



Aptech Limited
Regd. office: Aptech House
A-65, MIDC, Marol, Andheri (E),
Mumbai - 400 093.
T: 91 22 2827 2300
F: 91 22 2827 2399
www.Aptech-worldwide.com

APTECH LIMITED

Registered Office: Aptech House, A 65, M.I.D.C, Marol Andheri (East) Mumbai 400093

Phone: +91 22 6828 2300

E Mail: cs@aptech.ac.in

CIN: - L72900MH2000PLC123841

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, act, rules, regulations, circulars, and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below are proposed to be passed as Special Resolution by the Members of Aptech Limited (the “Company”) by means of Postal Ballot, only by way of remote electronic voting (“e-voting” or “remote e- voting”) process.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto for your consideration and forms part of the Notice.

In accordance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 (“SEBI Circular”), this Postal Ballot Notice is being sent only by e-mail to those members whose names appear on the Register of Members / List of Beneficial Owners as on 21st July, 2023 (“cut-off date”) received from the Depositories (i.e. National Securities Depository Limited (“NSDL”) and Central Depository and Services (India) Limited (“CDSL”) and whose e-mail



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addresses are registered with the Company/ Kfin Technologies Limited, Registrar and Share Transfer Agent (“RTA”) / Depositories. Physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members since the requirement has been dispensed with as per the afore mentioned MCA Circulars and SEBI Circular and consequently no physical ballot forms will be accepted by the Company.

The Postal Ballot Notice (“Notice”) will also be placed on the website of the Company at <https://www.aptech-worldwide.com/> under News and Notifications, in the Investors tab, the e-voting website of NSDL at www.evoting.nsdl.com and shall also be communicated to stock exchange where the shares of the Company are listed i.e. BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at <https://www.nseindia.com/>.

In accordance with the MCA Circulars and SEBI Circular, the Company has made necessary arrangements with the RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules, as amended and framed thereunder and the MCA Circulars and SEBI Circular, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. For this purpose, the Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company has, at its meeting held on 18th July, 2023, appointed **M/s Jay Mehta & Associates, (FCS No. 8672)**, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process through remote e-voting process in a fair and transparent manner and in accordance with the provision of the Act and Rules made thereunder and any other statutory guideline, in this regard, in view of the consent letter submitted by him stating his willingness to be appointed as Scrutinizer for the Postal Ballot.

The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-Off date. Only the Members are entitled to vote as on the cut-off date under the e-voting facility offered by the Company and any other recipients of the Notice who have no voting rights should treat the Notice as intimation only.



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The Members are requested to carefully read the instructions on e-voting printed in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through the e-voting process. **The Members should cast their votes online from 9:00 am (IST) on 28th July, 2023 till 05.00pm (IST) on, 26th August, 2023 as per e-voting and other instructions provided in this Notice. E-Voting shall not be allowed beyond 05.00 pm (IST) of 26th August, 2023 and beyond such time it will be considered that no reply has been received from the Member.**

The Scrutinizer will submit his report to the Chairman of the Company or in his absence any other person duly authorized by him, after completion of scrutiny of the e-voting. The results along with Scrutinizer’s Report shall be declared on or before 28th August, 2023 at the Registered Office of the Company and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company’s website <https://www.aptech-worldwide.com/> and that of NSDL, BSE and NSE. The Scrutinizer’s decision on the validity of the voting shall be final.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **26th August, 2023.**

SPECIAL BUSINESS:

1. Re-appointment of Nikhil Piyush Dalal (DIN: 00316871) as an Independent Director of the Company for the second term of five years

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of Section 149, 150, 152, 161 & other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed thereunder read with Schedule IV to the Act, as amended from time to time consent from members be and is hereby accorded for appointment of Mr. Nikhil Dalal [DIN : 00316871; PAN ADYPD0707E], who has submitted a declaration that he meets the criteria for Independence as provided in Section 149 of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director for the second term of 5 consecutive years.

FURTHER RESOLVED THAT in the opinion of the Board, Mr. Nikhil Dalal fulfils the conditions specified in the Act and the Rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 for re-appointment as an Independent Director for the next term of Five years.

FURTHER RESOLVED THAT the Company Secretary, be and hereby authorized to execute, submit and file certified true copies of the Resolutions, Forms/E-forms, Applications, Declarations and such



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other documents, to various Authorities/Government Department/ROC/Ministry of Corporate Affairs Bank/Authorities and perform all such functions as may be necessary to give effect to this resolution.”

Registered Office:

By Order of the Board of Directors

Aptech House, A 65, M.I.D.C,
Marol Andheri (East), Mumbai 400093

For Aptech Limited

Date: 18.07.2023
Place: Mumbai

A.K. Biyani
Company Secretary and Compliance Officer

NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules and any other applicable provisions of the Act read with Rules thereunder setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice and disclosure as required under the applicable provisions of the Act, SEBI Listing Regulations and SS-2 are appended herein below for your consideration.
2. In compliance with the MCA Circulars and the SEBI Listing Regulations, the Postal Ballot Notice along with the instructions regarding E-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Registrar and Transfer Agent, KFin Technologies Limited (“RTA”)/ Depositories (i.e. National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as at close of business hours on 21st July 2023 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its RTA as on the Cut-off date. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 18.
3. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering Remote E-Voting (“e-voting”) facility to enable the Members to cast their votes electronically.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote E-Voting only. The Company has engaged the services of NSDL to provide Remote E-Voting facility to its member. The detailed procedure with respect to E-Voting is mentioned in Note No. 20.
5. A copy of the Postal Ballot Notice is available on the website of the Company at <https://www.aptech-worldwide.com/> website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and



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<https://www.nseindia.com/>, respectively and also on the website of e-Voting service provider i.e. National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.

6. Documents referred to in the Postal Ballot Notice will be available for inspection at the Registered Office of the Company during office hours from 10.00 a.m. to 2.00 p.m. on all working days except Saturday, Sunday and Public Holidays until closure of time for casting vote through remote e-voting, and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period. Members seeking to inspect such documents can send an e-mail to cs@aptech.ac.in
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) for shares held in Demat Mode. Members may note that physical shareholding is not applicable to the Company.
8. After sending the notice of Postal ballot through email, an advertisement shall be published in English newspaper and in vernacular language in Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 and the same will also be uploaded on the Company's website: <https://www.aptech-worldwide.com/>
9. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the paid-up share capital of the Company held by them as on close of business hours of Friday, 21st July 2023, i.e. the Cut-off date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of remote E-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote E-Voting process. Any person who is not a Member as on the Cut-off date or becomes a member post the Cut-off date should treat this Postal Ballot Notice for information purpose only.
10. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to jaymehta.cs@gmail.com or to the Company to cs@aptech.ac.in with a copy marked to evoting@nsdl.co.in
11. The Remote E-Voting facility will commence on 28th July 2023 at 09:00 am (IST) and will end on 26th August 2023 at 5:00 pm (IST). Remote E-Voting facility will be blocked by NSDL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time.



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12. Members are requested to cast their vote through the remote E-voting process not later than 05:00 pm (IST) on 26th August 2023, in order to be eligible for being considered, failing which it will be strictly treated as if no vote has been cast by the Member.
13. Once the votes on the resolution are cast by the Members, the Members will not be allowed to change them subsequently.
14. The Board of Directors of the Company have appointed **M/s Jay Mehta & Associates**, Practicing Company Secretaries, as Scrutinizer, to scrutinize the Postal Ballot through remote E-voting process in a fair and transparent manner. M/s Jay Mehta & Associates had communicated their willingness for such appointment.
15. The Scrutinizer's decision on the validity of the e-voting shall be final and binding on all.
16. The Scrutinizer will submit his report to the Chairman of the Company or in his absence any other person duly authorized by him, after completion of scrutiny of the postal ballots (e-voting). The results along with Scrutinizer's Report shall be declared on or before 28th August 2023, at the Registered Office of the Company and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website cs@aptech.ac.in and that of NSDL, BSE and NSE at www.evoting.nsdl.com; www.bseindia.com and <https://www.nseindia.com/>, respectively.
17. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 26th August 2023, i.e. the last date specified for receipt of votes through the Remote E- voting process. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
18. Procedure for registration of email address with the Company/DP:

Members are requested to register the email address with their concerned DPs, in respect of electronic holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / RTA/ Company to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address, in future.
19. Members holding shares in demat mode are requested to intimate any change in their address and/ or bank mandate or any particulars to their Depository Participant(s). The Company cannot act on any request received directly from members holding shares in demat mode for change/ update in their particulars.
20. The details of the process and manner for remote e-voting are explained herein below;

Cut -off date for Remote E-Voting Eligibility	Friday, 21 st July 2023
Remote E-Voting Commencement Date and Time	Friday 28th July 2023 9:00 AM (IST)
Remote E-Voting End Date and Time	Saturday 26th August 2023 5:00 PM (IST)



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- (i) Process to vote electronically by 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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e- Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you

	<p>will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e- Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e- Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website: http://www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website http://www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress



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	and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request mail at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 -2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at mailto:helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsd.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. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in 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) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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'?
 - (i) 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. Open the .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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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



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How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Jaymehta.cs@gmail.com or to the Company to cs@aptech.ac.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

ii. 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 resolution set out in this notice:

1. In case of the Company, physical shareholding is not applicable since such shares are maintained in Escrow Account maintained by the Company and such holders are not eligible to vote in Postal Ballot.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to einward.ris@kfintech.com, evoting@nsdl.co.in and cs@aptech.ac.in. If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.



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3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
21. Attention of members of the Company is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/PIR/2021/687 dated 14th December, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 on 'Common and Simplified Norms for Processing Investors Service Requests by RTAs and norms for furnishing PAN, KYC details and nomination' and it is requested that the members furnish their respective PAN, KYC Details and nomination with the RTA/Company/ in accordance with said Circulars for updating their related records maintained in the Company. Further, as per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for members in respect of shares held by them. Members holding shares in electronic may obtain nomination forms from their respective Depository Participants(s).
22. We urge the members to support our commitment to environment protection by choosing to receive their communications through e-mail. You may do this by updating your email addresses with you depository participant(s) and the RTA/Company.

Registered Office:

Aptech House, A 65, M.I.D.C,
Marol Andheri (East), Mumbai 400093

By Order of the Board of Directors

For Aptech Limited

Date: 18.07.2023
Place: Mumbai

A.K. Biyani
Company Secretary and Compliance Officer



Aptech Limited
Regd. office: Aptech House
A-65, MIDC, Marol, Andheri (E),
Mumbai - 400 093.
T: 91 22 2827 2300
F: 91 22 2827 2399
www.Aptech-worldwide.com

EXPLANATORY STATEMENT

Item No.1

Mr. Nikhil Piyush Dalal was appointed as a Non-Executive Independent Director of the Company, for a period of 5 (five) years, with effect from May 30, 2018 to May 30, 2023, in terms of the provisions of Section 149 of the Act and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Accordingly, the first term of five years of Mr. Nikhil Piyush Dalal, as a Non-Executive Independent Director of the Company, is expired on May 30, 2023.

Based on the skills, competence and expertise in understanding, of academic business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, contribution in the Board and Committee meetings, performance evaluation, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the re-appointment of Mr. Nikhil Piyush Dalal would be beneficial to the Company.

Accordingly, the Board of Directors, at their meeting held on May 24, 2023, recommended the appointment Mr. Nikhil Piyush Dalal as a Non-Executive Independent Director for a second consecutive term of five years from May 31, 2023, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has, received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Nikhil Piyush Dalal to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.



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Mr. Nikhil Piyush Dalal has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel.

In the opinion of the Board, Mr. Nikhil Piyush Dalal is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

The terms and conditions of re-appointment of Mr. Nikhil Piyush Dalal are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

Brief profile and other requisite details of Mr. Nikhil Piyush Dalal is as follows:

Sr. No.	Particulars	Mr. Nikhil Piyush Dalal
1.	Age	42
2.	Qualifications	Graduate from Carnegie Mellon University, Pittsburgh
3.	Experience	Mr. Dalal is at the helm of JBCN Education Pvt Ltd as the Managing Director. Currently, the JBCN International Schools are operating from 4 campuses: Parel, Oshiwara, Chembur and Borivali with over 5,000 students all across and a 5th campus in Mulund commencing soon. These schools are co-educational institutes that concentrate on international education
4.	Terms and Conditions of appointment or re-appointment	Re-appointment
5.	Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	NIL



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6.	Date of first appointment on the Board (in case of re-appointment)	30/05/2018
7.	shareholding in the company (if applicable)	NIL
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
9.	The number of Meetings of the Board attended during the year (in case of re-appointment)	5
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL

Except Mr. Nikhil Piyush Dalal, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested either, directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 1 of the Notice.

The Board of Directors of the Company recommends the relevant resolution set forth at Item No. 1 in the Notice for the approval of the members, as a Special Resolution.

Registered Office:

Aptech House, A 65, M.I.D.C,
Marol Andheri (East) Mumbai 400093

By Order of the Board of Directors

For Aptech Limited

Date: 18.07.2023
Place: Mumbai

A.K. Biyani
Company Secretary and Compliance Officer