeting that would be held in compliance with amended Regulation 31A(3)(a)(ii) of SEBI (LODR) 2015.

Kindly take above on record.

Thanking you,

Yours faithfully,
For Aplab Limited


Rajesh K. Deherkar
Company Secretary &
Finance Controller



Encl.: as above



Extraordinary Together

March 4, 2020

The Board of Directors
Aplab Limited
Aplab House, A-5,
Wagale Estate
Thane (West) 400 604

Sirs,

Sub: Declarations in respect of our request for reclassification of Company's Shareholding in Aplab from Promoter to Public.

This is further to our earlier letters dated April 4, 2018, January 16, 2019 and February 6, 2019 seeking reclassification of Company's shareholding from Promoter to Public. To facilitate the Board of Aplab to consider and process the requirements of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), we hereby confirm and declare as under:

i. Rationale for seeking re-classification: In pursuance of the Shareholders Agreement(s) entered into by an erstwhile Subsidiary, Zee Entertainment Enterprises Limited, earlier known as Zee Telefilms Ltd (hereinafter referred to as 'ZEEL' or 'the Company') with shareholding of 13,21,200 (26.42%) had the right to nominate Director on the Board of Aplab.

Considering that the Company was not exercising the said right and the original promoters i.e. Deodhar group had operational control, on April 4, 2018 an Agreement terminating aforesaid Shareholders Agreement was executed and the Company had requested Aplab to initiate the process for reclassifying Company's Shareholding from Promoter to Public under the extant regulations.

Subsequently to comply with the maximum shareholding requirements prescribed in the amended Regulation 31A of SEBI Listing Regulations, in January 2019 the Company had sold and transferred 846,200 (16.92%) Equity Shares of Aplab to Mrs. Amrita Deodhar (belonging to Promoter group) by way of off-market *inter se* transfer.

Subsequent to such termination of all rights available under the erstwhile Shareholders Agreement and sale of 16.92% stake in Aplab, vide letter dated February 6, 2019, the Company had made an application seeking reclassification of the balance 475,000 (9.50%) shareholding from Promoter to Public.

We hereby re-submit our request seeking reclassification of the balance 4,75,000 (9.50%) shareholding from Promoter to Public.



Contd...2/-

Zee Entertainment Enterprises Limited

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ii. Declaration: As required under Regulation 31A of SEBI Listing Regulations, we confirm that as on date the Company does not hold more than ten percent of the total voting rights in Aplab and that the Company;

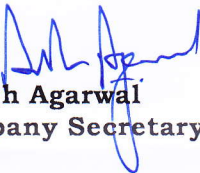
- shall not exercise control over the affairs of Aplab directly or indirectly;
- does not have any special rights with respect to Aplab through formal or informal arrangements including through any shareholder agreements;
- shall not be represented on the board of directors (including not having a nominee director) of Aplab;
- shall not act as a key managerial person in Aplab;
- is not a 'wilful defaulter' as per the Reserve Bank of India Guidelines and
- is not a fugitive economic offender.

iii. Undertaking: Consequently, we confirm that upon reclassification as sought for, the Company:

- shall continue to comply with conditions specified in sub-clauses (i), (ii) and (iii) of clause (b) of sub-regulation 3 of Regulation 31A of SEBI Listing Regulations at all times from the date of such reclassification; and
- shall comply with conditions specified in sub-clauses (iv) and (v) of clause (b) of sub-regulation 3 of Regulation 31A for a period of not less than three years from the date of reclassification;

We further confirm that as on date none of the entities related to the Company as per Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, read with Regulation 31A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hold any Equity Shares of Aplab Limited.

For **Zee Entertainment Enterprises Limited**


Ashish Agarwal
Company Secretary



Zee Entertainment Enterprises Limited

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