



Unleash your potential

Aptech Limited
Regd. office: Aptech House
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Mumbai - 400 093.
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29th May 2023

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, 2023 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
Place: Mumbai



Secretarial Compliance Report

Aptech Limited

For the Financial Year ended March 31, 2023.

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 31-03-2023 ("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");

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

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (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

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.	<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)	Yes	NA
2.	<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/ Guidelines Issued by SEBI.	Yes	NA
3.	<u>Maintenance and disclosures on Website:</u> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate Section on the website 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	Yes	NA
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NA
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies Requirements with respect to disclosure of material as well as other subsidiaries	Yes	NA
6.	<u>Preservation of Documents:</u>	Yes	NA





	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.		
7.	<u>Performance Evaluation:</u> 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	Yes	NA
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee	Yes NA	NA
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	Violation under Securities and Exchange Board of India (Prohibition of Insiders Trading) Regulation, 2015 by the Designated Person by selling shares during the closure of trading window. The following Designated person were penalized: 1. Kallol Mukherjee 2. Neeraj Malik 3. Vikas Jain On receipt of the information about the violation of PIT Regulation and confirmation by the





			designated person, based on recommendation of the Audit Committee Chairman, the Company issued warning letter to the designated persons and levied penalty towards the violation of Code of Conduct The aforesaid penalty has been duly submitted to the Investor Protection and Education Fund of SEBI
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

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, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	NA





<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>	NA	NA
2. Other conditions relating to resignation of statutory auditor		
<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>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor</p>	NA NA NA NA	NA NA NA NA

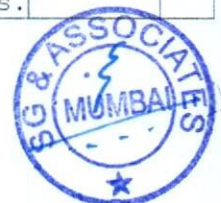




	relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	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

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, 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 Responsibility	Remarks
1.	Regulation	23	Non Submission of Related Party Disclosure for the Half year ended 31 st March, 2023	The Company has filed its Regulation 23(9)	Non Submission of Regulation 23(2) of SEBI (LODR)	Non Submission of Related Party Disclosure for the Half year ended 31 st March, 2023	64,900	The Company has submitted Regulation 23(3) for the half year ended 31 st March, 2023 by paying the fine levied on the Company amounting to Rs.	The penalty has been paid by the Company	NA





								64,900/-		
2	Violation under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by designated Person Mr. KallolMukherjee forbuying Shares during trading window closure period.	Trading Window and PIT	Mr. KallolMukherjeebrought 27 Equity Shares during trading window closure period without any prior intimation to the Compliance officer.	Company	Penalty Levied by Company	Traded Shares during period of Trading Window Closure without Intimation to the Company	Rs. 9740/-	On receipt of information about the violation of PIT Regulation With the recommendation of the audit Committee the Company issued warning letter to Mr. KallolMukherjee and levy penalty of Rs. 9740/- towards the violation of Code of Conduct.	The fine was levied to the Designated Person	NA
3	Violation under Securities and Exchange Board of India (Prohibition of Insider	Trading Window and PIT	Mr. NeerajMali 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 to the	Rs. 3,42,950/-	On receipt of information about the violation of PIT Regulation With the recommendation of	The fine was levied to the Designated Person	NA





	Trading) Regulations, 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.			Company		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. The aforesaid penalty has been duly submitted to the Investor Protection and Education Fund of SEBI.		
4	Violation under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by designated Person Mr. Vikas Jain by selling Shares during trading window	Trading Window and PIT	Mr. Vikas Jain sold 1,000 Equity Shares amounting to Rs. 3,41,646.49/- during trading window closure period without any prior intimation to the Compliance officer.	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 Committee the Company issued warning letter to Mr. Vikas Jain and levy penalty of	The fine was levied to the Designated Person	NA





				<p>powered by Aptech" for operating pre-schools cannot be considered material under the Regulations 30 r/w Schedule III of the LODR Regulations, is therefore not a material contract. 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</p>				<p>for Code of Conduct monitor report trading by insiders as specified in Schedule B Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulation 2015</p>	<p>alleged violation of Regulation 9 of Securities Exchange Board of India (Prohibition of Insider Trading) Regulation 2015.</p>	<p>dated 28.04.2021 passed by the Adjudicating Office of SEBI pertaining to alleged violation of Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015. The aforesaid appeal is dismissed by an order dated 04.01.2023 (uploaded on 09.01.2023)</p>
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				course of business and was not material.						2023 on SAT's website).
Violation under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by designated Person Mr. Murli Mohan Malla by selling Shares during trading window closure period.	Trading Window and PIT	Mr. Murli Mohan Malla (Vice President National Sales Head) sold 600 Equity Shares amounting to Rs. 1,66,068 during trading window closure period without any prior intimation to the Compliance officer.	Company	Penalty Levied by Company	Traded Shares during period of Trading Window Closure without Intimation to the Company	Rs. 21,828 /-	On receipt of information about violation of Regulation With the recommendation of the audit Committee the Company issued warning letter to Mr. Murli Mohan Malla and levy penalty of Rs. 21,828 /- towards the violation of Code of Conduct.	The fine was levied to Designated Person	NA	
Violation under Securities and Exchange Board of India (Prohibition	Trading Window and PIT	Mr. Saikat Banerjee (Manager) sold 250 Equity Shares amounting to Rs.	Company	Penalty Levied by Company	Traded Shares during period of Trading Window Closure	Rs. 2,400/-	On receipt of information about violation of Regulation With the	The fine was levied to Designated Person	NA	





<p>n of Insider Trading) Regulations, 2015 by designated Person Mr. Saikat Banerjeeh by selling Shares during trading window closure period.</p>		<p>62,500 during trading window closure period without any prior intimation to Compliance office.</p>			<p>without Intimation to the Company</p>		<p>recommendation of the audit Committee the Company issued warning letter and levy penalty of Rs. 2,400/- towards the violation of Code of Conduct.</p>		
<p>Violation under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by designated Person Mr. Sarwan Singh selling Shares during trading window closure period.</p>	<p>Trading Window and PIT</p>	<p>Mr. Sarwan Singh (Vice President, LF Centers & Audits) sold 399 Equity Shares amounting to Rs. 1,10,753 during trading window closure period without any prior intimation to Compliance office.</p>	<p>Company</p>	<p>Penalty Levied by Company</p>	<p>Traded Shares during period of Trading Window Closure without Intimation to the Company</p>	<p>Rs. 14,833/-</p>	<p>On receipt of information about violation of Regulation With the recommendation of the audit Committee the Company issued warning letter and levy penalty of Rs. 14,833/- towards the violation of Code of Conduct.</p>	<p>The fine was levied to the Designated Person</p>	<p>NA</p>





								The aforesaid penalty has been duly submitted to the Investor Protection and Education Fund of SEBI.		
Violation under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by designated Person Mr. Shajan Samuel by selling Shares during trading window closure period.	Trading Window and PIT	Mr. Shajan Samuel (Vice President, National Sales Head) sold 500 Equity Shares amounting to Rs. 1,41,000 during trading window closure period without any prior intimation to Compliance office.	Company	Penalty Levied by Company	Traded Shares during period of Trading Window Closure without Intimation to the Company	Rs. 20,800/-	On receipt of information about violation of Regulation With the recommendation of the audit Committee the Company issued warning letter and levy penalty of Rs. 20,800/- towards the violation of Code of Conduct.	The fine was levied to the Designated Person	NA	
Violation under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by designated Person Ms. Pooja Mukandan by selling Shares during trading window closure period.	Trading Window and PIT	Ms. Pooja Mukandan (Senior Manager,	Company	Penalty Levied by Company	Traded Shares during period	Rs. 1980/-	On receipt of information about violation of Regulation With the recommendation of the audit Committee the Company issued warning letter and levy penalty of Rs. 1980/- towards the violation of Code of Conduct.	The fine was levied to the Designated Person	NA	





Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by designated Person Ms. Pooja Mukandan by selling Shares during trading window closure period.	PIT	Marketing Head) sold 45 Equity Shares amounting to Rs. 12,726 during trading window closure period without any prior intimation to Compliance office.	Company	of Trading Window Closure without Intimation to the Company	violation of Regulation With the recommendation of the audit Committee the Company issued warning letter and levy penalty of Rs. 1980/- towards the violation of Code of Conduct.	Designated Person
					The aforesaid penalty has been duly submitted to the Investor Protection and Education Fund of SEBI.	

(b) The listed entity has taken the following actions in financial year 2021-22 to comply with the observations made in previous reports:

Place: Mumbai
Date: 26.05.2023

**SG & ASSOCIATES
COMPANY SECRETARIES**
Suhas S. Ganpule
**SUHAS S. GANPULE
PROPRIETOR
C.P. NO. 5722**

For SG and Associates
Practicing Company Secretary

Suhas S. Ganpule
Suhas S Ganpule
Proprietor

Membership No.12122
CP No. 5722

UDIN: A012122E000387057

