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

**13<sup>th</sup> February, 2024**

<b>To,</b> <b>BSE Limited</b> 25 <sup>th</sup> Floor, P J Towers, Dalal Street, Mumbai – 400 001	<b>To,</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051.
<b>Scrip Code: 532475</b>	<b>Symbol: APTECHT</b>

Dear Sir/Madam,

**Sub: Postal Ballot Notice**

Further to the outcome of meeting of the Board of Directors of Aptech Limited (“the Company”) dated February 06, 2024, please find enclosed herewith copy of the postal ballot notice dated February 06, 2024 (“Notice”) to seek approval of the shareholders for the following special resolutions:

Sr.No	Particulars
1	Regularization of Appointment of Mr. Ameet Hariani (DIN:00087866) as an Independent Director of the Company for the term of Five years.
2	Regularization of Appointment of Mr. Sivaramakrishnan S. Iyer (DIN:00503487) as an Independent Director of the Company for the term of Five years

Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 09, 2024, seeking their approval as set out in the Notice.

The remote e-voting will commence from Wednesday, February 14, 2024 (9:00 a.m. IST) and shall end on Thursday, March 14, 2024 (5:00 p.m. IST). The results of the postal ballot will be announced on or before Saturday, March 16, 2024 (5:00 p.m. IST).

This is for your information and records.

**For Aptech Limited**

**A K Biyani**  
**Company Secretary**  
**Membership no.: F 8378**

**Place: Mumbai**



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**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](mailto: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, 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, 11/2022 dated 28th December, 2022 and 9/2023 dated 25<sup>th</sup> September 2023, 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/2023/167 dated 07th October, 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 09<sup>th</sup> February, 2024 (“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 addresses are registered with the Company/ Kfin Technologies Limited, Registrar and Share Transfer



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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](http://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](http://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 06<sup>th</sup> February, 2024, 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 14<sup>th</sup> February, 2024 till 05.00pm (IST) on 14<sup>th</sup> March, 2024 as per e-voting and other instructions provided in this Notice. E-Voting shall not be allowed beyond 05.00 pm (IST) of 14<sup>th</sup> March, 2024 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 16<sup>th</sup> March, 2024 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. **14<sup>th</sup> March, 2024.**

**SPECIAL BUSINESS:**

**1. Regularisation of Appointment of Mr. Ameet Hariani as an Independent Director of the Company for the term of Five years**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination Remuneration Committee and the consent by the Board of Director of the Company, approval of the Members be and is hereby accorded for appointment of Ameet Hariani (DIN:00087866), who was appointed as an Additional Director (in capacity of an Independent Director) of the Company by the Board of Director with effect from February 6, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, in respect of whom the Company has



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received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 consecutive years i.e., February 6, 2024 upto February 5, 2029.”

“**RESOLVED FURTHER THAT** the Board hereby authorises Nomination and Remuneration Committee to decide and perform all ancillary acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

“**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to sign and file such applications, letters, E-forms, certified resolutions, undertakings, declarations and such other documents to all Ministry of Corporate Affairs, Stock exchanges and other applicable regulatory authorities and perform such other compliance functions to give effect to this resolution.”

**2. Regularisation of Appointment of Mr. Sivaramakrishnan S. Iyer as an Independent Director of the Company for the term of Five years**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination Remuneration Committee and the consent by the Board of Director of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Sivaramakrishnan S. Iyer (DIN:00503487), who was appointed as an Additional Director (in capacity of an Independent Director) of the Company by the Board of Director with effect from February 6, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 consecutive years i.e., February 6, 2024 upto February 5, 2029.”



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**“RESOLVED FURTHER THAT** the Board hereby authorises Nomination and Remuneration Committee to decide and perform all ancillary acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**“RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to sign and file such applications, letters, E-forms, certified resolutions, undertakings, declarations and such other documents to all Ministry of Corporate Affairs, Stock exchanges and other applicable regulatory authorities and perform such other compliance functions to give effect to this 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: 06<sup>th</sup> February, 2024  
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 09<sup>th</sup> February, 2024 (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



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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](http://www.bseindia.com) and <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.nsd.com](http://www.evoting.nsd.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](mailto: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 09<sup>th</sup> February, 2024, 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



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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](mailto:jaymehta.cs@gmail.com) or to the Company to [cs@aptech.ac.in](mailto:cs@aptech.ac.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)

11. The Remote E-Voting facility will commence on 14<sup>th</sup> February, 2024 at 09:00 am (IST) and will end on 14<sup>th</sup> March, 2024 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.
12. Members are requested to cast their vote through the remote E-voting process not later than 05:00 pm (IST) on 14<sup>th</sup> March, 2024, 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 16<sup>th</sup> March, 2024, 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](mailto:cs@aptech.ac.in) and that of NSDL, BSE and NSE at [www.evoting.nsdl.com](http://www.evoting.nsdl.com); [www.bseindia.com](http://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 14<sup>th</sup> March, 2024, 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





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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	09 <sup>th</sup> February, 2024
Remote E-Voting Commencement Date and Time	14 <sup>th</sup> February, 2024 @9.00 a.m.
Remote E-Voting End Date and Time	14 <sup>th</sup> March, 2024 @5.00 p.m.

(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"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home</li> </ol>

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	<p>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 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 data-bbox="812 766 1250 1039" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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: <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab and then user your existing my easi username &amp; password.</li> <li>2. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> and click on login &amp; New System My easi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The</li> </ol>



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	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 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">mailto:helpdesk.evoting@cdslindia.com</a> 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.



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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.nsdl.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.



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

**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](mailto:Jaymehta.cs@gmail.com) or to the Company to [cs@aptech.ac.in](mailto:cs@aptech.ac.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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](mailto:einward.ris@kfintech.com), [evoting@nsdl.com](mailto:evoting@nsdl.com) and [cs@aptech.ac.in](mailto:cs@aptech.ac.in). If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login



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method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.
5. 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).
6. 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: 06<sup>th</sup> February, 2024  
Place: Mumbai

A.K. Biyani  
Company Secretary and Compliance Officer



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## **EXPLANATORY STATEMENT**

### **Item No.1 and 2**

The Board of Directors at their meeting held on 6<sup>th</sup> February, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ameet Hariani (DIN:00087866) and of Mr. Sivaramakrishnan S. Iyer (DIN:00503487) as Additional directors (in capacity of Independent Directors) of the Company, with effect from February 6, 2024 for a term of five consecutive years up to February 5, 2029, under Section 149, 150, 152 of the Act and Article of Association of the Company.

Pursuant to Regulation 17 (1C) of Listing Regulation, Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer are eligible to be appointed as Independent Directors for a term of up to Five consecutive years.

The Company has also received declarations of Independence from Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer. In terms of Regulation 25 (8) of the Listing Regulations, they have also confirmed that they are not aware of any circumstances or situations which exists or may be reasonably anticipated that could impair or impact his ability to discharge their duties as Independent Directors in terms of Section 164 (2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered themselves in the Independent Director Database maintained by Indian Institute of Corporate affairs.

For appointment of, Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer on the Board, the Nomination and Remuneration Committee took into consideration their rich and varied experience in various fields. Further, the Nomination and Remuneration Committee also noted the skills, expertise and competencies of Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer which were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

### **BRIEF PROFILE OF MR. AMEET P. HARIANI IS AS FOLLOWS:**

Mr. Ameet P. Hariani (DIN: 00087866), age 62, has over 35 years of experience advising clients on corporate and commercial law, mergers and acquisitions, and real estate finance transactions. He has represented large organisations in international transactions, arbitrations and prominent litigations. He was a partner at Ambubhai and Diwanji, Mumbai and Andersen Legal India, Mumbai. He was the Founder and Managing Partner of Hariani & Co. from the year 1991 till 2022.

He has now transitioned to advisory and chamber practice, and also acts as arbitrator and mediator. He is also an Independent, Non-Executive Director of several companies.

He holds a Bachelor of Law degree from Government Law College, Mumbai and Masters in Law degree from the University of Mumbai. He is a Solicitor enrolled with the Bombay Incorporated Law Society and the Law Society of England and Wales. He is also a member of the Bar Council of Maharashtra and the Bombay Bar Association.

Mr Hariani is a speaker at many events; he also writes frequently.



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## **BRIEF PROFILE OF MR. SIVARAMAKRISHNAN S IYER IS AS FOLLOWS:**

Sivaramakrishnan S Iyer has a Bachelor's degree in Commerce from the University of Mumbai and is a Chartered Accountant. He acts as a strategic advisor to companies and specializes in Corporate Finance, Debt/Equity fund raising, Mergers/Acquisitions and Capital Structuring. He is actively engaged by various private investors in India for advising them on their investments.

The Company has also received from Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer consents in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to effect that they are not disqualified under Section 164 (2) of the Act, (iii) a declaration to the effect that he meets the criteria of Independence as provided under Section 149 (6) of the Act and Rules framed thereunder and Regulation 16 (1) (b) of the SEBI Listing Regulations, (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/ 2018-19 dated June 20, 2018 and NSE /CML/2018/24 dated June 20, 2018 that they are not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer has confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Directors of the Company. Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer have confirmed that they are in compliance with Rule 6 (1) and 6 (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to their registration with the data bank of Independence Directors maintained by the Indian Institute of Corporate Affairs.

The profile and specific areas of expertise of Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided as annexure to this Notice.

In the opinion of the Board Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer are person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

The terms and conditions of appointment of Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/ Client ID or Folio No. from their registered email address to the company at [cs@aptech.ac.in](mailto:cs@aptech.ac.in). Alternatively, the documents will also be made available at the Registered office of the company during office hours on all working days from date of dispatch until the last date for receipt of votes by Postal Ballot/ e-voting.

None of the Director / Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution mentioned in Item No. 1 & 2 of the Notice.

In Compliance with the provisions of Section 149 read with Schedule IV to the Act Regulation 17 of the Listing Regulations, the approval of the members is sought for the appointment of Mr. Ameet Hariani and Mr. Sivaramakrishnan S. Iyer as Independent Directors of the Company, as a special resolution as set out above.





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The Board recommends the special resolution set forth in item 1 and item 2 for the approval of the Members.

**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: February 6, 2024  
Place: Mumbai

A.K. Biyani  
Company Secretary and Compliance Officer