Aptech Limited
Regd. office: Aptech House
A-65, MIDC, Marol, Andheri (E),
Mumbai - 400 093.
T: 91 22 6828 2300 / 6646 2300
F: 91 22 6828 2399
www Aptech-worldwide corn

Unleash your potential

August 28, 2026

To, **BSE Limited** 25th Floor, P J Towers, Dalal Street, Mumbai – 400 001	**To,** **The National Stock Exchange of India Limited** Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051
Scrip Code: 532475 **Email:** corp.comm@bseindia.com	**Symbol: APTECHT** **Email:** compliance@nse.co.in

Dear Sir/Madam,

Sub: Notice of the 26th 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 26th Annual General Meeting of the Company to be held on Wednesday, September 23, 2026 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 ANIKET KANVINDE
Digitally signed by SHRUTI ANIKET KANVINDE
Date: 2026.08.28 16:38:22 +05'30'

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

NOTICE

NOTICE is hereby given that the Twenty sixth (26th) Annual General Meeting ("AGM") of Aptech Limited will be held on Wednesday, September 23, 2026 at 12.00 noon IST through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Aptech House, A-65, MIDC, Marol, Andheri (East) - 400093, Mumbai, Maharashtra, India.

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, 2026, together with 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, 2026, comprising the Balance Sheet as on March 31, 2026, 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. Vishal Gupta (DIN: 10388230), 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 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) read with the Articles of Association of the Company, Mr. Vishal Gupta (DIN: 10388230), who retires by rotation at this ensuing Annual General Meeting of the Company 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 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. Amit Goela (DIN: 01754804), 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 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) read with the Articles of Association of the Company, Mr. Amit Goela (DIN: 01754804), who retires by rotation at this ensuing Annual General Meeting of the Company 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 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 payable to M/s SAPSJ & Associates, Cost Accountants (Firm Registration No. 000445), Cost Auditors of the Company for the Financial year ending March 31, 2027.

   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 and Auditors) Rules, 2014, Companies (Cost Records and Audit Rules), 2014 and other applicable provisions of Companies Act, 2013 read with Rules made thereunder (including statutory modification(s) and/or re-enactment(s) 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, 2027 be and is hereby ratified.

   RESOLVED FURTHER THAT the Chief Financial Officer (CFO) and/or Company Secretary of the Company be and is 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. To consider and approve the Payment of Commission to the Non-Executive Independent Directors of the Company for the financial year 2025-26.

   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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 17(6)(ca), where applicable, and the Articles of Association of the Company, and subject to such other approvals as may be required, the consent of the Members of the Company be and is hereby accorded for payment of commission to the Non-Executive Independent Directors of the Company, for a period of five (5) consecutive financial years commencing from Financial Year 2025-26**,** of such sum as may be determined by the Board of Directors from time to time, provided that the total commission payable in any financial year shall not exceed 1% per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the amount of commission payable to each Non-Executive Independent Director for each financial year within the aforesaid overall limit, in such manner and proportion as it may deem fit, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution.**"**

6. To consider and approve the revision in the remuneration to M/s. Bansi S. Mehta & Co., Statutory Auditors of the Company for the financial year 2025-26 and 2026-27.

   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 142(1) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, and in accordance with the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for revision of the remuneration payable to M/s. Bansi S. Mehta & Co., Statutory Auditors of the Company, from ₹ 43,75,250/- per annum to ₹ 47,00,000/- per annum, for the financial year 2025-26 & 2026-27 for conducting statutory audit, tax audit, transfer pricing audit and other advisory services of the Company and MEL Training & Assessments Limited.

   RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things and to execute, sign and file all such applications, forms, returns, documents and writings as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

NOTES:

Pursuant to the Ministry of Corporate Affairs ('MCA') General Circular No. 14/2020 dated April 8, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and various other circulars issued by the MCA and SEBI and in reference to the recent MCA General Circular No. 09/2023 dated September 25, 2023 and SEBI circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and Circular No. 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 and other applicable circular issued by MCA and SEBI ('hereinafter collectively referred to as "Circulars"), read with the provisions of the Listing Regulations, companies are allowed to hold the Annual General Meeting ('AGM/Meeting') through Video Conferencing ('VC') or Other Audio-Video Means ('OAVM') without physical presence of members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.

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 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, 2026.

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. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Regulation 36(5) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as applicable, in respect of business to be transacted at the 26th AGM, as set out under Item Nos. 4, 5 and 6 above and the relevant details of the Directors as mentioned under Item Nos. 2 and 3 above as required by Regulation 36(3) of the Listing Regulations and as required under the Secretarial Standard on General Meetings ("SS-2")

issued by the Institute of Company Secretaries of India, is annexed hereto.

4. Pursuant to the Circulars, as the AGM will be conducted through VC/OAVM the facility for appointment of proxy by the members is not available for this AGM and hence the Proxy Form is not annexed to this Notice. Further, Attendance Slip including route map 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.

5. 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.

6. 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.

7. 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 incase of any queries / complaints, please write us at cs@aptech.co.in.

8. 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 and 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.nsdl.com.

9. In compliance with the Circulars, the Notice of 26th Annual General Meeting and the Annual report for the Financial Year 2025-26 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 2025-26, free of cost, upon sending a request to the Company at cs@aptech.co.in. As per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, 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 26th 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 and National Stock Exchange of India Limited at www.nseindia.com. The Company has appointed National Securities Depository Limited ("NSDL") for facilitating electronic voting system to enable the Members to cast their votes electronically ("e-voting"). The Notice of 26th AGM and the Annual Report of the Company is also available on website of NSDL at https://www.evoting.nsdl.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 Company Secretary and Compliance Officer of the Company or any other person as authorized by the Chairman. The Company Secretary and Compliance Officer 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 BSE Limited and National Stock Exchange of India 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. 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 19, 2026 at 09:00 A.M. and ends on September 22, 2026 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. September 16, 2026, 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 September 16, 2026.

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.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 (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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress 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 or joining virtual meeting & voting during the Meeting.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.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:

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**************

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

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

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

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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

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

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

8. 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 with a copy marked to 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 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 or call on.: 022 – 48867000 or send a request to 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.
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. If you are an Individual shareholder 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 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. 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 mentioning their name, demat account number/folio number, email id, mobile number between **September 13, 2026 to September 17, 2026** (both days inclusive).

By Order of the **Board of Directors**
For **Aptech Limited**

Sd/-
Shruti Laud
Place: Mumbai Company Secretary and Compliance Officer
Date: August 05, 2026 Membership No.: A38705

Aptech Limited
Registered Office:
Aptech House, A-65, MIDC, Marol, Andheri (East) - 400093,
Mumbai, Maharashtra, India
CIN: L72900MH2000PLC123841
Phone: 022-68282300
Email: cs@aptech.co.in
Website: https://www.aptech-worldwide.com/

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 General Meeting.

The Board of Directors, on recommendation of Audit Committee, at its meeting held on Wednesday, August 05, 2026 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, 2027, subject to ratification by the members, at a remuneration not exceeding Rs. 1,00,000/- p.a. plus applicable taxes and reimbursement of out of pocket expenses at actual, if any, incurred in connection with the audit.

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.

M/s. SAPSJ & Associates, Cost Accountants, have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959 and are free from any disqualifications specified under the provisions of the Act.

In accordance with the provisions of Section 148(3) of the Act, read with the Cost Audit Rules, ratification by the members is being sought to the remuneration payable to the Cost Auditor for the Financial year ending March 31, 2027 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, except to the extent of their respective shareholding in the Company, if any 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:

The Members are informed that, pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a company may pay commission to its Non-Executive Directors, including Independent Directors, provided that the total commission payable in any financial year does not exceed 1% of the net profits of the Company, computed in accordance with the provisions of Section 198 of the Act, subject to the approval of the shareholders.

The Non-Executive Independent Directors ("NEIDs") on the Board possess extensive experience, expertise and knowledge and continue to provide valuable guidance and strategic direction to the Company. Considering their significant contribution, increased responsibilities and prevailing industry practices, the Board consider it appropriate to remunerate the NEIDs by way of commission.

Accordingly, the approval of the Members is sought by way of a Special Resolution for payment of commission to the Non-Executive Independent Directors for a period of five (5) consecutive financial years commencing from Financial Year 2025-26. The total commission payable in any financial year shall not exceed 1% of the net profits of the Company, calculated in accordance with Section 198 of the Act. The Board of Directors shall determine the amount of commission payable to each Non-Executive Independent Director from time to time within the aforesaid overall limit. Where applicable, the approval under Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also being sought through the same Special Resolution.

The proposed approval will enable the Company to pay commission to the Non-Executive Independent Directors during the aforesaid period without seeking shareholders' approval every financial year, while ensuring compliance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except the Non-Executive Independent Directors and their relatives, to the extent of their respective entitlement to the commission and shareholding, if any, is concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 06:

The existing remuneration payable to M/s. Bansi S. Mehta & Co. is ₹ 43,75,250/- per annum. Considering the scope and nature of services to be undertaken by the Statutory Auditors, including statutory audit, tax audit, transfer pricing audit and other advisory services of the Company and MEL Training & Assessments Limited, a wholly owned subsidiary of the Company, the Audit Committee, at its meeting held on November 04, 2025, recommended revision in the remuneration payable to the Statutory Auditors.

The Board of Directors, at its meeting held on November 04, 2025, after considering the recommendation of the Audit Committee, approved and recommended to the Members the revision in the remuneration payable to M/s. Bansi S. Mehta & Co. from ₹ 43,75,250/- per annum to ₹ 47,00,000/- per annum for the Financial Years 2025-26 and 2026-27.

Accordingly, the approval of the Members is sought for revision of the remuneration payable to M/s. Bansi S. Mehta & Co. from ₹ 43,75,250/- per annum to ₹ 47,00,000/- per annum for the Financial Years 2025-26 and 2026-27, for conducting statutory audit, tax audit, transfer pricing audit and other advisory services of the Company and MEL Training & Assessments Limited.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Annexure I

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

Particulars	Details	
Name of the Director	Mr. Vishal Gupta	Mr. Amit Goela
Director Identification Number('DIN')	10388230	01754804
Designation / Category of Directorship	Non - Executive, Non - Independent Director	Non - Executive, Non - Independent Director
Age	41 years	61 years
Nationality	Indian	Indian
Date of first appointment of the Board	25-01-2025	25-01-2025
Qualification	Chartered Accountant	MBA in finance
Brief Resume/ Experience (including expertise in specific functional area).	Mr. Vishal Gupta is Chartered Accountant by training, having qualified in 2009. He also holds an MBA from IESE business school, Barcelona. He is an Executor and Trustee of Estate of Late Mr. Rakesh Jhunjhunwala and is involved with the management of the Estate in various capacities. He also helps manage the philanthropic activities at Rare Family Foundation. He is a member of YPO connect, which is the Mumbai chapter of Young Presidents Organization.	Mr. Amit Goela has a distinguished profile in the Indian financial and securities market with over 30 years of experience. He is an MBA in finance from the University of North Florida and gains international experience. He currently heads the research function and is member of the investment team at Rare Enterprises. Mr. Goela has been an advisor for various companies in the areas of macro-economics, equity research, both public and private markets, corporate restructuring, investments and arrangements including mergers and acquisitions, and advisory for stakeholder value creation. He was associated with several leading corporate houses on strategy planning and investments.
Nature of Expertise / Experience in Specific areas	Investment management, Corporate Finance and Strategy.	Capital Market, Finance, Strategy and Planning.
Shareholding, if any in the Company as on March 31, 2026	Nil	4,30,000
Relationship with other Director and other Key Managerial Personnel of the Company	Mr. Vishal Gupta is a nephew of Late Mr. Rakesh Jhunjhunwala and is also one of the Executors of the Estate of the Late Mr. Rakesh Jhunjhunwala.	Mr. Amit Goela is part of the promoter group, by virtue of some shares being transferred to him by Estate of Late Mr Rakesh Jhunjhunwala. Also, he is associated with Rare Enterprises, which is a partnership firm of Mrs. Rekha Jhunjhunwala and Estate of Late Mr. Rakesh Jhunjhunwala.
Directorship in the Listed Indian Companies (incl. this listed entity)	1	3
Chairman/Member of any committee of the Board of Directors of Listed Indian Companies*	Membership – 0 Chairmanship - 0	Membership – 4 Chairmanship - 0

Particulars	Details	
Terms and Condition of appointment or reappointment alongwith the details of remuneration sought to be paid and remuneration last drawn by such person, if applicable	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Listed entities from which the Director has resigned in the past three years	No	Suryaamba Spinning Mills Limited
Number of Meetings of Board attended during the FY 2025-26	5	5

*Member/Chairperson in Audit Committee/ Stakeholder Relationship Committee.