

March 27, 2023

Listing Compliance  
BSE Limited, Ground Floor  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

Dear Sir/Madam,

**Sub: Application of the company for waiver of SOP Fines**

With reference to the above subject please find attached waiver application as given below:

Regulation	Quarter	Fine Levied	Company's representation on waiver application
SOP Reg.24A	March, 2022	596000/-	Not Applicable since Secretarial Audit Report was submitted along with the Annual Report filed for the year 2021-22
SOP Reg. 27(2)	December 22	120000/-	Not Applicable since Paid-up Share Capital is Rs. 10.00 Crores and Net Worth is minus (20.76) Crores as on 31 <sup>st</sup> March, 2022. A certificate in this regard received from Practising CS, Ms. Rama Subramanian is attached

**Details of fees Remitted**

Amount with GST.	Date	UTR No. for RTGS /NEFT
Rs. 106,200/-	16.03.2023	UBINJ23075876087
Rs. 11,800/-	27.03.2023	UBINJ23086662881

Kindly take the same on your records and refund us the amount of Rs. 1,18,000/- paid by us at the earliest.

Thanking you,

Yours faithfully,  
For Aplab Limited



Rajesh K. Deherkar  
CFO & Company Secretary



**TO WHOMSOEVER IT MAY CONCERN**

**Sub: Applicability of Corporate Governance provisions contained in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 to Aplab Limited {CIN L99999MH1964PLC013018}**

My submissions in the subject matter are as follows:

Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 states that:

I. 15(2) The compliance with the corporate governance provisions as specified in regulations 17, [17A,] 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) 55[and (t)] of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of –

(a) a listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year:

Provided that where the provisions of regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V become applicable to a listed entity at a later date, it shall ensure compliance with the same within six months from such date:

Provided further that once the above regulations become applicable to a listed entity, they shall continue to remain applicable till such time the equity share capital or the net-worth of such entity reduces and remains below the specified threshold for a period of three consecutive financial years.

(b) a listed entity which has listed its specified securities on the SME Exchange.

II. As per the audited balance sheet of Aplab Limited, its paid-up capital as on 31<sup>st</sup> March 2022 is Rs 10,00,00,000 and its net worth is Rs (20,76,35,610) – negative net worth.

I, therefore, certify that in view of point II above and upon a plain reading of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) 2015, the provisions of Corporate Governance are not applicable to Aplab Limited.

I also submit that in terms of BSE circular no LIST/COMP/12/2019-20 dated 14<sup>th</sup> May 2019, companies who have sought exemption under Regulation 15(2) of SEBI LODR Regulations 2015 are not required to submit any other document or disclosure for claiming exemption from submission of Annual Secretarial Compliance Certificate under Regulation 24A (2) of SEBI (LODR) Regulations 2015. The Company has complied with the provisions of Regulation 24A (1) relating to Secretarial Audit as per the provisions of Companies Act, 2013.

The above certificate has been issued at the request of Aplab Limited for submission to BSE Limited.

Place: Thane  
Date: March 27, 2023



*Rama*  
CS Rama Subramanian  
Company Secretary in Practice  
ACS 15923; COP 10964  
Peer Review Certificate No 893/2020