



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

12th September, 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.: Disclosure under Regulation 30 of the SEBI (Listing obligation and Disclosure Requirement), 2015 (“Listing Regulations”) and SEBI circular no.: CIR/CFD/CMD/4/2015 dated 9th September, 2015

Ref.: Amalgamation of Attest Testing Services Limited with Maya Entertainment Limited

With reference to the subject matter, we would like to inform you that the Company has received intimation from Maya Entertainment Limited, Material Subsidiary/Wholly Owned Subsidiary of the Company (hereinafter referred as “MEL” or “Transferee Company”) and Attest Testing Services Limited, Wholly Owned Subsidiary of the Company (hereinafter referred as “Attest” or “Transferor Company”) today i.e. 12th September, 2019 informing that:

On Wednesday, 11th September 2019, the Board of Directors of Maya Entertainment Limited and Attest Testing Services Limited have decided to merge Attest Testing Services Limited with Maya Entertainment Limited, subject to necessary regulatory approvals and such further steps as may be required in the matter for completion.

Particulars of transaction disclosed by MEL and Attest to the Company are as follows:

Sr. No	Particulars	Details												
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc	Attest Testing Services Limited (Transferor Company) Maya Entertainment Limited (Transferee Company) Details: ₹ in lakhs												
		<table border="1"> <thead> <tr> <th>Particulars as on 31st March 2019</th> <th>Transferor company</th> <th>Transferee company</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td>1781.77</td> <td>2942.34</td> </tr> <tr> <td>Networth</td> <td>476.34</td> <td>1692.75</td> </tr> <tr> <td>Turnover</td> <td>1970.18</td> <td>6567.10</td> </tr> </tbody> </table>	Particulars as on 31 st March 2019	Transferor company	Transferee company	Total Assets	1781.77	2942.34	Networth	476.34	1692.75	Turnover	1970.18	6567.10
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Networth	476.34	1692.75												
Turnover	1970.18	6567.10												
2.	Whether the transaction would fall within related party transactions? If	Since the transaction is between Two Wholly owned Subsidiaries of the Company, the transaction is not												



	yes, whether the same is done at "arms length"	falling under related party transaction for the Company.
3.	Area of business of the entity(ies)	<p>Transferee company: MEL was incorporated with the main object of carrying on the business inter alia of education and e-learning in the fields of animation, computer animation (2D & 3D) and visual effects. In pursuance of its objects, the Transferee Company is presently engaged in carrying on business mainly in training and education in graphic animation, cinematics, beauty & wellness, play school segment, aviation support services.</p> <p>Transferor company: Attest was incorporated with the main objects of carrying on the business of providing various services in the field of education and information technology, like survey, assessment, testing, training, software & hardware support services and allied services. In pursuance of its objects, the Transferor Company is presently engaged mainly in Testing and Assessment Solution services.</p>
4.	Rationale for amalgamation/ merger	<p>The Transferor Company and the Transferee Company are under the same control and management. As at April 1, 2019, the issued, subscribed and paid up share capital of the Transferor Company and Transferee Company is wholly held by "Aptech Limited".</p> <p>As both the Companies are under the same control and management, it is proposed to amalgamate Attest Testing Services Limited with the Maya Entertainment Limited, which would inter alia have the following benefits:</p> <ol style="list-style-type: none"> i. Reduction in the number of companies under the same Management leading to greater operational and financial efficiency and ease of management and thus reducing administrative, operational and financial costs. ii. Consolidate and simplify group structures. iii. Reduction in multiple legal and regulatory compliances required to be carried out at present by the Transferor Company and the Transferee Company.





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		iv. Utilisation of surplus cash in subsidiary companies to be effectively harnessed in Group working.
5.	In case of cash consideration – amount or otherwise share exchange ratio	Upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall, subject to the provisions of the Scheme and without any further application or deed, issue and allot 1 (One) Equity Shares of Rs. 10/- (Rupees Ten) each, credited as fully paid-up in the capital of the Transferee Company to the Equity Shareholder of the Transferor Company whose name appears in the Register of Members, for every 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten) each held by such Shareholder of the Transferor Company.
6.	Brief details of change in shareholding pattern (if any) of listed entity:	NIL

Kindly take the same on record.

For Aptech Limited

**Ketan Shah
Company Secretary**

