



**Unleash your potential**

Aptech Limited  
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**August 25, 2025**

<b>To,</b> <b>BSE Limited</b> 25 <sup>th</sup> Floor, P J Towers, Dalal Street, Mumbai - 400 001	<b>To,</b> <b>The 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>Email: corp.comm@bseindia.com</b>	<b>Symbol: APTECHT</b> <b>Email: compliance@nse.co.in</b>

Dear Sir/Madam,

**Sub: Notice of the 25<sup>th</sup> Annual General Meeting of the Company.**

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice and the Explanatory Statement of the 25<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, September 17, 2025 at 12.00 noon (IST) via Video Conference / Other Audio-Visual Means (VC / OAVM) facility.

Kindly take the same on record.

**For Aptech Limited**

**Shruti Laud**  
**Company Secretary**  
**Membership No: A38705**  
**Encl.: as above**

## NOTICE

**NOTICE** is hereby given that the Twenty Fifth (25<sup>th</sup>) Annual General Meeting ("AGM") of Aptech Limited will be held on Wednesday, September 17, 2025 at 12.00 noon through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Standalone and Consolidated Financial Statement) of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, comprising the Balance Sheet as on March 31, 2025, Statement of Profit and Loss and the Statement of Cash Flows for the year ended as on that date, together with the Annexures / Schedules / Notes thereon and the Reports of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

2. To appoint a Director in place of Mr. Utpal Sheth (DIN: 00081012), who retires by rotation, and being eligible, have offered himself for reappointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Utpal Sheth (DIN: 00081012) and, who retires by rotation and who has offered himself for re-appointment, be and is hereby re-appointed as a Director.

**RESOLVED FURTHER THAT** any Director and/or Chief Financial Officer (CFO) and/or Company Secretary & Compliance officer be and is hereby authorised by the Board of the Company to review, sign and file all Applications, Forms/E-forms, Affidavits, Declarations, letters and such other documents and perform such other compliance functions and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. To appoint a Director in place of Mr. Rajiv Agarwal (DIN: 00379990), who retires by rotation, and being eligible, have offered himself for reappointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013,

Mr. Rajiv Agarwal (DIN: 00379990), who retires by rotation and who has offered himself for re-appointment, be and is hereby re-appointed as a Director.

**RESOLVED FURTHER THAT** any Director and/or Chief Financial Officer (CFO) and/or Company Secretary & Compliance officer be and is hereby authorised by the Board of the Company to review, sign and file all Applications, Forms/E-forms, Affidavits, Declarations, letters and such other documents and perform such other compliance functions and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditor for the financial year ended March 31, 2026.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to Section 148 (3) of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, Companies (Cost Records & Audit Rules), 2014 and other applicable provisions of Companies Act, 2013 read with rules made thereunder (including statutory modification(s) and enactment thereof for the time being in force), on recommendation of the Audit Committee and approval of Board of Directors, the remuneration, as set out in the explanatory statement annexed to the notice convening of the Meeting, to be paid to Cost Auditors M/s SAPSJ & Associates, Firm Registration No. 000445 appointed by the Board as the Cost Auditors of the Company to conduct audit for cost records of the Company for the financial year ended March 31, 2026 be and hereby ratified.

**RESOLVED FURTHER THAT** any Director and/or Chief Financial Officer (CFO) and/or Company Secretary & Compliance officer be and are hereby severally authorized to submit the necessary intimation in form/eform to the various Authorities/Central Government for appointment of Cost Auditors by the Company and do such other acts as may be necessary for time to time to make the resolution effective."

5. Appointment of Secretarial Auditor.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of M/s S.G. Associates, Company Secretaries (Firm Registration No. - S2004MH073900) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 01, 2025 until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration includes revision in remuneration, if any, plus applicable taxes and out-of pocket expenses payable to them during their tenure as the Secretarial Auditor of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditor.

**RESOLVED FURTHER THAT** any Director and/or Chief Financial Officer (CFO) and/or Company Secretary & Compliance officer be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

6. To consider and approve the Revision in Remuneration of Mr. Neeraj Malik (DIN: 07611462), Whole-Time Director (WTD).

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203, read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof), the appointment of Mr. Neeraj Malik (DIN: 07611462) as Whole-Time Director (“WTD”) of the Company for a period of five years with effect from April 29, 2025, as duly approved by the Members through a Postal Ballot conducted and results declared on July 19, 2025, in accordance with Section 110 of the Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014, be and is hereby noted and confirmed, and based on the recommendation of the Nomination & Remuneration Committee (“NRC”) and approval of the Board of Directors, the consent of the Members be and is hereby accorded for the revision in the remuneration of Mr. Neeraj Malik (DIN: 07611462), WTD, as per the details provided below, with all other terms and conditions of his appointment remaining same.

The Company shall pay Mr. Neeraj Malik a revised remuneration of INR 1.50 crores per annum.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the Whole-time Directors, the Company has no profits or its profits are inadequate,

the Company will pay remuneration by way of Salary, Supplementary Allowances, Medical expenses, Performance linked annual discretionary bonus, Benefits and Perquisites subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**RESOLVED FURTHER THAT** any Director and/or Chief Financial Officer (CFO) and/or Company Secretary & Compliance officer be and are hereby severally authorised to make, sign, file and/or upload the necessary agreement(s), application(s), document(s), disclosure(s), intimation(s), return(s), form(s) on the website of Ministry of Corporate Affairs, Stock Exchanges and other severally to do all such acts, deeds, matters and things as may be necessary for the purpose of giving full effect to the aforesaid resolution.”

7. To consider and approve the Revision in Remuneration of Mr. Sandip Weling (DIN: 10479066), Whole-Time Director (WTD).

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203, read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof), the appointment of Mr. Sandip Weling (DIN: 10479066) as Whole-Time Director (“WTD”) of the Company for a period of five years with effect from April 29, 2025, as duly approved by the Members through a Postal Ballot conducted and results declared on July 19, 2025, in accordance with Section 110 of the Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014, be and is hereby noted and confirmed, and based on the recommendation of the Nomination & Remuneration Committee (“NRC”) and approval of the Board of Directors, the consent of the Members be and is hereby accorded for the revision in the remuneration of Mr. Sandip Weling (DIN: 10479066), WTD, as per the details provided below, with all other terms and conditions of his appointment remaining same.

The Company shall pay Mr. Sandip Weling a revised remuneration of INR 1.50 crores per annum

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the Whole-time Directors, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Supplementary Allowances, Medical expenses, Performance linked annual discretionary bonus, Benefits and Perquisites subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**RESOLVED FURTHER THAT** any Director and/or Chief Financial Officer (CFO) and/or Company Secretary & Compliance officer be and are hereby severally authorised to make, sign, file and/or upload the necessary agreement(s), application(s), document(s),

disclosure(s), intimation(s), return(s), form(s) on the website of Ministry of Corporate Affairs, Stock Exchanges and other severally to do all such acts, deeds, matters and things as may be necessary for the purpose of giving full effect to the aforesaid resolution.”

## NOTES :

1. The Ministry of Corporate Affairs (“MCA”) vide General Circular Nos. 14/ 2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 09/2024 dated September 19, 2024 (collectively referred as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred as “SEBI Circulars”), has permitted companies to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) without physical presence of Members of the Company at a common venue and provided relaxation from dispatching of physical copy of Annual Report upto September 30, 2025.
2. The proceedings of the AGM of the Company will be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.
3. Pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, all the Members whose PAN and KYC details are not registered/ updated with the Company are requested to do so by submitting the necessary documents and forms which are available on the website of the Company at <https://www.aptech-worldwide.com/investors/shareholders>. Further in case of any queries / complaints, please write us at [cs@aptech.co.in](mailto:cs@aptech.co.in).
7. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.aptech-worldwide.com/investors/results-and-reports>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
8. AGM being convened through VC/OAVM thus the route map is not annexed to this Notice.
9. In compliance with the Circulars, the Notice of 25<sup>th</sup> Annual General Meeting and the Annual report for the Financial Year 2024-25 are being sent only by email to the Members whose email address is registered with the Company / Depositories/ Depository Participants. The Members of the Company will be entitled to get a physical copy of the Annual Report for the FY 2024- 25, free of cost, upon sending a request to the Company on [cs@aptech.co.in](mailto:cs@aptech.co.in). The Company is sending, at the latest available postal address, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available to those shareholder(s) who have not registered their email address. The Members may note that the Notice of (25<sup>th</sup>) AGM and the Annual Report of the Company are also available on the website at <https://www.aptech-worldwide.com/investors/results-and-reports> and on the websites of Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The Company has appointed National Securities Depository Limited (“NSDL”) for facilitating electronic voting system to enable the Members of the cast their votes electronically (“e-voting”). The Notice of (25<sup>th</sup>) AGM and the Annual Report of the Company is also available on website of NSDL at <https://www.evoting.nsd.com>.
10. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic mode and with the Registrar & Share

Transfer Agent ('RTA') of the Company in case the shares are held by them in physical form. However, for limited purposes like receiving the Notice of the forthcoming AGM and related documents, all the Members shall register their email address with the RTA as per the process given in the e-Voting instructions of the notes to this Notice.

11. In terms of the SEBI Listing Regulations, securities of the Listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, members are advised to dematerialize the shares held by them in physical form.
12. The Company has appointed M/s. Jay Mehta & Associates (FCS 8672), Practicing Company Secretary, as the Scrutinizer to scrutinize remote e-voting process and e-voting at the Meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting unblock the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than forty-eight hours after the conclusion of the Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be communicated to the National Stock Exchange of India Limited and BSE Limited immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall also be available on the website of the

Company <https://www.aptech-worldwide.com/> and on NSDL Website [www.evoting@nsdl.com](http://www.evoting@nsdl.com). The recorded transcript of the AGM, shall as soon as possible, be also uploaded on the website of the Company.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER :-

**The remote e-voting period begins on September 13, 2025 at 10:00 A.M. and ends on September 16, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cut-off date i.e. Wednesday, September 10, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 10, 2025.**

### How do I vote electronically 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 and joining virtual meeting 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.	<p>Existing <b>IDeAS</b> 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 "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>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 "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>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 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Type of Shareholders	Login Method
	<p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  <b>App Store</b>       <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting &amp; voting during the meeting. 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 or joining virtual meeting &amp; voting during the Meeting.</p>

**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 at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting 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?**

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.

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, 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.

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***

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.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

**Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 [jaymehtaandassociates@gmail.com](mailto:jaymehtaandassociates@gmail.com) 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website

will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 48867000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 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 resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@aptech.co.in](mailto:cs@aptech.co.in).
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 [cs@aptech.co.in](mailto:cs@aptech.co.in). If you are an 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 and joining virtual meeting 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 09, 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.

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views have questions and raise any query concerning the Financial Statements/Annual Report of the Company, may send their questions 5 days in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@aptech.co.in](mailto:cs@aptech.co.in). The same will be replied by the company suitably.
6. Shareholders who wish to express their view / ask questions at the Annual General Meeting may register themselves as Speaker Shareholders by writing to the Company at [cs@aptech.co.in](mailto:cs@aptech.co.in) mentioning their name demat account number/folio number, email id, mobile number between **September 08, 2025 to September 11, 2025** (both days inclusive).

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

#### Item No. 04:

In accordance with the provision of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies

(Audit & Auditors) Rules, 2014 the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company at the ensuing General Meeting.

The Board of Directors, on recommendation of Audit Committee, at its meeting held on Monday, August 04, 2025 approved the appointment and remuneration of the Cost Auditor M/s. SAPSJ & Associates to conduct the Audit of the cost records of the company across various segment, for the financial year ended March 31, 2026, subject to ratification by the members, the fixed remuneration is Rs. 90,000/- p.a. plus goods and services tax and out of pocket expenses on actual, if any.

The Cost audit is applicable to all business of the Company and carried out in accordance with Section 148 of the Act read with the Companies (Cost Record and Audit) Rules, 2014 as amended from time to time.

Accordingly, ratification by the members is being sought to the remuneration payable to the Cost Auditor for the Financial year ending March 31, 2026 by the way of an Ordinary Resolution as set out in Item No. 4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out herein.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for approval of the Members.

#### **Item No. 05:**

Pursuant to Section 204 of the Companies Act, 2013 read with Rules made thereunder and Regulation 24A and Regulation 36(5)(a) of the Listing Regulations, a listed entity shall appoint or reappoint an individual as Secretarial Auditor, on the basis of the recommendation of the Board of Directors, for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in the Annual General Meeting for conducting a Secretarial Audit of the Company for a fees amounting to Rs 95,000/- p.a. for current year and there is no material variations in the remuneration compared to the previous year.

M/s. S.G Associates are currently the Secretarial Auditor of the Company and as per Regulation 24A (1C) of the Listing Regulations, any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure.

Accordingly, pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 08, 2025, approved the appointment of M/s. S.G Associates, Practicing Company Secretaries (Firm Registration Number: S2004MH073900.), as the Secretarial Auditor of the Company for a term of five consecutive years to hold office from the conclusion of this AGM till the conclusion of the 30th AGM to be held in the year 2030.

M/s. S. G & Associates, a Professional Peer Reviewed firm established in the year 2003, by CS Suhas Sadanand Ganpule, a Practicing Company Secretary, who has wide experience &

expertise in handling Legal, Secretarial & Corporate affairs matter for Trading, Manufacturing & Service Sector Industries ranging from FMCG, Petrochemicals, Automobiles, Finance, Fertilizer etc.

M/s. S.G & Associates strives for sustained excellence in the field of compliance and governance practice, by being a true blend of the traditional and modern value systems, practices and culture. M/s. S. G & Associates places paramount importance on the value addition that it seeks to bring to clients through its different services, and is mindful of even the smallest kind of service rendered. M/s. S.G & Associates is supremely committed to the needs of each of its clients and takes all efforts in fulfilling these effectively.

Further, the Company may obtain certifications and avail other permissible services under statutory regulations from M/s. S.G Associates, as may be required from time to time. The remuneration for certifications and other permissible services will be paid on mutually agreed terms.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the Members.

#### **Item No. 06 & 07:**

The Board of Directors at their meeting held on April 29, 2025, based on recommendation of Nomination and Remuneration Committee appointed Mr. Neeraj Malik (DIN: 07611462) and Mr. Sandip Weling (DIN: 10479066) as an Additional Director's in capacity of Whole-time Director for the period of 5 year effective April 29, 2025.

Pursuant to Section 17 (1C) of Listing Regulations, Mr. Neeraj Malik & Mr. Sandip Weling shall hold office until the date of next General Meeting or for a period of three months from the date of their appointment, whichever is earlier. Further, Mr. Neeraj Malik & Mr. Sandip Weling have been regularized via Postal Ballot Meeting on July 19, 2025. A brief profile of Mr. Neeraj Malik & Mr. Sandip Weling in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Notice as **Annexure II**. Further, on the recommendation of Nomination and Remuneration Committee and Board approval, the members approval, be and hereby accorded for the revision in the remuneration of Mr. Neeraj Malik & Mr. Sandip Weling, Whole Time Director's, as per the revised remuneration detailed mentioned below. All other terms and conditions of his appointment shall remain same.

The proposed remuneration and terms and conditions of appointment of Mr. Neeraj Malik and Mr. Sandip Weling, Whole-time Director are given below:

1. The Company to employ Mr. Neeraj Malik (DIN: 07611462) & Mr. Sandip Weling (DIN: 10479066) as Whole-time Directors for a period of 5 years with effect from April 29, 2025 and the Company to issue Appointment letter for employment terms with them.
2. Mr. Neeraj Malik & Mr. Sandip Weling to discharge such functions, exercise such powers and perform such

duties as the Board shall from time to time determine and entrust them, subject to such restrictions and/or limitations as the Board may in its discretion determine.

3. Mr. Neeraj Malik & Mr. Sandip Weling are to undertake such travel as may be needed in the interests of the Company's business or as directed by the Board from time to time.
4. The Company shall pay each of Mr. Neeraj Malik & Mr. Sandip Weling a revised remuneration of INR 1.50 crores per annum

Where in any financial year during the tenure of the Whole-time Directors, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Supplementary Allowances, Medical expenses, Performance linked annual discretionary bonus, Benefits and Perquisites subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

The Board considers that their association would benefit the Company as per the experiences and hence it is desirable to appoint them as the Whole-time Directors. Accordingly, the

Board recommend the resolution in relation to their revised remuneration as the Whole-time Directors for the approval of the Shareholders of the Company by the way of Special Resolution.

The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days (except Saturday, Sunday & Public Holidays) and will also be available during the Annual General Meeting ("AGM") till the conclusion of the AGM.

Except Mr. Neeraj Malik & Mr. Sandip Weling, none of the Directors and Key Managerial Personnel of the Company or their relatives are interested in the Resolution set out in item no. 06 & 07 of this Notice.

**By Order of the Board of Directors**

**Sd/-**

**Shruti Laud**

**Company Secretary and Compliance Officer**

**A38705**

**Place: Mumbai**

**Date: August 04, 2025**

## Annexure I

### Details of the directors seeking appointment/ re-appointment required under Regulation 36 of the Securities and Exchange Board of India (Listings Obligations and Disclosure Requirements), Regulation, 2015 and Secretarial Standard-2 General Meeting issued by the ICSI:

Name of the Director	Mr. Utpal Sheth	Mr. Rajiv Agarwal
Director Identification Number ('DIN')	00081012	00379990
Designation / Category of Directorship	Non-Executive Director	Non-Executive Director
Age	54 years	54 years
Nationality	Indian	Indian
Date of first appointment of the Board	28-10-2005	29-10-2006
Qualification	Mr. Sheth is a Cost Accountant and Chartered Financial Analyst from ICFAI, Hyderabad (a Gold Medallist at an all-India level).	B. Tech (Chemical), Institute of Technology, Benares Hindu University
Brief Resume/ Experience (including expertise in specific functional area).	Mr. Utpal Sheth is the Non-Executive, Non-Independent Director on our Board. Mr. Sheth is the Chief Executive Officer of Rare Enterprises, the Asset management firm of Late Shri Rakesh Jhunjhunwala. At Rare Enterprises, he is responsible for Investment Management, Risk Management and Institutionalization. He is also the Founder and Mentor of "Trust Group", a full-service platform for financial services with leadership in Indian Debt Capital Markets. Mr. Sheth is a Cost Accountant and Chartered Financial Analyst from ICFAI, Hyderabad (a Gold Medallist at an all-India level).	Mr. Rajiv Agarwal is Non-Executive and Non independent director on our Board. He graduated in Chemical Engineering from the Institute of Technology, Benares Hindu University in 1993. He is responsible for managing strategic investments of Rare Enterprises, Rekha Jhunjhunwala and Rare Trusts. Rare Enterprises is an asset management firm promoted by Late Mr. Rakesh Jhunjhunwala. At Rare Enterprises, he is responsible for Investment Management and Risk Management. He is responsible for providing strategic inputs as a Director on the Board of Nazara Technologies, Hungama Digital Entertainment, Alchemy Capital, Equirus Capital, Concord Biotech and Fullife Healthcare. Prior to December 2005, Mr. Agarwal was with Accenture, a global management and technology consulting firm, for over 12 years and was responsible for sales and delivery of Strategy and Operations consulting work. As part of the Growth and Strategy team, he was responsible for growth of Accenture's Delivery Centre network for IT services in India. He has also worked with other Companies in India, UK, UAE and Indonesia. His rich industry exposure includes Oil and Gas, IT, BPO, Chemicals, Pharmaceuticals, Agrochemicals, Biotechnology, Iron and Steel, Textiles, Engineering and Construction, Railways and Airlines
Nature of Expertise / Experience in Specific areas	Investment research, Investment Management and Investment Banking, Leadership	Strategy & Operations, Planning, General Management, Investment Management
Shareholding, if any in the Company as on March 31, 2025	9,08,000 Shares (Promotor Group)	81,340 Shares
Relationship with other Director and other Key Managerial Personnel of the Company	NA	NA

Name of the Director	Mr. Utpal Sheth	Mr. Rajiv Agarwal
Directorship in the Listed Indian Companies	6	3
Chairman/ Member of any committee of the Board of Directors of Listed Indian Companies	1	1
Terms and Condition of appointment or reappointment	NA	NA
Remuneration last drawn (if any)	NA	NA
Remuneration sought to be paid	NA	NA

## Annexure II

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are given below

Name of the Director	Mr. Neeraj Malik	Mr. Sandip Weling
Director Identification Number('DIN')	07611462	10479066
Designation / Category of Directorship	Whole time Director	Whole time Director
Date of birth	20-11-1979	15-03-1970
Age	46 Years	55 Years
Date of first appointment on the Board	April 29, 2025	April 29, 2025
Shareholding in the Company	2,521 equity shares in Aptech Limited	-
Relationship with other directors and other Key Managerial Personnel	Mr. Malik is not related to any of the Directors or Key Managerial Personnel of the Company.	Mr. Weling is not related to any of the Directors or Key Managerial Personnel of the Company.
Number of Board Meetings attended during FY 2025-26	1	1
Names of listed entities in which the person holds directorships	0	0
Names of listed entities from which the person has resigned in the past three years	0	0
Directorships held in other companies	1	1
Membership/ Chairmanship of Committees of the Board	1	0
Terms and conditions of appointment or re-appointment	As per Employment Contract	As per Employment Contract
Remuneration last drawn	NIL	NIL
Remuneration sought to be paid	As per Employment Contract	As per Employment Contract

Name of the Director	Mr. Neeraj Malik	Mr. Sandip Weling
Qualification	A postgraduate degree in Business Management from Guru Gobind Singh Indraprastha University, Delhi.	Master's in marketing management from Welingkar Institute of Management and a B.E. (Mechanical) from VJTI, Mumbai.
Brief profile / resume of Director	Mr. Neeraj Malik has a postgraduate degree in Business Management from Guru Gobind Singh Indraprastha University, Delhi. He has work experience of 24 years and is currently designated as Chief Business Officer (Enterprise Business Group). In the past, he has worked with Wipro Infotech, Tata Consultancy Services (TCS), Sify Technologies, Xerox India, and Indiamart InterMesh, where he held multiple key positions.	Mr. Sandip Weling, is a master's in marketing management from Welingkar Institute of Management and a B.E. (Mechanical) from VJTI, Mumbai. He has work experience of over 32 years and is currently designated as Chief Business Officer (Global Retail Business). In the past, he has worked with Eureka Forbes Limited as CEO – Direct Sales Business, and held roles of progressive responsibilities in Mahindra Holidays & Resorts Ltd. (Head – Franchise Business), Jubilant Agri & Consumer Products Ltd. (National Sales Head – Consumer Products), Bharti Axa Life Insurance Company Ltd. (Vice President – Direct Distribution), and Kotak Mahindra Old Mutual Life Insurance Ltd. (Chief Manager – Distribution Development, Planning & Strategy). He has also worked with Crompton Greaves Ltd., Philips India Ltd., and Friends Combine.

