

**IMPORTANT COMMUNICATION TO SHAREHOLDERS:**

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with their Depository through their concerned Depository Participants as early as possible. Members who have provided their E-mail addresses desire to receive physical copy of the aforesaid documents as well as those members who hold shares in physical form would like to receive the aforesaid documents by E-mail are requested to inform the Company's Registrar and Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. at their E-mail id "sharepro@shareproservices.com."

NOTICE is hereby given that the Eleventh Annual General Meeting of APTECH LIMITED will be held on Friday, 29th July, 2011 at "Rangswar Hall", 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400021 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Profit and Loss Account for the financial year ended 31st March, 2011, the Balance Sheet as at that date and the Report of the Directors and Auditors thereon;
2. To declare a dividend for the financial year ended 31st March, 2011.
3. To appoint a Director in place of Mr. Walter Saldanha who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Yash Mahajan who retires by rotation and being eligible offers himself for reappointment.
5. To appoint a Director in place of Mr. Utpal Sheth who retires by rotation and being eligible offers himself for reappointment.
6. To re-appoint M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company on such remuneration as agreed upon by the Board of Directors and the Statutory Auditors payable in connection with the audit of the Accounts of the Company for the next financial year.

SPECIAL BUSINESS

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT the vacancy caused by the retirement of Mr. Pramod Khera, who retires by rotation at the ensuing Annual General Meeting and who does not seek re-appointment be not filled up at this meeting and may be filled up by the Board of Directors at a later date."
8. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 198, 309, 310, 349, 350 and any other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals, permissions, or sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to decide and to pay the remuneration by way of commission (over and above the payment of sitting fees) to the Directors of the Company other than the Managing Director of the Company, a sum not exceeding 1% per annum of the net profits of the Company computed in the manner laid down in Section 349 and 350 of the Companies Act, 1956 in any financial year upto a period of 5 years commencing from July 2011."

NOTES:

1. The Explanatory Statement under Section 173(2) of the Act, in respect of the special business to be transacted at the meeting is annexed hereto
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. In order to be valid, proxies duly stamped, should be lodged with the Company at its Registered Office not later than 48 hours before the commencement of the Meeting.
4. Corporate members are required to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the AGM.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22nd July, 2011 to Friday, 29th July, 2011 both days inclusive for ascertaining the names of the shareholders to whom the dividend, if declared, will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.

6. Members/Proxies should bring the Attendance Slip, duly filled in for attending the meeting and are also requested to bring their copies of the Annual Report.
7. As required under Clause 49 of the Listing Agreement particulars of Directors seeking re-appointment/appointment are annexed to this notice below
8. As permissible under Section 219(1)(b)(iv) of the Companies Act, 1956, particulars of employees pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particular of Employees) Rules, 1975, are not given in the Annual Report. The said particulars are made available at the Registered Office of the Company. The Members desirous of obtaining the same may write to the Company Secretary at the Registered Office of the Company.
9. A certificate from the Auditors of the Company will be placed before the Members of the Company at the Annual General Meeting confirming that the implementation of the Employees Stock Option Scheme, 2006 is in accordance with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended from time to time, and as per the approval accorded by the Members vide special resolution dated 16th September, 2006.
10. Those Members who have so far not encashed their dividend warrants in respect of the dividend declared for the period ended 31st March, 2010 may approach the Company or Registrar and Share Transfer Agents for the payment thereof.
11. Members holding shares in physical form are requested to intimate to the Company's Registrar and Share Transfer Agents, M/s. Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai 400 072 the following
 - a) Change in their address, if any, along with the pincode
 - b) Request for consolidation of shareholdings in one account if share certificates are held in multiple accounts or joint accounts in identical order of names.
12. Members holding shares in dematerialized mode are requested to intimate changes if any in their addresses alongwith pincode to their Depository Participants.
13. Members are requested to send in their queries at least 10 days in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.

Explanatory Statement pursuant to Section 173(2) of the Act.

Item No. 7 of the Notice

Mr. Pramod Khera is a Non-Executive Director on the Board of the Company since 1st April, 2009. He retires by rotation at the ensuing annual general meeting and does not seek re-appointment. The members of the Board have regrettably acceded to his request and propose that the vacancy caused by his retirement be not filled up. While recording its appreciation for the contribution made by him during his tenure, the Board recommends passing of this resolution.

None of the Directors of the Company except Mr. Pramod Khera are interested in the resolution.

Item No. 8 of the Notice

In terms of the provisions of Section 309 of the Companies Act, 1956, a Director who is neither in the whole time employment of the Company nor a Managing Director may be paid remuneration, inter alia, by way of commission not exceeding 1% of the net profits in aggregate to all such Directors if a company has a Managing Director or Whole time Director.

Section 309(4) of the Companies Act, 1956 requires the consent of the shareholders by a special resolution at the general meeting for the payment of commission to Non-Executive Directors of the Company. As per Section 309(7) of the Companies Act, 1956, such special resolution remains in force for a period of five years at a time. Hence the special resolution as per Item No. 8 of the notice seeks to authorize payment of 1% commission on net profits to the Directors other than the Managing Director for a period of five years from July 2011.

The Board of Directors at its meeting held on 30th May, 2011 accorded its approval to the payment of remuneration by way of commission to Non-Executive Directors of the Company in pursuance of the applicable provisions under the Companies Act and subject to the necessary approvals of the members of the Company and the Central Government if necessary.

Except Mr. Ninad Karpe, Managing Director, all the Directors of the Company may be deemed to be concerned or interested in the resolutions to the extent of commission which may be received by them.

By Order of the Board of Directors

Ketan H. Shah
Group Company Secretary &
General Manager Legal

Place : Mumbai

Date : 30th May, 2011