

SEC:APL:RKD:103420:20
September 5, 2020

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

APLAB LIMITED
APLAB HOUSE,
A-5 WAGLE ESTATE,
THANE 400 604. INDIA.
TEL : +91-22-67395555, 25821861
FAX : +91-22-25823137
EMAIL : response@aplab.com
WEB : www.aplab.com

Dear Sir,

Sub: Notice of the 55th Annual General Meeting

Scrip Code: 517096 - APLAB LIMITED

Dear Sirs,

Please find enclosed the Notice of the 55th Annual General Meeting scheduled to be held on Wednesday, 30th September, 2020 at 4.00 P.M. (1ST) through VC/OAVM in compliance with all the applicable provisions of the Companies Act, 2013 and rules made thereunder and Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations 2015 read with general Circular dated 13th April, 2020 and 5th May, 2020 and other applicable circulars issued by the Ministry of Corporate Affairs and SEBI

The said Notice of AGM is also available on the Company's website i.e. www.aplab.com

Kindly take the same on your records

Thanking you,

Yours faithfully,
For Aplab Limited



Rajesh K. Deherkar
Company Secretary &
Finance Controller



Encl.: as above

NOTICE

NOTICE IS HEREBY GIVEN THAT the 55th Annual General Meeting ('AGM') of the Members of Aplab Limited ('the Company') (CIN: L99999MH1964PLC013018) will be held on Wednesday, 30th September, 2020 at 4.00 p.m. through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') facility, in compliance of provisions of the Companies Act, 2013 ('the Act') and rules thereof read with the General Circular No. 14/2020 dated 8th April, 2020; the General Circular No. 17/2020 dated 13th April, 2020 and the General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 to transact the businesses as mentioned below:

Ordinary Business:-

1. To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended 31st March, 2020 and the Balance Sheet as on that date together with the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Amrita P. Deodhar (DIN: 00538573), who retires by rotation and being eligible offers herself for re-appointment;
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an **ordinary** resolution:

"RESOLVED THAT in accordance with section 139(1) and (2) and any other applicable provisions, if any, of the Companies Act, 2013, Rules, Notifications, Circulars and Orders made/issued thereunder (hereinafter collectively referred to as "the Act"), M/s Puranik Kane & Co., Chartered Accountants (Registration no. 120215W) be and are hereby appointed as Statutory Auditors to Audit the Accounts of the Company for the Financial Years 2020-21 to 2024-25 and hold office as such till conclusion of the Annual General Meeting that will be held for approval of financial statements for the year 2024-2025 and the Chairman & Managing Director be and is hereby authorized to fix their remuneration; in place of M/s Shahade & Associates., Chartered Accountants, (ICAI Registration No. 109840W) existing Statutory Auditors who have expressed their inability to continue as such on the conclusion of the ensuing Annual General Meeting."

Special Business:-

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to the provisions of Section 149,150,152 and such other applicable provisions if any of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Dinesh Kotecha (DIN 02115860) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 27th May, 2020 and whose term of office expires at the forthcoming Annual General Meeting, is eligible for appointment and the company has received notice in writing pursuant to the provisions of section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the company, and who has consented, if appointed, to act as a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 30th September, 2020."
5. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:

Reclassification of the Status of Promoter Shareholding into Public Shareholding

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as "**Listing Regulations**") including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of Listing Regulations and other applicable laws, subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of Company be and is hereby accorded to re-classify **ZEE Entertainment Enterprises Limited** holding 4,75,000 equity shares of Rs 10 each of the Company comprising 9.50% of the paid capital of the Company (hereinafter referred to as "**applicant**") forming part of the Promoter Group from "Promoter and Promoter Group Category" to "Public Category".

RESOLVED FURTHER THAT that the applicant seeking re-classification and persons related to the applicant [as defined under sub-clauses (ii), (iii) and (iv) of clause (pp) of sub-regulation (1) of regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018] seeking re-classification shall not:

- (i) together, hold more than ten percent of the total voting rights in the Company;
- (ii) exercise control over the affairs of the Company directly or indirectly;
- (iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) be represented on the board of directors (including not having a nominee director) of the Company;
- (v) act as a key managerial person in the Company;
- (vi) be a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- (vii) be a fugitive economic offender.

RESOLVED FURTHER THAT any of the Directors of the Company or Mr. Rajesh K. Deherkar, Company Secretary and Finance Controller (ACS Membership Number: A10783) be and is hereby authorized to submit the application for reclassification to the SEBI Board, Stock Exchange, wherein the securities of the company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Rajesh K. Deherkar, Company Secretary and Finance Controller (ACS Membership No.: A10783) of the Company be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

Registered Office:
Aplab House, A-5,
Wagle Estate,
Thane – 400 604

Place : Thane
Dated : 30th July, 2020

By Order of the Board

Rajesh K. Deherkar
Company Secretary &
Finance Controller
(Membership No. A10783)

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business to be transacted at the AGM is annexed hereto.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of AGM.
3. Pursuant to the provisions of the Companies Act, 2013; a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM facility pursuant to provisions of the MCA Circular No. 14/2020 dated 8th April, 2020 and the SEBI Circular, the facility to appoint a proxy to attend and cast vote for a Member will not be available for the AGM. Accordingly, proxy form and attendance slip are not annexed to the Notice of AGM.
4. Statement giving details of the Directors seeking appointment/re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) and Secretarial Standard on General Meeting ("SS-2")
5. Members are requested to contact the Registrar and Share Transfer Agents for all matters connected with the Company's shares at: M/s Adroit Corporate Services Pvt. Ltd., 17-20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059. Tel : 42270400/ 28594060 Fax : 28503748
6. Members are requested to notify immediately on any change, if any, in their address/mandate/bank details to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company or Company's Registrar & Share Transfer Agents in respect of their physical share folios.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent or to the Company.

8. The Company has already transferred, all unclaimed dividend declared up to the financial year ended 31st March, 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those shareholders who have so far not claimed their dividend up to the year ended 31st March, 1994 may submit their claim to the Registrar of Companies, Maharashtra, CGO Complex, 2nd Floor, CBD, Belapur in the prescribed form.
9. Pursuant to the provision of the Companies Act, 2013, as amended, dividend for the financial year ended 31st March, 1995 and thereafter, which remain unpaid or unclaimed for a period of 7 years is to be transferred to the Investor Education and Protection Fund of the Central Government. Accordingly Dividend for the year ended 31st March, 1995, 31st March, 1996, 31st March, 1997, 31st March, 2003, 31st March, 2004, 31st March, 2005, 31st March, 2006, 31st March, 2007, 31st March, 2008 and 31st March, 2009 have already been transferred to the Investor Education and Protection Fund of the Central Government.
10. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
11. The Bodies Corporate is entitled to appoint Authorized Representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
12. 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.
13. 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.
14. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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.
15. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.aplab.com The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com 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.
16. Speaker Registration for the AGM:

A Member, who wish to ask questions or express views at the AGM, may register with the Company as a 'Speaker' by sending a request by providing full name, DP ID and Client ID / Folio Number and contact number from the registered e-mail ID to shares@aplab.com at least seven days in advance. A Member, who has registered with the Company as a speaker, will be allowed to ask questions or express views at the AGM. For smooth conduct of proceedings of the AGM, Members may note that the Company reserves the right to restrict number of questions and speakers during the AGM depending upon availability of time.
17. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Sunday, the 27th September, 2020 at 9.00 A.M. and ends on Tuesday, the 29th September, 2020 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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

1. Visit the e-Voting website of NSDL viz. <https://www.evoting.nsdl.com/>
2. Once the home page is launched, click on the icon ‘Login’ available under ‘Shareholders / Members’ section.
3. You will have to enter your User ID, your Password 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.
4. User ID details shall be entered in following manner:

| Members holding shares in | Your User ID is: |
|----------------------------|--|
| a) 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) Demat account with CDSL | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12*****, then your user ID is 12***** |
| c) Physical Form | EVSN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVSN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’:
 - a) 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. 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’.
 - b) If your email ID is not registered, then kindly follow procedure for procuring User ID and password for e-voting and accessing the VC / OAVM facility at the AGM.
6. If you are unable to retrieve or have not received the ‘Initial password’ or have forgotten your password:
 - (a) 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
 - (b) Click on “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - (d) Members can also use OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button
9. After you click on the “Login” button, Home page of e-voting will open.

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

1. In case shares are held in physical form, kindly provide your Name, Folio Number, scanned copy of the share certificate (front and back), Income Tax PAN (self-attested scanned copy) and AADHAR (self-attested scanned copy) by email to info@adroitcorporate.com and shares@aplab.com
2. In case shares are held in demat form, kindly provide your name, DP ID and Client ID (16 digit DPID plus Client ID or 16 digit Beneficiary ID), client master or copy of Consolidated Account statement, Income Tax PAN (self-attested scanned copy) and AADHAR (self-attested scanned copy) by email to info@adroitcorporate.com and shares@aplab.com

The Instructions for Members for e-voting on the day of the AGM are as under:

- 1) Procedure for e-voting on the date of the AGM is same as per instructions mentioned above for the remote e-voting.
- 2) Only those Members, 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 at the AGM.
- 3) A Member, who has casted the vote by remote e-voting, may also attend the AGM but shall not be entitled to cast the vote again

- 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 EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to 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.
- 5) Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shares@aplab.com The same will be replied by the company suitably.

**EXPLANATORY STATEMENT:
(Pursuant to Section 102(1) of the Companies Act, 2013)**

Item No. 3

M/s Shahade & Associates, Chartered Accountants, the Statutory Auditors of the Company have expressed their unwillingness to be re-appointed as Statutory Auditors of the company in the ensuing Annual General Meeting. Based on the recommendation of the Audit Committee, the Board at its meeting held on 3rd September, 2020 has appointed M/s. Puranik Kane & Co., Chartered Accountants (Regn No 120215W) as the Statutory Auditors of the Company subject to approval of the members. The Board recommends that M/s. Puranik Kane & Co. be appointed as the Statutory Auditors of the Company for a period of five years to carry out the audit from financial year 2020-2021 to 2024-2025 and shall hold office as such till conclusion of the Annual General Meeting that will be held for adoption of financial statements for the year 2024-2025. They will be paid a remuneration of Rs. 7,00,000/- p.a. for financial year 2020-2021. The remuneration payable to the new auditor is commensurate with the audit work assigned to them. The Board also seeks an authority to the Chairman & Managing Director for fixing their remuneration.

M/s Puranik Kane & Co. have more than 15 years of experience with 3 partners. They have furnished the requisite certificate for eligibility for appointment under provisions of section 141 of the Companies Act, 2013 and have expressed their willingness to be appointed. The Audit Committee has formed an opinion that the new auditors will be able to discharge their duties in an efficient manner and hence has recommended their appointment to the Board. The resolution seeks the approval of the members for the appointment of M/s Puranik Kane & Co. as Statutory Auditors of the Company and authority to the Chairman & Managing Director to fix their remuneration.

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 as set out in the Notice

Item No. 4

Mr. Dinesh Kotecha (DIN:02115860) was appointed as an Additional Director of the company by the Board of Directors at their meeting held on 27th May, 2020. The Board of Directors has proposed the candidature of Mr. Dinesh Kotecha as an Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Mr. Dinesh Kotecha

- i. Consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and
- iii. A declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Dinesh Kotecha as Independent Director of the Company for a term of 5 (five) consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Dinesh Kotecha proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and also the provisions as laid down in listing regulation and he is an independent.

The notice and the statement may be regarded as a disclosure under SEBI regulations of the Listing Regulations.

None of the Directors of the Company in anyway, except Mr. Dinesh Kotecha in his personal capacity for whom the resolution relates, is interested or concerned in the resolution.

Item No. 5

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**Listing Regulations, 2015**"), as amended effective 16th November 2018, has provided a regulatory mechanism for re-classification of Promoters as Public Shareholder subject to fulfillment of conditions provided therein.

The Company had received a letter from the following entity falling under the category of "Promoters / Promoter Group" of the Company requesting to be re-classified from the category of "Promoters / Promoter Group" to "Public Category":

| Sr. No. | Name of Entity | No. of Equity shares held | % of Total Equity Share Capital |
|---------|---------------------------------------|---------------------------|---------------------------------|
| 1 | Zee Entertainment Enterprises Limited | 4,75,000 | 9.50 |

In view of application received from the above entity and in consideration with the proper compliance of Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at its meeting held on May 27, 2020, has considered the application for re-classification received by the company as above from Promoter Group Category to Public Category subject to approval by the members, SEBI Board, Stock Exchange or any other regulatory body as may required.

The Company entered into a Termination Agreement (hereinafter referred to as “**The Agreement**”) with the aforesaid applicant and with the other promoter (hereinafter referred to as “**Deodhar Group**”) and the Board of Directors of the Company has considered and approved the Agreement at its meeting held on February 9, 2018 to terminate the two (2) earlier Agreements entered into between the Company, applicant and Deodhar Group, viz., Shareholders Agreement executed on May 29, 2000 and

Supplementary Agreement executed on February 18, 2012 to amend the earlier Shareholders Agreement

With the execution of the Agreement, the aforesaid applicant does not exercise any control over the Company and is not engaged in the management of the Company. Also, the aforesaid applicant neither has any representation on the Board of Directors of the Company nor holds any Key Management Personnel position in the Company. Further, the aforesaid entity does not have any veto rights or special rights as to voting power or control of the Company. Therefore, the Board hereby recommends to the members, the re-classification of status of its shareholding from Promoters to Public.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% shareholding and the proposed reclassification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

The shareholding pattern of the Company before and after the proposed reclassification is furnished below:

| Before proposed reclassification | | | After proposed reclassification | | |
|----------------------------------|------------------|-----------------------------|---------------------------------|------------------|-----------------------------|
| After proposed reclassification | Number of shares | Percentage of share capital | Category | Number of shares | Percentage of share capital |
| Promoter | 29,48,351 | 58.97 | Promoter | 24,73,351 | 49.47 |
| Public | 20,51,649 | 41.03 | Public | 25,26,649 | 50.53 |
| Total | 50,00,000 | 100.00 | Total | 50,00,000 | 100.00 |

Your Directors recommend the passing of the Resolution in the Notice as an **ORDINARY RESOLUTION**.

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 as set out in the Notice except to the extent of their shareholding, if any, in the Company.

INFORMATION AS REQUIRED IN RESPECT OF DIRECTORS BEING APPOINTED/ RE-APPOINTED

Mrs. Amrita P. Deodhar - Director (DIN: 00538573)

Mrs. Amrita Deodhar, belonging to the promoter group, is a commerce graduate of 1967. She is a successful entrepreneur for over four decades having set up Electronic Manufacturing

Unit in SEEPZ in 1975. After selling that business, she set up Distribution Company representing several international companies producing high tech electronic test equipment and analytical test instruments. After strengthening the company with a nationwide sales and service network and securing large market share, she sold that enterprise to a US Multi-national in 2011. She brings to Aplab Board her long experience in building business ventures and making them commercial successes. She holds 12,17,564 equity shares in the Company.

She is also Director in Sprylogic Technologies Limited, Origin Instrumentation Pvt. Ltd., Deodhar Electro Design Pvt. Ltd., Printquick Pvt. Ltd, Devize (India) Pvt. Ltd. and Proprietor of Intel Export Corporation

Mr. Dinesh Kotecha
(DIN: 02115860)

Mr. Dinesh Kotecha is a Bachelor of Commerce [Hons] from Mumbai University and FCA, Senior Chartered Accountant. He has vast experience of more than 3 decades in Finance, Management and various different fields. He is also an Independent Equity Research Analyst.

He holds 441 equity shares of the Company.

He is not Director in any other company.

Registered Office:
Aplab House, A-5,
Wagle Estate,
Thane – 400 604

Place : Thane
Dated : 30th July, 2020

By Order of the Board

Rajesh K. Deherkar
Company Secretary &
Finance Controller
(Membership No. A10783)